
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Synergy Group Holdings International Limited 滙能集團控股國際有限公司, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
(5) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
(6) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Synergy Group Holdings International Limited 滙能集團控股國際有限公司 (the “Company”) to be held at 23/F., Konnect, 303 Jaffe Road, Wan Chai, Hong Kong on Wednesday, 31 August 2022 at 11:30 a.m. is set out on pages 32 to 38 of this circular. A form of proxy for use in connection with the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.synergy-group.com>).

Please refer to page 1 of this circular for the measures being taken at the Annual General Meeting to try to prevent and control the spread of COVID-19.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deliver, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority 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 (if the relevant documents will be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the relevant documents will be returned on or after 15 August 2022) as soon as possible but in any event no later than 11:30 a.m. (Hong Kong time) on Monday, 29 August 2022 (or if the Annual General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Annual General Meeting). Completion and delivery of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

In case of any inconsistency between the English version and the Chinese version of this circular, the English version shall prevail.

29 July 2022

CONTENTS

| | <i>Page</i> |
|---|-------------|
| Precautionary Measures for the Annual General Meeting | 1 |
| Definitions | 2 |
| Letter from the Board | 5 |
| 1. Introduction | 5 |
| 2. Proposed re-election of retiring Directors | 6 |
| 3. Proposed granting of general mandates to repurchase and to issue Shares | 9 |
| 4. Proposed change of company name | 10 |
| 5. Proposed adoption of the amended and restated memorandum and articles of association | 11 |
| 6. Proposed Refreshment of Scheme Mandate Limit under the Share Option Scheme | 12 |
| 7. Annual General Meeting and proxy arrangement | 15 |
| 8. Responsibility statement | 15 |
| 9. Recommendation | 16 |
| Appendix I – Details of the retiring Directors proposed to be re-elected at the Annual General Meeting | 17 |
| Appendix II – Explanatory statement on the Share Repurchase Mandate | 21 |
| Appendix III – The Proposed Amendments to the Memorandum and Articles of Associations | 25 |
| Notice of Annual General Meeting | 32 |

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic and requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature screening/checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the Annual General Meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health of HKSAR from time to time, or is exhibiting flu-like symptoms may be denied entry into, or be requested to leave, the Annual General Meeting venue.
- (ii) All attendees are requested to wear surgical face masks at the Annual General Meeting venue at all times, and to maintain a safe distance with other attendees where possible.
- (iii) To the extent permitted under applicable laws and regulations, any person who does not comply with the measures above may be denied entry into, or be required to leave, the Annual General Meeting venue.
- (iv) No refreshments will be served, and there will be no corporate gifts, at the Annual General Meeting.

Shareholders should carefully consider the risk of attending the Annual General Meeting, including their own personal circumstances. In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by completing and signing the form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the Chairman of the Annual General Meeting as their proxies to attend and vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting or any adjourned meeting in person.

The form of proxy for use in connection with the Annual General Meeting is enclosed with this circular. The form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.synergy-group.com>). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

| | |
|---|---|
| “Amended and Restated Memorandum and Articles of Association” | the amended and restated Memorandum and Articles of Association proposed to be adopted by the Company at the Annual General Meeting; |
| “Annual General Meeting” | the annual general meeting of the Company to be held at 23/F., Konnect, 303 Jaffe Road, Wan Chai, Hong Kong on Wednesday, 31 August 2022 at 11:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 32 to 38 of this circular, or any adjournment thereof; |
| “Articles of Association” | the articles of association of the Company currently in force; |
| “Board” | the board of Directors; |
| “Companies Act” | The Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands; |
| “Company” or “our Company” | Synergy Group Holdings International Limited 滙能集團控股國際有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange; |
| “controlling shareholder(s)” | has the meaning ascribed thereto under the Listing Rules; |
| “Director(s)” | the director(s) of the Company; |
| “Group” | the Company and its subsidiaries from time to time; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |

DEFINITIONS

| | |
|--|---|
| “Issuance Mandate” | a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 32 to 38 of this circular; |
| “Latest Practicable Date” | 21 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time; |
| “Memorandum and Articles of Association” | the memorandum of association of the Company and the Articles of Association currently in force; |
| “Model Code” | the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules; |
| “PRC” | The People’s Republic of China; |
| “Proposed Adoption of Amended and Restated Memorandum and Articles of Association” | the proposed adoption of the Amended and Restated Memorandum and Articles of Association; |
| “Proposed Amendments” | the proposed amendments to the Memorandum and Articles of Association set out in Appendix III to this circular; |
| “Proposed Change of Company Name” | the proposed change of English name of the Company from “Synergy Group Holdings International Limited” to “Unity Group Holdings International Limited”, and the adoption of the Chinese name “知行集團控股國際有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “滙能集團控股國際有限公司”; |

DEFINITIONS

| | |
|--|---|
| “Proposed Refreshment of Scheme Mandate Limit” | the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme at the Annual General Meeting; |
| “Scheme Mandate Limit” | the maximum number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Scheme Mandate Limit by the Shareholders and thereafter, if refreshed, shall not exceed 10% of the refreshed limit by the Shareholders; |
| “SFO” | the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time; |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company; |
| “Share Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 32 to 38 of this circular; |
| “Share Option Scheme” | the share option scheme of the Company adopted on 5 March 2015 (as amended on 26 October 2016); |
| “Shareholder(s)” | holder(s) of Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; and |
| “%” | per cent. |

