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GOLDEN PONDER HOLDINGS LIMITED

金 倫 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of shareholders of Golden Ponder Holdings Limited (the “**Company**”) will be held at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Thursday, 28 September 2023 at 2:30 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditor of the Company for the year ended 31 March 2023;
2.
 - (a) To re-elect Mr. Kwok Chun Sing as an executive Director;
 - (b) To re-elect Mr. Zhan Zhi Hao as an executive Director;
 - (c) To re-elect Mr. Hau Wing Shing Vincent as an independent non-executive Director;
 - (d) To re-elect Mr. Wan Simon as an independent non-executive Director;
 - (e) To re-elect Mr. Lam John Cheung-wah as an independent non-executive Director; and
 - (f) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Baker Tilly Hong Kong Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration;

To, as special business, consider and, if thought fit, pass the following resolutions (with or without amendments) as ordinary resolutions:

4. **“THAT:**

- (a) Subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the **“Listing Rules”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the **“Shares”**) of par value HK\$0.01 each in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the **“Articles of Association”**) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 4 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to resolution 5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution.”
7. “**THAT:**
- (a) conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to any awards that may be granted under the 2023 share award scheme of the Company (the rules of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (the “**2023 Share Award Scheme**”), the 2023 Share Award Scheme be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Award Scheme including without limitation:
 - (i) to administer the 2023 Share Award Scheme under which awards will be granted to eligible persons under the 2023 Share Award Scheme to subscribe for Shares;
 - (ii) to modify and/or amend the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Award Scheme relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;

- (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the awards under the 2023 Share Award Scheme and subject to the Listing Rules;
 - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the awards under the 2023 Share Award Scheme; and
 - (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme.
- (b) subject to paragraphs 7(a) hereinabove, the 2018 Share Option Scheme adopted by the Company be and is terminated with effect from the date of adoption of the 2023 Share Award Scheme, except that the rules of the 2018 Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of Options granted prior to its termination or otherwise as may be required in accordance with the rules of the 2018 Share Option Scheme.”
8. “**THAT** the Scheme Mandate Limit as defined in the Circular (being no more than 10% of the total number of Shares in issue as at the date of adoption of the 2023 Share Award Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”
9. “**THAT** the Service Provider Sublimit as defined in the Circular (being 4% of the total number of Shares in issue as at the date of adoption of the 2023 Share Award Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

Resolutions 7, 8 and 9 as set out in this notice are inter-conditional upon each other. In the event that any of Resolutions 7, 8 and 9 is not passed, all of Resolutions 7, 8 and 9 will not take effect.

10. “**THAT**:

- (a) the authorised share capital of the Company be increased from HK\$15,000,000 divided into 1,500,000,000 Shares of a nominal or par value of HK\$0.01 each to HK\$30,000,000 divided into 3,000,000,000 Shares of a nominal or par value of HK\$0.01 each by the creation of additional 1,500,000,000 new Shares (the “**Increase in Authorised Share Capital**”); and

- (b) any one or more of the Directors and/or the registered office provider of the Company be and is/are hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the increase in authorised share capital, and to attend to any necessary filing for and on behalf of the Company”
11. “**THAT** conditional upon the 2023 Share Award Scheme being approved and adopted by way of the ordinary resolution of the Company numbered 7 above and within the Scheme Mandate Limit (as defined in the Circular), the grant of 12,420,000 Awarded Shares to Mr. Kwok Chun Sing be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 12,420,000 Shares as and when practicable to a trustee to be appointed by the Company to hold on trust for Mr. Kwok Chun Sing subject to satisfaction of the relevant vesting conditions.”
12. “**THAT** conditional upon the 2023 Share Award Scheme being approved and adopted by way of the ordinary resolution of the Company numbered 7 above and within the Scheme Mandate Limit (as defined in the Circular), the grant of 12,420,000 Awarded Shares to Mr. Zhan Zhi Hao be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 12,420,000 Shares as and when practicable to a trustee to be appointed by the Company to hold on trust for Mr. Zhan Zhi Hao subject to satisfaction of the relevant vesting conditions.”
13. “**THAT** conditional upon the 2023 Share Award Scheme being approved and adopted by way of the ordinary resolution of the Company numbered 7 above and within the Scheme Mandate Limit (as defined in the Circular), the grant of 12,420,000 Awarded Shares to Mr. Tang Chi Kin be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 12,420,000 Shares as and when practicable to a trustee to be appointed by the Company to hold on trust for Mr. Tang Chi Kin subject to satisfaction of the relevant vesting conditions.”
14. “**THAT** conditional upon the 2023 Share Award Scheme being approved and adopted by way of the ordinary resolution of the Company numbered 7 above and within the Scheme Mandate Limit (as defined in the Circular), the grant of 12,420,000 Awarded Shares to Ms. Kwok Ho Yee be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 12,420,000 Shares as and when practicable to a trustee to be appointed by the Company to hold on trust for Ms. Kwok Ho Yee subject to satisfaction of the relevant vesting conditions.”

15. “**THAT** conditional upon the 2023 Share Award Scheme being approved and adopted by way of the ordinary resolution of the Company numbered 7 above and within the Scheme Mandate Limit (as defined in the Circular), the grant of 12,420,000 Awarded Shares to Mr. Guo Jinbao and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 12,420,000 Shares as and when practicable to a trustee to be appointed by the Company to hold on trust for Mr. Guo Jinbao subject to satisfaction of the relevant vesting conditions.”

SPECIAL RESOLUTIONS

To, as special business, consider and, if thought fit, pass the following resolutions as special resolutions of the Company:

16. “**THAT, AS A SPECIAL RESOLUTION**, subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Golden Ponder Holdings Limited” to “Envision Greenwise Holdings Limited”, and the dual foreign name in Chinese of the Company be changed from “金侖控股有限公司” to “晉景新能控股有限公司” (the “**Change of Company Name**”), and that any one or more of the Directors, the registered office provider and/or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of the name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”
17. “**THAT, AS A SPECIAL RESOLUTION**, subject to the Increase in Authorised Share Capital and the Change of Company Name becoming effective:
- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum of association and the existing amended and restated articles of association of the Company (the “**Existing Memorandum and Articles**”) as set forth in Appendix III to the circular of the Company dated 6 September 2023 be approved;
 - (b) the second amended and restated memorandum and articles of association of the Company (the “**Amended Memorandum and Articles**”) in the form produced to the meeting marked “A” and for identification purpose signed by the chairman of the meeting be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the Existing Memorandum and Articles; and

- (c) any one Director or officer and/or the registered office provider of the Company of the Company be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the Amended Memorandum and Articles and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

On behalf of the Board of
Golden Ponder Holdings Limited
Kwok Chun Sing
Chairman and executive Director

Hong Kong, 6 September 2023

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons 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.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution No. 2, all applicable Directors will retire from office at the Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to the circular of the Company dated 6 September 2023.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to the circular of the Company dated 6 September 2023.
8. In order to be qualified to attend and vote at the Meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 September 2023. The register of members of the Company will be closed from Monday, 25 September 2023 to Thursday, 28 September 2023 (both days inclusive), during which period no transfer of shares will be effected.
9. A form of proxy for use by shareholders at the Meeting is enclosed.

As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Kwok Chun Sing, Mr. Tang Chi Kin and Mr. Zhan Zhi Hao and four independent non-executive Directors, namely, Mr. Hau Wing Shing Vincent, Mr. Wan Simon, Mr. Zhang Jue and Mr. Lam John Cheung-wah.