

If you are in 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 Domaine Power Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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DOMAINE POWER HOLDINGS LIMITED

域能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 442)

**(1) PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
(2) PROPOSED CHANGE OF AUDITOR,
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Domaine Power Holdings Limited to be held at 9th floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Tuesday, 29 September 2026 at 11:00 a.m. or any adjournment thereof is set forth on pages 20 to 24 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before (i.e. Sunday, 27 September 2026 at 11:00 a.m.) the time fixed for holding the annual general meeting (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. 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 so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement contained herein or this circular misleading.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened on Tuesday, 29 September 2026 at 11:00 a.m. at 9th floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong;
“Articles”	the third amended and restated articles of association of the Company;
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors;
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“Chairman”	chairman of the Board;
“close associate”	has the meaning ascribed to it under the Listing Rules;
“Companies Act”	the Companies Act (as revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time);
“Company”	Domaine Power Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“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 PRC;
“Issue Mandate”	a general mandate to be granted to the Directors at the Annual General Meeting to allot, issue and otherwise deal with Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the number of issued Shares (excluding Treasury Shares) as of the date of passing the resolution plus the amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate;

DEFINITIONS

“Latest Practicable Date”	1 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to 10% of the number of issued Shares (excluding Treasury Shares) as of the date of passing of such resolution, and to determine such Shares repurchased shall be held as Treasury Shares by the Company or otherwise be cancelled;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of HK\$0.005 each in the share capital of the Company;
“Shareholder(s)”	the registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs;
“Treasury Shares”	has the meaning as defined under the Listing Rules; and
“%”	per cent.

LETTER FROM THE BOARD

DOMAINE POWER HOLDINGS LIMITED

域能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 442)

Executive Directors:

Dr. So Shu Fai

Mr. Tom Xie

Non-executive Directors:

Mr. Chan Wai Dune

Mr. Ning Rui

Independent non-executive Directors:

Mr. Chung Wai Man

Mr. Yau Pak Yue

Ms. Lin Ying

Registered office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Place of business and headquarters

in Hong Kong:

Unit 2203A, 22/F,

Wu Chung House,

No. 213 Queen's Road East,

Wan Chai,

Hong Kong

7 September 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
(2) PROPOSED CHANGE OF AUDITOR,
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to give you information in respect of the resolutions to be proposed at the Annual General Meeting relating to, among others, (i) the proposed general mandates to issue and repurchase Shares, (ii) the proposed change of auditor, and (iii) the proposed re-election of retiring Directors.

A notice convening the Annual General Meeting is set forth on pages 20 to 24 of this circular.

LETTER FROM THE BOARD

II. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the Annual General Meeting, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the aggregate number of issued Shares (excluding Treasury Shares) at the date of passing of the resolution; (ii) to exercise all powers of the Company to repurchase issued and fully paid Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of issued Shares (excluding Treasury Shares) at the date of passing of the resolution, and to determine such Shares repurchased shall be held as Treasury Shares by the Company or otherwise be cancelled; and (iii) to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares as mentioned in (i) above by the amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate shall continue in force during the period ending on the earliest of (a) the date of the next annual general meeting; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the issued share capital of the Company comprised 259,150,000 Shares (excluding Treasury Shares). Assuming there is no change in the issued share capital of the Company in the period from the Latest Practicable Date to the date of Annual General Meeting and subject to the passing of the ordinary resolutions approving the Issue Mandate and the Repurchase Mandate, exercise in full of the Repurchase Mandate will result in up to 25,915,000 Shares being purchased by the Company, and the Directors will be authorised to allot and issue under the Issue Mandate up to 51,830,100 Shares, and to the extent the Repurchase Mandate is exercised, plus the amount of Shares representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate.

Explanatory statement

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Repurchase Mandate to the Directors.

III. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 21 August 2026 (the “**Announcement**”), in which the Board announced that Ernst & Young (“**EY**”) would retire as auditor of the Company upon expiration of its current term of office at the conclusion of the Annual General Meeting and would not offer itself for re-appointment.

LETTER FROM THE BOARD

The Board and the Audit Committee review the performance, independence and suitability of the external auditor annually following the announcement of the annual financial results, and consider any proposed re-appointment with reference to the *Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors* issued by the Accounting and Financial Reporting Council. As part of the Company's corporate governance practice, the Board and the Audit Committee also keep under review whether a change of auditor would be desirable having regard to the tenure of the incumbent auditor and other relevant factors, including independence, audit quality, professional competence, available resources and the Group's operational and business needs.

