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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)**

**COMPLETION OF  
THE ISSUE OF (1) SUBSCRIPTION SHARES;  
(2) CONVERSION SHARES; AND  
(3) SETTLEMENT SHARES UNDER SPECIFIC MANDATE**

Reference is made to (i) the joint announcements issued by Synergy Group Holdings International Limited (the “**Company**”) and Abundance Development Limited (the “**Subscriber**”) dated 15 September 2021 and 20 September 2021; (ii) the announcements of the Company dated 6 October 2021, 8 October 2021, 3 November 2021, 15 November 2021, 30 November 2021 and 8 December 2021; and (iii) the circular of the Company dated 15 November 2021 (the “**Circular**”) in relation to, among others, (a) the issue of Subscription Shares, Conversion Shares and Settlement Shares; and (b) the application of Whitewash Waiver. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

## **COMPLETION OF THE ISSUE OF SUBSCRIPTION SHARES, CONVERSION SHARES AND SETTLEMENT SHARES UNDER SPECIFIC MANDATE**

The Board is pleased to announce that all conditions specified in the sub-sections headed “Conditions precedent to the Subscription Agreement”, “Conditions precedent to the Connected Conversion Agreements” and “Conditions precedent to the Settlement Agreements” in the Circular have been fulfilled respectively, and the Connected Issue Completion and the Settlement Completion simultaneously took place on 20 January 2022.

Upon Connected Issue Completion and Settlement Completion, (i) 1,100,000,000 Subscription Shares were duly allotted and issued as fully-paid by the Company to the Subscriber at the Subscription Price of HK\$0.1 per Subscription Share; (ii) 96,510,000, 10,080,000 and 20,154,000 Conversion Shares were duly allotted and issued as fully-paid by the Company to Mr. Wong, Mpplication and Mr. Lam respectively at the Issue Price of HK\$0.1 per Conversion Share; and (iii) 238,908,000, 22,778,000, 105,370,000, 12,068,000, 50,000,000 and 45,072,000 Settlement Shares were duly allotted and issued as fully-paid by the Company to First Fidelity Capital (International) Limited, Ms. Yu Sze Wan Gisela, Red Hill Investment (BVI) Limited, Mr. Tong Man Chun, Kedah Company Limited and Ms. Wu Chit Wai respectively at the Issue Price of HK\$0.1 per Settlement Share. The Subscription Shares, the Conversion Shares and the Settlement Shares respectively represent approximately 46.54%, 5.36% and 20.06% of the enlarged fully-paid up issued share capital of the Company as at the date of this announcement.

After deducting expenses relating to the Subscription, the net proceeds from the Subscription is approximately HK\$105 million.

## EFFECT ON THE SHAREHOLDING STRUCTURE

As at the date of this announcement, the relevant securities of the Company comprise a total of 2,363,746,000 Shares and 22,811,000 Share Options with exercise price of HK\$0.29 per Share, entitling the holders thereof to subscribe for a total of 22,811,000 Shares.

Set out below are the shareholding structure of the Company (i) immediately prior to Connected Issue Completion and Settlement Completion; and (ii) immediately upon Connected Issue Completion and Settlement Completion:

Name of the Shareholder	Immediately prior to Connected Issue Completion and Settlement Completion		Immediately upon Connected Issue Completion and Settlement Completion	
	Number of Shares held	Approximate shareholding percentage	Number of Shares held	Approximate shareholding percentage
Mr. Wong ( <i>Note 1</i> )	–	–	96,510,000	4.08%
The Subscriber ( <i>Notes 2,3</i> )	53,249,204	8.03%	1,153,249,204	48.79%
Mpplcation ( <i>Note 3</i> )	–	–	10,080,000	0.43%
Mr. Lam ( <i>Notes 1,2</i> )	–	–	20,154,000	0.85%
Ms. Yeung Betty ( <i>Note 4</i> )	2,418,000	0.36%	2,418,000	0.10%
<b>Sub-total of the Subscriber and parties acting in concert with it</b>	<b><u>55,667,204</u></b>	<b><u>8.39%</u></b>	<b><u>1,282,411,204</u></b>	<b><u>54.25%</u></b>
First Fidelity Capital (International) Limited ( <i>Note 7</i> )	–	–	238,908,000	10.11%
<b>Public Shareholders:</b>				
Mr. Cheung Yick Hung Jackie ( <i>Notes 5,6</i> )	100,000	0.02%	100,000	0.00%
Ms. Yu Sze Wan Gisela ( <i>Note 7</i> )	–	–	22,778,000	0.96%
Red Hill Investment (BVI) Limited ( <i>Note 7</i> )	–	–	105,370,000	4.46%
Mr. Tong Man Chun ( <i>Note 7</i> )	–	–	12,068,000	0.51%
Kedah Company Limited ( <i>Note 7</i> )	–	–	50,000,000	2.12%
Ms. Wu Chit Wai ( <i>Note 7</i> )	–	–	45,072,000	1.91%
Other public Shareholders	607,038,796	91.59%	607,038,796	25.68%
<b>Total</b>	<b><u>662,806,000</u></b>	<b><u>100.00%</u></b>	<b><u>2,363,746,000</u></b>	<b><u>100.00%</u></b>

*Notes:*

- (1) As at the date of this announcement, each of Mr. Wong and Mr. Lam holds 5,500,000 Share Options which are exercisable from 2 April 2020 to 1 April 2022.
- (2) As at the date of this announcement, 53,249,204 Shares owned by the Subscriber are pledged to CCBI in favour of the CCBI Note, which was due on 16 November 2019. As the Company failed to settle the amount due to CCBI by 16 November 2019, CCBI served a statutory demand on the Company in light of its default on 7 August 2020 and sold a total of 36,114,437 pledged Shares owned by Mr. Lam in the Relevant Period. CCBI has the right to continue to sell the remaining pledged Shares owned by the Subscriber until the CCBI Note is fully settled.
- (3) Each of the Subscriber and Mpplication is wholly and beneficially owned by Mr. Wong.
- (4) As at the date of this announcement, 2,418,000 Shares are owned by Ms. Yeung Betty, mother of Mr. Lam.
- (5) Mr. Cheung Yick Hung Jackie is an independent non-executive Director.
- (6) As at the date of this announcement, Mr. Cheung Yick Hung Jackie holds 6,250 Share Options which are exercisable from 2 July 2021 to 1 April 2023, 6,250 Share Options which are exercisable from 2 October 2021 to 1 April 2023, 6,250 Share Options which are exercisable from 2 January 2022 to 1 April 2023, and 6,250 Share Options which are exercisable from 2 April 2022 to 1 April 2023.
- (7) The Company issued and allotted 238,908,000, 22,778,000, 105,370,000, 12,068,000, 50,000,000 and 45,072,000 Settlement Shares to First Fidelity Capital (International) Limited, Ms. Yu Sze Wan Gisela, Red Hill Investment (BVI) Limited, Mr. Tong Man Chun, Kedah Company Limited and Ms. Wu Chit Wai respectively upon the Settlement Completion for repayment of the outstanding indebtedness.

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

Hong Kong, 20 January 2022

*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.*