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Power Assets Holdings Ltd.
電能實業有限公司

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

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**Meeting**”) of Power Assets Holdings Limited (the “**Company**”) will be held at the Grand Ballroom, 1st Floor, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Tuesday, 30 October 2018 at 2:15 p.m. *(or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Wednesday, 31 October 2018)* for the purpose of considering and, if thought fit, passing, with or without amendment the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the connected transaction that is contemplated between the Company and its subsidiaries on the one hand, and CK Asset Holdings Limited and its subsidiaries (or, with CK Asset Holdings Limited and its subsidiaries and CK Infrastructure Holdings Limited and its subsidiaries) on the other hand pursuant to, and in connection with, the Consortium Formation Agreement (a copy of the circular of the Company dated 10 October 2018 (the “**Circular**”) marked “**A**” together with a copy of the Consortium Formation Agreement marked “**B**” having been tabled before the meeting and initialled by the Chairman of the Meeting for the purpose of identification), including, but not limited to, the formation of a consortium with CK Asset Holdings Limited, CK Infrastructure Holdings Limited (if applicable) and the Company in relation to the Joint Venture Transaction, be and is hereby approved; and
- (b) the directors of the Company, acting collectively and individually, be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he may in his absolute discretion consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the above resolution and all of the transactions contemplated thereunder.”

By Order of the Board

Alex Ng

Company Secretary

Hong Kong, 10 October 2018

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Circular shall have the same meanings when used in this notice.
2. At the Meeting, the Chairman of the Meeting will exercise his power under article 81 of the Company's articles of association to put the above resolution to the vote by way of a poll. The poll results will be published on the website of the Company at www.powerassets.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk as soon as possible in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
3. **A member of the Company is entitled to appoint another person (whether a member or not) as a proxy to exercise all or any of the member's rights to attend and to speak and vote at the Meeting in his/her stead, and may appoint separate proxies to represent respectively the number of shares held by the member that is specified in their instruments of appointment.** To be valid, all forms of proxy must be completed in accordance with the instructions printed thereon and deposited at the registered office of the Company at Rooms 1913-1914, 19th Floor, Hutchison House, 10 Harcourt Road, Hong Kong, not later than 48 hours before the time for holding the Meeting. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the Meeting or at any adjourned meeting thereof should the member so wish, and in such event the form of proxy shall be deemed to be revoked.
4. For the purpose of ascertaining members who are entitled to attend and vote at the Meeting (or any adjournment thereof), the register of members of the Company will be closed from Thursday, 25 October 2018 to Tuesday, 30 October 2018 (or Wednesday, 31 October 2018 in the event that the Meeting is to be held on Wednesday, 31 October 2018 because of a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong (as detailed in note 5 below)), both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the Meeting (or any adjournment thereof), all transfers accompanied by the relevant share certificates should be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 24 October 2018.
5. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force in Hong Kong at 9:00 a.m. on Tuesday, 30 October 2018, the Meeting will not be held on that day but will automatically be postponed, and by virtue of this notice, be held at the same time and place on Wednesday, 31 October 2018. Members may call the Company at (852) 2122 9122 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays or visit the website of the Company at www.powerassets.com for details of alternative meeting arrangements. The 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 in Hong Kong.

Members should make their own decision as to whether they would attend the Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

6. In case of inconsistency between the Chinese translation and the English text of this notice, the English text shall prevail.

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

Executive directors : *Mr. FOK Kin Ning, Canning (Chairman), Mr. TSAI Chao Chung, Charles (Chief Executive Officer), Mr. CHAN Loi Shun, Mr. Andrew John HUNTER, Mr. Neil Douglas MCGEE and Mr. WAN Chi Tin*

Non-executive director : *Mr. LI Tzar Kuoi, Victor*

Independent non-executive directors : *Mr. IP Yuk-keung, Albert, Mr. Ralph Raymond SHEA, Mr. WONG Chung Hin and Mr. WU Ting Yuk, Anthony*