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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 members' limited liability)

(Stock Code: 2337)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of United Strength Power Holdings Limited (the “**Company**”) will be held at Room C, theDesk, 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 24 July 2020 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular dated 30 June 2020 issued by the Company (the “**Circular**”):

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the SP Agreement (a copy of which marked “A” together with a copy of the Circular marked “B” have been tabled before the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfilment of the conditions in the SP Agreement and conditional upon the Listing Committee approving the listing of, and granting permission to deal in the Consideration Shares, the Directors be and are hereby granted the Specific CS Mandate to allot, issue, credited as fully paid, the Consideration Shares to the Vendors or its nominees pursuant to the SP Agreement, provided that the Specific CS Mandate shall be in addition to and shall not prejudice nor revoke the Specific Placing Mandate or such other general or specific mandate(s) which has/have been granted prior to the passing of this resolution or may from time to time be granted to the Directors; and
- (c) any one or more of the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such documents or agreements or deeds on behalf of the Company to approve, implement, complete and/or give effect to the SP Agreement and/or the issue of the Consideration Shares, and, for and on behalf of the Company, to take all steps necessary or expedient in his/their opinion to

approve and implement and/or give effect to the SP Agreement and/or the issue of the Consideration Shares, including, among other things, to sign and deliver for and on behalf of the Company or its relevant subsidiary any and all documents necessary or desirable for giving effect to the SP Agreement and/or the issue of the Consideration Shares and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. **“THAT:**

- (a) the Entrusted Management Agreement (a copy of which marked “C” has been tabled before the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one of the Directors be and is hereby authorised to take all steps and to do all acts and things as may be necessary or desirable to give effect to and/or to complete the Entrusted Management Agreement, to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

3. **“THAT:**

- (a) the Petroleum Supply Agreement (a copy of which marked “D” has been tabled before the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one of the Directors be and is hereby authorised to take all steps and to do all acts and things as may be necessary or desirable to give effect to and/or to complete the Petroleum Supply Agreement, to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

4. **“THAT:**

- (a) the Placing Agreement (a copy of which marked “E” has been tabled before the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfilment of the conditions in the Placing Agreement and conditional upon the Listing Committee approving the listing of, and granting permission to deal in the Placing Shares, the grant of the Specific Placing Mandate for the allotment and issue of the Placing Shares pursuant to the Placing Agreement be and is hereby approved and the Directors be and are hereby granted a Specific Placing Mandate to exercise the powers of the Company and authorised to allot and issue the Placing Shares on the terms of the Placing Agreement. The Specific Placing Mandate is in addition to, and shall not prejudice nor revoke the Specific CS Mandate or any general or specific mandate(s) which has/have been granted prior to the passing of this resolution or may from time to time be granted to the Directors; and
- (c) any one or more of the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such documents or agreements or deeds on behalf of the Company to approve, implement, complete and/or give effect to the Placing Agreement and/or the issue of the Placing Shares, and, for and on behalf of the Company, to take all steps necessary or expedient in his/their opinion to approve and implement and/or give effect to the Placing Agreement and/or the issue of the Placing Shares, including, among other things, to sign and deliver for and on behalf of the Company or its relevant subsidiary any and all documents necessary or desirable for giving effect to the Placing Agreement and/or the issue of the Placing Shares and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

5. “**THAT** subject to completion of the SP Agreement, the appointment of Mr. Ma Haidong as an executive Director with effect from the date of completion of the SP Agreement be approved.”

By Order of the Board
United Strength Power Holdings Limited
Mr. Zhao Jinmin
Chairman

Hong Kong, 30 June 2020

Principal Place of Business in Hong Kong
Room 4310, 43/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

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

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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
3. In order to be entitled to attend and vote at the Meeting, all share certificates with completed transfer forms must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Monday, 20 July 2020 in order to be registered as a Shareholder.
4. 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.
5. 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 Friday, 24 July 2020, 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.

6. Considering the outbreak of the novel coronavirus (COVID-19), certain measures will be implemented at the EGM with a view to addressing the risk to attendees of infection, including the following: a) all attendees will be required to undergo body temperature check; b) any attendees who are subject to health quarantine prescribed by the Government of Hong Kong will not be admitted to the venue of the EGM; c) all attendees will be required to wear surgical face masks throughout the EGM; d) each attendee will be assigned a designated seat at the time of registration to ensure social distancing; e) any person who does not comply with the measures above may be denied entry into, or be required to leave, the venue of the EGM; f) no refreshments or beverages will be provided, and there will be no corporate gifts.
7. The Company reminds Shareholders that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. The Company would like to remind Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising their voting rights and **strongly recommends that Shareholders appoint the Chairman of the EGM as their proxy and submit their form of proxy as early as possible**. In light of the risks posed by the COVID-19 Pandemic, the Company **strongly encourages Shareholders NOT to attend the EGM in person**.
8. The Company will keep the evolving COVID-19 situation under review and may implement additional measures (which it will announce closer to the date of the EGM.)