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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)**

## **HIGH CONCENTRATION OF SHAREHOLDING**

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of the high concentration of shareholding of Sanergy Group Limited (the “**Company**”) in the hands of a limited number of shareholders of the Company (the “**Shareholders**”) as at 19 August 2024.

As disclosed in the SFC Announcement, as at 19 August 2024, (i) 25 shareholders held an aggregate of 279,248,896 Shares, representing 27.65% of the issued Shares; and (ii) an aggregate of 49,309,481 Shares (representing 4.88% of the issued Shares) were not held in the CCASS and not registered on the Company’s Hong Kong register of members. Such shareholdings, together with 582,500,000 Shares (representing 57.67% of the issued Shares) held by the controlling shareholder of the Company, **represented 90.20% of the issued Shares.**

Shares not held in the CCASS and not registered on the Company’s Hong Kong register of members, which the Company understands, represent Shares held under the Cayman share registrar. Based on the Cayman register of members and the information currently available to the Company, as at 19 August 2024, there were only 42,613,481 Shares (representing 4.22% of the issued Shares) held by 5 shareholders under the Cayman share registrar. Such shareholdings, together with 582,402,000 Shares (representing 57.66% of the issued Shares) held by the controlling shareholder of the Company and 279,248,896 Shares (representing 27.65% of the issued Shares) held by 25 shareholders, **resulted in a total shareholding held by 31 shareholders represented 89.53% of the issued Shares.**

This announcement is made at the request of the Stock Exchange in respect of the high concentration of shareholding of the Company in the hands of a limited number of Shareholders as at 19 August 2024.

## HIGH CONCENTRATION OF SHAREHOLDING

The Company noted that an announcement (the “**SFC Announcement**”) was published by the Securities and Futures Commission (the “**SFC**”) on 2 September 2024.

As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. The SFC’s findings suggested that as at 19 August 2024, 25 shareholders held an aggregate of 279,248,896 Shares, representing 27.65% of the issued Shares. The SFC’s findings also suggested that, as at 19 August 2024, an aggregate of 49,309,481 Shares (representing 4.88% of the issued Shares) were not held in the Central Clearing and Settlement System (“**CCASS**”) and not registered on the Company’s Hong Kong register of members. Such shareholdings, together with 582,500,000 Shares (representing 57.67% of the issued Shares) held by the controlling shareholder of the Company, represented 90.20% of the issued Shares. As such, only 98,941,623 Shares (representing 9.80% of the issued Shares) were in the hands of other shareholders.

According to the SFC Announcement, as at 19 August 2024, the shareholding structure of the Company was as follows:

	<b>Number of shares held</b> <i>(Shares)</i>	<b>% of total number of issued Shares</b> <i>(%)</i>
Otautahi Capital Inc. <i>(Note 1)</i>	582,500,000	57.67
A group of 25 shareholders	279,248,896	27.65
Shares not held in CCASS and not registered on the Company’s Hong Kong register of members	49,309,481	4.88
Other shareholders	<u>98,941,623</u>	<u>9.80</u>
<b>Total</b>	<u><u>1,010,000,000</u></u>	<u><u>100.00</u></u>

*Note 1:* Otautahi Capital Inc. is wholly-owned by Otautahi Holdings Limited which in turn is wholly-owned by Otautahi Enterprises Trust Company Limited. Otautahi Enterprises Trust Company Limited is the trustee of Otautahi Enterprises Trust, which is a discretionary trust established by Otautahi Enterprises Trust Company Limited as the trustee and Mr. Hou Haolong, an Executive Director of the Company, is one of the beneficiaries of Otautahi Enterprises Trust. Accordingly, Mr. Hou Haolong is deemed to be interested in the Shares held by Otautahi Capital Inc. under the SFO.

The SFC Announcement further stated that:

- (a) From 2 May 2024 to 19 August 2024, the closing price of the Shares rose 463% from HK\$3.76 to HK\$21.15.
- (b) After market close on 13 August 2024, the Company issued a profit warning that it expected to record a net loss attributable to the owners of the Company of not more than US\$16.5 million for the six months ended 30 June 2024, as compared to a net loss attributable to the owners of the Company of approximately US\$4.2 million for the six months ended 30 June 2023.
- (c) As at 30 August 2024, the price of the Shares closed at HK\$21.3, representing an increase of 466% from the closing price of HK\$3.76 on 2 May 2024.

The information above is extracted from the SFC Announcement and the board (the “**Board**”) of the directors (each a “**Director**” and collectively, the “**Directors**”) of the Company has not independently verified such information. Accordingly, the Board is not in a position to comment on the accuracy of the above information except for the information set out in paragraphs (a) to (c) above. Further, according to the latest available disclosure of interests notice filed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and provided by Otautahi Capital Inc., it was interested in 582,402,000 Shares, representing approximately 57.66% of the issued Shares as at the date of this announcement. Shares not held in the CCASS and not registered on the Company’s Hong Kong register of members, which the Company understands, represent Shares held under the Cayman share registrar. Based on the Cayman register of members and the information currently available to the Company, as at 19 August 2024, there were only 42,613,481 Shares (representing 4.22% of the issued Shares) held by 5 shareholders under the Cayman share registrar. Such shareholdings, together with 582,402,000 Shares (representing 57.66% of the issued Shares) held by the controlling shareholder of the Company and 279,248,896 Shares (representing 27.65% of the issued Shares) held by 25 shareholders, resulted in a total shareholding held by 31 shareholders represented 89.53% of the issued Shares.

Please refer to the SFC Announcement for more information.

## **PUBLIC FLOAT**

Based on the information available and to the Directors’ best knowledge after making all reasonable enquiries, the Directors confirm that not less than 25% of the issued Shares were held in public hands as at 19 August 2024 and the date of this announcement, and the Company has maintained a sufficient public float as required under the Rules Governing the Listing of Securities on the Stock Exchange.

**In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares. Further, as a result of the high concentration of shareholding, the Company's securities may not have a genuine market or its shareholding may have been concentrated in the hands of a few Shareholders.**

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

Hong Kong, 3 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.*