THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China HK Power Smart Energy Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

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CHINA HK POWER SMART ENERGY GROUP LIMITED
中國港能智慧能源集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 931)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF THE INDEPENDENT AUDITOR; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of China HK Power Smart Energy Group Limited to be held at 8th Floor, St. John's Building, 33 Garden Road, Central, Hong Kong on Friday, 22 August 2025 at 5:00 p.m. is set out on pages 15 to 19 of this circular.

A form of proxy for use at the annual general meeting is enclosed with this Circular. Please complete and return the accompanying form of proxy to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting if you subsequently so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

25 July 2025

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD

INTRODUCTION 3

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES 4

PROPOSED RE-ELECTION OF RETIRING DIRECTORS 5

PROPOSED RE-APPOINTMENT OF THE INDEPENDENT AUDITOR 6

AGM AND ACTIONS TO BE TAKEN 6

VOTING BY WAY OF POLL 6

CLOSURE OF REGISTER OF MEMBERS 6

RECOMMENDATION 7

RESPONSIBILITY STATEMENT 7

GENERAL INFORMATION 7

APPENDIX I – INFORMATION OF RETIRING DIRECTORS 8

APPENDIX II – EXPLANATORY STATEMENT 12

NOTICE OF ANNUAL GENERAL MEETING 15

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company to be held at 8th Floor, St. John's Building, 33 Garden Road, Central, Hong Kong on Friday, 22 August 2025 at 5:00 p.m. or any adjournment thereof
"AGM Notice"	the notice convening the AGM as set out on pages 15 to 19 of this circular
"Articles"	the articles of association of the Company, as may be amended, supplemented or otherwise modified from time to time
"associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Company"	China HK Power Smart Energy Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 931)
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general mandate proposed to be granted to the Directors at the AGM to the effect that the Issue Mandate will be extended to add any Shares brought back under the Repurchase Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HKSCC"	Hong Kong Securities Clearing Company Limited
"INED(s)"	the independent non-executive Director(s) for the time being

"Issue Mandate"	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue or deal with new Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing the relevant resolution
"Latest Practicable Date"	21 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Ordinary Resolution(s)"	the proposed ordinary resolution(s) as referred to in the notice of the AGM
"PRC"	the People's Republic of China
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the AGM to enable them to repurchase the Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing the relevant resolution
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of HK$0.02 each in the share capital of the Company
"Shareholder(s)"	registered holder(s) of the Share(s)
"Share Option Scheme"	the existing share option scheme adopted by the Company on 30 August 2019
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs
"Treasury Share(s)"	has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024 and as amended from time to time
"%"	per cent

CHINA HK POWER SMART ENERGY GROUP LIMITED
中國港能智慧能源集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 931)

Executive Directors:
Dr. Kan Che Kin, Billy Albert *(Chairman)*
Mr. Deng Yaobo *(chief executive officer)*
Mr. Li Kai Yien, Arthur Albert

Non-executive Director:
Mrs. Kan Kung Chuen Lai
Mr. Simon Murray

Independent Non-executive Directors:
Mr. Li Siu Yui
Mr. Chow Ching Ning
Mr. Lam Lum Lee

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
8th Floor, St. John's Building
33 Garden Road
Central
Hong Kong

25 July 2025

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed and to seek your approval at the AGM in relation to: (i) the proposed grant of general mandates to issue and repurchase Shares; (ii) the proposed re-election of retiring Directors; and (iii) the proposed re-appointment of the independent auditor.

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 23 August 2024, ordinary resolutions were passed by the Shareholders to grant general mandates to the Directors to exercise the powers of the Company (i) to allot, issue and deal with new Shares in the capital of the Company not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution (the "**Existing Issue Mandate**"); (ii) to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution (the "**Existing Repurchase Mandate**"); and (iii) to extend the Existing Issue Mandate by an additional number of Shares brought back by the Company pursuant to the Existing Repurchase Mandate. In accordance with the provisions of the Listing Rules and the terms of the Existing Issue Mandate and the Existing Repurchase Mandate, such mandate will lapse at the conclusion of the AGM.

