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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Golden Power Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**(1) PROPOSED SHARE CONSOLIDATION;
(2) CHANGE IN BOARD LOT SIZE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 5 to 11 of this circular.

A notice convening the EGM to be held at 11:00 a.m. on Friday, 9 May 2025 at Meeting room II–III, 24/F, Hyatt Regency Hong Kong, Sha Tin, 18 Chak Cheung Street, Sha Tin, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.com.hk and the Company at www.goldenpower.com.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the 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 form of proxy shall be deemed to be revoked.

15 April 2025

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DEFINITIONS

In this circular, unless the context indicates otherwise, the following expressions shall have the following meanings:

“Announcements”	the announcements of the Company dated 27 March 2025, 28 March 2025, 8 April 2025 and 15 April 2025 in relation to, among others, the proposed Share Consolidation
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday, public holiday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS from time to time in force
“Change in Board Lot Size”	the proposed change in board lot size for trading on the Stock Exchange from 2,000 Existing Shares to 4,000 Consolidated Shares upon the Share Consolidation becoming effective
“Company”	Golden Power Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 3919)
“Consolidated Share(s)”	ordinary share(s) with par value of HK\$0.2 each in the share capital of the Company upon the Share Consolidation having become effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened on Friday, 9 May 2025 to consider and, if thought fit, approve, among other things, the proposed Share Consolidation

DEFINITIONS

“Existing Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 April 2025, being the latest practicable date prior to the issue of this circular for ascertaining certain information herein
“Listing Committee”	has the same meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s) as the case may be
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation and Change in Board Lot Size which is subject to the results of the EGM and has been prepared on the assumption that all the conditions to the Share Consolidation and Change in Board Lot Size will be fulfilled or otherwise waived, and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

All times and dates in this circular refer to Hong Kong local times and dates.

Event	Time and Date
Latest date and time for lodging transfers of Existing Shares for attending and voting at the EGM	4:30 p.m., on Friday, 2 May 2025
Closure of register of members (both dates inclusive)	Tuesday, 6 May 2025 to Friday, 9 May 2025
Latest date and time for lodging forms of proxy for the EGM	11:00 a.m., on Wednesday, 7 May 2025
Expected date and time of the EGM	11:00 a.m., on Friday, 9 May 2025
Announcement of poll results of the EGM	Friday, 9 May 2025
<p><i>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and Change in Board Lot Size as set out herein and therefore the dates are tentative:</i></p>	
Effective date of the Share Consolidation	Tuesday, 13 May 2025
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Tuesday, 13 May 2025
Dealing in the Consolidated Shares commences	9:00 a.m., on Tuesday, 13 May 2025
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m., on Tuesday, 13 May 2025
Temporary counter for trading in the Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m., on Tuesday, 13 May 2025

EXPECTED TIMETABLE

Original counter for trading in the Consolidated Shares in board lots of 4,000 of Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m., on Tuesday, 27 May 2025
Parallel trading in the Consolidated Shares (in the form of both new share certificates and existing share certificates) commences	9:00 a.m., on Tuesday, 27 May 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m., on Tuesday, 27 May 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m., on Monday, 16 June 2025
Temporary counter for trading in the Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m., on Monday, 16 June 2025
Parallel trading in the Consolidated Shares (in the form of both new share certificates and existing share certificates) ends	4:10 p.m., on Monday, 16 June 2025
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 18 June 2025



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)

Executive Directors:

Mr. Chu King Tien
Ms. Chu Shuk Ching
Mr. Chu Ho Wa
Mr. Tang Chi Him

Registered Office:

Windward 3,
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Independent Non-Executive Directors:

Ms. Tang Sze Ning Erica
Mr. Kan Man Kim
Mr. Wong Ka Chun Matthew

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
Hong Kong

15 April 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION;
(2) CHANGE IN BOARD LOT SIZE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcements. The purpose of this circular is to provide the Shareholders with, among others (i) further details on the Share Consolidation and Change in Board Lot Size; and (ii) a notice of EGM to be convened to consider and, if thought fit, approve, among other things, the Share Consolidation.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company to be consolidated into one (1) Consolidated Share of par value of HK\$0.2 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Existing Shares of HK\$0.01 each, of which 540,000,000 Existing Shares have been allotted and issued, and are fully paid or credited as fully paid.

