
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of September 2023

Commission File Number: 001-35126

VNET Group, Inc.

Guanjie Building, Southeast 1st Floor
10# Jiuxianqiao East Road
Chaoyang District
Beijing 100016
The People's Republic of China
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

EXHIBIT INDEX

Exhibit No.	Description
99.1	Notice of Extraordinary General Meeting
99.2	Form of Proxy for Extraordinary General Meeting
99.3	Voting Card for ADS Holders

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, thereunto duly authorized.

VNET Group, Inc.

By: /s/ Qiyu Wang

Name: Qiyu Wang

Title: Chief Financial Officer

Date: September 5, 2023

VNET Group, Inc.
(Incorporated in the Cayman Islands with limited liability)
(Nasdaq Ticker: VNET)

NOTICE OF EXTRAORDINARY GENERAL MEETING

To be held on October 5, 2023

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of VNET Group, Inc. (the “**Company**”) will be held at Guanjie Building Southeast 1st Floor, 10# Jiuxianqiao East Road, Chaoyang District, Beijing, The People’s Republic of China on October 5, 2023 at 10 a.m. (Beijing time), for the purposes of considering and, if thought fit, passing the following resolutions:

1. AS AN ORDINARY RESOLUTION,

THAT the authorized share capital of the Company be increased by the creation of an additional 1,500,000,000 Class A ordinary shares with a par value of US\$0.00001 each, to rank *pari passu* in all respects with the existing Class A ordinary shares (the “**Increase of Authorized Share Capital**”), such that immediately following the Increase of Authorized Share Capital, the authorized share capital of the Company shall be increased **FROM** US\$15,000 divided into 1,500,000,000 shares, par value of US\$0.00001 each, comprised of (i) 1,198,935,000 Class A ordinary shares of a par value of US\$0.00001 each, (ii) 300,000,000 Class B ordinary shares of a par value of US\$0.00001 each, (iii) 60,000 Class C ordinary shares of a par value of US\$0.00001 each, (iv) 555,000 Class D ordinary shares of a par value of US\$0.00001 each, (v) 150,000 Series A perpetual convertible preferred shares of a par value of US\$0.00001 each, and (vi) 300,000 Series A-1 perpetual convertible preferred shares of a par value of US\$0.00001 each **TO** US\$30,000 divided into 3,000,000,000 shares, par value of US\$0.00001 each, comprised of (i) 2,698,935,000 Class A ordinary shares of a par value of US\$0.00001 each, (ii) 300,000,000 Class B ordinary shares of a par value of US\$0.00001 each, (iii) 60,000 Class C ordinary shares of a par value of US\$0.00001 each, (iv) 555,000 Class D ordinary shares of a par value of US\$0.00001 each, (v) 150,000 Series A perpetual convertible preferred shares of a par value of US\$0.00001 each, and (vi) 300,000 Series A-1 perpetual convertible preferred shares of a par value of US\$0.00001 each; and

2. AS AN ORDINARY RESOLUTION,

THAT each director or officer of the Company be authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.

The board of directors of the Company has fixed the close of business on September 6, 2023 (New York time) as the record date (the “**Share Record Date**”) for determining the shareholders entitled to receive notice of the EGM or any adjournment or postponement thereof.

Holders of record of our shares of a par value of US\$0.00001 each at the close of business on the Share Record Date are entitled to attend, and to vote at, the EGM and any adjournment or postponement thereof in person. Owners of the Company’s American depositary shares (the “**ADSs**”) are not entitled to attend and vote at the EGM, and must act through Citibank, N.A., the depositary of the Company’s ADS program, to exercise the voting rights arising from the Class A ordinary shares of the Company, par value US\$0.00001 each, represented by their ADSs. In order to assist us in our preparation for the EGM, please RSVP by email to ir@vnet.com.

By Order of the Board of Directors,

VNET Group, Inc.

By: /s/ Sheng Chen

Name: Sheng Chen

Title: Chairman of the Board of Directors

Beijing, China

September 5, 2023

VNET Group, Inc.
(Incorporated in the Cayman Islands with limited liability)
(Nasdaq Ticker: VNET)

Form of Proxy for Extraordinary General Meeting
to be held on October 5, 2023
(or any adjourned or postponed meeting thereof)

Introduction

This form of proxy (the “**Form of Proxy**”) is furnished in connection with the solicitation by the board of directors of VNET Group, Inc., a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding shares of the Company, par value US\$0.00001 per share (the “**Shares**”), to be exercised at the extraordinary general meeting of the Company (the “**EGM**”) to be held at Guanjie Building Southeast 1st Floor, 10# Jiuxianqiao East Road, Chaoyang District, Beijing, The People’s Republic of China on October 5, 2023 at 10:00 a.m. (Beijing time), and at any adjournment(s) or postponement(s) thereof for the purposes set forth in the accompanying Notice of Extraordinary General Meeting.

