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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)**

**FURTHER DELAY IN DESPATCH OF CIRCULAR  
IN RELATION TO**

- (1) CONNECTED TRANSACTION –  
ISSUE OF SUBSCRIPTION SHARES  
TO A CONNECTED PERSON;**
- (2) CONNECTED TRANSACTIONS & SPECIAL DEAL –  
ISSUE OF CONVERSION SHARES  
TO CONNECTED PERSONS;**
- (3) ISSUE OF SETTLEMENT SHARES;**
- AND**
- (4) APPLICATION FOR WHITEWASH WAIVER**

Reference is made to (a) the joint announcements issued by Synergy Group Holdings International Limited (the “**Company**”) and Abundance Development Limited (the “**Subscriber**”) dated 15 September 2021 (the “**Joint Announcement**”) and 20 September 2021 in respect of, among other things, (i) connected transaction – issue of subscription shares to a connected person; (ii) connected transactions and special deal – issue of conversion shares to connected persons; (iii) issue of settlement shares; and (iv) application for whitewash waiver; and (b) the announcement of the Company dated 6 October 2021 (the “**Delay Announcement**”) in respect of delay in despatch of circular regarding the aforementioned transactions. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcements.

As mentioned in the Joint Announcement, a circular (the “**Circular**”), containing (i) details of the Connected Issue, the Whitewash Waiver and the Special Deal; (ii) details of the Settlement; (iii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Subscription Agreement, the Connected Conversion Agreements, the Settlement Agreements and the transactions contemplated thereunder, including the Specific Mandate, the Whitewash Waiver and the Special Deal; (iv) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription Agreement, the Connected Conversion Agreements, the Settlement Agreements and the transactions contemplated thereunder, including the Specific Mandate, the Whitewash Waiver and the Special Deal; and (v) a notice of the EGM with the form of proxy, will be despatched to the Shareholders.

Pursuant to the Delay Announcement, the Company made an application to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code and such to grant consent for an extension of time for the despatch of the Circular to a date on or before 3 November 2021. The Executive granted such consent on 7 October 2021 accordingly.

As additional time is required for preparing and finalising the content of the Circular including, among other things, the letter from the Independent Financial Adviser to be included in the Circular, an application has been made to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code, and the Executive has granted its consent for a further extension of time for the despatch of the Circular to a date falling on or before 24 November 2021.

Further announcement will be made when the Circular is despatched or in the event of any changes to the expected timetable.

By order of the Board  
**Synergy Group Holdings International Limited**  
**Chung Koon Yan**  
*Independent non-executive Director*

Hong Kong, 3 November 2021

*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.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*