EY has served as the independent auditor of the Company since February 2021. In view of the expiry of EY's current term of office at the conclusion of the Annual General Meeting, the Board and the Audit Committee reviewed the external auditor arrangement of the Company. In conducting such review, the Board and the Audit Committee took into account, among other things, the tenure of EY, the Group's current operational and business needs, the scope and requirements of the Group's audit work, and the importance of maintaining audit quality, good corporate governance and auditor independence.

Having considered the above, the Board and the Audit Committee were of the view that it would be appropriate at this juncture to propose a change of auditor as part of the Company's ongoing corporate governance and auditor independence review. The Board and the Audit Committee also considered that the proposed change of auditor would bring a fresh and independent perspective to the Group's audit arrangements, which would help promote good corporate governance and maintain the independence and objectivity of the Company's external audit function. Accordingly, the Board and the Audit Committee consider that the proposed change of auditor is in the best interests of the Company and the Shareholders as a whole.

EY has confirmed in its retirement letter that there are no circumstances in connection with its retirement that should be brought to the attention of the Shareholders. To the knowledge of the Board, there is no requirement under Cayman Islands law for a retiring auditor to provide a separate confirmation to the Shareholders as to whether any such circumstances exist. Accordingly, EY has not issued any separate confirmation in this regard other than its retirement letter. The Board and the Audit Committee have also confirmed that there is no disagreement between the Company and EY and that there are no matters in respect of EY's retirement that need to be brought to the attention of the Shareholders.

With the recommendation from the Audit Committee, the Board proposes to appoint Baker Tilly Hong Kong Limited ("**Baker Tilly**") as the new auditor of the Company with a term from the date of conclusion of the Annual General Meeting until the date of conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the Annual General Meeting and completion of Baker Tilly's client acceptance procedures.

LETTER FROM THE BOARD

The Audit Committee has considered a number of factors in assessing the proposed appointment of Baker Tilly, including but not limited to:

- (i) its independence and objectivity;
- (ii) its industry knowledge;
- (iii) its professional expertise, technical competence and relevant resources, including its experience in providing audit work for companies listed on the Stock Exchange and its familiarity with the requirements under the Listing Rules and the Hong Kong Financial Reporting Standards;
- (iv) its resources and capabilities for completing audit work within a stipulated schedule;
- (v) its proposals of audit services and audit fees; and
- (vi) the guidelines issued by the Accounting and Financial Reporting Council of Hong Kong.

Based on the above, the Audit Committee is satisfied that Baker Tilly is independent, competent and capable, including in terms of manpower, expertise, time and other resources, of performing a high quality audit for the Group, and considers Baker Tilly to be eligible and suitable to act as the new auditor of the Company. The Board and the Audit Committee are of the view that the proposed change of auditor is in the best interest of the Company and the Shareholders as a whole.

The estimated audit fee payable to Baker Tilly for the audit of the consolidated financial statements of the Group for the year ending 31 March 2027 is approximately HK\$1,400,000.

The estimated audit fee was determined after due consideration and arm's length negotiations between the Company and Baker Tilly, taking into account, among other things, the scale, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee is based on the assumption that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

An ordinary resolution will be proposed at the Annual General Meeting for the purpose of approving the proposed change of auditor and to authorise the Board to fix its remuneration.

IV. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Dr. So Shu Fai and Mr. Tom Xie; the non-executive Directors were Mr. Chan Wai Dune and Mr. Ning Rui; and the independent non-executive Directors were Mr. Chung Wai Man, Mr. Yau Pak Yue and Ms. Lin Ying.

Pursuant to Article 108 of the Articles, at each annual general meeting of the Company, one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those of who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Pursuant to Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and be eligible for re-election.

Accordingly, Mr. Xie Tom, Mr. Chan Wai Dune, and Mr. Chung Wai Man who being eligible, will retire from office and offer themselves for re-election at the Annual General Meeting.

The nomination committee of the Company will (i) review the structure, size and composition of the Board on regular at least annually; (ii) identify individuals suitably qualified to become Board members; (iii) assess the independence of independent non-executive Directors; and (iv) make recommendations to the Board on relevant matters relating to the appointment or reappointment of Directors. When identifying suitable candidates for directorship, the nomination committee following the nomination policy and carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, the Board Diversity Policy for achieving diversity of the Board, and also the Company's needs and other relevant statutory requirements and regulations required for the positions.

