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PFC Device Inc.
節能元件有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8231)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of holders of ordinary shares of HK\$0.01 each of PFC Device Inc. (the “**Company**”) will be held at 1/F, Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong on Tuesday, 25 May 2021 at 11:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the paragraph headed “Conditions of the Share Consolidation” in the circular of the Company dated 7 May 2021 (the “**Circular**”), a copy of which has been tabled at the EGM marked “A” and initiated by the chairman of the EGM for the purpose of identification, with effect from the second business day following the date of passing this resolution:

- (a) every twenty (20) issued and unissued existing ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.20 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”);
- (b) fractional Consolidated Shares will be disregarded and will not be issued to the holders of ordinary shares of HK\$0.01 each of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and

- (c) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

By order of the Board
PFC Device Inc.
Yung Kwok Kee, Billy
Chairman

Hong Kong, 7 May 2021

Registered Office:

Windward 3, Regatta Office Park,
PO Box 1350,
Grand Cayman KY1-1108,
Cayman Islands

Principal place of business in Hong Kong:

1/F, Shell Industrial Building,
12 Lee Chung Street,
Chai Wan, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Tuesday, 18 May 2021 to Tuesday, 25 May 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 17 May 2021.

5. PRECAUTIONARY MEASURES FOR THE EGM

Please see page ii of the Circular for measures being taken to try to prevent and control the spread of the COVID-19 at the EGM, including:

- compulsory temperature checks and health declarations
- compulsory wearing of surgical face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. Attendees are compulsory to bring and wear own surgical face masks and shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

As at the date of this notice, the board of Directors comprises two executive Directors, namely, Mr. Hong James Man-fai and Mr. Chow Kai Chiu, David; two non-executive Directors, namely Mr. Yung Kwok Kee, Billy and Mr. Tang Che Yin; and three independent non-executive Directors, namely, Mr. Lam, Peter, Mr. Leung Man Chiu, Lawrence and Mr. Fan Yan Hok, Philip.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for 7 days from the date of its posting and on the website of the Company at www.pfc-device.com.