

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 29 May 2015 (the “**Prospectus**”) issued by Golden Power Group Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company 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)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares : 56,000,000 Shares
Placing Price : Not more than HK\$1.35 per Placing Share
and expected to be not less than HK\$1.25
per Placing Share (payable in full on
application in Hong Kong dollars, subject
to refund, plus brokerage of 1%, SFC
transaction levy of 0.0027% and Stock
Exchange trading fee of 0.005%)
Nominal value : HK\$0.01 per Share
Stock code : 8038

Sole Sponsor



Sole Bookrunner and Sole Lead Manager



Co-Lead Manager



Printed copies of the Prospectus are available, for information purposes only, at the office of (i) RaffAello Capital Limited at Room 2002, 20/F, Tower Two, Lippo Centre, 89 Queensway, Admiralty, Hong Kong; and (ii) RaffAello Securities (HK) Limited at Room 2002, 20/F, Tower Two, Lippo Centre, 89 Queensway, Admiralty, Hong Kong from 4:30 p.m. on 29 May 2015 to 4 June 2015 (both dates inclusive and during normal office hours from 9:00 a.m. to 5:00 p.m. for business days only).

Pursuant to the Underwriting Agreement, the Company is offering 56,000,000 Placing Shares for subscription by way of Placing at the Placing Price, on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company, will conditionally place 56,000,000 Placing Shares at the Placing Price to selected professional, institutional and/or other investors. Shares will be traded in board lots of 2,000 Shares each.

Prospective investors of the Placing Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by the Sole Lead Manager (for itself and on behalf of the Co-Lead Manager and the Underwriters) giving notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Placing” in the section headed “Structure and Conditions of the Placing” of the Prospectus. If the conditions of the Placing as mentioned therein have not been fulfilled or waived by the Sole Lead Manager prior to 8:00 a.m. on the Listing Date or such other date as the Sole Lead Manager (for itself and on behalf of the Underwriters) may agree, the Placing will lapse and all monies received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.goldenpower.com on the next business day following the date of such lapse.

The Placing Price will not be more than HK\$1.35 per Placing Share and is currently expected to be not less than HK\$1.25 per Placing Share. The final Placing Price will fall within the indicative Placing Price range as stated in the Prospectus unless otherwise announced. The Placing Price is expected to be fixed by agreement between the Company and the Sole Lead Manager (for itself and on behalf of the Underwriters) on the Price Determination Date, which is currently scheduled on or before 1 June 2015. If the Company and the Sole Lead Manager (for itself and on behalf of the Underwriters) are unable to reach an agreement on the Placing Price by the Price Determination Date or such later date as agreed by the Company and the Sole Lead Manager (for itself and on behalf of the Underwriters), the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement to be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.goldenpower.com on the next Business Day following the date of such lapse. All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for subscription monies paid. The Company will not issue temporary documents of title.

The announcement of the level of indications of interest in the Placing, the final Placing Price and the basis of allocation of the Placing Shares will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.goldenpower.com on 4 June 2015. Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on 5 June 2015. Shares will be traded in board lots of 2,000 Shares each. The GEM stock code for the Shares is 8038.

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

Hong Kong, 29 May 2015

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

This announcement, for which all 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 enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.goldenpower.com.