

**To be valid, the whole of this Provisional Allotment Letter must be returned.**  
本暫定配額通知書必須整份交回，方為有效。

**IMPORTANT**  
**重要提示**

Reference is made to the prospectus issued by Sanergy Group Limited (the “Company”) dated 25 July 2025 in relation to the Rights Issue (the “Prospectus”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.  
茲提述昇能集團有限公司(「本公司」)日期為二零二五年七月二十五日就供股刊發之供股章程(「供股章程」)。除非文義另有所指，供股章程所界定之詞彙與本暫定配額通知書所採用者具有相同涵義。

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON FRIDAY, 8 AUGUST 2025 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE” BELOW).**

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並請即處理。本暫定配額通知書所載之要約將於二零二五年八月八日(星期五)下午四時正(或下文「惡劣天氣對最後接納時限的影響」一段所述之有關較後日期及／或時間)截止。

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, A LICENSED DEALER IN SECURITIES OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.**

閣下如對本暫定配額通知書之任何方面或將採取之行動有任何疑問，或如 閣下已出售或轉讓 閣下名下全部或部分本公司之股份，應諮詢 閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and the other documents specified in the paragraph headed “15. Documents registered by the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同供股章程以及供股章程附錄三「15.公司註冊處處長之登記文件」一段所述之其他文件之副本，已依據香港法例第32章公司(清盤及雜項條文)條例第342C條規定於香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, 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 PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser(s) for details of the settlement arrangements and how such arrangements may affect your rights and interests.

買賣股份及未繳股款及繳足股款供股股份可透過香港結算設立及營運之中央結算系統進行交收，而 閣下應諮詢 閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情以及有關該等安排對 閣下之權利與權益可能構成之影響。

The Rights Issue is subject to the fulfilment of the conditions of the Rights Issue as set out in the section headed “Letter from the Board – Proposed Rights Issue – Conditions of the Rights Issue” in the Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Wednesday, 20 August 2025). If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares up to the date when all the conditions to which the Rights Issue is subject are fulfilled. 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).

供股須待供股成為無條件的最後時間(目前預期為二零二五年八月二十日(星期三)下午四時正)或之前達成供股章程內「董事會函件－建議供股－供股之條件」一節所載供股的條件，方告作實。倘於供股成為無條件的最後時間或之前尚未達成供股的條件，則供股將不會進行。股東及潛在投資者於規限供股的所有條件獲達成當日前買賣股份及／或未繳股款供股股份時，務請審慎行事。任何人士如對其狀況或應採取的任何行動有任何疑問，建議諮詢彼等的專業顧問。

Subject to the granting of listing on the Stock Exchange of, and permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待供股股份(以未繳股款及繳足股款形式)獲批准於聯交所上市及買賣且符合香港結算之股份收納規定後，供股股份(以未繳股款及繳足股款形式)將獲香港結算接納為合資格證券，自未繳股款及繳足股款之供股股份各自開始於聯交所買賣當日或香港結算釐定之該等其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日所進行之交易，須於其後第二個交易日在中央結算系統內交收。中央結算系統內之所有活動均須受不時生效之中央結算系統一般規則及中央結算系統運作程序規則規管。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Friday, 8 August 2025. All remittances must be made by cheques or banker’s cashier orders in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “SANERGY GROUP LIMITED - PROVISIONAL ALLOTMENT ACCOUNT” and crossed “ACCOUNT PAYEE ONLY”. Instructions on transfer and splitting are set out in the enclosed sheet. No receipt will be given for such remittance.

閣下如欲行使 閣下之權利認購本暫定配額通知書指定之全部供股股份，須不遲於二零二五年八月八日(星期五)下午四時正，按照本暫定配額通知書印備之指示將本暫定配額通知書連同接納時須繳付之全數股款，送呈本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元之支票或銀行本票支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「SANERGY GROUP LIMITED - PROVISIONAL ALLOTMENT ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆之指示載於附頁。本公司將不會發出股款收據。

All times and dates stated in this PAL refer to Hong Kong local times and dates.  
本暫定配額通知書內所有時間及日期均指香港本地時間及日期。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail.  
本暫定配額通知書之中英文版本如有任何歧義，概以英文版本為準。

Form A  
表格甲

Branch share registrar and transfer office  
in Hong Kong:  
Computershare Hong Kong Investor  
Services Limited  
Shops 1712-1716, 17th Floor,  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

香港股份過戶登記分處：  
香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716號舖



**SANERGY**

**SANERGY GROUP LIMITED**

**昇能集團有限公司**

(Incorporated in Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

(Stock code: 2459)

(股份代號：2459)

**RIGHTS ISSUE OF RIGHTS SHARES ON THE BASIS OF  
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING  
SHARES**

**AT HK\$0.08 PER RIGHTS SHARE**

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN  
4:00 P.M. ON FRIDAY, 8 AUGUST 2025**

