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**SANERGY**

**SANERGY GROUP LIMITED**

**昇能集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2459)**

## **COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE**

### **Placing Agents**



References are made to the announcements of Sanergy Group Limited (the “**Company**”) dated 25 January 2026 and 3 February 2026 (the “**Announcements**”) in relation to, among others, the Placing. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

### **COMPLETION OF THE PLACING**

The Company is pleased to announce that the condition set out in the Placing Agreement had been fulfilled and Completion took place on 20 February 2026. An aggregate of 228,000,000 Placing Shares have been successfully placed by the Placing Agents at the Placing Price of HK\$0.083 per Placing Share to not less than six (6) Placees.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, the Placees are professional, institutional or other investors whose ultimate beneficial owners are Independent Third Parties. None of the Placees has become a substantial shareholder of the Company as a result of the Placing.

The 228,000,000 Placing Shares represent: (i) approximately 13.33% of the total number of Shares in issue of the Company immediately prior to the completion of the Placing; and (ii) approximately 11.76% of the total number of Shares in issue of the Company as enlarged by the allotment and issue of the Placing Shares.

## USE OF PROCEEDS

The gross proceeds from the Placing amounted to approximately HK\$18.9 million, and the net proceeds (after deducting all relevant fees, costs and expenses to be borne or incurred by the Company) from the Placing amounted to approximately HK\$18.4 million. The net price to the Company for each Placing Share was approximately HK\$0.081.

As for the net proceeds from the Placing, (a) approximately 50% will be used for development of graphite electrodes business, including but not limited to (i) procurement of raw materials and/or graphite electrodes, (ii) payment for subcontracting and conversion cost and (iii) other operating and overhead costs, and (b) approximately 50% will be used for replenishment of liquidity and general corporate purposes. Further information on the use of proceeds can be found in the Company's announcement dated 3 February 2026 in relation to, among others, the Placing.

## SHAREHOLDING STRUCTURE OF THE COMPANY UPON THE COMPLETION OF THE PLACING

The table below sets forth the shareholding structure of the Company (a) immediately before completion of the Placing; and (b) immediately after completion of the Placing.

Shareholder	Immediately before completion of the Placing		Immediately after completion of the Placing	
	Number of Shares held	Percentage (%) <sup>(1)</sup>	Number of Shares held	Percentage (%) <sup>(1)</sup>
Utmost Prosperity Limited <sup>(2)</sup>	147,278,000	8.61	147,278,000	7.60
Mr. Peter Brendon Wyllie	496,000	0.03	496,000	0.03
Placees	–	–	228,000,000	11.76
Other Shareholders	<u>1,562,226,000</u>	<u>91.36</u>	<u>1,562,226,000</u>	<u>80.61</u>
Total	<u>1,710,000,000</u>	<u>100.00</u>	<u>1,938,000,000</u>	<u>100.00</u>

Notes:

- (1) The percentages of the Shares are rounded to the nearest two decimal places.
- (2) Mr. Hou Haolong is a beneficiary of The Otautahi Enterprises Trust, which is in turn indirectly interested in the shares of the Company through Utmost Prosperity Limited.

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

Hong Kong, 20 February 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, Mr. Ngai Ming Tak Michael and Ms. Chan Chore Man Germaine as independent non-executive Directors.*