



VPower Group International Holdings Limited

偉能集團國際控股有限公司

Inside Information Policy

1. Purpose

The Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “SFO”) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) impose a general obligation of disclosure of price sensitive, or “inside information” by listed corporations in Hong Kong. This Inside Information Policy (the “**Policy**”) aims to set out a policy of VPower Group International Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) in respect of dissemination of inside information of the Company to the public in accordance with the applicable laws and regulations. Internal control and reporting systems and procedures are adopted to ensure compliance with this Policy and the applicable laws and regulations.

2. Definition of Inside Information

Under the SFO, inside information (“**Inside Information**”) has the following three key elements:

- (a) such information about the Company, its shareholder or officer or its listed securities or derivatives which is **specific**;
- (b) such information is **not generally known** to the persons who are accustomed or would be likely to deal in the listed securities of the Company (i.e., information which is not yet in the public domain); and
- (c) such information would, if generally known to the persons identified in paragraph (b) above, be **likely to materially affect the price of the Company’s listed securities**.

3. Disclosure of Inside Information

- 3.1. The Company shall disclose Inside Information to the public timely and in accordance with the applicable laws and regulations.
- 3.2. The Company shall take reasonable precautions for preserving the confidentiality of Inside Information before disclosure to the public.
- 3.3. Disclosure of Inside Information must be made through the electronic publication system operated by the Stock Exchange.

4. Duty of Officers

Every director and manager under the immediate authority of the board of directors of the Company, the company secretary of the Company or any other persons involved in the management of the Company must take all reasonable measures from time to time to ensure that proper safeguards are in place to prevent a breach of a disclosure obligations of the Company.

5. Preservation of Confidentiality

The Group ensures that appropriate confidentiality agreements are in place when it enters into significant negotiations. Disclosure of confidential information is absolutely restricted to core team members within the Group on a “need-to-know” basis and professional advisers who are subject to confidentiality obligations.

6. Handling of Rumours

The Company generally does not respond to media speculation, market rumours or analysts’ reports. However, where such speculation, rumours or reports are largely accurate and the underlying information constitutes Inside Information, it is likely that matters intended to be kept confidential have been leaked, resulting in the safe harbours (as described below) falling away, and public disclosure is required; and where such speculation, rumours or reports carry false or untrue information and if the Company wishes to clarify its position, formal announcements should be made to ensure that the whole market is equally and properly informed.

7. Unintentional Selective Disclosure

The Company shall maintain internal procedures for director(s) and employee(s) to report to the designated personnel any possible unintentional selective disclosure of Inside Information. If it is determined that such disclosure has been made, the Company shall take appropriate steps to publish an announcement to provide full disclosure to the public as soon as practicable.

8. Safe Harbours which Allow Non-disclosure of Inside Information

8.1. Disclosure of Inside Information may be withheld under the following circumstances:

- (a) the disclosure is prohibited or restricted by an enactment or a court order;
- (b) the information concerns an incomplete proposal or negotiation;
- (c) the information concerned is a trade secret;
- (d) when a government’s exchange fund or central bank provides liquidity support to the Company; or
- (e) disclosure is waived by the Securities and Futures Commission.

- 8.2. Safe harbours under paragraphs (b) to (e) above are applicable *only if (i) the Company has taken reasonable precautions for preserving the confidentiality of the information and (ii) the confidentiality of the information is actually preserved.* Where confidentiality has been lost, such safe harbours fall away and disclosure should be made as soon as practicable.

9. Compliance and Reporting

The Company has maintained an Inside Information Work Team and internal control and reporting systems for escalation of potential Inside Information to the directors of the Company. The management team of the Group reviews the relevant control and reporting systems from time to time to ensure that they remain effective in ensuring the Company's compliance with this Policy and the applicable laws and regulations. If there is any violation of this Policy regarding Inside Information, the management will review the violations and take appropriate actions to avoid its recurrence in future.

Prepared by	Approved by	Version	Effective Date
Company Secretary	Samson Lam, Co-CEO	V1	31 December 2022