



# 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)

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 8 DECEMBER 2021 (AND AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>(Note 1)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of Synergy Group Holdings International Limited 滙能集團控股國際有限公司 (the “Company”) hereby appoint the Chairman of the meeting <sup>(Note 3)</sup> or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting (the “EGM”) of the Company to be held at 23/F, Konnect, 303 Jaffe Road, Wan Chai, Hong Kong on 8 December 2021 at 11:45 a.m. (and at any adjournment thereof). Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	Subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares, and the passing of the ordinary resolutions 2 and 3 below, to approve, confirm and ratify the Subscription Agreement and the transaction contemplated thereunder, and to grant a specific mandate to a specific mandate to allot and issue the Subscription Shares pursuant to the Subscription Agreement, and to authorize any one Director to do all acts and things and execute all such documents as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with the Subscription Agreement and the transaction contemplated hereunder. <sup>(Note 5)</sup>		
2.	Subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares and the passing of the ordinary resolutions 1 above and 3 below, to approve, confirm and ratify the Connected Conversion Agreement and the transaction contemplated thereunder, and to grant a specific mandate to a specific mandate to allot and issue the Conversion Shares pursuant to the Connected Conversion Agreement, and to authorize and one Director to do all acts and things and execute all such documents as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with the Connected Conversion Agreement and the transaction contemplated hereunder. <sup>(Note 5)</sup>		
3.	Subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Settlement Shares and the passing of the ordinary resolutions 1 and 2 above, to approve, confirm and ratify the Settlement Agreement and the transaction contemplated thereunder, and to grant a specific mandate to a specific mandate to allot and issue the Settlement Shares pursuant to the Settlement Agreement, and to authorize any one Director to do all acts and things and execute all such documents as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with the Settlement Agreement and the transaction contemplated hereunder. <sup>(Note 5)</sup>		
<b>SPECIAL RESOLUTION</b>			
To approve the Whitewash Waiver that is granted or to be granted by the Executive subject to and conditional upon the passing of the ordinary resolutions 1,2 and 3 above. <sup>(Note 5)</sup>			

Date: \_\_\_\_\_ 2021

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- The full text of the resolution is set out in the notice of the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 11:45 a.m. (Hong Kong time) on 6 December 2021 (or if the EGM is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned EGM) (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.
- Words and expressions that are not expressly defined in this form of proxy for the EGM shall bear the same meaning as those defined in the circular of the Company dated 15 November 2021.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.