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SANERGY

SANERGY GROUP LIMITED

昇能集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2459)

RESULTS OF THE VALID ACCEPTANCES AND APPLICATIONS FOR THE RIGHTS SHARES AND NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND NQS UNSOLD RIGHTS SHARES SUBJECT TO THE COMPENSATORY ARRANGEMENTS

Placing Agents to the Rights Issue

Sinomax Securities Ltd. 佳富達證券

uSMART Securities 盈立證券

Reference is made to the prospectus (the "**Prospectus**") of Sanergy Group Limited (the "**Company**") dated 25 July 2025 in relation to the Rights Issue.

Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

As at the Record Date, the total number of issued Shares was 1,140,000,000 Shares, and the maximum number of Shares to be issued pursuant to the Rights Issue is 570,000,000 Shares.

RESULTS OF THE VALID ACCEPTANCES AND APPLICATIONS FOR THE RIGHTS SHARES

The Board announces that as at 4:00 p.m. on Friday, 8 August 2025, being the Latest Time for Acceptance, a total of 27 valid applications had been received for a total of 348,601,603 Rights Shares, representing approximately 61.2% of the total number of Rights Shares offered under the Rights Issue.

NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND NQS UNSOLD RIGHTS SHARES SUBJECT TO THE COMPENSATORY ARRANGEMENTS

As at the Record Date, there was no Non-Qualifying Shareholder and the number of the NQS Unsold Shares was nil. Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company has made arrangements to dispose of 221,398,397 Unsubscribed Rights Shares by offering such Unsubscribed Rights Shares to Placees for the benefit of the relevant No Action Shareholders. There will be no excess application arrangements in relation to the Rights Issue. It was disclosed in the Prospectus that the Company has appointed the Placing Agents to place the Unsubscribed Rights Shares after the Latest Time for Acceptance of the Rights Shares to be allotted and issued under the Rights Issue to Placees on a best effort basis, and any premium over the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the commission and expenses of the Placing Agents (including any other related costs and expenses), that is realised from the Placing will be paid to the relevant No Action Shareholders on a pro-rata basis. The Placing Agents will, on a best effort basis, procure, by not later than 4:00 p.m. on Tuesday, 19 August 2025, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares at a price not less than the Subscription Price. Any Unsubscribed Rights Shares remain not placed after completion of the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any but rounded down to the nearest cent) will be paid on pro-rata basis to the relevant No Action Shareholders as set out below:

(i) for No Action Shareholders, the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and

(ii) where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL and where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS.

It is proposed that if the Net Gain to any of the No Action Shareholder(s) mentioned above (i) is more than HK$100, the entire amount will be paid to them; or (ii) is HK$100 or less, such amount will be retained by the Company for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders may or may not receive any Net Gain.

The Placing will commence on Wednesday, 13 August 2025 and will end no later than 4:00 p.m. on Tuesday, 19 August 2025. A further announcement will be made by the Company on Monday, 25 August 2025 with regard to the results of the Rights Issue, including the results of the placing of the Unsubscribed Rights Shares by the Placing Agents and the amount of the Net Gain per Unsubscribed Rights Share under the Compensatory Arrangements.

WARNING OF THE RISKS OF DEALING IN THE SHARES

Shareholders and potential investors of the Company should note that: (a) the Rights Issue is subject to the fulfilment of certain conditions (as set out in the paragraph headed "Letter from the Board − Proposed Rights Issue − Conditions of the Rights Issue" in the Prospectus) and the Rights Issue may or may not proceed; and (b) the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to Placees under the Compensatory Arrangements. Any Unsubscribed Rights Shares which remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject to are fulfilled, will accordingly bear the risk that the Rights Issue and the Placing may not become unconditional or may not proceed.

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

Hong Kong, 12 August 2025

As at the date of this announcement, the Board comprises (i) Mr. Peter Brendon Wyllie (chairman of the Board), Mr. Adriaan Johannes Basson 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.