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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)**

**SUPPLEMENTAL PLACING AGREEMENT  
IN RELATION TO  
PLACING OF NEW SHARES UNDER GENERAL MANDATE  
AND RESUMPTION OF TRADING**

**Placing Agent**



**英皇證券(香港)有限公司**  
Emperor Securities Limited

Reference is made to the announcement of the Company dated 14 August 2020 in relation to the placing of new Shares under general mandate (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Announcement.

The Company and the Placing Agent entered into a supplemental placing agreement on 17 August 2020 (after trading hours) (the “**Supplemental Placing Agreement**”), pursuant to which the parties agreed to revise the Placing Price from HK\$0.129 to HK\$0.139 per Placing Share (the “**New Placing Price**”).

Save as disclosed above, there are no other material changes to the Placing Agreement and all other terms and conditions of the Placing Agreement remain in full force and effect.

The New Placing Price was arrived at after arm's length negotiation between the Company and the Placing Agent with reference to the recent trading price of the Shares on the Stock Exchange. The Board considers that the amendments made in the Supplemental Placing Agreement are in compliance with the Listing Rules and are appropriate given the circumstances and would be in the interests of the Company and the Shareholders as a whole.

The New Placing Price of HK\$0.139 per Placing Share represents:

- (i) a discount of approximately 5.4% to the closing price of HK\$0.147 per Share as quoted on the Stock Exchange on 14 August 2020, being the date of the Placing Agreement; and
- (ii) a discount of approximately 19.7% to the average closing price of HK\$0.173 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Placing Agreement.

Assuming all the Placing Shares are fully placed at the New Placing Price, the gross proceeds from the Placing will be approximately HK\$15.3 million. The net proceeds, after deduction of all relevant expenses (including the placing commission and legal expenses) incidental to the Placing of approximately HK\$0.9 million, are estimated to be approximately HK\$14.4 million.

After deduction of relevant expenses of the Placing, the net placing price per Placing Share is approximately HK\$0.131.

**Placing Completion is subject to the satisfaction of the conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **TRADING RESUMPTION**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:11 a.m. on 17 August 2020 pending release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 18 August 2020.

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

Hong Kong, 17 August 2020

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