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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)

CAPITAL REORGANISATION BECOMING EFFECTIVE; CHANGE IN BOARD LOT SIZE; AND ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

Reference is made to the circular (the "**Circular**") of Sanergy Group Limited (the "**Company**") dated 10 April 2026 in relation to the proposed capital reorganization and change in board lot size and the notice of extraordinary general meeting. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

CAPITAL REORGANISATION BECOMING EFFECTIVE

The Board is pleased to announce that approval has been granted by the Listing Committee for the listing of, and permission to deal in, the New Shares. Further notification has been received from the Cayman Registrar confirming that the Solvency Statement and the minute stating certain information as required by the Companies Act with respect to the Capital Reduction was duly registered, and the Gazette notice was published on Monday, 11 May 2026. As all the conditions of the Capital Reorganisation have been fulfilled, the Capital Reorganisation has become effective and dealings in the New Shares have commenced.

Please refer to the Circular and the expected timetable therein for further details including the trading arrangement, the arrangement for free exchange of share certificates and matching services for odd lots in connection with the Capital Reorganisation. The Shareholders should note that, upon the Capital Reorganisation becoming effective, the new share certificates for the New Shares will be issued in green colour in order to distinguish them from the share certificates for the Existing Shares which are in blue colour.

CHANGE IN BOARD LOT SIZE

As a result of the Capital Reorganisation becoming effective, the Change in Board Lot Size will come into effect on Friday, 29 May 2026. The board lot size of the Shares for trading on the Stock Exchange will be changed from 20,000 Existing Shares to 10,000 New Shares. The original counter for trading in the New Shares in the new board lot size of 10,000 New Shares will be re-open at 9:00 a.m. on Friday, 29 May 2026. For details of the trading arrangement, please refer to the Circular and the expected timetable therein.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

As at the date of this announcement, there are a total of 100,000,000 outstanding Share Options granted under the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 100,000,000 Existing Shares.

As a result of the Capital Reorganisation becoming effective, the exercise prices of the outstanding Share Options and the number of New Shares to be issued upon exercise of the outstanding Share Options will be adjusted in accordance with the terms of the Share Option Scheme in the following manner:

	Before adjustment		**After adjustment**	
Date of grant	**Exercise price per outstanding Share Option granted**	**Number of Existing Shares to be allotted and issued upon full exercise of the outstanding Share Options granted**	**Exercise price per outstanding Share Option granted**	**Number of New Shares to be allotted and issued upon full exercise of the outstanding Share Options granted**
28 January 2026	HK$0.106	100,000,000	HK$1.06	10,000,000

The aforesaid adjustments in relation to the outstanding Share Options have come into effect following the Capital Reorganisation becoming effective. Save for the above adjustments, all other terms and conditions of the outstanding Share Options remain unchanged.

The auditors appointed by the Company has confirmed to the Directors in writing that the adjustments made to the exercise prices of the outstanding Share Options and the number of New Shares to be issued upon exercise of the outstanding Share Options are in accordance with (i) the terms of the Share Option Scheme; (ii) Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on the Rule 17.03(13) of the Listing Rules; and (iii) the Note Immediately after the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020 (the "**Supplementary Guidance**") in relation to the adjustments of share options.

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

Hong Kong, 14 May 2026

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.