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IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

Cause No. FSD 357 of 2021 (DDJ)

IN THE MATTER OF SECTIONS 15, 16 AND 86 OF THE COMPANIES ACT (2021  
REVISION)  
(AS AMENDED)

AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102

AND IN THE MATTER OF PFC DEVICE INC. 節能元件有限公司

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**NOTICE OF COURT MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an order dated 14 January 2022 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving (voting together as a single class), a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between PFC Device Inc. 節能元件有限公司 (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held at 1/F., Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong on Wednesday, 16 February 2022 at 9:00 a.m. (Hong Kong time) at which place and time all Scheme Shareholders on the Scheme Court Meeting Record Date are invited to attend.

A copy of the Scheme of Arrangement and a copy of an explanatory statement explaining the effect of the Scheme of Arrangement are incorporated in the scheme document of which this Notice forms part. A copy of the scheme document can also be obtained by the Scheme Shareholders from the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54 Hopewell Centre, 183 Queen's Road East, Hong Kong, at the registered office of the Company, or at the office of the Company's attorneys, Travers Thorp Alberga at Harbour Place, 2nd Floor, PO Box 472, 103 South Church Street, Grand Cayman, KY1-1106, Cayman Islands..

Disinterested Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend, speak and vote in their stead. A **pink** form of proxy for use at the Court Meeting (or any adjournment thereof) is enclosed with the scheme document dated 21 January 2022 despatched to, among others, the Scheme Shareholders on Friday, 21 January 2022. Completion and return of the **pink** form of proxy will not prevent a Disinterested Shareholder from attending and voting at the Court Meeting, or any adjournment thereof, in person if he/she/it wishes to do so and in such event, the **pink** form of proxy previously submitted shall be deemed to have been revoked.

In the case of Disinterested Shareholders jointly holding ordinary shares of HK\$0.20 par value each in the share capital of the Company (the "**Shares**"), any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto. However, if more than one of such joint holders are present at the Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding of Shares, the first named Disinterested Shareholder being the senior.

It is requested that **pink** forms appointing proxies be deposited at the Hong Kong branch share registrar and transfer office of the Company in Hong Kong at Tricor Investor Services Limited, at Level 54 Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 9:00 a.m. on Monday, 14 February 2022, but if forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll and the chairman of the Court Meeting shall have absolute discretion whether or not to accept them.

By the Order of the Court, the chairman appointed pursuant to Article 70 of the Articles of Association of the Company shall act as chairman of the Court Meeting and shall report the results of such Court Meeting to the Court.

The Scheme of Arrangement will be subject to a subsequent application seeking the sanction of the Court.

By order of the Court  
**PFC Device Inc.**  
節能元件有限公司  
**CHOW Kai Chiu, David**  
*Director*

Hong Kong, 21 January 2022

***Registered Office***

Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

***Principal Place of Business in Hong Kong***

1/F  
Shell Industrial Building  
12 Lee Chung Street  
Chai Wan  
Hong Kong

*Notes:*

- (1) A Disinterested Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint one, and if such Disinterested Shareholder is the holder of two or more Shares, more than one proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company, but must attend the Court Meeting in person to represent him/her/it.
- (2) A **pink** form of proxy for use at the Court Meeting (or any adjournment thereof) is enclosed with the scheme document containing the Scheme of Arrangement dated 21 January 2022 despatched to, among others, the Disinterested Shareholders.
- (3) In order to be valid, the **pink** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the Court Meeting or any adjournment thereof but if forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll and the chairman of the Court Meeting shall have absolute discretion whether or not to accept them. Completion and return of the **pink** form of proxy will not preclude a Scheme Shareholder from attending the Court Meeting and voting in person if he/she/it so wishes. In the event that a Scheme Shareholder attends and votes at the Court Meeting after having lodged his/her/its **pink** form of proxy, his/her/its **pink** form of proxy shall be deemed to have been revoked.
- (4) In the case of joint Disinterested Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding of the Shares.

- (5) Voting at the Court Meeting will be taken by poll in accordance with the articles of association of the Company as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Takeovers and Mergers.
- (6) The register of members of the Company in respect of the Shares will be closed from Friday, 11 February 2022 to Wednesday, 16 February 2022 (both days inclusive) and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 10 February 2022.
- (7) Please refer to the section headed “Actions to be taken” on pages 1 to 6 of the scheme document dated 21 January 2022 for precautionary measures being implemented by the Company in order to prevent and control the spread of the novel coronavirus (COVID-19) and to ensure the health and safety of all attendees at the Court Meeting, including (a) compulsory body temperature checks; (b) compulsory wearing of surgical face masks for each attendee; (c) appropriate social appropriate arrangements will be maintained at the Court Meeting; and (d) no food or drinks or souvenirs will be served or distributed at the Court Meeting. Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into and/or may be required to leave the venue of the Court Meeting but will be allowed to vote by submitting a voting slip to the scrutineer at the entrance of the venue, to the extent permitted by law.

Disinterested Shareholders are encouraged to consider appointing the chairman of the Court Meeting as his/her/its proxy to vote on the relevant resolution(s) at the Court Meeting as an alternative to attending the Court Meeting in person.

*As at the date of this announcement, the Board comprises two executive directors, namely, Mr. HONG James Man-fai and Mr. CHOW Kai Chiu, David; two non-executive directors, namely, Mr. YUNG Kwok Kee, Billy and Mr. TANG Che Yin; and three independent non-executive directors, namely, Mr. LAM, Peter, Mr. LEUNG Man Chiu, Lawrence and Mr. FAN Yan Hok, Philip.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM’s website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.pfc-device.com](http://www.pfc-device.com).*