Mr. Chung Wai Man, the retiring independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for the re-election at the Annual General Meeting.

Mr. Chung Wai Man has extensive experience in the fields of mergers and acquisitions transaction supports and financial due diligence. The Board is of the view that his skills and experiences will contribute effectively to the Board.

LETTER FROM THE BOARD

Accordingly, with the recommendation of the nomination committee of the Company, the Board has proposed that each of the above retiring Directors stand for re-election as Directors by way of separate resolutions at the Annual General Meeting.

The biographical details, interests in the shares and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of the directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

V. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting at 9th floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Tuesday, 29 September 2026 at 11:00 a.m. is set forth on pages 20 to 24 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours (i.e. Sunday, 27 September 2026 at 11:00 a.m.) before the time fixed for holding the Annual General Meeting (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. 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 adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions as put to vote at the Annual General Meeting will be taken by way of poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

VI. RECOMMENDATION

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors (including the independent non-executive Directors) recommend all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting in respect thereof.

LETTER FROM THE BOARD

VII. GENERAL

Your attention is drawn to the information as set out in the appendices to this circular.

Yours faithfully,

For and on behalf of the Board

Domaine Power Holdings Limited

Dr. So Shu Fai

Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information in relation to the Repurchase Mandate for your consideration.

LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

All proposed purchase of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate number of issued Shares (excluding Treasury Shares) at the date of the passing of the proposed resolution granting the Repurchase Mandate, and to determine such Shares repurchased shall be held as Treasury Shares by the Company or otherwise be cancelled.

As at the Latest Practicable Date, the Company had 259,150,000 Shares in issue (excluding Treasury Shares). Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would result in up to 25,915,000 Shares being repurchased by the Company during the period prior to (i) the next annual general meeting of the Company following the passing of the resolution referred to herein; or (ii) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (iii) the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

(c) Reason for repurchase

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other

purposes, subject to compliance with the Listing Rules, the memorandum of association of the Company as amended from time to time, the Articles of Association, and the applicable laws of the Cayman Islands.

(d) Funding of repurchase

In repurchasing securities, a company may only apply funds legally available for such purpose in accordance with its constitutional documents, the Listing Rules and the laws of the jurisdiction in which the Company was incorporated.

The Company is empowered by its Memorandum and Articles to repurchase its Shares. The Cayman Islands law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profit that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Cayman Islands laws, the repurchased Shares will remain part of the authorised but unissued share capital.

As compared with the financial position of the Company as at 31 March 2026 (being date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate was to be exercised in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) of the Company.

In the event that the Company repurchases any Shares, the Company may cancel such repurchased Shares and/or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of such repurchase.

Shares repurchased by the Company may be held by the Company as Treasury Shares or cancelled as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchase. For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to the Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, 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, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

(e) Connected parties

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close associates has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, nor has he/she undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(f) Undertaking by the Directors

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(g) Takeovers Code

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders (as defined in the Listing Rules), together with their parties acting in concert (within the meaning of the Takeovers Code) and their respective close associates, were beneficially interested in 193,874,241 Shares representing approximately 74.81% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the annual general meeting, the interests of the substantial Shareholders, together with their parties acting in concert and their respective close associates, in the Company would be increased to approximately 84.81% of the issued Shares, which will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors confirm that the Repurchase Mandate will not be exercised to an extent where the amount of Shares held by the public will be reduced to below 25%.

SHARE PURCHASE MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

SHARE PRICES

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

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
August	1.260	0.760
September	0.940	0.800
October	1.400	0.695
November	0.810	0.720
December	0.910	0.720
2026		
January	1.070	0.750
February	0.900	0.760
March	0.950	0.660
April	1.030	0.700
May	0.800	0.600
June	0.700	0.600
July	0.650	0.545
August	0.630	0.545
September (up to the Latest Practicable Date)	0.570	0.570

GENERAL

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Articles.

1. Mr. Xie Tom (“Mr. Xie”)

Mr. Xie, aged 76, was appointed as a non-executive Director on 9 July 2021 and re-designated as an executive Director on 8 November 2021, he has been appointed as an authorised representative (the “Authorised Representative”) under Rule 3.05 of the Listing Rules with effect from 27 November 2021. On 1 December 2021, Mr. Xie has been appointed as the Chief Executive Officer. Mr. Xie is the member of each of the Nomination Committee and Remuneration Committee.