Only the holders of record of the Shares at the close of business on September 6, 2023, New York time (the “**Share Record Date**”) are entitled to receive notice of, attend and vote at the EGM, in respect of the matters requiring shareholders’ vote at the EGM. The quorum of the EGM is at least one shareholder entitled to vote and present in person or by proxy, holding in aggregate not less than one-third of the voting power of the Shares in issue carrying a right to vote at the EGM. This Form of Proxy and the accompanying Notice of Extraordinary General Meeting are first being mailed to the shareholders of the Company on or about September 12, 2023.

The Shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated. If no instruction is given in a properly executed Form of Proxy returned to the Company, the proxy holder named therein will be entitled to vote or abstain at his/her discretion. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the proxy holders named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the EGM. However, if any other matter properly comes before the EGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated, the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein.

Whether or not you propose to attend the EGM in person, you are strongly advised to complete and sign this Form of Proxy in accordance with the instructions printed on it. Returning this Form of Proxy will not preclude you from attending the EGM and voting in person if you so wish. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its office at Guanjie Building Southeast 1st Floor, 10# Jiuxianqiao East Road, Chaoyang District, Beijing, The People’s Republic of China, which should be received by 10:00 a.m. on October 3, 2023 (Beijing time); or (ii) by attending the EGM and voting in person at the EGM. Attendance at the EGM in and of itself does not revoke a prior proxy.

To be valid, this Form of Proxy must be completed, signed and delivered to the Company’s office at Guanjie Building Southeast 1st Floor, 10# Jiuxianqiao East Road, Chaoyang District, Beijing, The People’s Republic of China to the attention of VNET Group, Inc. as soon as possible so that it is received by the Company no later than 48 hours before the time of the EGM, or 10:00 a.m. on October 3, 2023 (Beijing time).

VNET Group, Inc.
(Incorporated in the Cayman Islands with limited liability)
(Nasdaq Ticker: VNET)

Form of Proxy for Extraordinary General Meeting
to be held on October 5, 2023
(or any adjourned or postponed meeting thereof)

I/We _____ (please print name(s)) of _____ (please print address(es)), the undersigned, being the registered holder(s) of, in the capital of VNET Group, Inc. (the “**Company**”), _____ Class A ordinary shares^(Note 1), par value US\$0.00001 each, _____ Class B ordinary shares^(Note 1), par value US\$0.00001 each, _____ Class C ordinary shares^(Note 1), par value US\$0.00001 each, _____ Class D ordinary shares^(Note 1), par value US\$0.00001 each, _____ Series A perpetual convertible preferred shares^(Note 1), par value US\$0.00001 each, and _____ Series A-1 perpetual convertible preferred shares^(Note 1), par value US\$0.00001 each, hereby appoint the Chairman of the Extraordinary General Meeting^(Note 2) or _____ of _____ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (or at any adjourned or postponed meeting thereof) of the Company to be held at Guanjie Building Southeast 1st Floor, 10# Jiuxianqiao East Road, Chaoyang District, Beijing, The People’s Republic of China on October 5, 2023 at 10:00 a.m. (Beijing time), and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit.