In order to ensure flexibility when it is desirable to allot and issue or otherwise deal with additional Shares, the Directors will seek the approval of the Shareholders to grant general mandates at the AGM. As at the Latest Practicable Date, there were 7,435,678,367 shares in issue. Separate ordinary resolutions will be proposed at the AGM to the Shareholders to grant fresh general mandates to the Directors:

(A) the Issue Mandate to allot, issue and deal with the Shares of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution at the AGM (i.e. of not exceeding 1,487,135,673 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM);

(B) the Repurchase Mandate to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing such resolution at the AGM (i.e. of not exceeding 743,567,836 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of AGM); and

(C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number of Shares which may be bought back under the Repurchase Mandate.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution in connection with the Repurchase Mandate is set out in the Appendix II to this circular.

The Directors wish to state that they have no immediate plans to repurchase any Shares pursuant to the Repurchase Mandate or to issue any new Shares pursuant to the Issue Mandate, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme of the Company.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 86 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting, and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. As such, Mrs. Kan Kung Chuen Lai ("**Mrs. Kan**") who was appointed as non-executive Director with effect from 2 December 2024 shall retire from office and being eligible, has offered herself for re-election at the AGM.

In accordance with Article 87(1) of the Articles, Dr. Kan Che Kin, Billy Albert ("**Dr. Kan**"), Mr. Li Siu Yui ("**Mr. Li**") and Mr. Lam Lum Lee ("**Mr. Lam**") shall retire by rotation, being eligible offer themselves for re-election at the AGM.

Pursuant to the code provision B.2.3 of the CG Code as set out in Appendix C1 to the Listing Rules, any further appointment of INED serving more than 9 years should be subject to a separate resolution to be approved by Shareholders. As at the date of the AGM, Mr. Li and Mr. Lam as the INEDs serving on the Board for more than 9 years. However, they have never held any executive or management position in the Group nor have they throughout such period been under the employment of any member of the Group. The Directors noted the positive contributions of Mr. Li and Mr. Lam to the development of the Company's strategy and policies through independent, constructive and informed contributions supported by their skill, expertise and qualification and from their active participation at meetings. Each of Mr. Li and Mr. Lam had given his annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules to the Company and the Nomination Committee has assessed and reviewed each of the annual written confirmation of independence of the INEDs based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the INEDs including Mr. Li and Mr. Lam remain independent. Hence, the Board considers that the long services of Mr. Li and Mr. Lam would not affect their exercise of independent judgment and therefore recommends Mr. Li and Mr. Lam to be re-elected as the INEDs at the AGM.

The nomination committee of the Board (the "**Nomination Committee**") has evaluated the performance of each of the retiring Directors based on criteria set out in the nomination policy adopted by the Company including but not limited to their character and integrity, professional qualifications, skills, knowledge, experience and willingness and ability to devote adequate time to discharge duties as members of the Board.

The Nomination Committee is of the view that Mrs Kan, Dr. Kan, Mr. Li and Mr. Lam will bring to the Board perspectives, skills and experience as further described in their biographies. The Board accepted the recommendation of the Nomination Committee for recommending the Shareholders to re-elect Mrs. Kan, Dr. Kan, Mr. Li and Mr. Lam as Directors at the AGM. Each of them abstained from voting on the relevant resolution at the Board meeting regarding her/his own re-election.

Biographical details of the Retiring Directors to be re-elected at the AGM are set out in Appendix I to this circular.

PROPOSED RE-APPOINTMENT OF THE INDEPENDENT AUDITOR

McMillan Woods (Hong Kong) CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, would offer themselves for re-appointment. Upon the recommendation of the audit committee of the Company, the Board proposed to the Shareholders to re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditor at the AGM and to hold office until the conclusion of the next annual general meeting of the Company.

AGM AND ACTIONS TO BE TAKEN

A notice convening the AGM to be held at 8th Floor, St. John's Building, 33 Garden Road, Central, Hong Kong on Friday, 22 August 2025 at 5:00 p.m. is set out on pages 15 to 19 of this circular.

A form of proxy for the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at http://chinahkpower.todayir.com. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting thereof if you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. All proposed resolutions as set out in the AGM Notice will be voted by poll and, after being verified by the scrutineer, the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 18 August 2025 to Friday, 22 August 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 15 August 2025.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of the retiring Directors, the re-appointment of the independent auditor as set out in the AGM Notice, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM. As at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I and Appendix II to this circular.