Mr. Xie obtained a Master of Science degree and a Master’s Graduation Certificate in Gemology, both from China University of Geosciences (Beijing). He has two decades’ experience in management and operation over of jewellery business. He is currently a fellow member of the Hong Kong Institute of Directors. He was an independent non-executive director of U-Right International Holdings Limited (now known as Fullsun International Holdings Group Co., Limited, a company listed on the Main Board of the Stock Exchange with stock code 627) from August 2013 to December 2017, and a non-executive director of China Investment Development Limited (a company listed on the Main Board of the Stock Exchange with stock code 204) from September 2019 to September 2020. Mr. Xie had been an independent non-executive director of Yuan Heng Gas Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code 332) from January 2010 to March 2024. Mr. Xie is responsible for making major operation decisions for the Group and overseeing the Group, and is responsible for various management.

Mr. Xie has signed a service contract with the Company for a term of three years, provided that Mr. Xie or the Company can at any time terminate the appointment by giving to the other not less than three months’ prior notice in writing. Under the terms of Mr. Xie’s service contract, his remuneration will be fixed at approximately HK\$1,950,000 per annum. Mr. Xie will be subject to the requirements of retirement by rotation and re-election as stipulated in the articles of association of the Company.

As at the Latest Practicable Date, Mr. Xie owns 480,000 shares of the Company representing approximately 0.18% of the issued Shares. By virtue of Part XV of the SFO, Mr. Xie is deemed or taken to be interested in all the shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xie (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Xie 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 of the Company.

2. Mr. Chan Wai Dune (“Mr. Chan”)

Mr. Chan, aged 73, has been appointed as a non-executive Director with effect from 8 November 2021. Mr. Chan is currently the chairman and chief executive officer of Crowe (HK) CPA Limited. He has over 40 years of experience in the finance sector, particularly in the areas of auditing and taxation. Mr. Chan is a certified public accountant and is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the Taxation Institute of Hong Kong, and is a member of the Chartered Accountants Australia and New Zealand. He is also an associate chartered accountant of The Institute of Chartered Accountants in England and Wales. Mr. Chan is the executive committee treasurer of the Friends of Hong Kong Association Development Foundation Limited, a member of the Hospital Governing Committee of Tung Wah Hospital & Tung Wah Eastern Hospital & Tung Wah Group of Hospitals Fung Yiu King Hospital. He was a member of the Selection Committee of the 1st and current 6th governments of the Hong Kong Special Administrative Region, a member of the 9th to 13th CPPCC Guangzhou Municipal Committee, and a standing committee member of the 11th CPPCC Guangzhou Municipal Committee. Since 26 May 2025, Mr. Chan has been appointed as an independent non-executive director and a member of each of the audit committee, the remuneration committee and the nomination committee of WellCell Holdings Co., Limited (a company listed on the Stock Exchange of Hong Kong with stock code 2477, which principally engages in the provision of (i) wireless telecommunication network enhancement services, (ii) telecommunication network infrastructure maintenance and engineering services, (iii) information and communication technology integration services; (iv) telecommunication network-related software development and related services; and (v) sales of software). Mr. Chan is currently an independent non-executive director of Tianjin Tianbao Energy Co., Ltd. (a power operator in Tianjin engaging in co-generation of steam, electricity, heating and cooling listed on the Stock Exchange with stock code 1671). From November 2020 to August 2023, he served as an independent non-executive director of Wai Chun Group Holdings Limited (a company principally engaged in (i) general trading; (ii) network and system integration by the production of software and provision of solutions and related services; and (iii) investment holdings; and listed on the Stock Exchange with stock code 1013).

Mr. Chan was also a non-executive director of Pickquick Plc., a company incorporated in the United Kingdom, prior to its dissolution. As confirmed by Mr. Chan, as far as he is aware, the dissolution of Pickquick Plc. has not resulted in any liability or obligation being imposed against him. Further information of Pickquick Plc. is set out below:

Name of Company	Principal business before dissolution	Date of dissolution	Reason for dissolution
Pickquick Plc.	Sale of golf products	May 2004	Creditors' voluntary liquidation

On 2 February 2010, the HKICPA reprimanded Mr. Chan and CCIF CPA Limited (“**CCIF**”) and imposed a penalty of HK\$40,000 due to their breach of a professional standard issued by the HKICPA in relation to the preparation of the audited financial statements of a listed company in Hong Kong for the year ended 31 July 2004 (the “**2010 Reprimand**”). Mr. Chan was the then managing director of CCIF.

