

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong 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.

This announcement appears for information purpose only and does not constitute an invitation or offer to purchase or offer to sell, dispose, acquire, purchase, take up or subscribe for any securities of the Company in the United States or any other jurisdiction and neither this announcement nor anything herein forms the basis of any contract or commitment whatsoever.

Distribution of this announcement into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of this announcement should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction for which the Company will not accept any liability.

Neither this announcement nor any copy thereof may be released into or distributed in the United States or any other jurisdiction where such release or distribution might be unlawful. The securities referred to herein have not been, and will not be, registered under the US Securities Act of 1933 (the "US Securities Act") or the laws of any state or jurisdiction of the United States and may not be offered or sold in the United States absent registration or an applicable exemption from, or transaction not subject to, the registration requirements of the US Securities Act and applicable state laws. Any public offering of securities in the United States will be made by means of a prospectus. Such prospectus will contain detailed information made about the company making the offer and its management and financial statements. The Company does not intend to register any portion of any securities described herein in the United States or to conduct a public offering of securities in the United States.



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)

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

Placing Agent



PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

Reference is made to the Joint Announcement in relation to, among other things, the Subscription and the Whitewash Waiver. As stated in the Joint Announcement, the Subscription will result in the Public Float of Shares falling below the requirements under Rule 8.08(1) of the Listing Rules. The grant of the listing of, and permission to deal in, the Subscription Shares is subject to the Company having put in place adequate arrangements to meet the public float requirements under Rule 8.08(1) of the Listing Rules both before and after the completion of the Subscription.

The Board announces that for the purposes of meeting the public float requirements after the completion of the Subscription and raising funds from the capital market, on 24 August 2023 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to

which the Company appointed the Placing Agent (and the Placing Agent agreed to act) as the placing agent for the Company to procure, on a best effort basis, not less than six (6) Placees to subscribe for no less than 691,000,000 Shares and no more than 760,000,000 Shares at the Placing Price of HK\$0.33 per Placing Share. Any Placee to be procured is required to satisfy the requirement (among others) that he/she (or where a corporation, its ultimate beneficial owners) will be (aa) third party independent of and not acting in concert with the Company or any of its substantial shareholders in relation to the control of the Company within the meaning of the Takeovers Code and independent of and not connected with any of the Company, the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates, and (bb) third party independent of and not acting in concert with the Subscriber, its shareholders and their respective subsidiaries, or any of their respective associates.

The Placing Price, being HK\$0.33 per Placing Share, represents (i) a premium of 10.00% over the closing price of HK\$0.30 per Share as quoted on the Stock Exchange on the date of this announcement; (ii) a premium of 10.00% over the average closing price of approximately HK\$0.30 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of this announcement; and (iii) a premium of approximately 13.79% over the average closing price of approximately HK\$0.29 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to the date of this announcement.

The Placing Shares (and Shares to be allotted and issued under the Subsequent Arrangements (if required and implemented)) will be allotted and issued under Specific Mandate proposed to be sought from the Shareholders at the EGM. Assuming that the minimum of 691,000,000 Shares are successfully placed, the gross proceeds from the Placing would amount to HK\$228.03 million; and assuming that the maximum of 760,000,000 Shares are successfully placed, the gross proceeds from the Placing would amount to HK\$250.80 million. The expected net proceeds from the Placing (after deduction of all relevant expenses, including but not limited to placing commission, legal expenses and disbursements, and other expenses incidental to the Placing of approximately HK\$7.06 million and HK\$7.75 million, respectively) would amount to approximately HK\$220.97 million (assuming 691,000,000 Shares are successfully placed) and HK\$243.05 million (assuming 760,000,000 Shares are successfully placed), respectively. The Company intends to apply the net proceeds from the Placing as to 80% for repayment of bank borrowings; and 20% as general working capital.

RESTRUCTURING OF THE CONTROLLING SHAREHOLDER

In the Joint Announcement, it was mentioned that a minimum number of 949,076,711 Shares was then expected to be issued by the Company to maintain the Public Float of Shares. As part of the arrangements to meet the public float requirements under Rule 8.08(1) of the Listing Rules, Energy Garden and Konwell Dev (being Energy Garden's immediate shareholder prior to the Restructuring) have taken steps to implement the Restructuring which will involve (among other steps) distribution by Energy Garden of certain Shares to Classic Legend, Jet Lion and Jubilee City in proportion to their respective pre-Restructuring shareholdings in Konwell Dev. In such connection, the Shares to be held by Jubilee City (solely owned by Ms. Tang Wenjing and after the completion of the Restructuring) will be considered to be held by the public (as defined under the Listing Rules).