按每持有兩(2)股股份獲發一(1)股供股股份之基準  
以認購價每股供股股份0.08港元

進行供股

股款須不遲於二零二五年八月八日(星期五)下午四時正  
接納時繳足

**PROVISIONAL ALLOTMENT LETTER**  
暫定配額通知書

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

Headquarters and principal place of  
business in China:  
3 East Industrial Road  
Hongzhou Industrial Park  
Huixian Industries Concentration Zone  
Xinxiang, Henan  
China

總部及中國主要營業地點：  
中國  
河南省新鄉市  
輝縣市工業集中區  
洪州工業園  
工業東路3號

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

香港主要營業地點：  
灣仔港灣道26號  
華潤大廈  
26樓  
2602室

25 July 2025  
二零二五年七月二十五日

Provisional Allotment Letter No.  
暫定配額通知書編號

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東之姓名及地址

Number of Shares registered in your name(s) on Thursday, 24 July 2025  
於二零二五年七月二十四日(星期四)以閣下名義登記之股份數目

BOX A  
甲欄

Number of Rights Shares in your provisional allotment. Subject to payment in full on acceptance by no later than 4:00  
p.m. on Friday, 8 August 2025  
閣下獲暫定配發之供股股份數目。股款須不遲於二零二五年八月八日(星期五)下午四時正接納時繳足方可作實

BOX B  
乙欄

Total subscription monies payable in full upon acceptance  
於接納時應全數繳足之認購股款總額

BOX C  
丙欄

HK\$  
港元

Note: All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with,  
or by banker's cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to  
"SANERGY GROUP LIMITED – PROVISIONAL ALLOTMENT ACCOUNT" and crossed "Account  
Payee Only". All cheques or banker's cashier orders will be presented for payment following receipt.  
附註：所有股款必須以港元繳付。支票須由香港持牌銀行之賬戶開出或銀行本票須由香港持牌銀行發出，兩者  
均須註明收款人為「SANERGY GROUP LIMITED – PROVISIONAL ALLOTMENT ACCOUNT」並以  
「只准入抬頭人賬戶」方式劃線開出。所有支票或銀行本票收訖後將隨即過戶。

Name of bank on which cheque/banker's cashier order is drawn:  
支票／銀行本票之付款銀行名稱：

Contact Telephone No.:  
聯絡電話號碼：

Cheque/banker's cashier order number:  
支票／銀行本票號碼：

A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION  
NO RECEIPT WILL BE GIVEN FOR REMITTANCE  
每份申請須隨附一張獨立開出之支票或銀行本票  
本公司將不會發出股款收據

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**FORM OF TRANSFER AND NOMINATION**

**轉讓及提名表格**

**Form B**  
**表格乙**

**(To be completed and signed only by Qualifying Shareholder(s) who wish(es)  
to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)**  
**(僅供擬將其／彼等認購表格甲內乙欄所列供股股份之權利全數轉讓之合資格股東填寫及簽署)**

To: The Directors,  
**Sanergy Group Limited**  
致：昇能集團有限公司  
列位董事

Dear Sir/Madam,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below. I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等謹將本暫定配額通知書所列本人／吾等可認購供股股份之權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。本人／吾等已細閱附頁所載各項條件及轉讓手續，並同意受其約束。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

**Signature(s) of Qualifying Shareholder(s) (all joint Qualifying Shareholders must sign)**

**合資格股東簽署(所有聯名合資格股東均須簽署)**

Date 日期：\_\_\_\_\_

**Note: Hong Kong ad valorem stamp duty is payable in connection with the transfer of right(s) to subscribe for the Rights Share(s).**

附註：轉讓認購供股股份之權利須繳付香港從價印花稅。

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**REGISTRATION APPLICATION FORM**  
**登記申請表格**

**Form C**  
**表格丙**

(To be completed and signed only by the person(s) to whom the right(s) to subscribe for the  
Rights Share(s) have been transferred)  
(僅供承讓認購供股股份權利之人士填寫及簽署)

To: The Directors  
**Sanergy Group Limited**

致：昇能集團有限公司  
列位董事

Dear Sir/Madam,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and articles of association of the Company. I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列數目之供股股份以本人／吾等名義登記。本人／吾等同意按照本暫定配額通知書及供股章程所載之條款，並在貴公司之組織章程大綱及組織章程細則限制下接納該等股份。本人／吾等已細閱附頁所載各項條件及轉讓手續，並同意受其約束。

Existing Shareholder(s)

Please mark "X" in this box

現有股東請於此欄內填上「X」符號

☐

To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.  
請用英文正楷填寫。聯名申請人僅需填寫排名首位申請人之地址。

