

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CHINA HK POWER SMART ENERGY GROUP LIMITED

中國港能智慧能源集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 931)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 19 APRIL 2024

References are made to the notice of the extraordinary general meeting (the “**EGM Notice**”) and the circular (the “**Circular**”) of China HK Power Smart Energy Group Limited (the “**Company**”) dated 27 March 2024 and the announcement of the Company dated 7 March 2024 in relation to the Loan Capitalisation Agreement and the transactions contemplated thereunder. Unless otherwise defined, capitalised terms used in this announcement have the same meanings as these defined in the Circular.

THE EGM

The Board is pleased to announce that at the EGM held at 8/F., St. John’s Building, 33 Garden Road, Central, Hong Kong on Friday, 19 April 2024 at 5:00 p.m., the proposed resolution as set out in the EGM Notice was duly approved by way of Shareholders poll voting.

As at the date of the EGM, the total number of issued shares of the Company was 5,976,355,230 Shares. Dr. Kan, the chairman of the Board and an executive Director and the controlling shareholder of the Company, and Mr. Li, who is an executive Director and the nephew of Dr. Kan, were collectively interested in 3,337,733,139 Shares, representing 55.85% of the total issued share capital of the Company. Dr. Kan and Mr. Li and their associates were required to abstain, and had abstained from voting on the ordinary resolution at the EGM. Accordingly, there were a total of 2,638,622,091 Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution. Save as disclosed above, to the best of the knowledge, information and belief of the Directors, (i) no other Shareholder had a material interest in the transactions contemplated under the loan Capitalisation Agreement and was required to abstain from voting on the ordinary resolution at the EGM; (ii) no Shareholder had stated his or her intention in the Circular to vote against or abstain from voting on the proposed ordinary resolution at the EGM; and (iii) no Shareholder was required to abstain from voting in favour of the proposed ordinary resolution at the EGM as set out in Rule 13.4 of the Listing Rules.

Target CPA Limited, Certified Public Accountants, acted as the scrutineer for the vote-taking at the EGM. The independent non-executive Director Mr. Lam Lum Lee attended the EGM in person. The executive directors Dr. Kan Che Kin, Billy Albert, Mr. Deng Yaobo and Mr. Li Kai Yien, Arthur Albert, and the independent non-executive Directors Mr. Li Siu Yui and Mr. Chow Ching Ning attended the EGM by way of electronic means. The non-executive Director Mr. Simon Murray did not attend the EGM as he is on business trip.

VOTING RESULTS OF THE EGM

The poll results in respect of the resolution proposed at the EGM are as follows:

ORDINARY RESOLUTION		NO. OF SHARES VOTED (%)	
		FOR	AGAINST
1.	<p>(a) the Loan Capitalisation Agreement (the “Loan Capitalisation Agreement”) dated 7 March 2024 and entered into between the Company (as issuer) and Dr. Kan Che Kin, Billy Albert (the “Subscriber”) as the subscriber in relation to the conversion of the unsecured Shareholder’s Loans with an outstanding principal amount and accrued interest of HK\$300,000,000 as at the date of the Loan Capitalisation Agreement due from the Group to the Subscriber (the “Repayment Amount”) into the share capital of the Company (the “Loan Capitalisation”) involving the subscription (the “Subscription”) of an aggregate of 697,674,419 new shares to be issued and allotted by the Company (the “Capitalisation Shares”) at the Capitalisation Price of HK\$0.43 per Capitalisation Share, a copy of which is tabled at the EGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Capitalisation Shares, the directors (the “Directors”) of the Company be and are hereby granted a specific mandate authorising the Directors to exercise all the powers of the Company to allot and issue the Capitalisation Shares to the Subscriber subject to the terms of the Loan Capitalisation Agreement (the “Specific Mandate”), with such Specific Mandate being in additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any Director be and is hereby authorised to sign, execute, perfect and deliver all such documents, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and giving effect to the Loan Capitalisation Agreement, the Loan Capitalisation, the allotment and issue of the Capitalisation Shares and the transactions contemplated thereunder, and to agree to the variation, amendment and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Loan Capitalisation Agreement and are in the best interests of the Company.”</p>	859,307,237 (100%)	0 (0%)

Note: the full text of the ordinary resolution 1 is set out in the EGM Notice dated 27 March 2024.

As more than 50% of the votes were cast in favour of the resolution, the above resolution 1 proposed at the EGM was duly passed as an ordinary resolution of the Company.

By order of the Board
China HK Power Smart Energy Group Limited
Deng Yaobo
(chief executive officer)

Hong Kong, 19 April 2024

As at the date of this announcement, the Board comprises three executive Directors, namely Dr. Kan Che Kin, Billy Albert (Chairman), Mr. Deng Yaobo (chief executive officer) and Mr. Li Kai Yien, Arthur Albert; and one non-executive Director, namely Mr. Simon Murray; and three independent non-executive Directors, namely Mr. Li Siu Yui, Mr. Chow Ching Ning and Mr. Lam Lum Lee.