
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 2, 2018

HIGHPOWER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-34098	20-4062622
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Building A1, Luoshan Industrial Zone, Shanxia, Pinghu, Longgang, Shenzhen, Guangdong, 518111, China
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code (86) 755-89686238

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On June 2, 2018, Highpower International, Inc. (the “Company”) announced the receipt of a non-binding proposal from Mr. Dang Yu (George) Pan, Chairman and Chief Executive Officer of the Company to acquire certain outstanding shares of the common stock of the Company, at a cash purchase price of \$4.80 per share. In the proposed potential transaction, Mr. Pan would acquire all of the outstanding shares of common stock of the Company not currently owned, directly or indirectly, by him through a merger of the Company with a newly formed acquisition vehicle that Mr. Pan would control. The Board intends to form a special committee consisting of independent directors to consider this proposal.

Mr. Pan’s proposal letter states that he intends to finance the proposed transaction with debt or equity capital. Furthermore, the proposal letter specifies that Mr. Pan’s proposal constitutes only a preliminary indication of their interest, and is subject to negotiation and execution of definitive agreements relating to the proposed transaction.

The Board cautions the Company’s stockholders and others considering trading in its securities that the Board just received the non-binding proposal letter from Mr. Pan and no decisions have been made with respect to the Company’s response to the proposal. There can be no assurance that any definitive offer will be made by Mr. Pan or any other person, that any definitive agreement will be executed relating to the proposed transaction, or that the proposed transaction or any other transaction will be approved or consummated.

The letter containing the proposal that was received from Mr. Pan and the Company’s press release are attached to this report as Exhibit 99.1 and 99.2, respectively.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Proposal Letter, dated June 2, 2018, to the Board of Directors of the Company</u>
<u>99.2</u>	<u>Press Release dated June 4, 2018</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 4, 2018

Highpower International, Inc.

/s/ Shengbin (Sunny) Pan

By: Shengbin (Sunny) Pan

Its: Chief Financial Officer

EXHIBIT INDEX

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<u>99.2</u>	<u>Press Release dated June 4, 2018</u>

Proposal Letter

The Board of Directors
Highpower International, Inc.
Building A1, 68 Xinxia Street, Pinghu,
Longgang, Shenzhen, Guangdong
People's Republic of China

Dear Sirs:

I, Dang Yu Pan, am pleased to submit this preliminary non-binding proposal to acquire all the outstanding shares of common stock of Highpower International, Inc. (the "Company") that are not already directly or indirectly beneficially owned by me in a going private transaction (the "Transaction").

I believe that my proposal provides a very attractive opportunity to the Company's shareholders. The proposal represents a premium of 66.7% to the Company's closing price on June 1, 2018 of \$2.88.

1. Buyer. I intend to form a transaction vehicle ("Buyer") for the purpose of pursuing the Transaction.
 2. Purchase Price. The consideration payable for each share of common stock of the Company will be \$4.80 (other than those shares directly or indirectly held by myself that may be rolled over in the Transaction).
 3. Funding. I intend to finance the Transaction with a combination of debt and equity capital. I expect commitments for the debt financing, subject to the terms and conditions set forth therein, to be in place when the Definitive Agreements (as defined below) are executed.
 4. Due Diligence. I have engaged Orrick, Herrington & Sutcliffe LLP as international legal counsel. I believe that we will be in a position to complete customary legal, financial and accounting due diligence for the Transaction in a timely manner and in parallel with discussions on the definitive agreements.
 5. Definitive Agreements. I am prepared to promptly negotiate and finalize definitive agreements (the "Definitive Agreements") providing for the Transaction and related transactions. These documents will provide for representations, warranties, covenants and conditions which are typical, customary and appropriate for transactions of this type.
 6. Process. I believe that the Transaction will provide superior value to the Company's shareholders. I recognize that the Company's Board of Directors (the "Board") will evaluate the Transaction independently before it can make its determination to endorse it. Given the involvement of myself in the Transaction, I appreciate that the independent members of the Board will proceed to consider the proposed Transaction and that I will recuse myself from participating in any Board deliberations and decisions related to the Transaction.
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In considering my offer, you should be aware that I am interested only in acquiring the outstanding shares of the Company that I do not already own, and that I do not intend to sell my stake in the Company to a third party.

