

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.



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)

INSIDE INFORMATION

ON

PROFIT WARNING FOR THE SIX MONTHS ENDED 30 JUNE 2023

This announcement is made by VPower Group International Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that based on the preliminary assessment of the unaudited consolidated management accounts of the Group for the six months ended 30 June 2023 (the “**Reporting Period**”) and other currently available information by the management of the Company, it is expected that the Company will record a consolidated loss attributable to the owners of the Company in the range of approximately HK\$300 million and HK\$350 million for the Reporting Period, as compared to the consolidated profit attributable to the owners of the Company of approximately HK\$60.7 million for the corresponding period in 2022.

The expected consolidated loss for the Reporting Period is primarily attributed to (i) a decrease in gross profit of approximately HK\$250 million mainly due to, among other reasons, the scaling down of the Group’s business and operations in Myanmar; (ii) an increase in share of loss of approximately HK\$60 million from a joint venture with investments and operations of three power projects in Myanmar; and (iii) an increase in finance costs and other expenses of approximately HK\$60 million.

The Company is still in the process of finalising the interim results of the Group for the Reporting Period. The information in this announcement is disclosed only based on the preliminary assessment of the currently available information including the unaudited consolidated management accounts of the Group for the Reporting Period which have not been reviewed by the Company’s audit committee and are subject to changes and adjustments. The announcement of the unaudited interim results of the Group for the Reporting Period is expected to be published in early August 2023.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

References are made to (i) the joint announcement of the Company and China National Technical Import & Export Corporation (the “**Subscriber**”) dated 12 June 2023 in relation to, among other things, the proposed subscription of 3,290,457,511 shares of HK\$0.1 each of the Company by the Subscriber (the “**Subscription**”) and the Subscriber’s application for whitewash waiver (the “**Whitewash Waiver**”); and (ii) the announcement of the Company dated 30 June 2023 in relation to the delay in despatch of circular relating to, among other things, the Subscription and the Whitewash Waiver to no later than 4 August 2023 (collectively, the “**Announcements**”). Unless otherwise defined herein, capitalised terms used herein below shall have the same meanings as those defined in the Announcements.

The profit warning included in this announcement (the “**Profit Warning Statements**”) constitutes a profit forecast under Rule 10 of the Takeovers Code and should be reported on by the Company’s financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code.

In view of the requirements of timely disclosures of inside information under Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions, the Company is required to issue this announcement as soon as reasonably practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code.

Under Rule 10.4 of the Takeovers Code, if a profit forecast is published first in an announcement, it must be repeated in full, together with the reports from the Company’s financial advisers and auditors or accountants on the said profit forecast, in the next document to be sent to the Shareholders. Thus, when any document, for example the EGM Circular, is sent to the Shareholders prior to the publication of interim results announcement of the Company for the Reporting Period, the reports on the Profit Warning Statements by the Company’s financial advisers and auditors or accountants would be included in the EGM Circular. However, if the interim results of the Group for the Reporting Period which fall within the ambit of Rule 10.9 of the Takeovers Code have been published by the time of release of the next Shareholders’ document, the requirements to report on the Profit Warning Statements under Rule 10.4 of the Takeovers Code will no longer apply.

WARNING: Shareholders and potential investors should note that the Profit Warning Statements do not meet the standard required by Rule 10 of the Takeovers Code and has not yet been reported on in accordance with the Takeovers Code. Accordingly, Shareholders and potential investors are advised to exercise caution in placing reliance on the Profit Warning Statements in assessing the merits and demerits of the Subscription and the Whitewash Waiver.

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

Hong Kong, 24 July 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.