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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)**

**NO MATERIAL CHANGE  
IN THE FINANCIAL OR TRADING POSITION OR OUTLOOK  
OF THE GROUP  
AND  
NO CHANGE IN THE ADVICE OF  
THE INDEPENDENT FINANCIAL ADVISER  
IN RELATION TO  
(1) CONNECTED TRANSACTION – ISSUE OF SUBSCRIPTION  
SHARES TO A CONNECTED PERSON;  
(2) CONNECTED TRANSACTIONS – ISSUE OF CONVERSION  
SHARES TO CONNECTED PERSONS;  
(3) ISSUE OF SETTLEMENT SHARES;  
AND  
(4) APPLICATION FOR WHITEWASH WAIVER**

Reference is made to (i) the circular (the “**Circular**”) issued by Synergy Group Holdings International Limited (the “**Company**”) and Abundance Development Limited (the “**Subscriber**”) dated 15 November 2021 in relation to, among other matters, the issue of Subscription Shares, the issue of Conversion Shares, the issue of Settlement Shares and the application for the Whitewash Waiver; and (ii) the interim results announcement of the Company for the six months ended 30 September 2021 dated 30 November 2021 (the “**Interim Results Announcement**”).

Unless otherwise defined, capitalised terms defined in the Circular shall have the same meanings when used in this announcement.

## **NO MATERIAL CHANGE IN THE FINANCIAL OR TRADING POSITION OR OUTLOOK OF THE GROUP**

The Directors confirmed that there has been no material change in the financial or trading position or outlook of the Group since 12 November 2021, being the Latest Practicable Date, up to and including the date of the Interim Results Announcement.

## **NO CHANGE IN THE ADVICE OF THE INDEPENDENT FINANCIAL ADVISER IN RELATION TO THE CAPTIONED TRANSACTIONS**

As disclosed in the Circular, the Independent Financial Adviser has been appointed to advise 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 granting of the Specific Mandate and the Whitewash Waiver and to make recommendations as to, among others, whether the terms of the Subscription, the Connected Conversion, the Settlement, the granting of the Specific Mandate and the Whitewash Waiver are fair and reasonable and as to the voting thereon. Accordingly, the Independent Financial Adviser recommended the Independent Board Committee to advise the Independent Shareholders to vote in favour of the relevant resolutions at the EGM.

The Independent Financial Adviser has confirmed to the Company that the information in the Interim Results Announcement does not affect their advice in relation to the terms and conditions of the captioned transactions as set out in the section headed “Letter from the Independent Financial Adviser” in the Circular, and as such there is no change in their advice and recommendation.

**The Independent Shareholders should read carefully the advice, opinion and financial information of the Group and other information contained in the Circular, including the recommendation from the Independent Board Committee and the advice from the Independent Financial Adviser, before deciding whether to vote for or against the relevant resolutions.**

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

Hong Kong, 30 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.*

*As at the date of this announcement, the sole director of the Subscriber is Mr. Wong Man Fai Mansfield.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to the Subscriber and the parties acting in concert with it) contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the sole director of the Subscriber) 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.*

*The sole director of the Subscriber accepts full responsibility for the accuracy of the information relating to the Subscriber and the parties acting in concert with it contained in this announcement and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed by him 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.*