



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 15 SEPTEMBER 2023 AT 11:00 A.M.

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares
of HK\$0.1 each in the capital of VPower Group International Holdings Limited (the “Company”), hereby appoint^(Note 3) the Chairman of the
Meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “Meeting”) to be held
at Units 2701–05, 27/F, Office Tower 1, The Harbourfront, 18–22 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 15 September 2023
at 11:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated by an “✓” in the appropriate boxes^(Note 4). Unless
otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the notice of the Meeting dated 30 August 2023.

ORDINARY RESOLUTIONS [#]		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the increase in authorised share capital of the Company from HK\$500,000,000 divided into 5,000,000,000 shares (the “Shares”) of HK\$0.1 each to HK\$1,000,000,000 divided into 10,000,000,000 Shares of HK\$0.1 each by the creation of an additional 5,000,000,000 new Shares.		
2.	To approve, confirm and ratify the Subscription Agreement, the Supplemental Subscription Agreement and the transactions contemplated thereunder, including the grant of the specific mandate to allot and issue the Subscription Shares.		
3.	To approve, confirm and ratify the Placing Agreement and the transactions contemplated thereunder and to approve the Subsequent Arrangements (if required and implemented), including the grant of the specific mandate to allot and issue no less than 691,000,000 new Shares and no more than 760,000,000 new Shares in accordance with the terms of the Placing Agreement and/or the Subsequent Arrangements (if required and implemented).		
SPECIAL RESOLUTION [#]		FOR ^(Note 4)	AGAINST ^(Note 4)
4.	To approve the Whitewash Waiver.		

The full text of each of the relevant resolutions is set out in the notice of the Meeting dated 30 August 2023.

Dated this _____ day of _____ 2023 Signature(s)^(Note 5) _____

Notes:

- Please insert full name(s) and address(es) as registered in the register of members of the Company in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick a box or insert a number will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting and/or any adjournment thereof other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under the common seal or under the hand of a director or duly authorised attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney or other authorization document (if any) under which it is signed must be notarised.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. at or before 11:00 a.m. on Wednesday, 13 September 2023 (Hong Kong time) or any adjournment thereof (as the case may be)).
- For joint registered holders of any Share, any one of such joint holders may vote at the Meeting (or any adjournment thereof), either in person or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting (or any adjournment thereof) in person or by proxy, that one of the said joint holders so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- Any member of the Company entitled to attend and vote at the Meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote in his stead. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of a proxy will not preclude any member from attending and voting in person at the Meeting (or any adjournment thereof) if he/she so wishes and, in such event, the proxy shall be deemed to be revoked.
- All times and dates specified herein refer to Hong Kong local times and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the share registrars, agent, contractor of the Company or any third party service provider who provides administrative, computer and other services to the Company for use in connection with your request for the appointment of a proxy and your voting instructions for the Meeting) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.