As informed by Energy Garden, it is expected that the Restructuring will be completed by the end of August 2023 which will then increase the number of Shares to be held by the public. As such, the minimum number of new Shares to be issued by the Company to maintain the Public Float of Shares by way of Placing, the Subsequent Arrangements and other measures (if required and implemented) is expected to be reduced from 949,076,711 Shares (as disclosed in the Joint Announcement) to 691,000,000 Shares.

DESPATCH OF THE EGM CIRCULAR

The Placing Shares (and Shares to be allotted and issued under the Subsequent Arrangements (if required and implemented)) will be allotted and issued under Specific Mandate proposed to be sought from the Shareholders at the EGM.

Reference is made to the announcement of the Company dated 18 August 2023 in relation to, among other things, the further delay in despatch of EGM Circular. 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 Placing and the issue of Public Float Shares under Specific Mandate, the proposed 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 no later than 31 August 2023.

The completion of the Subscription and the completion of the Placing are subject to (i) the satisfaction (or waiver, where applicable) of the conditions precedent as set out in the Subscription Agreement and the Placing Agreement respectively, and (ii) the Subscription Agreement and the Placing Agreement not having been terminated prior to the completion of the Subscription and the completion of the Placing respectively in accordance with the terms therein. As the Subscription or the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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 the context requires otherwise, terms used in this announcement have the same meanings as those defined in the Joint Announcement.

As stated in the Joint Announcement, the Subscription will result in the Public Float of Shares falling below the requirements under Rule 8.08(1) of the Listing Rules. The grant of the listing of, and permission to deal in, the Subscription Shares is subject to the Company having put in place adequate arrangements to meet the public float requirements under Rule 8.08(1) of the Listing Rules both before and after the completion of the Subscription.

The Board announces that for the purposes of meeting the public float requirements after the completion of the Subscription and raising funds from the capital market, on 24 August 2023 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company appointed the Placing Agent (and the Placing Agent agreed to act) as the placing agent for the Company to procure, on a best effort basis, not less than six (6) Placées to subscribe for no less than 691,000,000 Shares and no more than 760,000,000 Shares at the Placing Price of HK\$0.33 per Placing Share. Through the Placing, the Company will be able to meet the public float requirements under the Listing Rules if no less than 691,000,000 Shares are successfully placed; and the Company targets to raise more funds from the capital market by placing additional number of new Shares, subject to a maximum of 760,000,000 Shares.

THE PLACING AGREEMENT

The principal terms and conditions of the Placing Agreement are as follows:

Date: 24 August 2023 (after trading hours)

Issuer: the Company

Placing Agent: Goldlink Securities Limited

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties and parties not acting in concert with the Subscriber and are not Shareholders.

Number of Placing Shares

The number of Placing Shares to be issued shall be no less than 691,000,000 Shares and be no more than 760,000,000 Shares. Assuming that (a) there is no change in the total issued share capital of the Company between the date of this announcement and the completion of the Subscription and the completion of the Placing (save for the issue of the Subscription Shares and the Placing Shares); and (b) the maximum of 760,000,000 Shares are successfully placed, the 760,000,000 Shares represent (i) approximately 28.13% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 11.26% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares and the 760,000,000 Shares to be placed under the Placing.

Ranking of the Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the Shares then in issue as at the date of allotment and issue of the Placing Shares.

Placees

The Placing Agent shall, on a best effort basis, procure not less than six (6) Placees to subscribe for the Placing Shares, at the Placing Price (together with the SFC transaction levy, Accounting and Financial Reporting Council transaction levy, Stock Exchange trading fee, the Central Clearing and Settlement System (CCASS) stock settlement fee and brokerage, if any). The Placing Agent shall obtain a written confirmation from each Placee that such Placee and (where a corporation) its ultimate beneficial owner(s) are, among other matters:

- (i) (aa) third party independent of and not acting in concert with the Company or any of its substantial shareholders in relation to the control of the Company within the meaning of the Takeovers Code and independent of and not connected with any of the Company, the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates, and (bb) third party independent of and not acting in concert with the Subscriber, its shareholders and their respective subsidiaries, or any of their respective associates;
- (ii) not (and have not been since the date falling on six months prior to the date of the Joint Announcement) and will not be, for a period of six months after the date of the completion of the Placing, party(ies) acting in concert with the Subscriber;

- (iii) not (as of the date of the Placing Agreement) and will not be (prior to completion of the Placing) Shareholder(s) or their ultimate beneficial owners (at such time) and that none of them shall become a substantial Shareholder as a result of the Placing or immediately after completion of the Placing;
- (iv) acquiring the Placing Shares as principal and beneficial owner for the purpose of investment, and not as an agent;
- (v) not directly or indirectly funded or backed by any director, substantial shareholder or chief executive of the Company or any of its subsidiaries or any of their respective associates in connection with the subscription of the Placing Shares; and
- (vi) not accustomed to take instructions from a core connected person of the Company in relation to the acquisition, disposal, voting or any other disposition of securities in the Company registered in its name or otherwise held by it.

