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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 19 MAY 2023; AND
(2) CHANGE OF DIRECTOR;
AND
(3) CHANGE OF CHAIRMAN OF THE BOARD AND
CHAIRMAN OF THE NOMINATION COMMITTEE**

(1) POLL RESULTS OF THE 2023 AGM

Reference is made to the circular (the “**Circular**”) and notice of the annual general meeting (the “**Notice of AGM**”) of Sanergy Group Limited (the “**Company**”) both dated 26 April 2023. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice of AGM.

The Board is pleased to announce that at the 2023 AGM held on Friday, 19 May 2023, all proposed resolutions (the “**Resolutions**”) as set out in the Notice of AGM were duly passed by the Shareholders by way of poll.

As at the date of the 2023 AGM, there were 1,000,000,000 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the 2023 AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the 2023 AGM. No Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the 2023 AGM. No parties had indicated in the Circular of their intention to vote against or to abstain from voting on any of the Resolutions at the 2023 AGM.

All Resolutions were voted by way of poll. Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed to act as the scrutineer for the vote-taking at the 2023 AGM.

Dr. Wei-Ming Shen, Mr. Yan Haiting, Mr. Hou Haolong, Mr. Wang Ping, Mr. Cheng Tai Kwan Sunny, Mr. Ngai Ming Tak Michael and Ms. Chan Chore Man Germaine attended the 2023 AGM in person.

The poll results of the Resolutions were set out as follows:

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
1	To receive, consider and approve the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2022	768,690,000 (100%)	0 (0%)
2	(a) To re-elect Mr. Yan Haiting as an executive Director	768,690,000 (100%)	0 (0%)
	(b) To re-elect Mr. Wang Ping as a non-executive Director	768,690,000 (100%)	0 (0%)
	(c) To elect Mr. Peter Brendon Wyllie as an executive Director	768,690,000 (100%)	0 (0%)
3	To authorise the Board to fix and adjust the Directors' remuneration	768,690,000 (100%)	0 (0%)
4	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration	768,690,000 (100%)	0 (0%)
5	To grant a general mandate to the Directors to exercise the power of the Company to repurchase shares of the Company not exceeding 10% of the total number of shares in issue (<i>Note</i>)	768,690,000 (100%)	0 (0%)
6	To grant a general mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with additional shares of the Company not exceeding 20% of the total number of shares in issue (<i>Note</i>)	768,690,000 (100%)	0 (0%)
7	To extend, conditional upon the passing of resolutions nos. 5 and 6, 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 the total number of shares repurchased pursuant to resolution no. 5 (<i>Note</i>)	768,690,000 (100%)	0 (0%)

Note: Please refer to the Notice of AGM for the full text of the Resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions, all of them were duly passed as ordinary resolutions by the Shareholders by way of poll at the 2023 AGM.

(2) CHANGE OF DIRECTOR

As stated in the Circular, Mr. Adriaan Johannes Basson (“**Mr. Basson**”), although eligible, did not offer himself for re-election at the 2023 AGM as he intends to devote more time on his other management role within the Group. Accordingly, Mr. Basson has retired by rotation as an executive Director at the conclusion of the 2023 AGM.

Mr. Basson will continue to serve as director of the Company’s subsidiary in South Africa. Mr. Basson has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders relating to his decision of not offering himself for re-election at the 2023 AGM.

The Board would like to take this opportunity to express its gratitude to Mr. Basson for his valuable contributions to the Group during his tenure of service as an executive Director.

As resolution no. 2(c) above in relation to the election of Mr. Peter Brendon Wyllie (“**Mr. Wyllie**”) as an executive Director was duly passed by the Shareholders at the 2023 AGM, the appointment of Mr. Wyllie as an executive Director took effect upon conclusion of the 2023 AGM.

