

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



Power Assets Holdings Ltd.  
電能實業有限公司

於香港註冊成立的有限公司  
Incorporated in Hong Kong with limited liability  
股份代號 Stock Code: 6

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of the Company will be held as a hybrid meeting at the Grand Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong and online on Wednesday, 21 May 2025 at 4:30 p.m. *(or, (i) as the Directors of the Company may, in their absolute discretion in accordance with the Company's articles of association, change the place of the Annual General Meeting at the same time and on the same date by way of an announcement without the need to give a new notice of the Annual General Meeting or (ii) in the event that a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" as announced by the Hong Kong Government is/are in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 26 May 2025)* for the following purposes:

1. To receive and consider the audited Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2024.
2. To declare a final dividend.
3. To re-elect retiring Directors.
4. To appoint Auditor and authorise the Directors to fix the Auditor's remuneration.
5. To consider and, if thought fit, pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"THAT:**

- (a) subject to paragraph (b) of this resolution below, a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and dispose of such number of additional shares of the Company not exceeding 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (excluding treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period;

- (b) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this resolution shall not be at a discount of more than 10% to the Benchmarked Price (as hereinafter defined) of such shares of the Company; and
- (c) for the purpose of this resolution:

Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.

“Benchmarked Price” means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of the Company; and
- (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the five trading days immediately preceding the earlier of:
  - (I) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
  - (II) the date of the agreement involving the relevant proposed issue of shares of the Company; and
  - (III) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

In the case of a sale of treasury shares, the reference to “Benchmarked Price” abovementioned means the price which is the higher of (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the trading day immediately prior to the sale; and (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of shares of the Company for the five trading days immediately preceding the sale.

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**“THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the maximum number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (excluding treasury shares and such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution), and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a **Special Resolution**:

**“THAT:**

- (a) Article 170 of the Company’s Articles of Association be amended by:
  - (i) inserting the words ‘and “actionable corporate communication”’ between the words ““corporate communication”” and ‘within the meaning ascribed thereto in the Listing Rules’;
  - (ii) deleting the punctuation mark ‘,’ after the words ‘the website of The Stock Exchange of Hong Kong Limited’ and replacing it by the word ‘and’ in section (vi); and
  - (iii) deleting the words ‘and (if required by the Companies Ordinance or the Listing Rules) giving to such person a notification of the availability of such notice, document or information (the notice of availability may be given by any of the means set out above other than by posting it on a website)’ in section (vi); and

- (b) Article 171 of the Company's Articles of Association be amended by:
- (i) inserting the words 'and "actionable corporate communication"' between the words "'corporate communication'" and 'within the meaning ascribed thereto in the Listing Rules';
  - (ii) inserting the words 'or the website of The Stock Exchange of Hong Kong Limited' between the words 'the Company's website' and ', be regarded as' and deleting the punctuation marks ':—' after the words 'be regarded as' in section (iii);
  - (iii) inserting the words 'by the Company and' after the words 'being sent or supplied' in subsection (a) of section (iii);
  - (iv) deleting the words 'on the later of: (1) the date on which the notice, document or information is first made available on the website; and (2) the date on which a notification of such availability is sent; and' in subsection (a) of section (iii);
  - (v) deleting the word 'being', and deleting the words 'at the later of: (1) the time when' and replacing them with the words 'on the date on which' in subsection (b) of section (iii);
  - (vi) inserting the word 'relevant' between the words 'available on the' and 'website' in subsection (b) of section (iii);
  - (vii) deleting the words '; and (2) the time when that other person receives a notification of such availability, or otherwise in accordance with the Companies Ordinance; and' and replacing them with the words ', unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;' in subsection (b) of section (iii);
  - (viii) combining subsections (a) and (b) in section (iii) by deleting the '(a)' and '(b)' numberings;
  - (ix) deleting the punctuation mark '.' and replacing it by the words '; and' at the end of section (iv); and
  - (x) inserting the following new section (v) 'if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.'."

By Order of the Board  
**Alex Ng**  
*Company Secretary*  
Hong Kong, 23 April 2025

Notes:

