

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>CGC III Sponsor LLC</u> (Last) (First) (Middle) <u>505 FIFTH AVENUE, 15TH FLOOR</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Factorial Energy Inc. [FAC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series A Common Stock	06/05/2026		C		5,710,000 ⁽¹⁾	A	\$0 ⁽¹⁾	5,710,000	D ⁽²⁾	
Series A Common Stock	06/05/2026		C		100,000	A	\$0 ⁽¹⁾	100,000	I	See footnote ⁽¹⁾
Series A Common Stock	06/05/2026		A		1,179,404 ⁽³⁾	A	\$10.42	1,179,404	I	See footnote ⁽⁵⁾
Series A Common Stock	06/05/2026		A		1,468,894 ⁽⁴⁾	A	\$0 ⁽⁴⁾	1,468,894	I	See footnote ⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B ordinary shares	(1)	06/05/2026		C ⁽¹⁾			5,710,000 ⁽¹⁾	(1)	(1)	Series A Common Stock	5,710,000	\$0	5,710,000	D ⁽²⁾	
Class B ordinary shares	(1)	06/05/2026		C ⁽¹⁾			100,000 ⁽¹⁾	(1)	(1)	Series A Common Stock	100,000	\$0	100,000	I	See footnote ⁽¹⁾
Class B ordinary shares	(6)	06/05/2026		J ⁽⁶⁾			1,090,000 ⁽⁶⁾	(6)	(6)	Series A Common Stock	1,090,000	\$0	0	D ⁽²⁾	
Warrants	\$11.5							(7)	(7)	Series A Common Stock	4,400,000		4,400,000	D ⁽²⁾	
Warrants	\$11.5							(7)	(7)	Series A Common Stock	324,120		324,120	I	See footnote ⁽⁵⁾

1. Name and Address of Reporting Person* <u>CGC III Sponsor LLC</u> (Last) (First) (Middle) <u>505 FIFTH AVENUE, 15TH FLOOR</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>Yu Peter</u> (Last) (First) (Middle) <u>505 FIFTH AVENUE, 15TH FLOOR</u>
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(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Pangaea Three-B, LP

(Last)		
(First)		
(Middle)		
505 FIFTH AVENUE, 15TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

1. The Class B ordinary shares are convertible for shares of Series A Common Stock as described in the Issuer's Registration Statement on Form S-4 (File No. 333-294663) (the "Registration Statement") and have no expiration date. On June 5, 2026, the Issuer consummated its initial business combination (the "Business Combination"). In connection with the Business Combination, 6,800,000 Class B ordinary shares held by CGC III Sponsor LLC (the "Sponsor") and 100,000 Class B ordinary shares held by CGC III Sponsor DirectorCo ("DirectorCo") converted into Series A Common Stock on a one-for-one basis.
2. Represents securities held by the Sponsor. Pangaea Three B, LP ("Pangaea") is the sole member of the Sponsor and is controlled by Peter Yu. Consequently, each of Pangaea and Mr. Yu may be deemed to share voting and dispositive control over the securities held by the Sponsor, and thus to share beneficial ownership of such securities. Mr. Yu disclaims beneficial ownership of the securities held by the Sponsor, except to the extent of his pecuniary interest therein.
3. These shares of Series A Common Stock were acquired by Pangaea in a private placement upon consummation of the Business Combination.
4. These shares of Series A Common Stock were acquired upon consummation of the Business Combination for no additional consideration.
5. Represents securities held by Pangaea. Pangaea is controlled by Peter Yu. Consequently, Mr. Yu may be deemed to share voting and dispositive control over the securities held by Pangaea, and thus to share beneficial ownership of such securities. Mr. Yu disclaims beneficial ownership of the securities held by Pangaea, except to the extent of his pecuniary interest therein.
6. The Class B ordinary shares are convertible for shares of Series A Common Stock as described in the Issuer's Registration Statement and have no expiration date. On June 5, 2026, the Sponsor forfeited 1,090,000 Class B ordinary shares in connection with the consummation of the Business Combination.
7. Each warrant shall become exercisable on July 5, 2026, 30 days after the completion of the Business Combination as described in the Issuer's Registration Statement. Each warrant shall expire on June 5, 2031, five years after the completion of the Business Combination, or earlier upon redemption or liquidation, as described in the Issuer's Registration Statement.

/s/ Thomas Martin, Attorney-in-Fact 06/09/2026

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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