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**SANERGY**

**SANERGY GROUP LIMITED**

**昇能集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock code: 2459)**

## **CLARIFICATION ANNOUNCEMENT**

Reference is made to the prospectus dated 30 December 2022 (the “**Prospectus**”) issued by Sanergy Group Limited (the “**Company**”). Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

Reference is made to page 370 and Appendix IV-18 of the Prospectus regarding the number of Shares which the Controlling Shareholders, namely Otautahi Capital, Otautahi Holdings, Otautahi Enterprises and Mr. Hou are interested, and page 204 of the Prospectus regarding the number of Shares held by the Pre-IPO Investors, being the other existing Shareholders, immediately upon completion of the Capitalisation Issue and Global Offering.

The Company would like to clarify that the number of Shares which the Controlling Shareholders would be interested in immediately upon completion of the Capitalisation Issue and the Global Offering was inaccurate and shall be “750,000,000” Shares instead of “750,004,224” Shares as set out in the Prospectus. Such inaccurate disclosures were caused by an inadvertent clerical error in the rounding for calculation of the number of Shares to be issued to each existing Shareholder under the Capitalisation Issue.

Accordingly, the respective number of Shares held by the Controlling Shareholders set out on pages 370 and Appendix IV–18, and that held by the Pre-IPO Investors set out on page 204 of the Prospectus upon completion of the Capitalisation Issue and Global Offering shall be as follows:

Name of Shareholder	Number of Shares held as disclosed in the Prospectus <sup>(Note)</sup>	Number of Shares held immediately upon completion of the Capitalisation Issue and the Global Offering <sup>(Note)</sup>
1. Controlling Shareholders (namely Otautahi Capital, Otautahi Holdings, Otautahi Enterprises and Mr. Hou)	750,004,224	750,000,000
2. Everbright Financial Holding Capital Co., Ltd.	37,308,208	37,310,239
3. Hexagon Special Opportunities Limited	3,782,132	3,782,338
4. Kiu Yeung Asset Management Limited	3,020,740	3,020,904
5. ZhengNan Enterprise Limited	33,484,696	33,486,519

*Note:* Assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of any options which may be granted under the Share Option Scheme.

Save for the above, all other information stated in the Prospectus (including compliance with the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules) remains unchanged. This announcement is supplemental to and should be read in conjunction with the Prospectus.

By order of the Board  
**Sanergy Group Limited**  
**Dr. Wei-Ming Shen**  
*Chairman of the Board, Executive Director and  
Chief Executive Officer*

Hong Kong, 16 January 2023

*As at the date of this announcement, the Board comprises (i) Dr. Wei-Ming Shen, Mr. Adriaan Johannes Basson, Mr. Yan Haiting and Mr. Hou Haolong as executive Directors; (ii) Mr. Wang Ping as non-executive Director; and (iii) Mr. Cheng Tai Kwan Sunny, Mr. Sun Qing, Mr. Ngai Ming Tak and Ms. Chan Chore Man Germaine as independent non-executive Directors.*