By Order of the Board
China HK Power Smart Energy Group Limited
Kan Che Kin, Billy Albert
Chairman

Set out below are the biographical details of the Directors who will retire as required by the Article and the Listing Rules and are proposed to be being eligible, re-elected at the AGM.

EXECUTIVE DIRECTORS

Mrs. Kan Kung Chuen Lai ("Mrs. Kan")

Mrs. Kan Kung Chuen Lai, aged 74, was appointed as a non-executive Director of the Company on 2 December 2024. Mrs. Kan has been a director at BK Capital Limited since 1995, a private company engaged in merchandise trading, properties investment and securities trading, for over 30 year. Mrs. Kan has extensive experience in areas of investment and administration. Mrs. Kan was an executive director of the Company (formerly known as Artel Solutions Group Holdings Limited) for the period from October 2007 to January 2012.

The Company has not entered into any service contract with Mrs. Kan and she has not been appointed for a specific term but subject to retirement by rotation and re-election at least once every three years in accordance with the Articles and the Listing Rules. Mrs. Kan is entitled to a remuneration of HK$10,000 per annum which was recommended by the remuneration committee of the Company ("**Remuneration Committee**") and determined by the Board as authorized by the Shareholders at the annual general meeting with reference to the market rate and duties and responsibilities undertake by her.

As at the Latest Practicable Date, Dr. Kan Che Kin, Billy Albert ("**Dr. Kan**"), an executive director and Chairman of the Board of the Company (the spouse of Mrs. Kan) held 4,654,777,346 shares and short position of 1,750,634,193 shares of the Company which represented 62.60% and 23.54% of the total issued shares respectively. Accordingly, Mrs. Kan is deemed to be interested in the 4,654,777,346 shares and short position of the 1,750,634,193 shares of the Company in which Dr. Kan was interested. Another executive director, Mr. Li Kai Yien, Arthur Albert ("**Mr. Arthur**") is a nephew of Dr. Kan. Save as disclosed and as far as the Directors are aware, Mrs. Kan did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mrs. Kan does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mrs. Kan.

Dr. Kan Che Kin, Billy Albert ("Dr. Kan")

Dr. Kan, aged 73, is an executive Director and the Chairman of the Board of the Company, he is also the controlling shareholder of the Company as defined in the Rules Governing the Listing of Securities in the Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Dr. Kan graduated from the University of East Anglia in the United Kingdom with a Bachelor of Science degree and further received a degree of Doctor of Civil Law honoris causa in 2016. He is a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Securities Institute, he is also a reasonable officer under the SFC in Hong Kong. Dr. Kan worked for Deloitte Touche Tohmatsu Limited and KPMG, he has extensive experience in accounting, taxation and corporate finance. Dr. Kan has over 30 years of experience in serving on the board of directors of financial institutions and listed companies in Hong Kong, including Security Pacific Credit Hong Kong Limited (a subsidiary of Security Pacific National Bank, taken over by Bank of America then by China Construction Bank), he was an executive director of Warderly International Holdings Limited (now renamed as Fullshare Holdings Limited, stock code: 607) and resigned on December 2013, he was a director of Interchina Holdings Company Limited (now renamed as EverChina Int'1 Holdings Company Limited, stock code: 202) and resigned on September 2000, shares of which are listed on the Stock Exchange of Hong Kong. Save as disclosed, Dr. Kan did not hold any directorship in any other listed public companies in the last three years.

The Company has not entered into any service contract with Dr. Kan and he has not been appointed for a specific term but subject to retirement by rotation and re-election at least once every three years in accordance with the Articles and the Listing Rules. Dr. Kan is entitled to a remuneration of HK$10,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting with reference to the market rate and duties and responsibilities undertake by him.

