



Power Assets Holdings Ltd.

電能實業有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 6)

FORM OF PROXY FOR THE MEETING TO BE HELD ON 24 NOVEMBER 2015 (OR AT ANY ADJOURNMENT THEREOF)

Form of proxy for use at the Meeting (or at any adjournment thereof) convened by direction of the High Court of the Hong Kong Special Administrative Region of the Scheme Shareholders (as defined in the Scheme referred to below).

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION, COURT OF FIRST INSTANCE, MISCELLANEOUS PROCEEDINGS NO. 2168 OF 2015

In the Matter of POWER ASSETS HOLDINGS LIMITED 電能實業有限公司 and in the Matter of THE COMPANIES ORDINANCE, Chapter 622 of the Laws of Hong Kong

I/We ^(a) _____ of _____
being the registered holder(s) of ^(b) _____ ordinary shares of **POWER ASSETS HOLDINGS LIMITED** (the "Company") hereby appoint ^(c) _____
of _____

or failing him, the Chairman of the Meeting to act as my/our proxy to attend, act and vote on my/our behalf as directed below at the Meeting of the Scheme Shareholders convened by the direction of the High Court of the Hong Kong Special Administrative Region to be held at the Grand Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 24 November 2015 ^(d) at 2:00 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement referred to in the Notice convening the Meeting (the "Scheme") and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (with or without modifications, as my/our proxy may approve) or against the Scheme as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme ^(e)	AGAINST the Scheme ^(e)

Dated this _____ day of _____ 2015

Signature ^(f): _____

Notes:

- (a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (b) 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 in the capital of the Company registered in your name(s).
- (c) If any proxy other than the Chairman of the Meeting is preferred, please insert the name and address of the proxy desired in the space provided; otherwise the proxy will be the Chairman of the Meeting. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (d) **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PUT A TICK IN THE BOX BELOW THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PUT A TICK IN THE BOX BELOW THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any other resolution properly put to the Meeting.
- (e) 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 its common seal or under the hand of an officer or attorney duly authorised.
- (f) You are requested to lodge this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, at the Company's registered office at Rooms 1913-1914, 19th Floor, Hutchison House, 10 Harcourt Road, Hong Kong, as soon as possible and not later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof, but if this form of proxy is not so lodged, it may be handed to the Chairman of the Meeting at the Meeting. Completion and delivery of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish, but in the event of your attending the Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked. If you complete and deliver the form of proxy, but do not attend and vote in person at the Meeting, a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous termination or revocation of authority of the person to act as a proxy or the power of attorney or other authority under which the proxy was executed, unless notice of such termination or revocation shall have been received by the Company at its registered office before the commencement of the Meeting or adjourned Meeting at which the vote is given, or by the company secretary of the Company or the Chairman of the Meeting on the day and at the place, but before the commencement, of the Meeting or the adjourned Meeting at which the vote is given.
- (g) In the case of joint holders of any share, this form of proxy must be signed by the member whose name stands first in the register of members of the Company. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled to do so; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
- (h) If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on Tuesday, 24 November 2015, the Meeting will be postponed and the Meeting will be held instead on Wednesday, 25 November 2015 at 2:00 p.m., or at a time on an alternative day to be announced that falls within seven Business Days of the original date scheduled for the Meeting in the event that a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on Wednesday, 25 November 2015. You may call the hotline 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 a 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 bearing in mind your own situation and if you should choose to do so, you are advised to exercise care and caution.

PERSONAL INFORMATION COLLECTION STATEMENT

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

Your and your proxy's Personal Data provided in this form of proxy 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 Meeting. The supply of your and your proxy's Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy's 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 our verification and record purpose.

By providing your proxy's Personal Data in this form of proxy, 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 of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal 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 either of the following means:

- 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
- By e-mail to: hkinfo@computershare.com.hk