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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: 8038)**

**RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF  
ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES HELD  
ON THE RECORD DATE**

**Underwriter of the Rights Issue**



中天證券有限公司  
CHINA SKY SECURITIES LIMITED

**RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that at 4:00 p.m. on Tuesday, 11 April 2017, being the Latest Time for Acceptance of, and payment for, the Rights Shares, a total of 12 valid applications and acceptances had been received under the PALs of a total of 75,278,850 Rights Shares, representing approximately 94.1% of the total number of 80,000,000 Rights Shares available for subscription under the Rights Issue. Pursuant to the Irrevocable Undertaking, Golden Villa had subscribed for the Rights Shares provisionally allotted to it under the Rights Issue.

**THE UNDERWRITING AGREEMENT**

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Rights Issue and the Underwriting Agreement became unconditional at 4:00 p.m. on Thursday, 13 April 2017.

As a result of the under-subscription of the Rights Shares and in accordance with the Underwriting Agreement, the Underwriter had performed its underwriting obligations and had procured the Subscribers to subscribe for 4,721,150 untaken Rights Shares, representing approximately 5.9% of the total number of 80,000,000 Rights Shares available for subscription under the Rights Issue. To the best of the Directors' knowledge, information and belief after having made reasonable enquiries, the Subscribers and their ultimate beneficial owners are independent of the Company and its connected persons. None of the Subscribers has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company upon taking up the 4,721,150 untaken Rights Shares.

#### **DESPATCH OF THE SHARE CERTIFICATES FOR FULLY-PAID RIGHTS SHARES**

It is expected that share certificates for fully-paid Rights Shares in respect of valid acceptances of the Rights Shares under the PALs will be posted to those entitled thereto by ordinary post at their own risk on or before Friday, 21 April 2017.

#### **COMMENCEMENT OF DEALINGS IN RIGHTS SHARES IN FULLY-PAID FORM**

Dealings in the fully-paid Rights Shares on the GEM are expected to commence at 9:00 a.m. on Monday, 24 April 2017.

Reference is made to the announcement of Golden Power Group Holdings Limited (“**Company**”) dated 20 February 2017 and the prospectus (“**Prospectus**”) of the Company dated 27 March 2017 in relation to the Rights Issue. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

#### **RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that at 4:00 p.m. on Tuesday, 11 April 2017, being the Latest Time for Acceptance of, and payment for, the Rights Shares, a total of 12 valid applications and acceptances had been received under the PALs of a total of 75,278,850 Rights Shares, representing approximately 94.1% of the total number of 80,000,000 Rights Shares available for subscription under the Rights Issue.

#### **THE UNDERWRITING AGREEMENT**

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Rights Issue and the Underwriting Agreement became unconditional at 4:00 p.m. on Thursday, 13 April 2017.

As a result of the under-subscription of the Rights Shares and in accordance with the Underwriting Agreement, the Underwriter had performed its underwriting obligations and had procured certain subscribers (“**Subscribers**”) to subscribe for 4,721,150 untaken Rights Shares, representing approximately 5.9% of the total number of 80,000,000 Rights Shares available for subscription under the Rights Issue. To the best of the Directors’ knowledge, information and belief after having made reasonable enquiries, the Subscribers and their ultimate beneficial owners are independent of the Company and its connected persons (as defined in the GEM Listing Rules). None of the Subscribers has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company upon taking up the 4,721,150 untaken Rights Shares.

## **DESPATCH OF THE SHARE CERTIFICATES FOR FULLY-PAID RIGHTS SHARES**

It is expected that share certificates for fully-paid Rights Shares in respect of valid acceptances of the Rights Shares under the PALs will be posted to those entitled thereto by ordinary post at their own risk on or before Friday, 21 April 2017.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

To the best of the Directors’ knowledge, information and belief after making all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Rights Issue will be as follows:

<b>Shareholders</b>	<b>Immediately before completion of the Rights Issue</b>		<b>Immediately after completion of the Rights Issue</b>	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Golden Villa ( <i>Note</i> )	84,000,000	52.5	126,000,000	52.5
Subscribers procured by the Underwriter	—	—	4,721,150	2.0
Other public Shareholders	<u>76,000,000</u>	<u>47.5</u>	<u>109,278,850</u>	<u>45.5</u>
	<u><u>160,000,000</u></u>	<u><u>100</u></u>	<u><u>240,000,000</u></u>	<u><u>100</u></u>

*Note:* Golden Villa is wholly and beneficially owned by Mr. Chu, an executive Director, chairman and the Controlling Shareholder of the Company. Mr. Chu is therefore deemed to be interested in the same number of Shares held by Golden Villa under the SFO.

## **COMMENCEMENT OF DEALINGS IN RIGHTS SHARES IN FULLY-PAID FORM**

Dealings in the fully-paid Rights Shares on the GEM are expected to commence at 9:00 a.m. on Monday, 24 April 2017.

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

Hong Kong, 20 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, 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](http://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](http://www.goldenpower.com).*