Placing Price

The Placing Price, being HK\$0.33 per Placing Share, represents:

- (i) a premium of 10.00% over the closing price of HK\$0.30 per Share as quoted on the Stock Exchange on the date of this announcement;
- (ii) a premium of 10.00% over the average closing price of approximately HK\$0.30 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of this announcement;
- (iii) a premium of approximately 13.79% over the average closing price of approximately HK\$0.29 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to the date of this announcement;
- (iv) a discount of approximately 19.51% to the closing price of HK\$0.41 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (v) a discount of 17.50% to the average closing price of HK\$0.40 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day;
- (vi) a discount of approximately 15.38% to the average closing price of approximately HK\$0.39 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to the Last Trading Day;
- (vii) a discount of approximately 71.55% to the audited consolidated net asset per Share of approximately HK\$1.16 as at 31 December 2022; and
- (viii) a discount of approximately 68.27% to the unaudited consolidated net asset per Share of approximately HK\$1.04 as at 30 June 2023.

The Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the prevailing market prices and the current market conditions.

The net price per Placing Share, after deduction of placing commission and fees and expenses incidental to the Placing, is expected to amount to approximately HK\$0.32.

Conditions of the Placing

The Placing is conditional upon the fulfilment (or waiver where applicable) of all of the following conditions:

- (a) all conditions precedent to the completion of the Subscription pursuant to the terms and conditions of the Subscription Agreement having been fulfilled (or, as the case may be, validly waived);
- (b) the resolution(s) to be set out in the EGM Circular having been duly approved by the Shareholders, including (but not limited to) the allotment and issue of the Placing Shares under Specific Mandate, with such resolution not having been revoked or vitiated;
- (c) the Listing Committee of the Stock Exchange granting or agreeing to grant the approval for the listing of, and permission to deal in, the Placing Shares, such approval remaining valid and conditions for such approval remaining satisfied up to the completion of the Placing;
- (d) the obligations of the Placing Agent under the Placing Agreement not being terminated in accordance with the Placing Agreement;
- (e) there being no indication received from the Stock Exchange that the listing of the Shares on the Stock Exchange will be suspended, revoked or withdrawn at any time prior to completion of the Placing;
- (f) the respective warranties of the Company and the Placing Agent under the Placing Agreement remaining true and accurate in all material respects and not misleading; and
- (g) (if applicable) all requisite waivers, consents and approvals from any relevant governments or regulatory authorities whether in Hong Kong and/or in the Cayman Islands (including but not limited to the Stock Exchange and the SFC) or other relevant third parties in connection with the execution and performance of the Placing Agreement, the Placing and other matters contemplated by the Placing Agreement having been obtained by the Company and/or the Placing Agent, as the case may be.

To the best knowledge, information and belief of the Directors, save as disclosed above, there were no other waivers, consents and approvals required to be obtained in respect of condition (g) above as at the date of this announcement.

Either the Company or the Placing Agent shall at any time prior to the completion of the Placing (by giving notice to the other party in writing) be entitled to waive the obligation of the other party under condition (f) above. Save for the above, none of the other conditions can be waived by any party.

In the event that any of the above conditions is not fulfilled or waived on or before the long stop date of the Placing Agreement, which is also the Long Stop Date of the Subscription Agreement (i.e. 12 September 2023) (or such other day as extended by agreement in writing between the Company and the Subscriber), all rights and obligations of the Placing Agent and of the Company under the Placing Agreement shall cease and determine and neither parties shall have any claim against the other in relation to the matters set out in the Placing Agreement (save for any antecedent breaches thereof).

As at the date of this announcement, there was no breach of condition (f) and none of the above conditions to the completion of the Placing had been satisfied (or waived, as applicable).

Completion of the Placing

Subject to the fulfilment (or waiver, where applicable) of all conditions set forth above, completion of the Placing shall take place on the Business Day on which completion of the Subscription shall take place (subject always to the completion of the Subscription and completion of the Placing to be taken place simultaneously).

