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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)

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by VPower Group International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) proposes to amend the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) to make them in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022.

The Board proposes to amend and restate the Memorandum and Articles of Association for the purposes of (i) bringing the Memorandum and Articles of Association in line with the amendments made to the Listing Rules (in particular to conform to the core shareholder protection standards as set out in Appendix 3 to the Listing Rules) and applicable laws of the Cayman Islands; (ii) providing greater flexibility to the Company in relation to the conduct of general meetings by allowing (but not requiring) general meetings to be held as an electronic meeting or as a hybrid meeting where the shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to as a physical meeting where the Shareholders attend in person; and (iii) making certain minor housekeeping amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”). In view of the substantial proposed changes involved, the Board proposes to amend the Memorandum and Articles of Association currently in effect by replacing them with the new memorandum and articles of association of the Company (with the Proposed Amendments) (the “**New Memorandum and Articles of Association**”).

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on Monday, 5 June 2023 (the “**2023 AGM**”), and will become effective upon the approval by the Shareholders at the 2023 AGM.

A circular containing, among other things, particulars in relation to the Proposed Amendments brought about by the proposed adoption of the New Memorandum and Articles of Association together with a notice convening the 2023 AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 28 April 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.