- (1) *The Annual General Meeting will be held as a hybrid meeting. In addition to physical attendance, shareholders of the Company have the option to attend, participate and vote at the meeting through online access by visiting the website at <https://meetings.lumiconnect.com> (the “Online Platform”). Shareholders attending and participating in the Annual General Meeting using the Online Platform will be deemed present at, and will be counted towards the quorum of, the meeting and they will be able to cast their votes and submit questions through the Online Platform. Details of the Online Platform are set out in the circular of the Company dated 23 April 2025 (the “Circular”).*
- (2) *At the Annual General Meeting, the Chairman of the meeting will exercise his power under article 81(B) of the Company’s articles of association to put each of the above resolutions to be voted by way of a poll.*
- (3) *A shareholder of the Company is entitled to appoint another person (whether a shareholder or not) as a proxy to exercise all or any of the shareholder’s rights to attend and vote at the Annual General Meeting, and may appoint separate proxies to represent respectively the number of shares held by the shareholder that is specified in their instruments of appointment.*
- (4) *To be valid, all proxy forms must be completed and signed in accordance with the instructions printed thereon and (i) be returned to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong; (ii) be deposited at the Company’s registered office at Unit 2005, 20th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong; or (iii) be returned electronically in a legible image to the Company by email at [eproxy@powerassets.com](mailto:eproxy@powerassets.com) as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment or postponement thereof).*
- (5) *Completion and return of the proxy form shall not preclude a shareholder from attending and voting at the Annual General Meeting (or at any adjournment or postponement thereof) should the shareholder so wish and, in such event, the proxy form shall be deemed to be revoked.*
- (6) *For the purpose of ascertaining shareholders who are entitled to attend and vote at the Annual General Meeting (or at any adjournment or postponement thereof), the register of shareholders of the Company will be closed from Friday, 16 May 2025 to Wednesday, 21 May 2025 (or to Monday, 26 May 2025 in the event that the Annual General Meeting is to be held on Monday, 26 May 2025 because a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” as announced by the Hong Kong Government is/are in force in Hong Kong on 21 May 2025 (as detailed in Note (13) below)), both days inclusive. In order to qualify for the right to attend and vote at the Annual General Meeting (or at any adjournment or postponement thereof), all transfers accompanied by the relevant share certificates should be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Thursday, 15 May 2025.*

*The record date for determination of entitlement to the final dividend will be on Tuesday, 27 May 2025. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates should be lodged with Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Tuesday, 27 May 2025. In the event that the Annual General Meeting is held on a date later than Wednesday, 21 May 2025 because of bad weather or for other reason, the record date for determination of entitlement to the proposed final dividend will be deferred accordingly. Further details of the new record date will be announced in such circumstances.*

*The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.*

- (7) *Regarding Resolution 3 above, Mr. Chan Loi Shun, Mr. Ip Yuk-keung, Albert, Ms. Koh Poh Wah and Mr. Leung Hong Shun, Alexander will retire at the Annual General Meeting, and all of them being eligible, have offered themselves for re-election. Particulars of the Directors proposed to be re-elected, as required to be disclosed by the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "Listing Rules"), are set out in Appendix II to the Circular. Details for shareholders to propose a person for election as a Director of the Company at the Annual General Meeting are set out in the section headed "Proposed Re-election of Directors" under "Letter from the Board" in the Circular.*
- (8) *With reference to Resolution 5 above, approval is being sought from shareholders for a general mandate to be granted to the Directors to issue and dispose of shares of the Company. The Directors wish to state that they have no immediate plans to issue any new shares in the Company. The general mandate is being sought from shareholders in compliance with the requirements under the Companies Ordinance and the Listing Rules.*
- (9) *With reference to Resolution 6 above, approval is being sought from shareholders for a general mandate to be granted to the Directors to repurchase shares issued by the Company. The Directors wish to state that they will exercise the powers conferred thereby in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information relating to the repurchase of shares as required by the Listing Rules is set out in Appendix I to the Circular.*
- (10) *Resolution 7 above is a special resolution to amend the Company's articles of association to allow the Company to adopt the implied consent mechanism for disseminating corporate communications by means of website. The proposed amendments to the Company's articles of association are set out in Appendix III to the Circular.*
- (11) *In case the Company needs to change the Annual General Meeting arrangements at short notice, the Directors may, in their absolute discretion in accordance with the Company's articles of association, change the place of the meeting at the same time and on the same date by way of an announcement without the need to give a new notice of the Annual General Meeting. Shareholders should check the website of the Company at [www.powerassets.com](http://www.powerassets.com) for future announcements and updates on the meeting arrangements.*
- (12) *No refreshments or drinks will be provided to attendees at the Annual General Meeting.*
- (13) *If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" as announced by the Hong Kong Government is/are in force in Hong Kong at 9:00 a.m. on Wednesday, 21 May 2025, the Annual General Meeting will not be held on that day but will automatically be postponed and, by virtue of this notice, be held at the same time and place on Monday, 26 May 2025 instead. Shareholders may call the Company at (852) 2122 9122 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays or visit the website of the Company at [www.powerassets.com](http://www.powerassets.com) for details of alternative meeting arrangements. The Annual General Meeting will be held as scheduled regardless of whether or not a tropical cyclone warning signal no. 3 or below or an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.*
- (14) *In the case of inconsistency between the Chinese translation and the English text of this notice of Annual General Meeting, the English text will prevail.*

*As at the date of this announcement, the directors of the Company are:*

*Executive directors : Mr. Andrew John HUNTER (Chairman), Mr. TSAI Chao Chung, Charles (Chief Executive Officer), Mr. CHAN Loi Shun and Mr. CHENG Cho Ying, Francis*

*Non-executive directors : Mr. LEUNG Hong Shun, Alexander and Mr. LI Tzar Kuoi, Victor and Mr. Neil Douglas MCGEE*

*Independent non-executive directors : Mr. Stephen Edward BRADLEY, Mr. IP Yuk-keung, Albert, Ms. KOH Poh Wah, Mr. KWAN Chi Kin, Anthony and Mr. WU Ting Yuk, Anthony*