As at the Latest Practicable Date, Dr. Kan held 4,654,777,346 Shares and short position of 1,750,634,193 Shares of the Company which represented 62.60% and 23.54% of the total issued share of the Company respectively. Mrs. Kan is the spouse of Dr. Kan and Mr. Arthur is a nephew of Dr. Kan. Saved as disclosed, Dr. Kan does not have any relationship with any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Dr. Kan.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Li Siu Yui ("Mr. Li")

Mr. Li Siu Yui, aged 55, was appointed as an independent non-executive Director of the Company in October 2007. Mr. Li obtained a Master's degree in Business Administration from the University of Wales, he has over 20 years of investment and managing experience. He currently is a responsible officer under the SFC in Hong Kong.

Mr. Li was an independent non-executive director of EJE (Hong Kong) Holdings Limited (formerly known as Jia Meng Holdings Limited) for the period from July 2017 to January 2020, he was an independent non-executive director of Fullshare Holdings Limited (formerly known as Warderly International Holdings Limited (stock code: 607) for the period from June 2008 to December 2013, a company listed in the Stock Exchange of Hong Kong.

The Company has not entered into any service contract with Mr. Li and he has not been appointed for a specific term but subject to retirement by rotation and re-election at least once every three years in accordance with the Articles and the Listing Rules. Mr. Li is entitled to a remuneration of HK$50,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting with reference to the market rate and duties and responsibilities undertake by him.

Save as disclosed and as far as the Directors are aware, Mr. Li did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Li does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Li.

Mr. Lam Lum Lee ("Mr. Lam")

Mr. Lam, aged 79, was appointed as an independent non-executive Director of the Company in May 2015. Mr. Lam is currently the chairman of China Information Industry Association, the chairman of China Culture & Education Foundation and the honorary chairman of Hong Kong Critical Components Manufacturers Association. He was a committee member of Hong Kong Vocational Training Council of Electronic and Telecommunication Division, the president of Hong Kong Critical Components Manufacturers Association, the vice chairman of Hong Kong Electronic Technology Association and a director of Hong Kong Optoelectronic Association.

The Company has not entered into any service contract with Mr. Lam and he has not been appointed for a specific term but subject to retirement by rotation and re-election at least once every three years in accordance with the Articles and the Listing Rules. Mr. Lam is entitled to a remuneration of HK$50,000 per annum which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting with reference to the market rate and duties and responsibilities undertake by him.

Save as disclosed and as far as the Directors are aware, Mr. Lam did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Lam does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules, nor does he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Lam.

This Appendix serves as an explanatory statement as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM for approving the granting of the Repurchase Mandate.

Share Capital

As at the Latest Practicable Date, the total number of Shares in issue was 7,435,678,367 shares and the Company did not have any Treasury Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased by the Company prior the AGM, the Directors would be authorised under the Repurchase Mandate to buy back a maximum of 743,567,836 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date, during the period from the date of passing of relevant resolution ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) at the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of any applicable laws to be held; or (iii) at the passing of an ordinary resolution of the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

Reasons for Repurchases

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange as and when required. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders as a whole.

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Funding of Repurchases

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will only be made out of funds of the Company legally available for the purposes in accordance with its memorandum of association, the Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Possible Material Adverse Impact

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the most recent published audited financial statements for the year ended 31 March 2025). Therefore, the Directors do not intend to make any repurchase to such an extent as would, in the circumstances, have a material adverse effect on the appropriate working capital requirements or the gearing position of the Company as they would consider from time to time.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

Share Prices

The highest and lowest closing prices of the Shares have been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2024		
July	0.440	0.410
August	0.410	0.400
September	0.405	0.390
October	0.415	0.385
November	0.400	0.350
December	0.395	0.365
2025		
January	0.375	0.340
February	0.350	0.310
March	0.315	0.237
April	0.242	0.181
May	0.300	0.235
June	0.275	0.219
July (up to and including the Latest Practicable Date)	0.270	0.218

Disclosure of interests

As at the Latest Practicable Date, none of the Directors or, to the best of their knowledge and belief, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell their Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell any Shares of the Company, nor has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

Undertaking of the Directors

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands and Hong Kong.

The Takeovers Code and Minimum Public Holding

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its power to repurchase of Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could depending on the level of such increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Dr. Kan and his spouse, Mrs. Kan are interested in 4,654,777,346 Shares, representing approximately 62.60% of the total number of the issued Shares. Dr. Kan is an executive Director and the Chairman of the Board, Mrs. Kan is a non-executive Director.

