

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated November 14, 2016 (the “**Prospectus**”) issued by the Company.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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 is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States and may be offered and sold (a) in the United States only to persons who are both “**Qualified Institutional Buyers**” and “**Qualified Purchasers**” in reliance on Rule 144A or another exemption from, or in a transaction not subject to, registration under the U.S. Securities Act and (b) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and management, as well as financial statements. No registration has been or will be made under the United States Investment Company Act of 1940.

In connection with the Global Offering, Citigroup Global Markets Asia Limited as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Friday, December 17, 2016, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



VPower Group International Holdings Limited

偉能集團國際控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 560,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 56,000,000 Shares (subject to adjustment)
Number of International Offer Shares	: 504,000,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$3.47 per Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
Nominal value	: HK\$0.1 per Share
Stock code	: 1608

*Joint Sponsors & Joint Global Coordinators
(in alphabetical order)*



*Joint Bookrunners & Joint Lead Managers
(in alphabetical order)*



Application has been made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, November 24, 2016.

The Global Offering comprises the Hong Kong Public Offering of 56,000,000 Shares (subject to adjustment), representing 10% of the total Offer Shares, and the International Offering of an aggregate of 504,000,000 Shares (subject to adjustment and the Over-allotment Option), representing 90% of the total Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

The Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters) at any time from the date of the International Underwriting Agreement until December 17, 2016, being the 30th day from the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 84,000,000 additional Offer Shares representing not more than 15% of the number of Offer Shares initially being offered under the Global Offering, at the Offer Price to solely cover over-allocations in the International Offering, if any.

In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.vpower.com and the website of the Hong Kong Stock Exchange at www.hkexnews.hk.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$3.47 per Offer Share and is currently expected to be not less than HK\$2.78 per Offer Share, unless otherwise announced before the last day for lodging applications under the Hong Kong Public Offer. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$3.47 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%. If the Offer Price as finally determined is less than the maximum Offer Price of HK\$3.47 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the section headed "Structure of the Global Offering — Conditions of the Global Offering" in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker's cashier order will not be cleared.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.eipo.com.hk) in relation to the White Form eIPO. Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO Service Provider** at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, November 14, 2016, until 12:00 noon on Thursday, November 17, 2016 from:

- the following addresses of certain Hong Kong Underwriters:

BOCI Asia Limited
26th Floor, Bank of China Tower, 1 Garden Road, Hong Kong

CMB International Capital Limited
Units 1803–4, 18/F Bank of America Tower, 12 Harcourt Road, Hong Kong

Haitong International Securities Company Limited
22/F Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong

The Hongkong and Shanghai Banking Corporation
Level 15, HSBC Main Building, 1 Queen’s Road Central, Hong Kong

- any of the following branches of the receiving banks:

Bank of China (Hong Kong) Limited

District	Branch Name	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	409 Hennessy Road Branch	409–415 Hennessy Road, Wan Chai
	Taikoo Shing Branch	Shop G1006, Hoi Sing Mansion, Taikoo Shing
Kowloon	Prince Edward Road West (Mong Kok) Branch	116–118 Prince Edward Road West, Mong Kok Kowloon
	Tsim Sha Tsui Branch	24–28 Carnarvon Road, Tsim Sha Tsui, Kowloon
New Territories	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
	Kwai Chung Plaza Branch	A18–20, G/F Kwai Chung Plaza, 7–11 Kwai Foo Road, Kwai Chung
	Tuen Mun San Hui Branch	G13–G14 Eldo Court, Heung Sze Wui Road, Tuen Mun
	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1–15 Wang Pok Street, Sha Tin

Wing Lung Bank Limited

District	Branch Name	Address
Central	Head Office	45 Des Voeux Road Central
Wan Chai	Johnston Road Branch	118 Johnston Road
North Point	North Point Branch	361 King's Road
Mong Kok	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
Sheung Shui	Sheung Shui Branch	128 San Fung Avenue

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, November 14, 2016 until 12:00 noon on Thursday, November 17, 2016 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — VPOWER GROUP PUBLIC OFFER" attached should be deposited in the special collection boxes provided at any of the branches referred to above, at the following times:

- Monday, November 14, 2016 — 9:00 a.m. to 5:00 p.m.
- Tuesday, November 15, 2016 — 9:00 a.m. to 5:00 p.m.
- Wednesday, November 16, 2016 — 9:00 a.m. to 5:00 p.m.
- Thursday, November 17, 2016 — 9:00 a.m. to 12:00 noon.

The **PINK** Application Forms together with the Prospectus can be collected by Eligible Employees during normal business hours from 9:00 a.m. on Monday, November 14, 2016 until 5:00 p.m. on Wednesday, November 16, 2016 from the Company's office at Units 2019-25, 20/F, Tower 1, Metroplaza, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong. Electronic copies of the **PINK** Application Forms and the Prospectus can be viewed from the website of the Company at www.vpower.com.

The completed **PINK** Application Form, together with a cheque or banker's cashier order attached and marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — VPOWER GROUP PUBLIC OFFER" for the payment must be returned to Units 2019-25, 20/F, Tower 1, Metroplaza, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong by 5:00 p.m. on Wednesday, November 16, 2016, being the last day for the submission of the **PINK** Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** service at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, November 14, 2016 until 11:30 a.m. on Thursday, November 17, 2016 or such later time as described in the section “How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Monday, November 14, 2016 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, November 15, 2016 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, November 16, 2016 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, November 17, 2016 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, November 14, 2016 until 12:00 noon on Thursday, November 17, 2016 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, November 17, 2016, the last application day or such later time as described in “Effect of Bad Weather on the Opening of the Application Lists” in this section.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and (iv) on the Company’s website (www.vpower.com) on or before Wednesday, November 23, 2016. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, November 23, 2016 as described in the section headed “How to Apply for the Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. No receipt will be issued for application monies received. Share certificates will only become valid at 8:00 a.m. on Thursday, November 24, 2016 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised. Dealings in the Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Thursday, November 24, 2016. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Company is 1608.

By order of the Board of Directors of the Company
Mr. LAM Yee Chun
Chairman

Hong Kong, November 14, 2016

As of the date of this announcement, the Board of Directors comprises Mr. LAM Yee Chun, Mr. LEE Chong Man Jason, Mr. AU-YEUNG Tai Hong Rorce and Mr. LO Siu Yuen as executive Directors; Ms. CHAN Mei Wan and Dr. CHAN Ka Keung, as non-executive Directors; and Mr. David TSOI, Mr. YEUNG Wai Fai Andrew and Mr. SUEN Wai Yu as independent non-executive Directors.

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*