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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)

(Stock Code: 1539)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Synergy Group Holdings International Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) hereby announces that on 2 April 2020 (the “**Date of Grant**”), the Company has granted a total of 36,560,000 share options (the “**Share Options**”, each a “**Share Option**”) to subscribe for an aggregate of 36,560,000 ordinary shares of HK\$0.01 each in the capital of the Company (the “**Shares**”, each a “**Share**”), comprising (i) 11,150,000 Share Options to five Directors; and (ii) 25,410,000 Share Options to certain qualified participants, being employees of the Group, subject to acceptance of such grantees of the Share Options (collectively the “**Grantees**”, each a “**Grantee**”), under the share option scheme adopted by the Company on 5 March 2015 (as amended on 26 October 2016) (the “**Share Option Scheme**”).

Details of the grant of Share Options are as follows:

Date of Grant	:	2 April 2020
Subscription price of the Share Options granted	:	HK\$0.290 per Share, represents a price which is higher than the highest of (i) the closing price of HK\$0.245 per Share as stated in the daily quotation sheet issued by the Stock Exchange on 2 April 2020, being the Date of Grant; (ii) the average closing price of HK\$0.254 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five (5) trading days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.01 per Share
Total number of Share Options granted	:	36,560,000
Closing price of the Shares on the Date of Grant:	:	HK\$0.245 per Share
Validity period and vesting conditions of the Share Options	:	<ul style="list-style-type: none">• 4,525,000 Share Options granted will vest on the Date of Grant and are exercisable in one year from the Date of Grant• 27,510,000 Share Options granted will vest on the Date of Grant and are exercisable in two years from the Date of Grant• 1,131,250 Share Options granted (being 25% of 4,525,000 Share Options granted) will vest on each of 2 July 2021, 2 October 2021, 2 January 2022 and 2 April 2022 and are exercisable in three years from the Date of Grant

Among the total 36,560,000 Share Options, 11,150,000 Share Options were granted to five Directors and 25,410,000 Share Options were granted to certain employees of the Group, details of which are as follows:

Grantees	Position(s) held with the Company	Number of Share Options
Mr. Wong Man Fai Mansfield	Chairman, Chief Executive Officer and executive Director	5,500,000
Mr. Lam Arthur	Vice Chairman and executive Director	5,500,000
Mr. Chung Koon Yan	Independent non-executive Director	50,000
Mr. Cheung Yick Hung Jackie	Independent non-executive Director	50,000
Dr. Wong Chi Ying Anthony	Independent non-executive Director	50,000
Employees of the Group	Employees of the Group	<u>25,410,000</u>
Total		<u><u>36,560,000</u></u>

The grant of Share Options to each of the above Directors has been approved by the independent non-executive Directors (excluding each interested independent non-executive Director with respect to the Share Options which he has been granted) in accordance with Rule 17.04(1) of the Listing Rules. The Grantee who is a Director has abstained from voting so far as the resolution for the approval of the grant of Share Options to him was concerned.

Save as disclosed above and as at the date of this announcement, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the Listing Rules).

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

Hong Kong, 2 April 2020

As at the date of this announcement, the executive Directors of the Company are Mr. Wong Man Fai Mansfield and Mr. Lam Arthur; and the independent non-executive Directors of the Company are Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie and Dr. Wong Chi Ying Anthony.