

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.

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)

**FURTHER DELAY IN DESPATCH OF CIRCULAR IN RELATION TO
CONTINUING CONNECTED TRANSACTIONS
AND
THE MASTER SALES AGREEMENT**

This announcement is made pursuant to Rule 20.45 of the GEM Listing Rules.

Reference is made to the announcement of Golden Power Group Holdings Limited (the “**Company**”) dated 1 February 2017 (the “**CCT Announcement**”) in relation to the continuing connected transactions contemplated under the Master Sales Agreement and the announcements dated 21 February 2017 and 14 March 2017 (each the “**Delay Announcement**” and collectively the “**Delay Announcements**”), respectively, in relation to the delay in despatch of the circular. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the CCT Announcement.

As disclosed in the CCT Announcement and the Delay Announcements, a circular containing, among other things, (1) further details of the Master Sales Agreement and the transactions contemplated thereunder; (2) a letter from the Independent Board Committee to the Independent Shareholders in relation to the Master Sales Agreement and the transactions contemplated thereunder; (3) a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Master Sales Agreement, the transactions contemplated thereunder and the proposed annual caps for the Term; (4) notice of the EGM; and (5) other information as required under the GEM Listing Rules, will be despatched. As stated in the Delay Announcement dated 14 March 2017, the said circular is expected to be despatched to the Shareholders on or before 5 April 2017.

As additional time is required for the Company to prepare and finalise the content of the circular, the despatch of the circular to the Shareholders is expected to be delayed to a date falling on or before 5 May 2017.

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

Hong Kong, 3 April 2017

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

This announcement, 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 enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.

This announcement will be published on the GEM's website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at www.goldenpower.com.