

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SANERGY

SANERGY GROUP LIMITED

昇能集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 2459)

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO
THE ANNUAL REPORT OF THE COMPANY
FOR THE YEAR ENDED 31 DECEMBER 2023**

References are made to (i) the prospectus of Sanergy Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 30 December 2022 (the “**Prospectus**”); and (ii) the annual report of the Company for the year ended 31 December 2023 (the “**Annual Report**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Prospectus and the Annual Report.

The Board would like to provide further information to the Annual Report in relation to the non-competition undertakings given by the Controlling Shareholders.

As disclosed on page 352 of the Prospectus, the Controlling Shareholders will make annual declarations on compliance with their undertaking under the Deed of Non-competition in the annual report of the Company. The Board would like to supplement in the section headed “Corporate Governance Report” in the Annual Report and provide the following information:

Deed of Non-competition

The Controlling Shareholders entered into the Deed of Non-competition on 19 December 2022 in favour of the Company (for itself and as trustee for each of its subsidiaries from time to time). Detailed information on the Deed of Non-competition is set forth in the section headed “Relationship with Controlling Shareholders — Deed of Non-competition” in the Prospectus.

The Controlling Shareholders have given written declarations and have confirmed to the Company that they have complied with the non-competition undertakings under the Deed of Non-competition during the period from 17 January 2023, being the Listing Date, to 31 December 2023 (the “**Relevant Period**”). The Controlling Shareholders have also confirmed in the declarations that they have no interest in any business, other than the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group during the Relevant Period.

The independent non-executive Directors have reviewed the status of compliance of the Deed of Non-competition and confirmed that nothing has come to their attention that the Controlling Shareholders have breached any undertaking or provisions under the Deed of Non-competition during the Relevant Period.

The supplementary information set out in this announcement does not affect other information contained in the Annual Report and save as disclosed above, all other information in the Annual Report remains unchanged.

By Order of the Board
SANERGY GROUP LIMITED
Mr. Peter Brendon Wyllie
Executive Director and Chairman of the Board

Hong Kong, 4 September 2024

As at the date of this announcement, the Board comprises (i) Mr. Peter Brendon Wyllie (chairman of the Board) and Mr. Hou Haolong as executive Directors; (ii) Mr. Wang Ping and Professor Zheng Honghe as non-executive Directors; and (iii) Mr. Cheng Tai Kwan Sunny, Mr. Ngai Ming Tak Michael and Ms. Chan Chore Man Germaine as independent non-executive Directors.