Termination of the Placing

At any time between the date of the Placing Agreement and at or before 4:00 p.m. on the day immediately preceding the date of the completion of the Placing, the Placing Agreement may be terminated by either the Company or the Placing Agent, if, in the reasonable opinion of the said party, the success of the Placing, or the business or financial prospects of the Group would or is likely to be materially and adversely affected by the occurrence of:

- (a) the introduction of any new law or regulation or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of either party, materially and adversely affect the business or the financial or trading position or prospects of the Company; or
- (b) any local, national or international event or change occurring after the date of the Placing Agreement of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the reasonable opinion of either party, materially and adversely affect the business or the financial or trading position or prospects of the Company or adversely prejudices the success or completion of the Placing or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
- (c) any significant change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs after the date of the Placing Agreement which materially and adversely affects the success or completion of the Placing or otherwise in the reasonable opinion of either party make it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing; or
- (d) any material breach of or omits to observe any of the obligations or undertakings by the other party under the Placing Agreement,

then the said party may upon giving written notice to the other party terminates the Placing Agreement with immediate effect, whereupon the obligations of the Placing Agent shall become cease and the Company shall not be liable to pay any placing commission and the Placing Agreement (except for certain provisions stipulated therein) shall forthwith cease and determine and no party shall have any claim against the other party for compensation, costs, damages or otherwise save in respect of any antecedent breach of any obligation by them under the Placing Agreement.

RESTRUCTURING OF THE CONTROLLING SHAREHOLDER

In the Joint Announcement, it was mentioned that a minimum number of 949,076,711 Shares was then expected to be issued by the Company to maintain the Public Float of Shares. As part of the arrangements to meet the public float requirements under Rule 8.08(1) of the Listing Rules, Energy Garden and Konwell Dev (being Energy Garden's immediate shareholder prior to the Restructuring) have taken steps to implement the Restructuring.

Energy Garden is a company incorporated in the BVI with limited liability and is the controlling shareholder of the Company holding 1,883,446,000 Shares, representing approximately 69.71% of the entire issued share capital of the Company as at the date of this announcement. Prior to the Restructuring, Energy Garden was wholly-owned by Konwell Dev, which was in turn owned as to (i) 58.87% by Sunpower Global Limited (which is ultimately and solely owned by Mr. Lam Yee Chun, an executive Director, the executive chairman and a co-chief executive officer of the Group); (ii) 20.57% by Classic Legend (which is ultimately and solely owned by Ms. Chan Mei Wan, the spouse of Mr. Lam Yee Chun and a non-executive Director); (iii) 10.28% by Jet Lion (which is ultimately and solely owned by Mr. Lee Chong Man Jason, an executive Director and a co-chief executive officer of the Group); and (iv) 10.28% by Jubilee City (which is ultimately and solely owned by Ms. Tang Wenjing who is an employee of the Group). The principal business of Energy Garden is investment holding.

As at the date of this announcement, Energy Garden and Konwell Dev have taken steps to implement the Restructuring which will involve (among other steps) distribution by Energy Garden of certain Shares to Classic Legend, Jet Lion and Jubilee City in proportion to their respective pre-Restructuring shareholdings in Konwell Dev. It is expected that immediately after completion of the Restructuring, the shareholding structure of the Company and Energy Garden and their respective ultimate shareholders will be changed as follows (without taking into consideration the Shares held by the other Shareholders):

- (a) Energy Garden will hold 1,108,826,000 Shares, representing approximately 41.04% of the total issued share capital of the Company. Energy Garden will be wholly-owned by Sunpower Global Limited which will remain solely owned by Mr. Lam Yee Chun;
- (b) Classic Legend will hold 387,380,000 Shares, representing approximately 14.34% of the total issued share capital of the Company. Classic Legend will remain solely owned by Ms. Chan Mei Wan;
- (c) Jet Lion will hold 193,620,000 Shares, representing approximately 7.17% of the total issued share capital of the Company. Jet Lion will remain solely owned by Mr. Lee Chong Man Jason; and
- (d) Jubilee City will hold 193,620,000 Shares, representing approximately 7.17% of the total issued share capital of the Company. Jubilee City will remain solely owned by Ms. Tang Wenjing.

In such connection, the Shares to be held by Jubilee City (solely owned by Ms. Tang Wenjing and after the completion of the Restructuring) will be considered to be held by the public (as defined under the Listing Rules).

As informed by Energy Garden, it is expected that the Restructuring will be completed by the end of August 2023, which will then increase the number of Shares to be held by the public. As such, the

minimum number of new Shares to be allotted and issued by the Company to maintain the Public Float of Shares by way of Placing, the Subsequent Arrangements and other measures (if required and implemented) is expected to be reduced from 949,076,711 Shares (as disclosed in the Joint Announcement) to 691,000,000 Shares.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY AS A RESULT OF THE SUBSCRIPTION AND THE PROPOSED ISSUE OF THE PUBLIC FLOAT SHARES

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Restructuring; (iii) immediately after completion of Subscription and the issue of the 691,000,000 Shares under the Placing; and (iv) immediately after completion of Subscription and the issue of the 760,000,000 Shares under the Placing (assuming there is no change in the total issued share capital of the Company since the date of this announcement and up to completion of the Subscription and the completion of the Placing save for the issue of the Subscription Shares and the Public Float Shares and the Restructuring has been completed).

