

IRREVOCABLE UNDERTAKING

晉業國際投資有限公司

Chun Yip International Investment Limited

Vistra Corporate Services Centre

Wickhams Cay II, Road Town

Tortola, VG 1110

British Virgin Islands

Re: **Golden Ponder Holdings Limited (the "Company")**

Reference is made to the sale and purchase agreement in relation to the issued shares in the Company (the "**Shares**") dated November 23 2022 (the "**Agreement**") entered into by Chun Yip International Investment Limited (the "**Offeror**") as purchaser in relation to the sale and purchase of an aggregate of 361,000,000 Shares (the "**Sale Shares**"). I understand that an unconditional mandatory cash offer will be made by Somerley Capital Limited on behalf of the Offeror for all the issued Shares of the Company (other than those already owned or agreed to be acquired by the Offeror and Mr. Kwok Chun Sing) at an offer price of HK\$0.28 (the "**Offer**").

I, Zhan Zhihao, hereby represent and warrant that I am beneficially interested in 6,950,000 Shares, representing approximately 0.72% of the total issued share capital of the Company (the "**Relevant Shares**").

With respect to the Offer, I hereby unconditionally and irrevocably undertake to the Offeror that:-

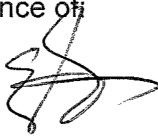
- (1) I will not accept the Offer or sell any of the Relevant Shares to the Offeror or the parties acting in concert with it under the Offer;
- (2) I will not take any other action to make the Relevant Shares available for acceptance under the Offer;
- (3) I will hold the Relevant Shares until, and shall not sell, transfer, dispose of or create or agree to create any encumbrance of or otherwise create any interests on the Relevant Shares before the close of the Offer.

I hereby represent and warrant that I have full power and authority to enter into this letter of undertaking and perform my obligations set out above. I hereby consent to the disclosure of contents of this letter of undertaking and my shareholding in the Company being set forth in the announcement and composite document (or any announcement, circular and document relating thereto) to be published by you and/or the Company relating to the Offer in accordance with the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**") and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). I acknowledge that if the Offer is made, this letter of undertaking will be available for display during the offer period in accordance with the Takeovers Code and the Listing Rules. I also acknowledge that this letter of undertaking will cease to be binding if the SPA is terminated and/or does not proceed to Completion, or upon the Offer being closed or withdrawn in compliance with the Takeovers Code .

This letter of undertaking shall be governed by and construed in accordance with the laws of Hong Kong Special Administrative Region of the People's Republic of China. Unless expressly provided to the contrary in this letter, a person who is not a party to this letter shall have no right under the Contracts (Rights of Third Parties) Ordinance (Chapter 623 of the Laws of Hong Kong) to enforce any of the terms of this letter, and whether so provided in this letter or not, no consent of third party is required for the amendment to (including the waiver or compromise of any obligation), rescission of or termination of this letter.

Dated the 30th day of November , 2022

EXECUTED AS A DEED by
ZHAN ZHIHAO
in the presence of



POON MANHIN EDWARD

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