



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)

18 October 2024

To the Independent Shareholders

Dear Sir or Madam,

(1) VERY SUBSTANTIAL DISPOSAL AND CONNECTED TRANSACTION AND (2) CONTINUING CONNECTED TRANSACTIONS

We refer to the circular issued by the Company dated 18 October 2024 (the “**Circular**”) of which this letter forms part. Terms defined in the Circular have the same meanings when used in this letter unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to advise the Independent Shareholders on whether (i) the terms of the Equipment Purchase Agreement, the Equipment Lease Framework Agreement, the EPC Services Framework Agreement and the ETS Supply Framework Agreement (the “**Agreements**”) are on normal commercial terms that are fair and reasonable, (ii) the Leasing Proposed Caps, the EPC Proposed Caps and the ETS Proposed Caps are fair and reasonable, (iii) the continuing connected transactions contemplated under the Equipment Lease Framework Agreement, the EPC Services Framework Agreement and the ETS Supply Framework Agreement are and will be conducted in the ordinary and usual course of business of the Group; and (iv) the connected transactions contemplated under the Equipment Purchase Agreement and the continuing connected transactions contemplated under the Equipment Lease Framework Agreement, the EPC Services Framework Agreement and the ETS Supply Framework Agreement are in the interests of the Company and the Shareholders as a whole.

INCU Corporate Finance Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Agreements, the transactions contemplated thereunder and the Proposed Caps. Details of the advice, together with principal factors and reasons considered in arriving at such advice are set out in the letter from the Independent Financial Adviser as set out on pages 45 to 91 of the Circular.

We wish to draw your attention to the letter of advice from the Independent Financial Adviser as set out on pages 45 to 91 of the Circular and the letter from the Board as set out on pages 9 to 42 of the Circular.

Having considered the information set out in the letter from the Board, the terms and conditions of the each of the Agreements, the advice of INCU Corporate Finance Limited as set out in the letter from the Independent Financial Adviser and the principal factors and reasons taken into consideration by it in arriving at its advice, we consider that (i) the terms of the Agreements are on normal commercial terms that are fair and reasonable, (ii) the Leasing Proposed Caps, the EPC Proposed Caps and the ETS Proposed Caps are fair and reasonable, (iii) the continuing connected transactions contemplated under the Equipment Lease Framework Agreement, the EPC Services Framework Agreement and the ETS Supply Framework Agreement are and will be conducted in the ordinary and usual course of business of the Group; and (iv) the connected transactions contemplated under the Equipment Purchase Agreement and the continuing connected transactions contemplated under the Equipment Lease Framework Agreement, the EPC Services Framework Agreement and the ETS Supply Framework Agreement are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Independent Shareholders to vote in favor of the ordinary resolutions in relation to the approval of the Agreements and the transactions contemplated thereunder and the Proposed Caps to be proposed at the EGM.

Yours faithfully,
For and on behalf of the
Independent Board Committee



Mr. Suen Wai Yu

Dr. Wang Zheng

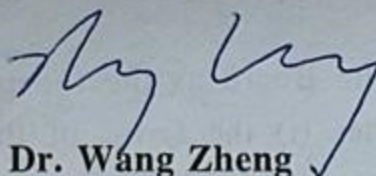
Dr. Lin Tun

Independent Non-executive Directors

Having considered the information set out in the letter from the Board, the terms and conditions of the each of the Agreements, the advice of INCU Corporate Finance Limited as set out in the letter from the Independent Financial Adviser and the principal factors and reasons taken into consideration by it in arriving at its advice, we consider that (i) the terms of the Agreements are on normal commercial terms that are fair and reasonable, (ii) the Leasing Proposed Caps, the EPC Proposed Caps and the ETS Proposed Caps are fair and reasonable, (iii) the continuing connected transactions contemplated under the Equipment Lease Framework Agreement, the EPC Services Framework Agreement and the ETS Supply Framework Agreement are and will be conducted in the ordinary and usual course of business of the Group; and (iv) the connected transactions contemplated under the Equipment Purchase Agreement and the continuing connected transactions contemplated under the Equipment Lease Framework Agreement, the EPC Services Framework Agreement and the ETS Supply Framework Agreement are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Independent Shareholders to vote in favor of the ordinary resolutions in relation to the approval of the Agreements and the transactions contemplated thereunder and the Proposed Caps to be proposed at the EGM.

Yours faithfully,
For and on behalf of the
Independent Board Committee

Mr. Suen Wai Yu



Dr. Wang Zheng

Dr. Lin Tun

Independent Non-executive Directors

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Yours faithfully,
For and on behalf of the
Independent Board Committee



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