

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated Thursday, 26 November 2015 (the “**Prospectus**”) issued by FSE Engineering Holdings Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Placing described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of this United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The Offer Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, Halcyon Securities Limited, as stabilizing manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilisation period which will begin on the Listing Date and expire on Thursday, 31 December 2015, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken and demand for the Shares and the price of the Shares could fall.



FSE ENGINEERING HOLDINGS LIMITED
豐盛機電控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 112,500,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 11,250,000 Shares (subject to adjustment)
- Number of International Placing Shares** : 101,250,000 Shares (subject to adjustment and the Over-allotment Option)
- Offer Price** : not more than HK\$2.98 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and expected to be not less than HK\$2.68 per Offer Share
- Nominal Value** : HK\$0.10 per Share
- Stock Code** : 331

Sole Sponsor



Halcyon Capital Limited

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



GREAT ROC
CAPITAL SECURITIES LIMITED
鴻鵬資本證券有限公司

Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Capitalisation Issue and the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the Shares which may be issued pursuant to the exercise of the options granted under the Share Option Scheme). Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 10 December 2015. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.fseng.com.hk and the Stock Exchange's website at www.hkexnews.hk.

The Global Offering comprises the: (1) Hong Kong Public Offering of 11,250,000 Offer Shares, representing 10% of the total Offer Shares initially available under the Global Offering (subject to adjustment); and (2) International Placing of 101,250,000 Offer Shares, representing 90% of the total Offer Shares initially available under the Global Offering (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Stabilising Manager on behalf of the International Underwriters, to require the Company to allot and issue up to 16,875,000 additional Offer Shares, representing approximately 15% of the number of Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Placing, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.98 per Offer Share and is currently expected to be not less than HK\$2.68 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.98 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.98 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms and the designated website (www.hkeipo.hk) for the HK eIPO White Form. Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names

should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be collected during normal business hours from 9:00 a.m. on Thursday, 26 November 2015, until 12:00 noon on Tuesday, 1 December 2015 from

(i) any of the following offices of the Underwriters:

Halcyon Securities Limited	11/F, 8 Wyndham Street Central Hong Kong
Great Roc Capital Securities Limited	Suite 3712, 37th Floor West Tower, Shun Tak Center 168-200 Connaught Road Central Hong Kong
BOSC International Company Limited	Suite 2608–2611, Citibank Tower Citibank Plaza 3 Garden Road Hong Kong
Celestial Capital Limited	21st Floor, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong
Investec Capital Asia Limited	3609, 36th Floor Two International Finance Centre 8 Finance Street Central Hong Kong
Oriental Patron Securities Limited	27th Floor Two Exchange Square 8 Connaught Place Central Hong Kong
Shenwan Hongyuan Capital (H.K.) Limited	Level 19 28 Hennessy Road Hong Kong

(ii) any of the following branches of the receiving banks:

Bank of China (Hong Kong) Limited

	Branch	Address
Hong Kong Island	Bank of China Tower Branch King's Road Branch	3/F, 1 Garden Road 131-133 King's Road, North Point
	Causeway Bay Branch	505 Hennessy Road, Causeway Bay
Kowloon	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road
	Jordan Road Branch	1/F, Sino Cheer Plaza, 23-29 Jordan Road
New Territories	City One Sha Tin Branch	Shop Nos. 24-25, G/F, Fortune City One Plus, No. 2 Ngan Shing Street, Sha Tin

Standard Chartered Bank (Hong Kong) Limited

	Branch	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
Kowloon	Tsimshatsui Branch	G/F, 8A-10 Granville Road, Tsimshatsui
	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kwun Tong
New Territories	Tuen Mun Town Plaza Branch	Shop No. G047-G052, Tuen Mun Town Plaza Phase I, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Thursday, 26 November 2015 until 12:00 noon on Tuesday, 1 December 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order marked payable to "**Bank of China (Hong Kong) Nominees Limited — FSE Engineering Public Offer**" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Thursday, 26 November 2015 — 9:00 a.m. to 5:00 p.m.
Friday, 27 November 2015 — 9:00 a.m. to 5:00 p.m.
Saturday, 28 November 2015 — 9:00 a.m. to 1:00 p.m.
Monday, 30 November 2015 — 9:00 a.m. to 5:00 p.m.
Tuesday, 1 December 2015 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** Service at www.hkeipo.hk from 9:00 a.m. on Thursday, 26 November 2015 until 11:30 a.m. on Tuesday, 1 December 2015 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, 1 December 2015 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Time for Inputting Electronic Application Instructions

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Thursday, 26 November 2015 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 27 November 2015 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 28 November 2015 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, 30 November 2015 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, 1 December 2015 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 26 November 2015 until 12:00 noon on Tuesday, 1 December 2015 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Tuesday, 1 December 2015 or such later application day or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Wednesday, 9 December 2015 (i) **South China Morning Post** (in English); (ii) **Hong Kong Economic Times** (in Chinese); (iii) on the Stock Exchange's website (www.hkexnews.hk) and (iv) on the Company's website (www.fseng.com.hk). The results of allocations and the identification document number, where appropriate, of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, 9 December 2015 as described in the section headed "How to Apply for Hong Kong Offer Shares — Publication of Results" in the Prospectus, including the websites of the Stock Exchange at www.hkexnews.hk and on the Company's website at www.fseng.com.hk.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Thursday, 10 December 2015 provided that the Global Offering has become unconditional and the right of termination described in the section headed "Underwriting" in the Prospectus has not been exercised. No receipt will be issued for sums paid on application. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 10 December 2015. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 331.

On behalf of the Board of Directors of
FSE Engineering Holdings Limited
Cheng Kar Shun, Henry
Chairman and Non-Executive Director

Hong Kong, 26 November 2015

As at the date of this announcement, the Board of Directors of the Company comprises Dr. Cheng Kar Shun, Henry (Chairman) as Non-executive Director, Mr. Wong Kwok Kin, Andrew (Vice-Chairman), Mr. Poon Lock Kee, Rocky (Chief Executive Officer), Mr. Doo William Junior Guilherme, Mr. Lee Kwok Bong and Mr. Soon Kweong Wah as Executive Directors, Mr. Kwong Che Keung, Gordon, Mr. Hui Chiu Chung, Stephen and Mr. Lee Kwan Hung as Independent Non-executive Directors.

Please also refer to the published version of this announcement in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese).