

# 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: 8038)

### Form of Proxy for use at the extraordinary general meeting of the Company to be held on Monday, 29 May 2017 (or any adjournment thereof)

I/We<sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_  
shares of HK\$0.01 each in the share capital of Golden Power Group Holdings Limited (the "Company")  
HEREBY APPOINT<sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_  
or failing him, the chairman of the EGM (as defined below) as my/our proxy, to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "EGM") to be held at 26/F Meeting Room II-III, Hyatt Regency Hong Kong, Sha Tin, 18 Chak Cheung Street, Sha Tin, Hong Kong on Monday, 29 May 2017 at 10:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice convening the EGM and at the EGM (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said ordinary resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	<p>The resolution in relation to the continuing connected transactions under the Master Sales Agreement:</p> <p><b>"THAT:</b></p> <p>(a) the master sales agreement dated 1 February 2017 (the "Master Sales Agreement") entered into among the Company, 廣州市南華金力電子有限公司 (Guangzhou Nan Hua Jin Li Electronics Limited*) ("Nan Hua Jin Li") and Suenggh Corporation Limited (動能(香港)有限公司) ("Suenggh"), pursuant to which, the Group conditionally agreed to sell and supply, and Nan Hua Jin Li and Suenggh conditionally agreed to purchase, the batteries under the "Golden Power" brand and the brands of the private label and OEM customers and other battery-related products for a term of three years commencing retrospectively from 1 January 2017 up to 31 December 2019 (both days inclusive) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the proposed annual caps of HK\$26,600,000, HK\$29,300,000 and HK\$32,200,000 for the financial years ending 31 December 2017, 31 December 2018 and 31 December 2019, respectively, in respect of the transactions under the Master Sales Agreement be and are hereby approved, confirmed and ratified; and</p> <p>(c) the directors of the Company be and are hereby authorised to do all such acts and things and sign all such documents (under seal, if necessary) and to take all such steps as they consider necessary or expedient or desirable in connection with or to give effect to the Master Sales Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interests of the Company."</p>		

\* For identification purposes only

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature<sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holder should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK ("√") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK ("√") IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his discretion on any amendment to the ordinary resolution referred to in the notice convening the EGM which has been properly put to the EGM.
- This form of proxy shall be signed by you or your attorney duly authorised in writing or, in the case of a corporation, shall be signed either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any shares, any one of such persons may attend and vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, 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 of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, 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 the holding the EGM or any adjournment thereof, as the case may be.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.