Name in English 英文姓名	Family name/Company name 姓氏／公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Full name(s) of joint applicant(s) in English (if any) 聯名申請人英文全名 (如有)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址 (聯名申請人僅需填寫排名首位申請人之地址)			
Occupation 職業		Telephone no. 電話號碼	
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account no. 銀行賬戶號碼	

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

**Signature(s) of applicant(s) (all joint applicant(s) must sign)**  
**申請人簽署(所有聯名申請人均須簽署)**

Date 日期：\_\_\_\_\_

**Note: Hong Kong ad valorem stamp duty is payable in connection with the acceptance of your right(s) to subscribe for the Rights Share(s).**  
**附註：接納可認購供股股份之權利須繳納香港從價印花稅。**

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THE WHOLE OF THIS PAL INTACT WITH THE REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG, TOGETHER WITH A REMITTANCE FOR THE FULL AMOUNT PAYABLE ON ACCEPTANCE, AS SET OUT IN BOX C IN FORM A, SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON FRIDAY, 8 AUGUST 2025 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS. CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, AND BANKER'S CASHIER ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "SANERGY GROUP LIMITED - PROVISIONAL ALLOTMENT ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY".

閣下如欲全數接納本暫定配額通知書所指定供股股份之暫定配額，須將本暫定配額通知書整份連同表格甲之丙欄所示接納時全數應付股款，不遲於二零二五年八月八日(星期五)下午四時正(或於惡劣天氣之情況下根據下文「惡劣天氣對最後接納時限的影響」一段所述較後日期及／或時間)交回過戶處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「SANERGY GROUP LIMITED - PROVISIONAL ALLOTMENT ACCOUNT」，及以「只准入抬頭人賬戶」劃線方式開出。

Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 29 July 2025 to Tuesday, 5 August 2025 (both dates inclusive) on the Stock Exchange. Any Shareholders or other persons dealing in the Shares or in the Rights Shares in the nil-paid form up to the date on which all conditions to which the Rights Issue is subject are fulfilled, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. If the Rights Issue fails to proceed, the subscription monies received will be refunded to the applicants by cheques without interest by ordinary post to their registered addresses at the risk of such persons. Any Shareholders or other persons contemplating transferring, selling or purchasing Shares and/or Rights Shares in the nil-paid form during such periods are recommended to consult their professional advisers.

未繳股款供股股份將於二零二五年七月二十九日(星期二)至二零二五年八月五日(星期二)(包括首尾兩日)在聯交所買賣。任何股東或其他人士於供股全部條件獲達成當日買賣股份或於直至供股所有條件獲達成當日為止之期間以未繳股款方式買賣供股股份，須相應承擔供股可能不會成為無條件或可能不會進行之風險。倘供股未能進行，則所收取之認購股款將不計利息以支票退還予申請人，退款支票將以平郵寄發至有關人士之登記地址，郵誤風險概由彼等自行承擔。任何股東或其他人士如欲於該期間內轉讓、出售或購買股份及／或未繳股款供股股份，應諮詢彼等之專業顧問。

**INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN THE ENCLOSED SHEET.**

有關轉讓及分拆之指示載於附頁。

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

接納本暫定配額通知書所載暫定配額之每位人士均確認其已閱讀附頁及供股章程所載條款及條件以及接納手續，並同意受其約束。

**A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH ACCEPTANCE**

**NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份申請須隨附一張獨立開出之支票或銀行本票

本公司將不會就股款另發收據

**IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.**

在轉讓供股股份的認購權時，每項買賣均須繳納香港從價印花稅。以出售以外方式餽贈或轉讓實益權益亦須繳納香港從價印花稅。在辦理本文件所載供股股份配額任何轉讓登記之前，須出示已繳納香港從價印花稅之證明。

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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)**

25 July 2025

Dear Qualifying Shareholder(s),

### **INTRODUCTION**

Reference is made to the prospectus issued by Sanergy Group Limited (the “**Company**”) dated 25 July 2025 in relation to the Rights Issue (the “**Prospectus**”). In accordance with the terms and conditions of this PAL and those set out in the Prospectus and subject to the memorandum of association and articles of association of the Company, the Directors have provisionally allotted to you a number of Rights Shares on the basis of one (1) Rights Share for every two (2) Shares held and registered in your name(s) as at the Record Date on Thursday, 24 July 2025 at a subscription price of HK\$0.08 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

The Prospectus Documents have not been or will not be registered or filed under the securities law of any jurisdiction other than Hong Kong. No action has been taken by the Company to permit the offering of the Rights Shares in any territory outside Hong Kong.