No.	RESOLUTION	FOR ^(Note 3)	AGAINST ^(Note 3)	ABSTAIN ^(Note 3)
1.	<p>AS AN ORDINARY RESOLUTION, THAT the authorized share capital of the Company be increased by the creation of an additional 1,500,000,000 Class A ordinary shares with a par value of US\$0.00001 each, to rank <i>pari passu</i> in all respects with the existing Class A ordinary shares (the “Increase of Authorized Share Capital”), such that immediately following the Increase of Authorized Share Capital, the authorized share capital of the Company shall be increased FROM US\$15,000 divided into 1,500,000,000 shares, par value of US\$0.00001 each, comprised of (i) 1,198,935,000 Class A ordinary shares of a par value of US\$0.00001 each, (ii) 300,000,000 Class B ordinary shares of a par value of US\$0.00001 each, (iii) 60,000 Class C ordinary shares of a par value of US\$0.00001 each, (iv) 555,000 Class D ordinary shares of a par value of US\$0.00001 each, (v) 150,000 Series A perpetual convertible preferred shares of a par value of US\$0.00001 each, and (vi) 300,000 Series A-1 perpetual convertible preferred shares of a par value of US\$0.00001 each TO US\$30,000 divided into 3,000,000,000 shares, par value of US\$0.00001 each, comprised of (i) 2,698,935,000 Class A ordinary shares of a par value of US\$0.00001 each, (ii) 300,000,000 Class B ordinary shares of a par value of US\$0.00001 each, (iii) 60,000 Class C ordinary shares of a par value of US\$0.00001 each, (iv) 555,000 Class D ordinary shares of a par value of US\$0.00001 each, (v) 150,000 Series A perpetual convertible preferred shares of a par value of US\$0.00001 each, and (vi) 300,000 Series A-1 perpetual convertible preferred shares of a par value of US\$0.00001 each.</p>			
2.	<p>AS AN ORDINARY RESOLUTION, THAT each director or officer of the Company be authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.</p>			

Dated _____, 2023

Signature(s) ^(Note 4) _____

Notes:

- 1 Please insert the number of the class of shares registered in your name(s) to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s). You may instruct your proxy to vote some or all of the shares in respect of which the proxy is appointed either for or against any resolution and/or abstain from voting as such proxy need not cast the votes in respect of your shares in the same way on any resolution. In this case, please specify in the voting boxes above the number of shares in respect of which your proxy is to vote for or against or to abstain in respect of each resolution.
 - 2 If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words “*the Chairman of the Extraordinary General Meeting*” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**
 - 3 **IMPORTANT: If you wish to vote for the resolution, tick the box marked “FOR”. If you wish to vote against the resolution, tick the box marked “AGAINST”. If you wish to abstain from voting on the resolution, tick the box marked “ABSTAIN”.** You may instruct your proxy to vote some or all of the shares in respect of which the proxy is appointed either for or against any resolution and/or abstain from voting as such proxy need not cast the votes in respect of your shares in the same way on any resolution. In this case, please specify in the voting boxes above the number of shares in respect of which your proxy is to vote for or against or to abstain in respect of each resolution. If you have appointed more than one proxy, please specify in the voting boxes above the number of shares in respect of which each proxy is entitled to exercise the related votes. If you do not complete this information, the first person listed above shall be entitled to exercise all the votes in relation to the relevant resolution. If you have appointed more than one proxy, the first person listed above shall be entitled to vote on a show of hands. **If this form is returned without an indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether he/she votes and if so how.**
 - 4 This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized to sign the same. If you have appointed more than one proxy, please specify in the voting boxes above the number of shares in respect of which each proxy is entitled to exercise the related votes. If you do not complete this information, the first person listed above shall be entitled to exercise all the votes in relation to the relevant resolution. If you have appointed more than one proxy, the first person listed above shall be entitled to vote on a show of hands.
-

Extraordinary General Meeting

The Voting Instructions Card must be signed, completed and received at the indicated address prior to 10:00 A.M. on September 28, 2023 (New York City time) for action to be taken.

2023 VOTING INSTRUCTIONS CARD

AMERICAN DEPOSITORY SHARES

VNET Group, Inc. (formerly, 21Vianet Group, Inc.) (the "Company")

ADS CUSIP No.:	90138A103 and 90138A996 (Restricted).
ADS Record Date:	September 6, 2023.
Meeting Specifics:	Extraordinary General Meeting - October 5, 2023 at 10:00 A.M. (Beijing time) at Guanjie Building Southeast 1st Floor, 10# Jiuxianqiao East Road, Chaoyang District, Beijing, The People's Republic of China (the "Meeting").
Meeting Agendas:	Please refer to the Company's Notice of Meeting enclosed herewith.
Depositary:	Citibank, N.A.
Deposit Agreement:	Deposit Agreement, dated as of April 20, 2011, by and among the Company, the Depositary and all Holders and Beneficial Owners of American Depositary Shares issued thereunder.
Deposited Securities:	Class A Ordinary Shares, par value \$0.00001 per share, of the Company.
Custodian:	Citibank, N.A. - Hong Kong Branch.

The undersigned holder, as of the ADS Record Date, of the American Depositary Shares identified above (such American Depositary Shares, the "ADSs"), acknowledges receipt of a copy of the Depositary's Notice of Meeting and hereby authorizes and directs the Depositary to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof, subject, however, to the terms of Cayman Islands Law and of the Deposit Agreement.