Subscriber and parties acting, or presumed to be acting, in concert with it (comprising public and non-public Shareholders)	As at the date of this announcement		Immediately after completion of the Restructuring		Immediately after completion of Subscription and the issue of the 691,000,000 Shares under the Placing ^(Note 2a)		Immediately after completion of Subscription and the issue of the 760,000,000 Shares under the Placing ^(Note 2b)	
	Number of Shares	Approximate % of the total issued Shares	Number of Shares	Approximate % of the total issued Shares	Number of Shares	Approximate % of the total issued Shares	Number of Shares	Approximate % of the total issued Shares
<i>Subscriber</i> ^(Note 8)	—	—	—	—	3,290,457,511	49.24%	3,290,457,511	48.73%
<i>Energy Garden</i> ^(Note 3,4,8)	1,883,446,000	69.71%	1,108,826,000	41.04%	1,108,826,000	16.59%	1,108,826,000	16.42%
<i>Lam Yee Chun</i> ^(Note 3,4,5,8,9)	2,605,000	0.10%	2,605,000	0.10%	2,605,000	0.04%	2,605,000	0.04%
<i>Classic Legend</i> ^(Note 3, 8)	—	—	387,380,000	14.34%	387,380,000	5.80%	387,380,000	5.74%
<i>Chan Mei Wan</i> ^(Note 3,4,5,8,9)	908,000	0.03%	908,000	0.03%	908,000	0.01%	908,000	0.01%
<i>Jet Lion</i> ^(Note 3, 8)	—	—	193,620,000	7.17%	193,620,000	2.90%	193,620,000	2.87%
<i>Lee Chong Man Jason</i> ^(Note 3,4,5,8,9)	472,000	0.02%	472,000	0.02%	472,000	0.01%	472,000	0.01%
<i>Jubilee City</i> ^(Note 3, 12)	—	—	193,620,000	7.17%	193,620,000	2.90%	193,620,000	2.87%
<i>Tang Wenjing</i> ^(Note 3,4,5,12)	330,000	0.01%	330,000	0.01%	330,000	0.00%	330,000	0.00%
<i>Next Admiral</i> ^(Note 6,12)	208,768,000	7.73%	208,768,000	7.73%	208,768,000	3.12%	208,768,000	3.09%
<i>CRRC (HK)</i> ^(Note 6,12)	97,783,322	3.62%	97,783,322	3.62%	97,783,322	1.46%	97,783,322	1.45%
<i>Chan Yat Chor</i> ^(Note 7,8)	5,120,000	0.19%	5,120,000	0.19%	5,120,000	0.08%	5,120,000	0.08%
Subtotal	2,199,432,322	81.41%	2,199,432,322	81.41%	5,489,889,833	82.15%	5,489,889,833	81.31%
Other non-public Shareholders ^(Note 8)								
<i>Lo Siu Yuen</i> ^(Note 9)	17,611,000	0.65%	17,611,000	0.65%	17,611,000	0.26%	17,611,000	0.26%
<i>Other core connected persons</i> ^(Note 10)	5,315,915	0.20%	5,315,915	0.20%	5,315,915	0.08%	5,315,915	0.08%
Subtotal	22,926,915	0.85%	22,926,915	0.85%	22,926,915	0.34%	22,926,915	0.34%
Public Shareholders ^(Note 12)								
<i>Trustee of the Share Award Scheme</i> ^(Note 11)	13,666,803	0.51%	13,666,803	0.51%	13,666,803	0.20%	13,666,803	0.20%
<i>Remaining Public Shareholders</i> ^(Note 12)	465,666,973	17.24%	465,666,973	17.24%	465,666,973	6.97%	465,666,973	6.90%
<i>Holders of Public Float Shares</i> ^(Note 13)	—	—	—	—	691,000,000	10.34%	760,000,000	11.26%
Total	2,701,693,013	100.00%	2,701,693,013	100.00%	6,683,150,524	100.00%	6,752,150,524	100.00%

Notes:

- Certain percentage figures included in this table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- (a) Assuming a minimum number of 691,000,000 Shares are issued to maintain the Public Float of Shares. (b) Assuming a maximum number of 760,000,000 Shares are issued to maintain the Public Float of Shares.