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Share Consolidation becomes effective, the share capital structure of the Company will be as follows:

	As of the Latest Practicable Date	Immediately after the Share Consolidation becoming effective
Par value	HK\$0.01 per Existing Share	HK\$0.2 per Consolidated Share
Amount of authorised share capital	HK\$20,000,000	HK\$20,000,000
Number of authorised Shares	2,000,000,000 Existing Shares	100,000,000 Consolidated Shares
Number of issued Shares	540,000,000 Existing Shares	27,000,000 Consolidated Shares
Amount of the issued share capital	HK\$5,400,000	HK\$5,400,000

As at the Latest Practicable Date, the Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange into Shares.

Save for (i) any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled; and (ii) the necessary professional expenses for the implementation of the Share Consolidation, the Directors consider that the Share Consolidation will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

Status of the Consolidated Shares

The Consolidated Shares shall rank *pari passu* in all respects with each other.

LETTER FROM THE BOARD

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands and Hong Kong (where applicable) and the Listing Rules to effect the Share Consolidation; and
- (iii) the Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be Tuesday, 13 May 2025.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 2,000 Existing Shares. In addition to the proposed Share Consolidation, it is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange shall be changed from 2,000 Existing Shares to 4,000 Consolidated Shares. Based on the closing price of HK\$0.05 per Existing Share (equivalent to the theoretical closing price of HK\$1.00 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 2,000 Existing Shares is HK\$100; (ii) the value of each board lot of 2,000 Consolidated Shares would be HK\$2,000 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 4,000 Consolidated Shares would be HK\$4,000 on the assumption that the Change in Board Lot Size had also become effective.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01, the issuer may be required to proceed with a consolidation of its securities. According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” the (“Guide”) issued by the Stock Exchange on 28 November 2008 and updated in June 2024, (i) any trading price less than HK\$0.1 will be considered as trading at extremities; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

As at the Latest Practicable Date, the closing price of an Existing Share of the Company was HK\$0.05, with a board lot size of 2,000 Existing Shares, the existing board lot value was only HK\$100, which was less than HK\$2,000. The closing prices of the Existing Shares were below HK\$0.1 per Existing Share since 15 October 2024 and up to the

LETTER FROM THE BOARD

Latest Practicable Date with the highest closing price of HK\$0.064 per Existing Share on 16 January 2025 and the lowest closing price of HK\$0.043 per Existing Share on 29 November 2024, 24 February 2025 to 3 March 2025 and 11 March 2025. The Existing Shares have been trading at below HK\$0.1 per Share during the past six months.

In view of the trend of the Share prices of the Company and the Existing Shares were trading at extremity in the past months, the proposed Share Consolidation is justified to increase the corresponding Share prices and to facilitate trading activities. In addition, the Board proposes to implement the Share Consolidation and the Change in Board Lot Size, resulting in the theoretical closing price of HK\$1.00 per Consolidated Share and the estimated value of HK\$4,000 per board lot of 4,000 Consolidated Shares, which will enable the Company to comply with the trading requirements under the Listing Rules and the Guide and reduce the transaction and registration costs incurred by the Shareholders and investors of the Company in dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade.

As such, notwithstanding the impact arising from the creation of odd lots to the Shareholders, the Board considers that the Share Consolidation and the Change in Board Lot Size is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no concrete plans to carry out any other corporate actions, which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size or conduct any equity fund raising in the next 12 months. However, the Directors cannot rule out the possibility that the Company will conduct equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to support future development of the Company. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

LISTING AND DEALING

Application will be made to the Listing Committee for the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

LETTER FROM THE BOARD

None of the share capital or debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

OTHER ARRANGEMENTS

Fractional entitlement to the Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lots trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Tuesday, 27 May 2025 to 4:00 p.m. on Monday, 16 June 2025 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Hung Wing Kwan of Tiger Faith Securities Limited of Suite 1502, 15/F., The Chinese Bank Building, Nos. 61–65 Des Voeux Road Central, Hong Kong (telephone number: (852) 3979 9099 and facsimile number: (852) 2117 3315).