Please note that the Deposit Agreement provides that pursuant to the Cayman Islands Law the Depositary (or the Custodian) will be required to vote on a show of hands unless a poll is demanded. When voting is by show of hands, the Depositary shall vote (or shall instruct the Custodian to vote) all Deposited Securities in accordance with voting instructions received from a majority of Holders giving voting instructions. In case of voting by poll, the Depositary shall vote (or cause the Custodian to vote) the Deposited Securities in accordance with the voting instructions received from the Holders giving voting instructions.

Please further note that, as set forth in Section 4.10 of the Deposit Agreement, under the Articles of Association of the Company (as in effect of the date of the Deposit Agreement), a poll may be demanded by (i) the chairman of the meeting, (ii) at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting, (iii) any shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting, or (iv) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and holding Shares conferring a right to vote at a meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on all Shares conferring that right. The Depositary will not join in demanding a poll, whether or not requested to do so by Holders of the ADSs.

Please also note that, in accordance with and subject to the terms of Section 4.10 of the Deposit Agreement, if voting is by poll and the Depositary shall not have received the voting instructions from an ADS Holder on or prior to the ADS Voting Instructions Deadline, such Holder shall be deemed, and the Depositary shall deem such Holder, to have instructed the Depositary to provide a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy will be given by the Depositary with respect to any matters as to which the Company informs the Depositary that (a) it does not wish such proxy to be given; (b) substantial opposition exists from holders of Shares against the outcome for which the person so designated would vote; or (c) the outcome for which the person so designated would vote would materially and adversely affect the rights of holders of Deposited Securities.

Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities.

In addition, please note that the Depositary shall, if so requested in writing by the Company, represent all Deposited Securities for the sole purpose of establishing a quorum at the Meeting.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions Card must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depositary and the Company that the undersigned is duly authorized to give the voting instructions contained herein.

Resolutions

1. AS AN ORDINARY RESOLUTION,

THAT the authorized share capital of the Company be increased by the creation of an additional 1,500,000,000 Class A ordinary shares with a par value of US\$0.00001 each, to rank pari passu in all respects with the existing Class A ordinary shares (the **"Increase of Authorized Share Capital"**), such that immediately following the Increase of Authorized Share Capital, the authorized share capital of the Company shall be increased **FROM** US\$15,000 divided into 1,500,000,000 shares, par value of US\$0.00001 each, comprised of (i) 1,198,935,000 Class A ordinary shares of a par value of US\$0.00001 each, (ii) 300,000,000 Class B ordinary shares of a par value of US\$0.00001 each, (iii) 60,000 Class C ordinary shares of a par value of US\$0.00001 each, (iv) 555,000 Class D ordinary shares of a par value of US\$0.00001 each, (v) 150,000 Series A perpetual convertible preferred shares of a par value of US\$0.00001 each, and (vi) 300,000 Series A-1 perpetual convertible preferred shares of a par value of US\$0.00001 each TO US\$30,000 divided into 3,000,000,000 shares, par value of US\$0.00001 each, comprised of (i) 2,698,935,000 Class A ordinary shares of a par value of US\$0.00001 each, (ii) 300,000,000 Class B ordinary shares of a par value of US\$0.00001 each, (iii) 60,000 Class C ordinary shares of a par value of US\$0.00001 each, (iv) 555,000 Class D ordinary shares of a par value of US\$0.00001 each, (v) 150,000 Series A perpetual convertible preferred shares of a par value of US\$0.00001 each, and (vi) 300,000 Series A-1 perpetual convertible preferred shares of a par value of US\$0.00001 each; and

2. AS AN ORDINARY RESOLUTION,

THAT each director or officer of the Company be authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.

The Board of Directors recommends a FOR vote for the resolutions.

A Issues **VNET Group, Inc.**

	For	Against	Abstain
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

If this Voting Instructions Card is signed and timely returned to the Depository but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" the unmarked issue.

If this Voting Instructions Card is signed and timely returned to the Depository but multiple specific directions as to voting are marked above as to an issue, the undersigned shall be deemed to have directed the Depository to give an "ABSTAIN" voting instruction for such issue

Please be sure to sign and date this Voting Instructions Card.

Please sign your name to the Voting Instructions Card exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions Cards executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line Signature 2 - Please keep signature within the line Date (mm/dd/yyyy)

_____ / /

