



FSE ENGINEERING HOLDINGS LIMITED

豐盛機電控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 331)

PROXY FORM

Proxy form for use by shareholders at the extraordinary general meeting to be held at Strategic Room, 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 30 November 2016 at 11:00 a.m. or immediately after conclusion of the annual general meeting of the Company to be held on the same day, whichever is later (or any adjournment thereof)

I/We (note 1) _____
of _____ being the registered holder(s)
of (note 2) _____ shares (the "Shares") of HK\$0.10 each in the capital of FSE Engineering Holdings Limited (the "Company"), HEREBY APPOINT (note 3) _____
of _____
or failing him, the Chairman of the extraordinary general meeting of the Company (the "Meeting"), as my/our proxy to attend on my/our behalf at the Meeting to be held at Strategic Room, 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 30 November 2016 at 11:00 a.m. or immediately after conclusion of the annual general meeting of the Company to be held on the same day, whichever is later (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote for me/us on my/our behalf in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION*		FOR (note 4)	AGAINST (note 4)
1.	to approve the Proposed Acquisition (as defined in the circular of the Company dated 25 October 2016 (the "Circular")) on terms and conditions of the Agreement (as defined in the Circular) and the performance of the transactions contemplated thereunder and related matters.		

* The full text of the resolution is set out in the notice of the Meeting.

Dated this _____ day of _____ 2016.

Signature: _____ (note 5)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PUT A ("✓") IN THE BOX MARKED "AGAINST". Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.**
- This proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised in that behalf.
- Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- In order to be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or at any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish, but the authority of your proxy will be invalid forthwith.
- ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**