- (3) Prior to the Restructuring, Energy Garden was wholly-owned by Konwell Dev, which was in turn owned as to (i) 58.87% by Sunpower Global Limited (which is ultimately and solely owned by Mr. Lam Yee Chun, an executive Director, the executive chairman and a co-chief executive officer of the Group); (ii) 20.57% by Classic Legend (which is ultimately and solely owned by Ms. Chan Mei Wan, the spouse of Mr. Lam Yee Chun and a non-executive Director); (iii) 10.28% by Jet Lion (which is ultimately and solely owned by Mr. Lee Chong Man Jason, an executive Director and a co-chief executive officer of the Group); and (iv) 10.28% by Jubilee City (which is ultimately and solely owned by Ms. Tang Wenjing who is an employee of the Group).

As at the date of this announcement, Energy Garden and Konwell Dev have taken steps to implement the Restructuring and Energy Garden is directly owned as to (i) 58.87% by Sunpower Global Limited (which remains solely owned by Mr. Lam Yee Chun); (ii) 20.57% by Classic Legend (which remains solely owned by Ms. Chan Mei Wan); (iii) 10.28% by Jet Lion (which remains solely owned by Mr. Lee Chong Man Jason); and (iv) 10.28% by Jubilee City (which remains solely owned by Ms. Tang Wenjing).

Upon completion of the Restructuring, Energy Garden (which will be wholly-owned by Sunpower Global Limited which will remain solely owned by Mr. Lam Yee Chun) will hold 1,108,826,000 Shares; Classic Legend (which will remain solely owned by Ms. Chan Mei Wan) will hold 387,380,000 Shares; Jet Lion (which will remain solely owned by Mr. Lee Chong Man Jason) will hold 193,620,000 Shares; and Jubilee City (which will remain solely owned by Ms. Tang Wenjing) will hold 193,620,000 Shares.

- (4) By virtue of the joint venture relationship between the Company and the Subscriber through CNTIC VPower JV, Energy Garden and its beneficial owners prior to the completion of the Restructuring, namely, Mr. Lam Yee Chun, Ms. Chan Mei Wan, Mr. Lee Chong Man Jason and Ms. Tang Wenjing are presumed to be acting in concert with the Subscriber.
- (5) The figures represent the Shares held by Mr. Lam Yee Chun, Ms. Chan Mei Wan, Mr. Lee Chong Man Jason and Ms. Tang Wenjing in their personal capacity as beneficial owners and do not take into account the Shares beneficially owned by them through their indirect interest in Energy Garden prior to the completion of the Restructuring or in Sunpower Global Limited, Classic Legend, Jet Lion and Jubilee City respectively upon completion of the Restructuring.
- (6) Based on available public information, Next Admiral is a corporation indirectly wholly-owned by CITIC Limited which is controlled by CITIC Group Corporation, which is ultimately owned by the Ministry of Finance of the PRC. CRRC (HK) is a subsidiary of CRRC which is a controlled corporation of CRRC GROUP Co., Ltd., which is a wholly state-owned enterprise under Central SASAC.
- (7) Mr. Chan Yat Chor (being a brother of Ms. Chan Mei Wan and a director of certain subsidiaries of the Company (hence a core connected person of the Company)) held 5,120,000 Shares. As Mr. Chan Yat Chor is a close relative (as defined under the Takeovers Code) of Ms. Chan Mei Wan (an ultimate beneficial owner of Energy Garden prior to the completion of the Restructuring and the sole shareholder of Classic Legend), he is presumed to be acting in concert with the Subscriber.
- (8) Other non-public Shareholders refer to holders of Shares who are not the public (as defined under the Listing Rules), other than (a) the Subscriber, (b) Energy Garden (the controlling shareholder of the Company as at the date of this announcement and immediately prior to the completions of the Subscription and the Placing), (c) Classic Legend (upon completion of the Restructuring), (d) Jet Lion (upon completion of the Restructuring), (e) directors of the Company or certain of its subsidiaries (namely, Mr. Lam Yee Chun, Ms. Chan Mei Wan, Mr. Lee Chong Man Jason and Mr. Chan Yat Chor), the shareholding of each such entity and person are disclosed under “Subscriber and parties acting, or presumed to be acting, in concert with it (comprising public and non-public Shareholders)”.
- (9) Mr. Lam Yee Chun, Ms. Chan Mei Wan, Mr. Lee Chong Man Jason and Mr. Lo Siu Yuen are Directors. Save as aforesaid, there were no other Directors who held Shares as at the date of this announcement.
- (10) As at the date of this announcement, a total of 5,315,915 Shares were held by five directors of certain subsidiaries of the Company comprising (i) Mr. Liu Boyang, (ii) Mr. Yip Ming Wai, (iii) Mr. Tam Hau Shing, (iv) Mr. Tang Wenlong (who is a cousin of Ms. Tang Wenjing, being the sole beneficial owner of Jubilee City and an employee of the Group) and (v) Ms. Liang Hongyao, all being core connected persons (as defined under the Listing Rules) of the Company and who are not considered as public shareholders under Rule 8.24 of the Listing Rules. However, all of them are not interested in or involved in the Subscription and/or the Whitewash Waiver and are Independent Shareholders. The above figure does not take into account the 5,120,000 Shares held by Mr. Chan Yat Chor (being a director of certain subsidiaries of the Company and a close relative of Ms. Chan Mei Wan and is therefore presumed to be acting in concert with the Subscriber), whose shareholding is disclosed under “Subscriber and parties acting, or presumed to be acting, in concert with it (comprising public and non-public Shareholders)”.
- (11) As at the date of this announcement, the trustee of the Share Award Scheme, namely, Bank of Communications Trustee Limited, held 13,666,803 Shares (being the unvested Shares held on trust by the trustee for the selected eligible persons under the Share Award Scheme). Pursuant to the rules of the Share Award Scheme and Rule 17.05A of the Listing Rules, the trustee of the Share Award Scheme shall abstain from voting in respect of all the resolutions to be proposed at the EGM.
- (12) Shares held by each of Ms. Tang Wenjing in her personal capacity as beneficial owner, Jubilee City (solely owned by Ms. Tang Wenjing and upon completion of the Restructuring), Next Admiral and CRRC (HK) are considered to be held by the public (as defined under the Listing Rules). The 465,666,973 Shares in the table above represent the aggregate number of Shares held by the public Shareholders (“**Remaining Public Shareholders**”) other than those persons and entities mentioned in this note (12), the trustee of the Share Award Scheme and the holders of the Public Float Shares.