Biographical details of Mr. Wyllie are summarized as follows:

Mr. Wyllie, aged 54, joined the Group in January 2014 and was a Director of the Company from June 2018 to June 2020. He is the General Counsel of the Group and a director of Gosource (China) Limited* (高碩(中國)有限公司), Gosource Capital Limited, Gosource Group Limited, Grafworld International Inc., Grafworld Macau Commercial Offshore Limited (also known as “Grafworld Commercial Offshore De Macau Limitada”), Sanergy Asia Ltd, Sanergy Europe Inc, Sanergy Global Ltd, Sanergy Group (Hong Kong) Limited, Sanergy Holding International Inc, Sangraf Global Inc, Sangraf International (Hong Kong) Limited and Sanode International Co., Limited, all being wholly-owned subsidiaries of the Company. Mr. Wyllie is primarily responsible for overseeing, identifying, developing and directing the implementation of business strategies and legal advisory.

Mr. Wyllie is a Barrister and Solicitor of the High Court of New Zealand. Prior to joining our Group, Mr. Wyllie was an equity partner at Helmore Ayers Lawyers in New Zealand, a boutique law firm specializing in asset structuring, commercial matters, acquisition and sales, corporate governance and private client work for local, national and international consumers, intermediaries and advisers. Mr. Wyllie was an advisor of the Family Trust Legal & Affairs Centre of King & Capital Law in Beijing, PRC from 2016.

Mr. Wyllie became a member of the International Tax Planning Association in November 2015, and a member of the Society of Trust and Estate Practitioners and a Registered Trust and Estate Practitioner in August 2007. He received a diploma in international trust management from the Society of Trust and Estate Practitioners in July 2007. He received a Master of Laws (Internet and Electronic Law) degree from Monash University in March 2003 and subsequently became admitted as a barrister and solicitor of the High Court of New Zealand in May 2003. Mr. Wyllie graduated from the University of Canterbury with a bachelor of laws degree in December 2001 and from the University of Otago with a bachelor of arts degree in December 1992.

Mr. Wyllie has entered into a service agreement with the Company for an initial term of three years commencing from 19 May 2023. Under the service agreement, Mr. Wyllie is entitled to an annual salary of US\$250,000 and a discretionary bonus as may be decided by the Board. Mr. Wyllie's remuneration has been and will be determined by reference to his experience, qualification, duties and responsibilities in the Company and the prevailing market rate and (in the case of discretionary bonus) his performance for the year. Mr. Wyllie's remuneration will be subject to review by the Remuneration Committee of the Company and the Board from time to time. As a Director, he is subject to retirement by rotation and re-election in accordance with the Articles.

Mr. Wyllie is a director of Otautahi Enterprises Trust Company Limited, one of the controlling Shareholders of the Company and the trustee of a discretionary family trust where Mr. Hou Haolong, one of the executive Directors and controlling Shareholders of the Company, is a beneficiary.

Save as disclosed above, as at the date of this announcement, Mr. Wyllie (i) does not hold any other position with the Company and other subsidiaries of the Group; (ii) does not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments or professional qualifications; (iv) does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders; and (v) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Wyllie as an executive Director.

(3) CHANGE OF CHAIRMAN OF THE BOARD AND CHAIRMAN OF THE NOMINATION COMMITTEE

The Board further announces that with effect from 19 May 2023, (i) Dr. Wei-Ming Shen (“**Dr. Shen**”) has tendered his resignation as the chairman of the Board; and (ii) Mr. Wyllie has been appointed as the chairman of the Board. Simultaneously, Dr. Shen has ceased to be the chairman of the nomination committee and Mr. Wyllie has been appointed as the chairman of the nomination committee.

Dr. Shen will remain as an executive Director and the chief executive officer of the Company. Dr. Shen has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange in relation to his resignation as the Chairman of the Board.

The Board would like to take this opportunity to express its appreciation for Dr. Shen's contributions and leadership during his tenure of service as the chairman of the Board and to welcome Mr. Wyllie as a new member and the chairman of the Board.

By order of the Board
SANERGY GROUP LIMITED
Peter Brendon Wyllie
Chairman and executive Director

Hong Kong, 19 May 2023

As at the date of this announcement, the Board comprises (i) Mr. Peter Brendon Wyllie (Chairman), Dr. Wei-Ming Shen, 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. Ngai Ming Tak Michael and Ms. Chan Chore Man Germaine as independent non-executive Directors.

* *For identification purposes only*