



**Power Assets Holdings Ltd.**  
**電能實業有限公司**

Incorporated in Hong Kong with limited liability  
Stock Code: 6

**Proxy Form for Annual General Meeting**

I/We <sup>(1)</sup> \_\_\_\_\_  
of <sup>(1)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ ordinary shares in Power Assets Holdings Limited 電能實業有限公司  
hereby appoint <sup>(3)</sup> the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 14 May 2015 at  
**12:15 p.m.** and at every adjournment thereof on the undermentioned resolutions as indicated:

		For <sup>(4)</sup>	Against <sup>(4)</sup>
1.	To receive the audited Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2014.		
2.	To declare a final dividend.		
3.	(a) To elect Mr. Neil Douglas McGee as a Director.		
	(b) To elect Mr. Ralph Raymond Shea as a Director.		
	(c) To elect Mr. Wan Chi Tin as a Director.		
	(d) To elect Mr. Wong Chung Hin as a Director.		
	(e) To elect Mr. Wu Ting Yuk, Anthony as a Director.		
4.	To appoint KPMG as Auditor of the Company and to authorise the Directors to fix the Auditor's remuneration.		
5.	To pass Resolution 5 of the Notice of Annual General Meeting as an ordinary resolution — to give a general mandate to the Directors to issue and dispose of additional shares not exceeding 20% of the total number of shares of the Company in issue.		
6.	To pass Resolution 6 of the Notice of Annual General Meeting as an ordinary resolution — to give a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of shares of the Company in issue.		
7.	To pass Resolution 7 of the Notice of Annual General Meeting as an ordinary resolution — to add the number of shares repurchased to the general mandate given to the Directors to issue additional shares.		
8.	To pass Resolution 8 of the Notice of Annual General Meeting as a special resolution — to approve the adoption of the new Articles of Association of the Company.		
9.	To pass Resolution 9 of the Notice of Annual General Meeting as an ordinary resolution — to authorise the Directors to approve the acquisition of the connected debt securities subject to and in accordance with the Master Agreement and the prescribed terms and conditions.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature(s) <sup>(5)</sup> \_\_\_\_\_

**Notes:**

- Please insert your full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
- You are entitled to appoint one or more proxies to attend, speak and vote in your stead at the Meeting provided that each proxy is appointed to represent the respective number of ordinary shares held by you as specified in this proxy form. If any proxy other than the Chairman of the Meeting is preferred, please strike out "the Chairman of the Meeting or" and insert the full name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution in the Notice of Annual General Meeting, please place a "tick" in the relevant box under "For". If you wish to vote against a resolution in the Notice of Annual General Meeting, please place a "tick" in the relevant box under "Against". If you wish to vote only part of the number of ordinary shares registered in your name(s) to which this proxy form relates, please state the exact number of ordinary shares in lieu of a tick in the relevant box. Failure to complete the box will entitle your proxy to abstain or cast vote on the resolution at his/her discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised in that behalf.
- In order to be valid, this form, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be lodged at the registered office of the Company, Rooms 1913-1914, 19th Floor, Hutchison House, 10 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting.
- In the case of joint holders of any ordinary share, any one of such persons may vote, either personally or by proxy in respect of such ordinary share, provided that if more than one of such joint holders be present at the Meeting (or any adjournment thereof) personally or by proxy, the person whose name stands first in the register of members shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you.

**PERSONAL INFORMATION COLLECTION STATEMENT**

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which may include your and/or your proxy's name and address.

Your and your proxy's Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Annual General Meeting. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for the Company's verification and record purpose.

By providing your proxy's Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by mail to Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.