No persons receiving a copy of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory or jurisdiction where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof or where the offer is made in reliance on any exemption or where compliance with the relevant legal or regulatory requirement will not, in the Board’s judgement, be unduly burdensome. It is the responsibility of any person outside Hong Kong (including but not limited to any agent, custodian, nominee or trustee on his/her/its behalf) wishing to subscribe or make an application for the Rights Shares to satisfy himself/herself/itself/ themselves before subscribing for the allotted Rights Shares, as to the full observance of the laws and regulations of all relevant territory or jurisdiction, including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. Such persons should consult their professional advisers if in doubt. No application for Rights Shares will be accepted from the Non-Qualifying Shareholders (if any). The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

### **RIGHTS SHARES**

The Rights Shares (when allotted, fully paid or credited as fully paid and issued) will be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the fully paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully paid Rights Shares.

Subject to the granting of listing on the Stock Exchange of, and permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Rights Issue is subject to the fulfilment of the conditions of the Rights Issue as set out in the section headed “**Letter from the Board – Proposed Rights Issue – Conditions of the Rights Issue**” in the Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Wednesday, 20 August). If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed. 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).

#### **PROCEDURES FOR ACCEPTANCE AND PAYMENT**

To take up your provisional entitlement in full you must lodge the whole of this PAL intact and in accordance with the instructions printed herein with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with a remittance for the full amount payable on acceptance, as set out in Box C in Form A, so as to be received by the Registrar by no later than 4:00 p.m. on Friday, 8 August 2025 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather on the Latest Time for Acceptance” below). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**SANERGY GROUP LIMITED - PROVISIONAL ALLOTMENT ACCOUNT**” and crossed “**ACCOUNT PAYEE ONLY**”. Such payment will constitute acceptance of the provisional allotment of the Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum of association and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

Share certificate(s) for any Rights Shares in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholder, by ordinary post at their own risk at the address stated herein on or before Tuesday, 26 August 2025.

It should be noted that unless the duly completed PAL, together with the appropriate remittance for the amount shown in Box C in Form A, has been lodged with the Registrar for registration as described above by no later than 4:00 p.m. on Friday, 8 August 2025 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed “**Effect of Bad Weather on the Latest Time for Acceptance**” below), whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion but without obligation) treat a PAL (lodged as mentioned above) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

#### **TRANSFER**

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “Form of Transfer and Nomination” (Form B) and hand the completed and signed PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the “Registration Application Form” (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong so as to be received by no later than 4:00 p.m. on Friday, 8 August 2025 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather on the Latest Time for Acceptance” below). It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. If you are an Overseas Shareholder, please refer to the section headed “**Letter from the Board – Proposed Rights Issue – Non-Qualifying Shareholders**” in the Prospectus for details of the restrictions which may be applicable to you.

#### **SPLITTING**

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part or all of your rights to more than one person, the entire original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Thursday, 31 July 2025 with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations as required, which will be available for collection at the Registrar’s address set out above after 9:00 a.m. on the second Business Day after the date of your surrender of the original PAL.

## **EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE**

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above or “extreme conditions” as announced by the Government of the Hong Kong Special Administrative Region or a “black” rainstorm warning issued by the Hong Kong Observatory:

- (i) in force in Hong Kong at any time before 12:00 noon and no longer in force after 12:00 noon on Friday, 8 August 2025, being the Latest Acceptance Date. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any time between 12:00 noon and 4:00 p.m. on Friday, 8 August 2025, being the Latest Acceptance Date. Instead, the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m. on Friday, 8 August 2025, the dates mentioned in the section headed “Expected Timetable” in the Prospectus may be affected. An announcement will be made as soon as practicable by the Company in such event.

## **FRACTIONAL ENTITLEMENTS**

No fractional entitlements to the Rights Shares shall be issued to the Shareholders and no entitlements of the Non-Qualifying Shareholders to the Rights Shares shall be issued to the Non-Qualifying Shareholders. All fractions of the Rights Shares shall be aggregated (rounded down to the nearest share) and, if a premium (net of expenses) can be obtained, shall be sold in the market by the Company for its own benefit.

## **ODD LOT ARRANGEMENT**

Upon the Change in Board Lot Size, each board lot of the Company will increase from 2,000 Shares to 20,000 Shares. To facilitate the trading of odd lots of Shares, the Company has appointed uSMART Securities Limited to stand in the market to match the purchase and sale of odd lots of the Shares at the relevant market price, on a best effort basis. Holders of Shares in odd lots who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up to a full board lot may contact Sam Chan at (852) 3018 4526 during the period from 9:00 a.m. on Tuesday, 29 July 2025 to 4:00 p.m. on Monday, 18 August 2025, both days inclusive. Holders of Shares in odd lots should note that the matching services mentioned above are on a “best effort” basis only and successful matching of the sale and purchase of odd lots of Shares is not guaranteed and will depend on there being an adequate amount of odd lots of Shares available for matching. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/ its/ their own professional advisers.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES**

The Shares have been dealt in on an ex-rights basis from Wednesday, 16 July 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Tuesday, 29 July 2025 to Tuesday, 5 August 2025. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Any party 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 are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the existing Shares and/or the nil-paid Rights Shares. Any party (including Shareholders and potential investors of the Company) 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).