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 13 May 2025, Shareholders may between 9:00 a.m. and 4:30 p.m. on any Business Day during the period from Tuesday, 13 May 2025 to Wednesday, 18 June 2025 (both days inclusive), submit share certificates for the Existing Shares (in grey colour) to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong to exchange for new shares certificates for the Consolidated Shares (in green colour) at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates involved is higher.

LETTER FROM THE BOARD

After 4:10 p.m. on Monday, 16 June 2025, trading will only be in Consolidated Shares which share certificates will be issued in green colour. Existing share certificates in grey colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

THE EGM

The EGM will be convened and held at 11:00 a.m. on Friday, 9 May 2025 at Meeting room II-III, 24/F, Hyatt Regency Hong Kong, Sha Tin, 18 Chak Cheung Street, Sha Tin, Hong Kong for the Shareholders to consider and, if thought fit, pass the ordinary resolution in approving the Share Consolidation.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution in respect of the Share Consolidation.

The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular and published on the websites of the Stock Exchange at www.hkex.com.hk and the Company at www.goldenpower.com. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the 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 form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the EGM shall therefore demand voting on the resolution set out in the notice of EGM be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Existing Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 6 May 2025 to Friday, 9 May 2025 both dates inclusive, during which no transfer of Shares will be effected. In order for a Shareholder to be eligible to attend and vote at the EGM, all transfer forms

LETTER FROM THE BOARD

accompanied by the relevant share certificates must be lodged with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 2 May 2025.

RECOMMENDATION

The Directors consider that the Share Consolidation and Change in Board Lot Size is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

MISCELLANEOUS

In the event of any inconsistency, the English texts of this circular and the accompanying form of proxy shall prevail over their respective Chinese texts.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

As the Share Consolidation and the Change in Board Lot Size is subject to the satisfaction of conditions, the Share Consolidation and the Change in Board Lot Size may or may not become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully,
For and on behalf of the Board of
Golden Power Group Holdings Limited
Chu King Tien
Chairman and Executive Director



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 the extraordinary general meeting (the “**EGM**”) of Golden Power Group Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 9 May 2025 at Meeting room II–III, 24/F, Hyatt Regency Hong Kong, Sha Tin, 18 Chak Cheung Street, Sha Tin, Hong Kong for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 15 April 2025 (the “**Circular**”), with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”):
 - (i) every twenty (20) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) of par value of HK\$0.2 each (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company so that following the Share Consolidation, the authorised share capital of the Company will be changed from HK\$20,000,000 divided into 2,000,000,000 ordinary shares of par value of HK\$0.01 each to HK\$20,000,000 divided into 100,000,000 Consolidated Shares with a par value of HK\$0.2 each;
 - (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same 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 (the “**Directors**”) of the Company may think fit; and

NOTICE OF EGM

- (iii) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things and execute all such documents and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

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

Hong Kong, 15 April 2025

Registered office:

Windward 3,
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

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
Hong Kong

As at the date of this notice, the Board comprises four executive Directors, namely Mr. Chu King Tien, Ms. Chu Shuk Ching, Mr. Chu Ho Wa and Mr. Tang Chi Him; and three independent non-executive Directors, namely Ms. Tang Sze Ning Erica, Mr. Kan Man Kim and Mr. Wong Ka Chun Matthew.

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. 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.
2. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the EGM is enclosed. In order to be valid, the completed form of proxy must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for the holding of the EGM or adjourned EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. If a proxy form is signed by an attorney of a shareholder who is

NOTICE OF EGM

not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or attorney or other person duly authorised in writing.

4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 6 May 2025 to Friday, 9 May 2025 (both dates inclusive), the period during which no transfer of shares of the Company will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, for registration not later than 4:30 p.m. on Friday, 2 May 2025.
5. The ordinary resolution set out above will be voted by way of poll.
6. The English text of this notice of EGM shall prevail over the Chinese text in case of inconsistency.
7. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force at or after 8:00 a.m. on the date of the EGM and/or the Hong Kong Observatory has announced at or 8:00 a.m. on date of the EGM that either of the above mentioned warnings is to be issued within the next two hours, the EGM will be postponed. The Company will post an announcement on the website of the Company at www.goldenpower.com and on the website of the Stock Exchange at www.hkexnews.hk to notify its Shareholders of the date, time and place of the rescheduled EGM.