The 2010 Reprimand was related to the internal procedures of handling the audit of CCIF's client where Mr. Chan had to assume some responsibilities as being the managing director of CCIF and responsible for signing the relevant auditor's report.

Based on the above information and his past performance, the Board is of the view that with his professional knowledge and experience, Mr. Chan is fit and proper to act as a non-executive Director and to the best knowledge and belief of Mr. Chan, no approval or consent from any regulatory body is required in respect of his proposed appointment as the non-executive Director.

According to a press release of the HKICPA dated 25 March 2022, Mr. Chan and CCIF, in which Mr. Chan was then the engagement director, among others respondents, were reprimanded by a Disciplinary Committee (the “**Disciplinary Committee**”) of the HKICPA for their failure or neglect to observe, maintain or otherwise apply professional standards issued by the HKICPA in relation to the preparation of the consolidated financial statements of a listed company in Hong Kong and its subsidiaries for the year ended 31 December 2005 (the “**2022 Reprimand**”). The deficiencies found in the audits included failures to carry out audit planning and risk assessment on revenue, to properly evaluate evidence of revenue obtained from certain parties who had apparently acted only as agents for ultimate customers, and to assess the impact of the main customer's recurring non-response to audit confirmation requests sent to it. In addition, the audit team failed to carry out sufficient procedures on the completeness of population of revenue from which samples were drawn for testing, and to adequately document certain audit procedures performed. Mr. Chan and CCIF were ordered by the Disciplinary Committee to pay penalties of HK\$200,000 and HK\$300,000 respectively and to jointly pay with the other respondents for the costs of HK\$493,881 of the HKICPA and the Financial Reporting Council (the “**Order**”). Further information on the 2022 Reprimand and the Order is published on the website of HKICPA (www.hkicpa.org.hk).

Given (i) that the 2022 Reprimand was related to procedural deficiencies in the internal procedures of handling the audit engagement of CCIF where Mr. Chan had to share some of the responsibilities as being the engagement director of CCIF and was responsible for signing the relevant auditors' report, (ii) the absence of allegation or finding of fraud or dishonesty against Mr. Chan, CCIF and other respondents, (iii) that the incident related to the 2022 Reprimand occurred more than 15 years ago, (iv) that the incident related to the 2022 Reprimand is unrelated to the Group and has or will have no adverse effect on the business and operations of the Group, and (v) that only monetary penalties were ordered and Mr. Chan's practicing certificate as a certified public accountant was not suspended by the HKICPA as a result of the 2022 Reprimand, the Board has also considered the past contribution and performance of Mr. Chan and is of the view that Mr. Chan is considered fit and proper and remains suitable to continue to act as a non-executive Director of the Company.

Mr. Chan has signed a letter of appointment with the Company for a term of two years, provided that Mr. Chan or the Company can at any time terminate the appointment by giving to the other not less than one month's prior notice in writing. Under the terms of Mr. Chan's appointment letter, his remuneration has been fixed at approximately HK\$271,920 per annum. Mr. Chan will be subject to the requirements of retirement by rotation and re-election as stipulated in the articles of association of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Ning 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 of the Company.

3. Mr. Chung Wai Man ("Mr. Chung")

Mr. Chung, aged 67, has been appointed as an independent non-executive Director and a member of each of the Nomination Committee, Remuneration Committee and Audit Committee of the Company with effect from 11 May 2021. He holds a Diploma in Business Management from the Hong Kong Management Association and a Certificate of Bank of China Banking Course. He has over 25 years of experience in finance and business consulting.

Mr. Chung started working in The Kwangtung Provincial Bank in 1976, and his last position before leaving the bank in 1996 was a manager in charge of the Tai Po sub-branch. After his departure from The Kwangtung Provincial Bank, Mr. Chung established Raymond Chung Company in 1996, a finance and business consulting firm for corporations in Hong Kong. In 2004, he set up another consulting firm, Excel Linker Capital (Asia) Limited, to provide similar consultancy services. Due to duplicity of the business nature, Raymond Chung Company was closed in September 2006. In 2009, Mr. Chung applied to deregister Excel Linker Capital (Asia) Limited as he decided to quit the consultancy services market.

