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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Synergy Group Holdings International Limited (the “**Company**”) will be held at 23/F, Konnect, 303 Jaffe Road, Wan Chai, Hong Kong, on 8 December 2021 at 11:45 a.m., for the following purposes:

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. “THE SUBSCRIPTION

THAT:

- (a) the Subscription Agreement (a copy of which has been produced to this meeting marked “B” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;

- (b) conditional upon 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, the Directors be and are hereby granted a specific mandate (the **“Subscription Shares Specific Mandate”**) to allot and issue the Subscription Shares pursuant to the Subscription Agreement, provided that the Subscription Shares Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document 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.”

2. **“THE CONNECTED CONVERSION**

- (a) the Connected Conversion Agreements (a copy of which has been produced to this meeting marked “C” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) conditional upon 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, the Directors be and are hereby granted a specific mandate (the **“Conversion Shares Specific Mandate”**) to allot and issue the Conversion Shares pursuant to the Connected Conversion Agreements, provided that the Conversion Shares Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and

- (c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document 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 Agreements and the transaction contemplated hereunder.”

3. “THE SETTLEMENT

- (a) the Settlement Agreements (a copy of which has been produced to this meeting marked “D” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) conditional upon 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, the Directors be and are hereby granted a specific mandate (the “**Settlement Shares Specific Mandate**”) to allot and issue the Settlement Shares pursuant to the Settlement Agreements, provided that the Settlement Shares Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document 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 Agreements and the transaction contemplated hereunder.”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

”**THAT**, subject to and conditional upon the passing of ordinary resolutions no. 1, 2 and 3 and the granting of the Whitewash Waiver by the Executive and any conditions that may be imposed thereon, the waiver of obligation on the part of the Subscriber and any parties acting in concert with it to make a mandatory general offer to the Shareholders for all the Shares not already owned or agreed to be acquired by the Subscriber and any parties acting in concert with it which would, otherwise arise as a result of the issue and allotment of the Subscription Shares and the Conversion Shares pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code, be and is hereby approved, and that any one Director be and is authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document 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 any of the matters relating to, or incidental to, the Whitewash Waiver.”

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

Hong Kong, 15 November 2021

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business

in Hong Kong:
15th Floor
Chinachem Century Tower
178 Gloucester Road
Wan Chai
Hong Kong

Notes:

1. All resolutions at the above meeting (the “**Meeting**”) will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Company’s articles of association and the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the Meeting may appoint in written form one or more proxies to attend and vote on his/her behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a Shareholder.
3. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the completed and signed form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting if Shareholders so wish.
6. For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from 2 December 2021 to 8 December 2021 both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, unregistered holders of shares of the Company should ensure that all the Share transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on 1 December 2021.
7. Words and expressions that are not expressly defined in this notice of Meeting shall bear the same meanings as those defined in the circular of the Company dated 15 November 2021.

As at the date of this notice, the Board comprises five Directors, including two executive Directors, namely, Mr. Wong Man Fai Mansfield and Mr. Lam Arthur; and three independent non-executive Directors, namely Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie and Dr. Wong Chi Ying Anthony.