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GoldenPower®

GOLDEN POWER GROUP HOLDINGS LIMITED

金力集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3919)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Golden Power Group Holdings Limited (the “**Company**”) will be held at Salon I, Hyatt Regency Hong Kong, Sha Tin, 18 Chak Cheung Street, Sha Tin, Hong Kong on Wednesday, 27 June 2018 at 3:00 p.m. or any adjournment(s) thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the sale and purchase agreement dated 6 March 2018 (“**Agreement**”) entered into among Best Kind Holdings Ltd., a wholly-owned subsidiary of the Company, (the “**Purchaser**”), and Golden Villa Ltd. and Golden Power Investments (B.V.I.) Limited as vendors (collectively, the “**Vendors**”) in relation to the sale and purchase of the entire issued share capital of China Scene Limited (中境有限公司) from the Vendors by the Purchaser at an aggregate consideration of HK\$40,300,000 (a copy of the Agreement having been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company do all such things and sign, seal, execute, perfect and deliver all such documents as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of and/or giving effect to any matters relating to the Agreement and the transactions contemplated thereunder.”

By Order of the Board
Golden Power Group Holdings Limited
Chu King Tien
Chairman and Executive Director

Hong Kong, 7 June 2018

*Head Office and principal place of
business in Hong Kong:*

Flat C, 20/F
Block 1, Tai Ping Industrial Centre
57 Ting Kok Road
Tai Po, New Territories

Registered office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Notes:

1. The register of members of the Company will be closed from 22 June 2018 to 27 June 2018, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 21 June 2018 at 4:30 p.m..
2. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the offices of the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for

holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he/she so wish.

4. A form of proxy in respect of the EGM is enclosed. Whether or not you intend to attend the EGM in person, all members are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM or any adjourned meeting if they so wish.
5. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the voting on the resolution at the EGM will be conducted by way of poll.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 9:00 a.m. on the date of the EGM, the EGM will be postponed. Members may visit the websites of the Company at www.goldenpower.com and The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for details of the postponement and alternative meeting arrangement.
7. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail over the Chinese version of this notice.

As at the date of this notice, executive Directors are Mr. Chu King Tien, Ms. Chu Shuk Ching, Mr. Tang Chi Him and Mr. Chu Ho Wa, the independent non-executive Directors are Mr. Hui Kwok Wah, Mr. Ma Sai Yam and Mr. Chow Chun Hin Leslie.