Mr. Chung acted as an independent non-executive director of United Gene High-Tech Group Limited (currently known as Innovative Pharmaceutical Biotech Limited) (stock code: 399) from March 2007 to May 2009, Fu Ji Food and Catering Services Holdings Limited (currently known as Fresh Express Delivery Holdings Group Co., Limited) (stock code: 1175) from June 2011 to July 2013, China Kingstone Mining Holdings Limited (stock code: 1380) from February 2013 to July 2015, Fuguiniao Co., Ltd. (stock code: 1819, the shares of which were delisted on 26 August 2019) from September 2017 to June 2018, China Taifeng Beddings Holdings Limited (stock code: 873, the shares of which were delisted on 21 February 2019) from November 2018 to February 2019 and Centron Telecom International Holding Ltd. code: 1155, the shares of which were delisted on 1 December 2020) from April 2018 to February 2020. He acted as an independent non-executive director from January 2009 to August 2013 and a non-executive director from August 2013 to September 2014 of U-RIGHT International Holdings Limited (currently known as Fullsun International Holdings Group Co., Limited) (stock code: 627). Mr. Chung was an independent non-executive director of China Huishan Dairy Holdings Company Limited (stock code: 6863, the shares of which were delisted on 23 December 2019) from June 2017 until its delisting, and a non-executive director of Freeman Fintech Corporation Limited (currently known as Arta Techfin Corporation Limited) (stock code: 279) from December 2020 to October 2021. He was an executive director of Silk Road Logistics Holdings Limited (stock code: 988, the shares of which were delisted on 23 April 2024) from June 2021 until its delisting, and an independent non-executive director of Peking University Resources (Holdings) Company Limited (stock code: 618) from October 2021 to September 2024.

Mr. Chung has signed a letter of appointment with the Company for a term of two years, provided that Mr. Chung or the Company can at any time terminate the appointment by giving to the other not less than one month's prior notice in writing. Under the terms of Mr. Chung's appointment letter, his remuneration has been fixed at HK\$11,330 per month. Mr. Chung will be subject to the requirements of retirement by rotation and re-election as stipulated in the articles of association of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chung (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO. Mr. Chung has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Chung 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 of the Company.

NOTICE OF ANNUAL GENERAL MEETING

DOMAINE POWER HOLDINGS LIMITED

域能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 442)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Domaine Power Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 29 September 2026 at 9th floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2026 and the reports of the directors (the “**Directors**”) and independent auditor of the Company for the year ended 31 March 2026.
2. (A) To re-elect Mr. Xie Tom as an executive Director.

(B) To re-elect Mr. Chan Wai Dune as a non-executive Director.

(C) To re-elect Mr. Chung Wai Man as an independent non-executive Director.
3. To authorise the board of Directors to fix the remuneration of the Directors.
4. To appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of Directors to fix the remuneration of the auditor of the Company.
5. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:
 - (A) “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares in the share capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities (the “**Listing Rules**”)) out of treasury if permitted under the Listing Rules) and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) (or transferred out of treasury) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (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, employees of the Company and/or any of its subsidiaries or other eligible persons of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue at the date of this Resolution (excluding treasury shares) and the said approval shall be limited accordingly; and
- (d) for the purposes 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 the articles of association of the Company or any applicable 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.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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 territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company and to determine whether such shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and 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 aggregate number of shares of the Company which may be purchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this Resolution (excluding treasury shares) and the said approval shall be limited accordingly; and
- (c) for the purposes 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 the articles of association of the Company or any applicable 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.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon Resolutions (A) and (B) set out above being passed, the aggregate number of shares of the Company which are repurchased 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 the Resolution (A) above.”

By order of the Board
Domaine Power Holdings Limited
Dr. So Shu Fai
Chairman and Executive Director

Hong Kong, 7 September 2026

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Principal place of business in Hong Kong:

Unit 2203A, 22/F,
Wu Chung House,
No. 213 Queen's Road East,
Wan Chai,
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before (i.e. Sunday, 27 September 2026 at 11:00 a.m.) the time appointed for holding the meeting (or any adjournment thereof).
3. The register of members of the Company will be closed from Thursday, 24 September 2026 to Tuesday, 29 September 2026 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining the identity of the shareholders entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting to be held on Tuesday, 29 September 2026, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar 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 Wednesday, 23 September 2026. The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the Annual General Meeting is Tuesday, 29 September 2026.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his 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 or other person duly authorised.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
6. If tropical cyclone warning signal no. 8 or above, or a black rainstorm warning or "extreme conditions" caused by super typhoon is in effect at any time after 7:00 a.m. on Tuesday, 29 September 2026, the Annual General Meeting will be adjourned in accordance with the bye-laws of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the bye-laws of the Company. The Annual General Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.