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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 of the Shareholders of Power Assets Holdings Limited (the “**Company**”) will be held at the Grand Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on **Tuesday, 14 March 2017** (see Note (5)) at 2:15 p.m. 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 Cheung Kong Property Holdings Limited (or, Cheung Kong Property Holdings Limited and Cheung Kong Infrastructure Holdings Limited) on the one hand and the Company on the other hand pursuant to, or in connection with, the Consortium Formation Agreement (as defined and described in the circular of the Company dated 22 February 2017 (the “**Circular**”)) (a copy of the Circular marked “**A**” together with a copy of the Consortium Formation Agreement marked “**B**” have 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 between Cheung Kong Property Holdings Limited, Cheung Kong Infrastructure Holdings Limited (if applicable) and the Company in relation to the Joint Venture Transaction (as defined in the Circular), 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 Consortium Formation Agreement and all of the transactions contemplated thereunder.”

By Order of the Board
Alex Ng
Company Secretary

Hong Kong, 22 February 2017

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 General Meeting, the Chairman of the General 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 General 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, Rooms 1913-1914, 19th Floor, Hutchison House, 10 Harcourt Road, Hong Kong, not later than 48 hours before the time for holding the General Meeting. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the General 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 General Meeting (or any adjournment thereof), the register of members of the Company will be closed from Friday, 10 March 2017 to Tuesday, 14 March 2017 (or Wednesday, 15 March 2017 in the event that the General Meeting is to be held on Wednesday, 15 March 2017 because of a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force in Hong Kong (as detailed below)), both days inclusive. In order to qualify for the right to attend and vote at the General 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, not later than 4:30 p.m. on Thursday, 9 March 2017. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
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, 14 March 2017, the General Meeting will not be held on that day but will automatically be postponed, and by virtue of this notice, be held at the same time and place on Wednesday, 15 March 2017. 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 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 in Hong Kong.

Members of the Company should make their own decision as to whether they would attend the General 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