As at the date of this announcement and immediately after completion of the Restructuring, the total number of Shares held by public Shareholders was 786,215,098 Shares and will be 979,835,098 Shares, respectively. Such 979,835,098 Shares, representing approximately 36.27% of the existing issued share capital of the Company, were or will be held by Jubilee City which is and remains to be solely owned by Ms. Tang Wenjing (as to 193,620,000 Shares upon completion of the Restructuring), Ms. Tang Wenjing in her personal capacity as beneficial owner (as to 330,000 Shares), Next Admiral (as to 208,768,000 Shares), CRRC (HK) (as to 97,783,322 Shares), the trustee of the Share Award Scheme (as to 13,666,803 Shares) and the Remaining Public Shareholders (as to 465,666,973 Shares).

Taking into account the minimum and maximum number of 691,000,000 Shares and 760,000,000 Shares to be placed, respectively, the total number of Shares held by public Shareholders would be the minimum of 1,670,835,098 Shares and the maximum of 1,739,835,098 Shares respectively, representing approximately 25.00% and 25.77%, respectively, of the issued share capital of the Company as enlarged by the issue

of the Subscription Shares and the relevant number of the Public Float Shares.

- (13) It is expected that each of the subscribers of the Public Float Shares and (where a corporation) their respective ultimate beneficial owners(s) will be independent of and not connected with the Company and its core connected persons or parties acting in concert with the Subscriber. It is expected that none of the subscribers of the Public Float Shares and (where a corporation) their respective ultimate beneficial owners(s) will become substantial shareholders of the Company immediately after the said allotment and issue of Public Float Shares.

OTHER MEASURES TO BE IMPLEMENTED TO COMPLY WITH THE PUBLIC FLOAT REQUIREMENTS

Under the Placing Agreement, the Placing Agent has agreed to procure Placees on a best effort basis to subscribe for no less than 691,000,000 Shares and no more than 760,000,000 Shares to be allotted and issued under the Placing. In the event that the Placing Agent fails to procure Placees to subscribe for no less than 691,000,000 Shares, the Company will put in place further arrangements (“**Subsequent Arrangements**”) to issue new Shares by entering into placing agreement(s), subscription agreement(s) and/or other arrangements with Independent Third Parties and parties not acting in concert with the Subscriber, in order to maintain the Public Float of Shares, provided that (i) the aggregate number of new Shares to be allotted and issued under the Placing Agreement and the Subsequent Arrangements shall be no less than 691,000,000 Shares and be no more than 760,000,000 Shares; (ii) all and any placees and/or subscribers under the Subsequent Arrangements shall be Independent Third Parties and parties not acting in concert with the Subscriber and shall not be Shareholders; and (iii) the placing or subscription price per Share under the Subsequent Arrangements shall be the same as the Placing Price (i.e. HK\$0.33 per Share). Pursuant to the Subscription Agreement, completion of the Subscription and completion of the issue of the Public Float Shares (including the issue of new Shares under the Placing and the Subsequent Arrangements, if required and implemented) will take place simultaneously.

