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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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting of Power Assets Holdings Limited (the “**Company**”) dated 4 April 2018 (the “**Former AGM Notice**”) which sets out the resolutions to be considered by the shareholders of the Company at the annual general meeting to be held at the Grand Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Wednesday, 9 May 2018 ^(see Note 7) at **2:15 p.m.** (the “**AGM**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held as originally scheduled, will consider and, if thought fit, pass with or without modification the following ordinary resolution in addition to the resolutions set out in the Former AGM Notice:

ORDINARY RESOLUTION

8. To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**THAT**:

- (a) the Transactions as defined in the circular of the Company dated 11 April 2018 (the “**Circular**”) (a copy of the Circular marked “**A**” has been tabled before the meeting and initialled by the Chairman of the Meeting for identification purposes) and the proposed annual caps of the Transactions as set out in the Circular be and are 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/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the Transactions.”

By Order of the Board
Alex Ng
Company Secretary
Hong Kong, 11 April 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 supplemental notice of AGM.
2. At the AGM, 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. Save for the inclusion of the newly proposed resolution in this supplemental notice of AGM, there are no other changes to the resolutions set out in the Former AGM Notice. Please refer to the Former AGM Notice for the other resolutions to be passed at the AGM.
4. 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 AGM 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. Since the proxy form sent together with the Former AGM Notice (the "**Original Proxy Form**") does not contain the proposed additional resolution as set out in this supplemental notice of AGM, a revised proxy form (the "**Revised Proxy Form**") is enclosed with this supplemental notice of AGM.
5. If a Shareholder wishes to appoint a proxy to attend and to speak and vote at the AGM on his/her behalf and if he/she **has not yet returned the Original Proxy Form to the Company**, he/she should complete, sign and return the Revised Proxy 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) (the "**Authority Documents**"), to the Company's registered office at Rooms 1913-1914, 19th Floor, Hutchison House, 10 Harcourt Road, Hong Kong no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be) (the "**Closing Time**"). In this case, the Original Proxy Form should not be lodged with the Company.

Any Shareholder who wishes to appoint a proxy to attend and to speak and vote at the AGM on his/her behalf and **who has already duly completed and lodged the Original Proxy Form, together with the Authority Documents (if any), with the Company by the Closing Time** should note that:

- (i) **if no Revised Proxy Form is lodged with the Company**, the Original Proxy Form will be treated as a valid proxy form lodged by him/her but the proxy so appointed will not be entitled to vote on resolution no. 8 to approve the Transactions;
- (ii) **if the Revised Proxy Form is duly completed and is lodged, together with the Authority Documents (if any), with the Company by the Closing Time**, the Revised Proxy Form will revoke and supersede the Original Proxy Form lodged by him/her. Such Revised Proxy Form will be treated as a valid proxy form lodged by such Shareholder; and
- (iii) **if the Revised Proxy Form is lodged, together with the Authority Documents (if any), with the Company after the Closing Time**, the Revised Proxy Form will be invalid and the validity of the Original Proxy Form duly lodged by such Shareholder will not be affected but the proxy appointed under the Original Proxy Form will not be entitled to vote on resolution no. 8 to approve the Transactions.

Shareholders are reminded that completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude them from attending and voting in person at the AGM or at any adjourned meeting should they so wish and, in such event, the relevant proxy form(s) lodged shall be deemed to be revoked.

6. For the purpose of ascertaining members who are entitled to attend and vote at the AGM (or any adjournment thereof), the register of members of the Company will be closed from Friday, 4 May 2018 to Wednesday, 9 May 2018, both days inclusive. In order to qualify for the right to attend and vote at the AGM (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, no later than 4:30 p.m. on Thursday, 3 May 2018. 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.
7. 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 Wednesday, 9 May 2018, the AGM will not be held on that day but will automatically be postponed and, by virtue of the Former AGM Notice and this supplemental notice of AGM, be held at the same time and place on Tuesday, 15 May 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 AGM 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.

Shareholders should make their own decision as to whether they would attend the AGM 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.

8. In the case of inconsistency between the Chinese translation and the English text of this supplemental notice of AGM, 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