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SANERGY GROUP LIMITED

昇能集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 2459)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of the shareholders (the "**Shareholders**") of Sanergy Group Limited (the "**Company**") will be held at 3 East Industrial Road, Hongzhou Industrial Park, Huixian Industries Concentration Zone, Xinxiang, Henan, China on Monday, 27 April 2026 at 10:30 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

SPECIAL RESOLUTION

1. "**THAT**, AS A SPECIAL RESOLUTION, subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting approval for the listing of, and permission to deal in, the New Shares (as defined below), and the compliance with the relevant procedures and requirements under the Cayman Islands laws, the articles of association adopted by the Company (the "**Articles**") and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation (as defined below), after the date on which this resolution is passed by the shareholders of the Company (the "**Shareholders**") or the above conditions are fulfilled (whichever is later):

(a) every ten (10) issued and unissued ordinary shares of par value of US$0.01 each (each an "**Existing Share**") in the share capital of the Company be consolidated into one (1) ordinary share (each a "**Consolidated Share**") of par value of US$0.1 (the "**Share Consolidation**"), with all fractional New Shares arising from the Share Consolidation, if any, be disregarded and not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; such that the authorized share capital of the Company be changed from US$50,000,000 divided into 5,000,000,000 ordinary shares of par value US$0.01 each to US$50,000,000 divided into 500,000,000 Consolidated Shares of par value US$0.1 each;

(b) immediately following the Share Consolidation becoming effective,

(i) the issued share capital of the Company be reduced from US$19,380,000 divided into 193,800,000 Consolidated Shares of par value US$0.10 each (all of which are fully paid up or credited as fully paid up) by US$17,442,000 to US$1,938,000 divided into 193,800,000 New Shares of par value US$0.01 each by cancelling the paid-up capital of the Company to the extent of US$0.09 on each issued Consolidated Share (the "**Capital Reduction**"), so that the par value of each issued Consolidated Share will be reduced from US$0.1 to US$0.01 (the "**New Share(s)**");

(ii) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be applied by the directors of the Company in any manner permitted under all applicable laws and the memorandum and articles of association of the Company, including without limitation offsetting any accumulated losses of the Company from time to time; and

(iii) each authorised but unissued Consolidated Share of par value of US$0.1 be sub-divided into ten (10) unissued New Shares of par value of US$0.01 each (the "Share Sub-division", together with the Share Consolidation and the Capital Reduction, the "**Capital Reorganisation**"), so that immediately following the Capital Reorganisation, the authorised share capital of the Company be changed from US$50,000,000 divided into 500,000,000 Consolidated Shares of par value US$0.1 each to US$50,000,000 divided into 5,000,000,000 New Shares of par value US$0.01 each;

(c) each of the New Shares arising from the Capital Reorganisation shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum of association of the Company and the Articles; and

(d) any one or more of the Directors, the registered office provider of the Company and/or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver on behalf of the Company all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Capital Reorganisation."

By order of the Board
Sanergy Group Limited
Peter Brendon Wyllie
Chairman and executive Director

Hong Kong, 10 April 2026

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Room 2602, 26th Floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.

2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to be valid, a form of proxy must be deposited at the Company's share Registrar in Hong Kong, Computershare Hong Kong Investor Services Ltd., 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by 10:30 a.m. on Saturday, 25 April 2026) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

4. The transfer books and register of members will be closed from Wednesday, 22 April 2026 to Monday, 27 April 2026, both days inclusive to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share Registrar in Hong Kong, Computershare Hong Kong Investor Services Ltd., Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than Tuesday, 21 April 2026. Shareholders whose names appear on the register of members of the Company on Monday, 27 April, 2026 (i.e. the record date) are entitled to attend and vote at the EGM.

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, Professor the Honourable Ngai Ming Tak Michael and Ms. Chan Chore Man Germaine as independent non-executive Directors.