## **CHEQUES AND BANKER'S CASHIER ORDERS**

All cheques and banker's cashier orders will be presented for payment following receipt and all interests earned on such application monies (if any) will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect hereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque and/or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

Completion and return of this PAL together with a cheque or banker's cashier order in payment of the Rights Shares, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by you that the cheque or banker's cashier order will be honoured upon first presentation.

## **SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS SHARES**

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be sent on or before Tuesday, 26 August 2025 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. Each allottee will receive one share certificate for all allotted Rights Shares.

Refund cheques if the Rights Issue does not proceed are expected to be posted on Tuesday, 26 August 2025 by ordinary post to the applicants' registered addresses, at their own risk.

## **REPRESENTATIONS AND WARRANTIES**

By completing, signing and submitting the PAL, each purchaser of the nil-paid Rights Shares or subscriber of the Rights Shares hereby represents and warrants to the Company and to any person acting on their behalf, unless in their sole discretion the Company waives such requirement expressly in writing that:

- he/she/it was a Qualifying Shareholder on Thursday, 24 July 2025, or he/she/it lawfully acquired or may lawfully acquire the nil-paid Rights Shares, directly or indirectly, from such a person; and
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Shares and/or the fully-paid Rights Shares in the jurisdiction in which he/she/it resides or is currently located.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of the Rights Shares comprised in, or transfer or purported transfer of, the PAL if it: (i) appears to the Company to have been executed in, or despatched from outside of Hong Kong, and the acceptance or transfer may involve a breach of the laws of outside of Hong Kong or the acceptance or transfer is otherwise in a manner which may involve a breach of the laws of any jurisdiction or if the Company or its agents believe the same may violate any applicable legal or regulatory requirement; (ii) provides an address outside of Hong Kong for delivery of definitive share certificates for the Rights Shares and such delivery would be unlawful or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would be unlawful to deliver such certificates; or (iii) purports to exclude the representation and/or warranty required by the paragraph immediately above.

It is the responsibility of the Qualifying Shareholders outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself/themselves before acquiring any rights to subscribe for the Rights Shares as to the full observance of the laws and regulations of the relevant territories or jurisdictions, including the obtaining of any governmental or other consents, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Completion and return of the PAL by anyone outside Hong Kong will be deemed to constitute a warranty and representation from such person to the Company that all local legislation, legal and regulatory requirements have been fully complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty. If you are in any doubt as to your position, you should consult your own professional advisers.

## **COMMENCEMENT OF DEALINGS OF THE RIGHTS SHARES IN FULLY-PAID FORM**

Dealings in the Rights Shares on the Stock Exchange, in their fully-paid form, are expected to commence at 9:00 a.m. on Wednesday, 27 August 2025.

### **GENERAL**

Lodgement of this PAL, where relevant, the “Form of Transfer and Nomination” (Form B) purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PAL(s) and/or share certificates for the Rights Shares.

All documents, including cheques for the amounts due, will be sent by ordinary post to their registered address at the risk of the person(s) entitled thereto.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. This PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Copies of the Prospectus giving details of the Rights Issue are available at the Company’s website ([www.sanergygroup.com](http://www.sanergygroup.com)) and the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)).

### **PERSONAL DATA COLLECTION**

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Room 2602, 26th Floor China Resources Building, 26 Harbour Road, Wanchai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for the attention of the Hong Kong Privacy Officer.

Yours faithfully,  
For and on behalf of the Board  
**Sanergy Group Limited**  
**Peter Brendon Wylie**  
*Chairman*

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**SANERGY**

**SANERGY GROUP LIMITED**

**昇能集團有限公司**

(於開曼群島註冊成立的有限公司)

(股份代號：2459)

敬啟者：

#### 緒言

茲提述昇能集團有限公司(「本公司」)就供股刊發日期為二零二五年七月二十五日之供股章程(「供股章程」)。根據本暫定配額通知書之條款及條件以及供股章程所載條款及條件，並在本公司之組織章程大綱及組織章程細則規限下，董事按於記錄日期(即二零二五年七月二十四日(星期四))以 閣下名義登記及持有每兩(2)股股份獲發一(1)股供股股份之基準，按每股供股股份0.08港元之認購價向 閣下暫定配發供股股份。閣下於記錄日期所持股份列於表格甲之甲欄，而暫定配發予 閣下之供股股份數目則載於表格甲之乙欄。除文義另有界定外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。