Details of the Subsequent Arrangements (if required and implemented) will be disclosed by way of announcement as and when appropriate in accordance with the Takeovers Code and the Listing Rules.

APPLICATION FOR LISTING

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares (and Shares to be allotted and issued under the Subsequent Arrangements (if required and implemented)).

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Placing is implemented in contemplation with the Subscription to maintain the Public Float of Shares upon completion of the Subscription and to raise funds from the capital market. Please refer to the paragraph headed “9. Reasons for the Subscription” in the Joint Announcement for the reasons for the Subscription.

Having regard to the terms and conditions of the Placing Agreement, the Directors (including the independent non-executive Directors) consider that the Placing Price and the terms of the Placing Agreement (including placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Assuming that the minimum of 691,000,000 Shares are successfully placed, the gross proceeds from the Placing would amount to HK\$228.03 million; and assuming that the maximum of 760,000,000 Shares are successfully placed, the gross proceeds from the Placing would amount to HK\$250.80 million. The expected net proceeds from the Placing (after deduction of all relevant expenses, including but not limited to placing commission, legal expenses and disbursements, and other expenses

incidental to the Placing of approximately HK\$7.06 million and HK\$7.75 million, respectively) would amount to approximately HK\$220.97 million (assuming 691,000,000 Shares are successfully placed) and HK\$243.05 million (assuming 760,000,000 Shares are successfully placed), respectively.

The Company intends to apply the net proceeds from the Placing as to 80% for repayment of bank borrowings; and 20% as general working capital.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS

The Company had not conducted any equity fund raising activities in the 12 months immediately preceding the date of this announcement.

DESPATCH OF THE EGM CIRCULAR

The Placing Shares (and Shares to be allotted and issued under the Subsequent Arrangements (if required and implemented)) will be allotted and issued under Specific Mandate proposed to be sought from the Shareholders at the EGM.

Reference is made to the announcement of the Company dated 18 August 2023 in relation to, among other things, the further delay in despatch of EGM Circular. 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 Placing and the issue of Public Float Shares under Specific Mandate, the proposed 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 no later than 31 August 2023.

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

DEFINITIONS

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

“BVI”	British Virgin Islands
“Classic Legend”	Classic Legend Holdings Limited, a company incorporated in the BVI with limited liability and solely owned by Ms. Chan Mei Wan. It will be a Shareholder holding approximately 14.34% of the issued share capital of the Company immediately after completion of the Restructuring
“Jet Lion”	Jet Lion Holdings Limited, a company incorporated in the BVI with limited liability and solely owned by Mr. Lee Chong Man Jason. It will be a Shareholder holding approximately 7.17% of the issued share capital of the Company immediately after completion of the Restructuring
“Jubilee City”	Jubilee City Limited, a company incorporated in the BVI with limited liability and solely owned by Ms. Tang Wenjing. It will be a Shareholder holding approximately 7.17% of the issued share capital of the Company immediately after completion of the Restructuring
“Konwell Dev”	Konwell Developments Limited, a company incorporated in the BVI with limited liability, the sole shareholder of Energy Garden before the Restructuring
“Placee(s)”	professional, institutional and other investors procured by the Placing Agent to subscribe for the Placing Shares
“Placing”	placing of the Placing Shares by the Placing Agent on a best effort basis to Placees pursuant to the terms and conditions of the Placing Agreement
“Placing Agent”	Goldlink Securities Limited, a licensed corporation to carry on business in type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 24 August 2023 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.33 per Placing Share
“Placing Shares”	no less than 691,000,000 Shares and no more than 760,000,000 Shares to be allotted and issued under the Placing
“Public Float Shares”	such number of new Shares to be allotted and issued by the Company to maintain the Public Float of Shares by way of Placing, the Subsequent Arrangements and other measures (if required and implemented)

- “Restructuring” restructuring of Konwell Dev and Energy Garden, which will involve (among other steps) distribution by Energy Garden of certain Shares to Classic Legend, Jet Lion and Jubilee City in proportion to their respective pre-Restructuring shareholdings in Konwell Dev
- “Specific Mandate” the specific mandate to be sought from the Independent Shareholders and Shareholders (as the case may be) at the EGM to grant the authority to the Directors for the issue of the Subscription Shares and the Placing Shares (and Shares to be allotted and issued under the Subsequent Arrangements (if required and implemented))

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

Hong Kong, 24 August 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.