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

If you have sold or transferred all your shares in **United Strength Power Holdings Limited** (眾誠能源控股有限公司), you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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UNITED STRENGTH POWER HOLDINGS LIMITED

眾誠能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2337)

**PROPOSED DECLARATION AND PAYMENT
OF THE SPECIAL DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at Room Hysan, Level 24, The Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 19 June 2024 at 2:30 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular. If you intend to appoint a proxy to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof, and deposit it with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so desire.

3 June 2024

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DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended, supplemented and modified from time to time
“Board”	the board of Directors
“Company”	United Strength Power Holdings Limited (眾誠能源控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2337)
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room Hysan, Level 24, The Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 19 June 2024 at 2:30 p.m. for the purpose of and approving the declaration and payment of the Special Dividend out of the Share Premium Account
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purposes of this circular, shall not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was equivalent to approximately HK\$711,300,000 as at 31 December 2023 based on the audited condensed consolidated financial statements of the Group as at that date
“Shareholder(s)”	the holder(s) of the Shares
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Special Dividend”	the proposed special dividend of HK\$0.08 per Share as recommended by the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

The English language version of this circular has been translated into the Chinese language and English and Chinese versions of this circular are being published separately. If there should be any inconsistency between the English and Chinese versions, the English version shall prevail.



UNITED STRENGTH POWER HOLDINGS LIMITED

眾誠能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2337)

Executive Directors:

Mr. Zhao Jinmin (*Chairman and Chief Executive Officer*)

Mr. Liu Yingwu

Mr. Ma Haidong

Mr. Wang Zhiwei

Independent Non-executive Directors:

Ms. Su Dan

Mr. Lau Ying Kit

Mr. Zhang Zhifeng

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place

of Business in the PRC:

No. 2101, Unit 1

Block 23, Zone G

Solana 2, Erdao District

Changchun

Jilin Province, the PRC

Principal Place

of Business in Hong Kong:

Level 24

The Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

3 June 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED DECLARATION AND PAYMENT
OF THE SPECIAL DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of an ordinary resolution to be proposed at the EGM for the approval of the declaration and payment of the Special Dividend to enable you to make a decision on whether to vote for or against such resolution and to give you notice of the EGM.

LETTER FROM THE BOARD

DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As disclosed in the announcement of the Company dated 31 May 2024, the Board resolved to recommend the declaration and payment of a Special Dividend of HK\$0.08 per Share. Based on 374,502,000 ordinary Shares in issue as at the Latest Practicable Date, the Special Dividend would amount to approximately HK\$30,000,000. Subject to the fulfilment of the conditions set out in the paragraph headed “Conditions of the payment of the Special Dividend out of the Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Article 13 of the Articles.

CONDITIONS OF THE PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Articles 13 and 151 of the Articles at the EGM; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company would be, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business in compliance with the Companies Act of the Cayman Islands.

The conditions cannot be waived. If the conditions are not satisfied, the Special Dividend will not be paid.

REASONS FOR AND EFFECT OF THE PAYMENT OF THE SPECIAL DIVIDEND

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

To reward the Shareholders, the Board considers it appropriate to distribute the Special Dividend in recognition of Shareholders’ support. After taking into consideration of the existing cash flows of the Group, the Board considers that the Company has sufficient cash flows to pay the Special Dividend. Save for the immaterial expenses incurred as a result of the payment of the Special Dividend, the Board believes that the payment of the Special Dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group as a whole. The Directors consider that the declaration and proposed payment of the Special Dividend is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

THE EGM AND PROXY ARRANGEMENT

At the EGM, an ordinary resolution will be proposed to consider, and, if thought fit, to approve the declaration and payment of the Special Dividend out of the Share Premium Account.

The notice convening the EGM to be held at Room Hysan, Level 24, The Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 19 June 2024 at 2:30 p.m. is set out on pages EGM-1 to EGM-2 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the forthcoming EGM will therefore put the resolutions to be proposed at the EGM to be voted by way of a poll pursuant to the Articles.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM or any adjourned meeting in person, please complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable 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 proxy form 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 proxy form shall be deemed to be revoked.

After the conclusion of the EGM, the results of the poll will be released on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.united-strength.com.

CLOSURE OF REGISTER OF MEMBERS

For attending and voting at the EGM

For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer of Shares accompanied by the relevant Share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 13 June 2024.

For entitlement to the Special Dividend

If the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the EGM, for determining the Shareholders' entitlement to receive the Special Dividend, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Thursday, 27 June 2024 (both dates inclusive) and no transfer of Shares will be registered on that day. In order to be eligible to receive the Special Dividend, all transfer of

LETTER FROM THE BOARD

Shares accompanied by the relevant Share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.

The Special Dividend will be payable in one tranche, and there will be one record date to determine entitlements to the Special Dividend. Subject to the passing of an ordinary resolution by the Shareholders at the EGM, the Special Dividend will be paid on Friday, 12 July 2024 to the Shareholders whose names appear on the register of members of the Company on Thursday, 27 June 2024.

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 Group. 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 aspects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board believes the declaration and payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
UNITED STRENGTH POWER HOLDINGS LIMITED
Mr. Zhao Jinmin
Chairman and chief executive officer

NOTICE OF THE EGM



UNITED STRENGTH POWER HOLDINGS LIMITED

眾誠能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2337)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of United Strength Power Holdings Limited (the “Company”) will be held at Room Hysan, Level 24, The Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 19 June 2024 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT** subject to compliance with the Companies Act of the Cayman Islands, a special dividend as recommended by the board of directors of the Company (the “Board”) of HK\$0.08 per share of the Company be declared and paid out of the Company’s share premium account (the “Special Dividend”) to shareholders of the Company whose names appear on the register of members of the Company on the record date as fixed by the Board; and the Board be authorised to effect the payment of the Special Dividend and to do all acts and things, to execute such documents and to take such steps as the Board in its absolute discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.”

By order of the Board

UNITED STRENGTH POWER HOLDINGS LIMITED

Mr. Zhao Jinmin

Chairman and chief executive officer

Hong Kong, 3 June 2024

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place

of Business in Hong Kong:

Level 24

The Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

NOTICE OF THE EGM

Notes:

1. Any shareholder (the “Shareholder(s)”) of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his 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.
2. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s share registrar 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 for holding the Meeting or any adjournment thereof.
3. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, 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. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on Wednesday, 19 June 2024 the Meeting will be automatically postponed. The Company will post an announcement on the websites of the Company at www.united-strength.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises four executive Directors, being Mr. Zhao Jinmin, Mr. Liu Yingwu, Mr. Ma Haidong and Mr. Wang Zhiwei, and three independent non-executive Directors, being Ms. Su Dan, Mr. Lau Ying Kit and Mr. Zhang Zhifeng.