供股章程文件並無及將不會根據任何香港以外司法權區之任何適用證券法例登記或存檔。本公司並無採取行動准許在香港以外任何地區發售供股股份。

於香港以外任何地區或司法權區接獲供股章程或暫定配額通知書之人士，不得視之為申請供股股份要約或邀請，除非有關要約或邀請可於有關地區或司法權區合法地作出而毋須遵照任何登記或其他法律或監管規定，或該等要約是依賴任何豁免而作出或根據董事會的判斷，該要約在符合有關法律或監管規定方面不會過於繁重。於認購獲分配供股股份前，在香港以外地區而擬為其利益認購或申請供股股份之任何人士(包括但不限於其任何代理人、託管人、代名人或受託人)，須全面自行遵守所有相關地區或司法權區之法例及規例(包括取得任何政府或其他同意)，並繳付有關地區或司法權區就此而規定繳付之任何稅項、徵稅及其他款項。任何人士接納任何供股股份要約將被視為構成該人士對本公司作出其已全面遵守當地法律及規定之聲明及保證。有關人士如有任何疑問，應諮詢其專業顧問。本公司將不會接納不合資格股東(如有)認購供股股份之申請。倘本公司相信接納任何認購供股股份之申請會觸犯香港以外任何司法權區之適用證券或其他法律或規例，則本公司保留拒絕接納有關申請之權利。

#### 供股股份

供股股份一經配發、發行及繳足股款後，將不附帶任何留置權、押記、產權負擔及第三方權利、權益或任何性質的申索權，並於各方面與當時已發行股份享有同等權益，包括有權收取於繳足股款供股股份配發及發行日期或之後可能宣派、作出或派付的所有股息及分派。

待供股股份(以未繳股款及繳足股款形式)獲批准於聯交所上市及買賣且符合香港結算之股份收納規定後，供股股份(以未繳股款及繳足股款形式)將獲香港結算接納為合資格證券，自未繳股款及繳足股款之供股股份各自開始於聯交所買賣當日或香港結算釐定之該等其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日所進行之交易，須於其後第二個交易日在中央結算系統內交收。中央結算系統內之所有活動均須受不時生效之中央結算系統一般規則及中央結算系統運作程序規則規管。

供股須待供股成為無條件的最後時間(目前預期為二零二五年八月二十日(星期三)下午四時正)或之前達成供股章程內「**董事會函件 – 建議供股 – 供股之條件**」一節所載供股的條件，方告作實。倘於供股成為無條件的最後時間或之前尚未達成供股的條件，則供股將不會進行。任何人士如對其狀況或應採取的任何行動有任何疑問，建議諮詢彼等的專業顧問。

#### 接納及付款手續

閣下如欲全數接納暫定配額，閣下須按本暫定配額通知書所列印之指示將本暫定配額通知書整份連同表格甲之丙欄所示接納時全數應付股款，不遲於二零二五年八月八日(星期五)下午四時正(或於惡劣天氣之情況下根據下文「惡劣天氣對最後接納時限的影響」一段所述較後日期及／或時間)交回過戶處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「**SANERGY GROUP LIMITED - PROVISIONAL ALLOTMENT ACCOUNT**」，及以「只准入抬頭人賬戶」劃線方式開出。有關付款將構成根據本暫定配額通知書及供股章程之條款，並在本公司之組織章程大綱及組織章程細則規限下接納供股股份之暫定配額。本公司將不會發出股款收據。所有與本暫定配額通知書有關的查詢應寄送至上述地址之過戶處。

申請獲接納的任何供股股份的股票將於二零二五年八月二十六日(星期二)或之前以平郵方式寄至合資格股東於本文所述地址，如為聯名合資格股東，則寄發予排名首位之合資格股東，郵誤風險由彼等自行承擔。

務請注意，除非原承配人或任何有效承讓暫定配額之人士如上文所述不遲於二零二五年八月八日(星期五)下午四時正(或在惡劣天氣之情況下根據下文「惡劣天氣對最後接納時限的影響」一段所述之有關較後日期及／或時間)將填妥之暫定配額通知書連同表格甲之丙欄所示之適當股款交回過戶處以作登記，否則本暫定配額通知書下之有關暫定配額及其項下之一切權利及配額將被視為已遭拒絕及將予註銷。本公司可(全權酌情決定但並無責任)將已按上述交回但未有按照有關指示填妥之暫定配額通知書視為有效，並對交回表格或代表其交回表格之人士具有約束力。本公司可要求有關申請人於稍後階段填妥未填妥之暫定配額通知書。

