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VPOWER GROUP INTERNATIONAL HOLDINGS LIMITED

偉能集團國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1608)

DELAY IN DESPATCH OF CIRCULAR IN RELATION TO
(1) PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL;
(2) SUBSCRIPTION UNDER SPECIFIC MANDATE;
(3) ISSUE OF PUBLIC FLOAT SHARES UNDER SPECIFIC MANDATE;
(4) APPLICATION FOR WHITEWASH WAIVER; AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the joint announcement of VPower Group International Holdings Limited (the “**Company**”) and the Subscriber dated 12 June 2023 (the “**Joint Announcement**”) in relation to, among other things, the Subscription and the Whitewash Waiver. Unless otherwise defined, terms used in this announcement have the same meanings as those defined in the Joint Announcement.

As stated in the Joint Announcement, pursuant to Rule 8.2 of the Takeovers Code, the EGM Circular containing, among other things, (i) details of the Subscription (including the allotment and issue of the Subscription Shares under Specific Mandate), the issue of the Public Float Shares under Specific Mandate, the increase in the authorised share capital of the Company, and the Whitewash Waiver; (ii) a letter of recommendation from the Independent Board Committee on the Subscription and the Whitewash Waiver; (iii) a letter of advice by the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Subscription and the Whitewash Waiver; and (iv) notice of the EGM together with the form of proxy, is expected to be despatched to Shareholders within 21 days from the date of the Joint Announcement, which is on or before 3 July 2023.

As additional time is required for the Company to prepare and finalise certain information to be included in the EGM Circular including, among other things, certain financial information of the Group and arrangements to be put in place by the Company to implement the issue of the Public Float Shares and to maintain the Public Float of Shares, an application has been made to seek the consent from the Executive pursuant to Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the EGM Circular to the Shareholders to no later than 4 August 2023. The Executive has granted its consent for such extension.

WARNING: The completion of the Subscription is subject to (i) the satisfaction (or waiver, where applicable) of the conditions precedent as set out in the Subscription Agreement, and (ii) the Subscription Agreement not having been terminated prior to the completion of the Subscription in accordance with the terms therein, accordingly, the Subscription may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their stockbrokers, bank managers, solicitors or other professional advisers if they are in any doubt about their position and as to actions that they should take.

By Order of the Board
VPower Group International Holdings Limited
Lam Yee Chun
Executive Chairman and Co-Chief Executive Officer

Hong Kong, 30 June 2023

As at the date hereof, the Board comprises Mr. Lam Yee Chun, Mr. Lee Chong Man Jason, and Mr. Lo Siu Yuen as executive directors; Ms. Chan Mei Wan and Mr. Wong Kwok Yiu as non-executive directors; and Mr. David Tsoi, Mr. Yeung Wai Fai Andrew and Mr. Suen Wai Yu as independent non-executive directors.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.