

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 13 March 2015 (the “Prospectus”) issued by Synergy Group Holdings International Limited (the “Company”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

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## Synergy Group Holdings International Limited

滙能集團控股國際有限公司

(incorporated in the Cayman Islands with limited liability)

### LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

- Number of Placing Shares** : 125,000,000 Placing Shares comprising  
85,000,000 New Shares and  
40,000,000 Sale Shares
- Placing Price** : Not more than HK\$0.70 per Share and  
expected to be not less than HK\$0.50  
per Share, plus brokerage of 1%,  
SFC transaction levy of 0.0027%  
and Stock Exchange trading fee of 0.005%  
(payable in full on application  
in Hong Kong dollars and subject to refund)
- Nominal value** : HK\$0.01 per Share
- Stock code** : 8105

#### Sponsor and Bookrunner

**CLC** CLC INTERNATIONAL LIMITED  
創僑國際有限公司

#### Lead Manager

**CLC** CLC SECURITIES LIMITED  
創僑證券有限公司

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (WUMP) Ordinance are available, for information purposes only, at the office of CLC International Limited at Suites 4703A-4704, Two Exchange Square, 8 Connaught Place, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. from 13 March 2015 to 17 March 2015 (both dates inclusive).

The Company is offering 85,000,000 New Shares for subscription and the Selling Shareholders are offering 40,000,000 Sale Shares for purchase by way of Placing at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company and the Selling Shareholders, will conditionally place 125,000,000 Placing Shares at the Placing Price to selected professional, institutional and other investors in Hong Kong.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfilment of the conditions set forth under the section headed “Structure of the Placing – Conditions of the Placing” in the Prospectus. Prospective investors of the Placing should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by notice in writing to the Company given by the Lead Manager (for itself and on behalf of the Underwriter) upon the occurrence of any of the events set out under the section headed “Underwriting – Grounds for termination” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be 24 March 2015.

In the event that the conditions of the Placing as mentioned therein are not fulfilled (or waived, where applicable) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and the subscription money received will be returned to the places of the Placing or the Underwriters without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.synergy-group.com](http://www.synergy-group.com) on the next Business Day following the date of such lapse.

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing (including any Shares to be issued upon the exercise of any options which may be granted under the Share Option Scheme). Subject to the granting by the Stock Exchange of the listing of and permission to deal in the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Placing Price will not be more than HK\$0.70 per Share and is expected to be not less than HK\$0.50 per Share pursuant to the Underwriting Agreement. The Placing Price is expected to be fixed by the Price Determination Agreement between the Lead Manager (for itself and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholders) on the Price Determination Date, which is currently scheduled to be on or about 17 March 2015. If, for whatever reason, the Lead Manager (for itself and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholders) are unable to reach agreement on the Placing Price on the Price Determination Date, the Placing will not become unconditional and will lapse.

All necessary arrangements have been made for the Shares to be admitted into CCASS. Share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares. If the Placing does not become unconditional or if the Underwriting Agreement is terminated in accordance with its terms, the Company will make an announcement as soon as practicable on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.synergy-group.com](http://www.synergy-group.com).

The announcement of the level of indication of interest in the Placing and the basis of allocation of the Placing Shares will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.synergy-group.com](http://www.synergy-group.com) on 23 March 2015.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on 24 March 2015. Shares will be traded in board lots of 4,000 Shares. The GEM stock code for the Shares is 8105.

By order of the Board  
**Synergy Group Holdings International Limited**  
**Wong Man Fai Mansfield**  
*Chairman and executive Director*

Hong Kong, 13 March 2015

*As at the date of this announcement, our executive Directors are Wong Man Fai Mansfield and Lam Arthur; our non-executive Director is Lam Chung Ho Alastair and our independent non-executive Directors are Chung Koon Yan, Cheung Yick Hung Jackie, and Wong Chi Ying Anthony.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and in the case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.synergy-group.com](http://www.synergy-group.com).*