#### 轉讓

閣下如欲將全部暫定配發予閣下之供股股份認購權轉讓，閣下須填妥及簽署「轉讓及提名表格」(表格乙)，並將已填妥及簽署之暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後，承讓人須不遲於二零二五年八月八日(星期五)下午四時正(或在惡劣天氣之情況下根據下文「惡劣天氣對最後接納時限的影響」一段所述之有關較後日期及／或時間)將「登記申請表格」(表格丙)填妥及簽署，然後將本暫定配額通知書整份連同表格甲之丙欄所示接納時應付之全數股款交回過戶處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。謹請注意，閣下轉讓有關供股股份之認購權予承讓人時，須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付香港從價印花稅。倘閣下為海外股東，請參閱供股章程內「**董事會函件 – 建議供股 – 海外股東的權利**」一節有關可能適用於閣下的限制詳情。

#### 分拆

閣下如僅欲接納部分暫定配額或欲轉讓本暫定配額通知書所述獲暫定配發以認購供股股份之部分權利，或將部分或全部權利轉讓予一名以上之人士，則須不遲於二零二五年七月三十一日(星期四)下午四時三十分將整份原有暫定配額通知書交回及呈交過戶處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)予以註銷，過戶處將會註銷原有暫定配額通知書，並按所需數額發出新暫定配額通知書。新暫定配額通知書可於閣下交回原有暫定配額通知書之日期後第二個營業日上午九時正後於上文所載過戶處之地址領取。

#### **惡劣天氣對最後接納時限的影響**

倘於下文所述的時間內，香港天文台發出八號或以上熱帶氣旋警告信號；或香港特別行政區政府公佈的「極端情況」；或「黑色」暴雨警告信號，則接納供股股份並繳付股款的最後時限將不會生效：

- (i) 於二零二五年八月八日(星期五)(即最後接納日期)中午十二時正前任何時間在香港生效及於中午十二時正後取消，則接納供股股份並繳付股款的最後時限將順延至同一營業日下午五時正；或
- (ii) 於二零二五年八月八日(星期五)(即最後接納日期)中午十二時正至下午四時正期間任何時間在香港生效，則接納供股股份並繳付股款的最後時限將改期至下一個上午九時正至下午四時正期間任何時間該等警告信號並無生效之營業日下午四時正。

倘接納供股股份並繳付股款的最後時限並無於二零二五年八月八日(星期五)下午四時正或之前生效，則於供股章程中之預期時間表所述之日期或會受到影響。本公司將於切實可行情況下盡快就此刊發公告。

#### **零碎配額**

供股股份之零碎配額將不會發行予股東，而不合資格股東亦不會獲發行供股股份之配額。所有零碎供股股份將合併(向下湊整至最接近的整數)，倘扣除開支後可獲得溢價，則由本公司於市場上出售，收益歸本公司所有。

#### **零碎股份安排**

於更改每手買賣單位後，本公司之每手買賣單位將會由2,000股股份增加至20,000股股份。為方便零碎股份買賣，本公司已委任盈立證券有限公司在市場上按盡力基準為按有關市價買賣零碎股份提供對盤服務。有意利用此項服務出售所持股份碎股或購入碎股以湊合完整買賣單位的股份碎股持有人可於於二零二五年七月二十九日(星期二))上午九時正至二零二五年八月十八日(星期一)下午四時正(包括首尾兩日)期間聯絡陳顯康(電話：(852) 3018 4526)。股份碎股持有人務請注意，上述對盤服務乃按盡力基準進行，概不保證股份碎股買賣可獲成功對盤，並將視乎是否有足夠數目的股份碎股以供對盤。股東如對上述安排有任何疑問，務請諮詢彼等之專業顧問。

#### **買賣股份及供股股份之風險警告**

股份已自二零二五年七月十六日(星期三)起按除權基準買賣。未繳股款供股股份將於二零二五年七月二十九日(星期二)至於二零二五年八月五日(星期二)期間買賣。任何擬轉讓、出售或購買股份及／或未繳股款供股股份之股東或其他人士於買賣股份及／或未繳股款之供股股份時務請審慎行事。

任何人士如對本身之狀況或將予採取之任何行動有任何疑問，務請諮詢彼等之專業顧問。任何股東或其他人士於直至供股之所有條件獲達成當日之前買賣股份或未繳股款供股股份，將因此承擔供股可能不會成為無條件或可能不會進行的風險。

本公司股東及潛在投資者於買賣現有股份及／或未繳股款供股股份時務請審慎行事。任何人士(包括本公司股東及潛在投資者)如對本身之狀況或將予採取之任何行動有任何疑問，務請諮詢彼等本身之專業顧問。

### 支票及銀行本票

所有支票及銀行本票將會於收訖後過戶，而該等申請款項所賺取之所有利息(如有)將撥歸本公司所有。在不影響本公司與此有關的其他權利的情況下，本公司保留權利拒絕受理任何隨附支票及／或銀行本票於首次過戶時未獲兌現之暫定配額通知書，而在此情況下，該暫定配額及其項下一切權利將被視作已遭拒絕及將予註銷。