7. Confidentiality. I will, to the extent applicable, file relevant information as required by law. However, I am sure you will agree that it is in all of our interests to ensure that we proceed in a strictly confidential manner, unless otherwise required by law, until we have executed Definitive Agreements or terminated our discussions.
8. No Binding Commitment. This letter constitutes only a preliminary indication of my interest, and does not constitute any binding commitment with respect to the Transaction. A binding commitment will result only from the execution of Definitive Agreements, and then will be on terms and conditions provided in such documentation.

In closing, I would like to express my commitment to working together to bring this Transaction to a successful and timely conclusion. Should you have any questions regarding this proposal, please do not hesitate to contact me. Look forward to hearing from you.

Sincerely,

/s/ George Pan

2nd June 2018



Highpower International Announces Receipt of Preliminary Non-Binding “Going Private” Proposal from its Chief Executive Officer at \$4.80 per share

SAN DIEGO, CALIFORNIA and SHENZHEN, China, June 4, 2018 /PRNewswire/ -- Highpower International, Inc. (NASDAQ: HPJ) ("Highpower" or the "Company"), a developer, manufacturer, and marketer of lithium ion and nickel-metal hydride (Ni-MH) rechargeable batteries, battery management systems, and a provider of battery recycling, today announced that its Board of Directors received a non-binding proposal from Mr. Dang Yu (George) Pan, the Company's Chairman and Chief Executive Officer, to acquire certain outstanding shares of common stock of the Company at a cash purchase price of \$4.80 per share. In the proposed potential transaction, Mr. Pan would acquire all of the outstanding shares of common stock of the Company not currently owned by him through a merger of the Company with a newly formed acquisition vehicle that Mr. Pan would control. The Board intends to form a special committee consisting of independent directors to consider this proposal.

Mr. Pan's proposal letter states that he intends to finance the proposed transaction with debt or equity capital. Furthermore, the proposal letter specifies that Mr. Pan's proposal constitutes only a preliminary indication of interest, and is subject to negotiation and execution of definitive agreements relating to the proposed transaction.

The Board cautions the Company's stockholders and others considering trading in its securities that the Board just received the non-binding proposal letter from Mr. Pan and no decisions have been made with respect to the Company's response to the proposal. There can be no assurance that any definitive offer will be made by Mr. Pan or any other person, that any definitive agreement will be executed relating to the proposed transaction, or that the proposed transaction or any other transaction will be approved or consummated.

A copy of Mr. Pan's letter to the Board is attached as exhibit number 99.1 to the Company's Current Report on Form 8-K, which is being filed with the Securities and Exchange Commission ("SEC") today. The Form 8-K is available on the SEC's website at www.sec.gov.

About Highpower International, Inc.

Highpower International was founded in 2001 and produces high-quality Nickel-Metal Hydride (Ni-MH) and lithium-based rechargeable batteries used in a wide range of applications such as electric buses, bikes, energy storage systems, power tools, medical equipment, digital and electronic devices, personal care products, and lighting, etc. Highpower's target customers are Fortune 500 companies and top 20 companies in each vertical segment. With advanced manufacturing facilities located in Shenzhen, Huizhou, and Ganzhou of China, Highpower is committed to clean technology, not only in the products it makes, but also in the processes of production. The majority of Highpower International's products are distributed to worldwide markets mainly in the United States, Europe, China and Southeast Asia.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements. These statements, including management quotes and business outlook, constitute forward-looking statements under the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar statements. Such statements involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements. Sungy Mobile does not undertake any obligation to update any forward-looking statement as a result of new information, future events or otherwise, except as required under applicable law.

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