



SANERGY

SANERGY GROUP LIMITED

昇能集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 2459)

PROXY FORM FOR 2023 ANNUAL GENERAL MEETING

Form of proxy for use by shareholders at the annual general meeting to be convened at 10:30 a.m. on Friday, 19 May 2023 at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong (or any adjournment thereof).

I/We (note a) _____ of _____ being the registered holder(s) of _____ (note b) shares of US\$0.01 each in the share capital of Sanergy Group Limited (the “Company”) hereby appoint the Chairman of the annual general meeting of the Company (the “Meeting”) or _____ of _____ to act as my/our proxy (note c) to attend on my/our behalf at the Meeting to be held at 10:30 a.m. on Friday, 19 May 2023 at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without amendments, the resolutions set out in the notice convening the Meeting and to vote on my/our behalf as directed below.

Please put a “✓” in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1	To receive, consider and approve the audited consolidated financial statements and the reports of the directors (“Director(s)”) and auditors of the Company for the year ended 31 December 2022.		
2	(a) To re-elect Mr. Yan Haiting as an executive director of the Company.		
	(b) To re-elect Mr. Wang Ping as a non-executive director of the Company.		
	(c) To elect Mr. Peter Brendon Wyllie as an executive director of the Company.		
3	To authorise the board of Directors (the “Board”) to fix and adjust the Directors’ remuneration.		
4	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.		
5	To grant a general mandate to the Directors to exercise the power of the Company to purchase the Company’s shares up to 10% of the issued share capital of the Company*.		
6	To grant a general mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with the Company’s new shares up to 20% of the issued share capital of the Company*.		
7	To extend the general mandate granted to the Directors to exercise the power of the Company to allot, issue and otherwise deal with new shares in the capital of the Company pursuant to resolution no. 6 by the addition of an amount representing the total number of Shares of the Company repurchased pursuant to the foregoing resolution no. 5, if passed*.		

* Full text of the proposed resolutions are set out in the notice of the Meeting dated 26 April 2023.

Dated: _____

Shareholder’s signature: _____ (notes e, f, g and h)

Notes:

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- (b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (c) A proxy need not be a shareholder of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting of the Company (“Meeting”) or” and insert the name and address of the person appointed as your proxy in the space provided.
- (d) If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting. For the full text and details of the resolutions indicated above, please refer to the notice of Meeting dated 26 April 2023 as set out in the circular of the Company dated 26 April 2023.
- (e) In the case of a joint share holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- (g) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting.
- (h) Any alteration made to this form should be initialled by the person who signs the form.
- (i) Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”), which includes your and your proxy’s name and address.

Your and your proxy’s Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy’s Personal Data is on voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company’s Branch Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law for example, in response to a court order or a law enforcement agency’s request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy’s Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.