合資格股東或任何獲提名承讓人填妥及交回本暫定配額通知書連同支付供股股份股款之支票或銀行本票，即表示閣下保證支票或銀行本票可於首次過戶時兌現。

### 供股股份的股票及退款支票

待供股之條件獲達成後，繳足股款供股股份之股票預期將於二零二五年八月二十六日(星期二)或之前以平郵方式寄發予有權收取之人士之登記地址，郵誤風險概由彼等自行承擔。每名承配人將就所有獲配發之供股股份獲發一張股票。

倘供股並無成為無條件或不會進行，則有關所收取申請股款相關部分的退款支票(不計利息)預期將於二零二五年八月二十六日(星期二)或之前以平郵方式寄往相關申請人的登記地址，郵誤風險概由彼等自行承擔。

### 聲明及保證

透過填妥、簽妥及交回暫定配額通知書，即表示每名有關的未繳股款供股股份之買方或供股股份之認購人據此向本公司及代表彼等之其他人士作出以下聲明及保證，除非本公司按其全權酌情決定以書面方式明確豁免有關規定，則作別論：

- 彼於二零二五年七月二十四日(星期四)已成為合資格股東，或彼已依法或可依法從有關人士直接或間接取得未繳股款供股股份；及
- 彼可合法在其居住或目前身處之司法權區獲提呈、接納、取得、認購及收取未繳股款供股股份及／或繳足股款供股股份。

倘出現下列情況，本公司可視任何接納或聲稱接納暫定配額通知書內的供股股份的配額，或轉讓或聲稱轉讓暫定配額通知書為無效：(i)本公司認為其為於香港以外地區簽立或寄發及接納或轉讓可能涉及違反香港以外地區的法律或接納或轉讓有可能違反任何司法權區的法例，或倘本公司或其代理人相信，二者可能違反任何適用法律或監管規定；(ii)就交付供股股份正式股票所提供的地址位於香港以外地區而有關交付屬違法，或就交付正式股票所提供的地址位於香港境外且交付該等股票乃屬違法的任何其他司法權區；或(iii)聲稱拒絕上一段所規定的聲明及／或保證。

於香港以外地區有意申請供股股份之合資格股東，須於取得認購供股股份之任何權利前自行遵守所有相關地區或司法權區之法例及規例(包括取得任何政府或其他同意及就此繳付任何有關地區或司法權區規定須繳付之稅項、徵費及其他款項)。任何處於香港境外之人士填妥及交回暫定配額通知書將被視為構成有關人士向本公司之聲明及保證，表示所有當地法律、法定及監管規定已獲全面遵守。倘本公司相信接納供股股份的任何申請將會觸犯任何司法權區的適用證券法律或其他法例或規例，則本公司保留權利拒絕接納有關申請。為免生疑問，香港結算或香港中央結算(代理人)有限公司概不作出任何上述聲明及保證或受其規限。閣下如對自身的狀況有任何疑問，應諮詢閣下之專業顧問。

## 開始買賣繳足股款供股股份

繳足股款供股股份預期將於二零二五年八月二十七日(星期三)上午九時正開始於聯交所買賣。

### 一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即表示交回之人士或各方就處理本暫定配額通知書及收取分拆暫定配額通知書及／或供股股份之股票擁有最終所有權憑證。

所有文件(包括應付款項之支票)將以平郵方式寄予有權收取人士的登記地址，郵誤風險概由彼等自行承擔。

供股章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何據此作出之供股股份申請均受香港法例管轄，並按其詮釋。

載有供股詳情之供股章程副本可於本公司網站([www.sanergygroup.com](http://www.sanergygroup.com))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))瀏覽。

### 個人資料收集

倘填妥、簽署及交回本暫定配額通知書隨附表格，即表示閣下同意向本公司、過戶處及／或彼等各自之顧問及代理披露個人資料及彼等所需而有關係下或閣下為其利益而接納供股股份之暫定配額之人士之任何資料。香港法例第486章《個人資料(私隱)條例》給予證券持有人權利可確定本公司或過戶處是否持有其個人資料，索取有關資料之副本，以及更正任何不準確之資料。根據《個人資料(私隱)條例》，本公司及過戶處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往本公司之香港主要營業地點，地址為香港灣仔港灣道26號華潤大廈26樓2602室或根據適用法律不時通知之地點，並以公司秘書為收件人，或(視情況而定)過戶處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)並以香港隱私主任為收件人。

此 致

列位合資格股東 台照

代表董事會  
昇能集團有限公司  
主席  
**Peter Brendon Wyllie**

二零二五年七月二十五日

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