In the event that the Repurchase Mandate is exercised in full and assuming there is no change in the number of shares held directly or indirectly by Dr. Kan and Mrs. Kan, the shareholding of Dr. Kan and Mrs. Kan in the Company would be increased to approximately 69.56% of the total number of the issued Shares. The Directors consider that such increase would not give rise to an obligation on the part of Dr. Kan and Mrs. Kan to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of another consequences which would arise under Rule 26 of the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no present intention to repurchase Shares to an extent that will trigger takeover obligations under the Takeovers Code or the number of Shares in the hands of the public falling below the minimum percentage of 25% as required under Rule 8.08 of the Listing Rules.

Share Repurchase Made By the Company

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

CHINA HK POWER SMART ENERGY GROUP LIMITED
中國港能智慧能源集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 931)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of China HK Power Smart Energy Group Limited (the "**Company**") will be held at 8/F., St. John's Building, 33 Garden Road, Central, Hong Kong on Friday, 22 August 2025 at 5:00 p.m. for the following purpose:

1. to consider and adopt the audited consolidated financial statements of the Company for the year ended 31 March 2025 together with the reports of the directors and the independent auditor;

2. to re-elect Mrs. Kan Kung Chuen Lai as a non-executive Director of the Company;

3. to re-elect Dr. Kan Kin, Billy Albert as an executive Director of the Company;

4. to re-elect Mr. Li Siu Yui as an independent non-executive Director of the Company;

5. to re-elect Mr. Lam Lum Lee as an independent non-executive Director of the Company;

6. to authorise the board of directors of the Company (the "**Board**" or "**Director**") to fix the remuneration of the Directors;

7. to re-appoint McMillan Woods (Hong Kong) CPA Limited as the independent auditor of the Company and to authorise the Board to fix their remuneration;

8. to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. "**THAT**:

(a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted, issued or deal with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a rights issue (as defined in paragraph (d) of this resolution); or

(ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or

(iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other eligible persons of Shares or rights to acquire Shares of the Company; or

(iv) scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; and

(v) a specific authority granted by the shareholders of the Company; and

shall not exceed 20% of the total number of issued shares of the Company on the date of this resolution and this approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of 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 the articles of association of the Company or any applicable laws to be held; and

(iii) the date of the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company at a general meeting; and

"**Rights Issue**" means the allotment, issue or grant of Shares pursuant to an offer of shares of the Company opens for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction applicable to the Company)."

B. "**THAT**:

(a) Subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to buy back issued shares of the Company on the Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission ("**SFC**") and the Stock Exchange for such purpose, subject to and in accordance with the all applicable laws, rules and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which to be brought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of Shareholders of the Company at a general meeting."

C. "**THAT** conditional upon resolution A and B above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution B above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution A above, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution A."

By Order of the Board
China HK Power Smart Energy Group Limited
Kan Che Kin, Billy Albert
Chairman

Hong Kong, 25 July 2025

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
8/F. St. John's Building
33 Garden Road
Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead, subject to the provisions of the articles of association of the Company. A proxy needs not be a member of the Company.

2. To be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorised on that behalf, and must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.

   Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

3. Where there are joint holders of any Share, any one of such joint holder may vote at the meeting (or any adjournment thereof), either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding of such shares.

4. The register of members of the Company will be closed from Monday, 18 August 2025 to Friday, 22 August 2025, both days inclusive, during which period no transfer of shares will be registered. In order to determine the qualification as members of the Company who is entitled to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 15 August 2025.

5. The Company strongly encourage Shareholders to appoint the chairman of the Meeting as their proxies to exercise their rights to vote at the AGM.

6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning hoisted on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company and on the website of the Stock Exchange to notify members of the Company of the date, time and place of the re-scheduled Meeting.

7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of the Announcement, the Board comprises three executive Directors, namely Dr. Kan Che Kin, Billy Albert (Chairman), Mr. Deng Yaobo (chief executive officer) and Mr. Li Kai Yien, Arthur Albert; and two non-executive Director, namely Mrs. Kan Kung Chuen Lai and Mr. Simon Murray; and three independent non-executive Directors, namely Mr. Li Siu Yui, Mr. Chow Ching Ning and Mr. Lam Lum Lee.