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Wong Man Fai Mansfield
(Chairman and Chief Executive Officer)

Non-executive Director:

Mr. Lam Arthur

Independent Non-executive Directors:

Mr. Chung Koon Yan
Mr. Cheung Yick Hung Jackie
Dr. Wong Chi Ying Anthony
Mr. Tang Warren Louis

Registered Office:

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

*Headquarters and Principal Place of
Business in Hong Kong:*

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

29 July 2022

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
 - (2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES;**
 - (3) PROPOSED CHANGE OF COMPANY NAME;**
 - (4) PROPOSED ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;**
 - (5) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME**
- AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with requisite information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Wednesday, 31 August 2022 for, among others, (a) the re-election of the retiring Directors and the granting of the authority to the Board to fix the Directors' remuneration; (b) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate; (c) the Proposed Change of Company Name; (d) the Proposed Adoption of the Amended and Restated Memorandum and Articles of Association; and (e) the Proposed Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised of (i) Mr. Wong Man Fai Mansfield as executive Director; (ii) Mr. Lam Arthur as non-executive Director; and (iii) Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie, Dr. Wong Chi Ying Anthony and Mr. Tang Warren Louis as independent non-executive Directors.

In accordance with Articles 84(1) and (2) of the Articles of Association, Mr. Chung Koon Yan and Mr. Cheung Yick Hung Jackie shall retire at the Annual General Meeting. Reference is also made to the announcement of the Company dated 26 April 2022 which announced, among other things, the appointment of Mr. Tang Warren Louis as an independent non-executive Director. Pursuant to Article 83(3) of the Articles of Association, Mr. Tang who was appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall be eligible for re-election.

All the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to code provision B.3.4 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular (among others): (i) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent; (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board; (iii) the perspectives, skills and experience that the individual can bring to the board; and (iv) how the individual contributes to diversity of the board.

Nomination Procedures

The Nomination Committee of the Company is primarily responsible for identifying and nominating, for approval by the Board, suitably qualified candidates to become members of the Board as additional directors or to fill casual vacancies. The Nomination Committee identifies candidates for directorship from various channels, including but not limited to internal promotion and referral by management of the Company. The Nomination Committee may also receive nomination of candidate(s) for election as Director(s) from Shareholder(s). After the candidate(s) is identified, the Nomination Committee will consider the biographical information of the candidate(s) and evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company to determine whether such candidate is qualified for directorship and make recommendation to the Board accordingly.

LETTER FROM THE BOARD

For re-election of any existing member of the Board, the Nomination Committee shall also evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company and make recommendations to the Board for its consideration and recommendation for the candidate(s) to stand for re-election at general meeting.

The following criteria are taken into consideration in evaluating and selecting candidate(s) for directorship(s):

- character and integrity.
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy.
- commitment of available time and ability to devote adequate time and attention to the affairs of the Company and to discharge duties as a Board member and other directorships and significant commitments.
- requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- the board diversity policy of the Company.
- Such other perspectives appropriate to the Company's business.

In reviewing the structure, size and composition of the Board and in proposing individuals for re-election as Directors at the Annual General Meeting, the Nomination Committee considered the Board diversity from a number of factors, including but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge and time commitments. All Board appointments will be based on merit, and candidates will be considered against criteria including character and integrity, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

LETTER FROM THE BOARD

The Nomination Committee has evaluated Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie and Mr. Tang Warren Louis (the independent non-executive Directors to be re-elected at the Annual General Meeting) against the selection criteria mentioned above and has considered their extensive professional and working experiences as set out in Appendix I to this circular. The Nomination Committee and the Board consider the perspectives and skills Mr. Chung, Mr. Cheung and Mr. Tang have gained through their diversified educational backgrounds, professional qualifications, extensive experiences and practices and in-depth knowledge in the fields of financial management and legal allow them to provide valuable and relevant insights and bring the appropriate qualifications and related expertise to the Company and contribute to the diversity of the Board. The Nomination Committee and the Board are of the view that each of Mr. Chung, Mr. Cheung and Mr. Tang possess the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. Mr. Chung is a director for two other listed companies and Mr. Tang is a director of one other listed company, and the Board is of the view that they are able to bring their insights and experience as directors of other listed companies to the Board and that Mr. Chung, Mr. Cheung and Mr. Tang can actively participate in the Board meetings and various committees' meetings of the Company and can give sufficient time and attention to the Company's affairs to perform their directors' duties. The Company also considers that they will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Mr. Chung and Mr. Cheung have been serving as independent non-executive Directors and chairman/members of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company since March 2015 and are familiar with the Groups' businesses, while Mr. Tang has been serving as an independent non-executive Director and co-chairman of the Nomination Committee since April 2022. They have demonstrated their abilities to provide objective, independent and adequate point of views to the Company's matters.

In addition, each of Mr. Chung, Mr. Cheung and Mr. Tang has declared his independence by submitting an annual written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee of the Company has assessed their independence and believes that Mr. Chung, Mr. Cheung and Mr. Tang are independent from the Company and comply with the independence requirements of Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as at the Latest Practicable Date, the Company is not aware of any matters or events that may occur and affect the independence of each of Mr. Chung, Mr. Cheung and Mr. Tang as an independent non-executive Director.

In view of the above, the Board believes that the re-election of each of Mr. Chung, Mr. Cheung and Mr. Tang as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

Biographical information of the retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES

At the annual general meeting of the Company held on 16 September 2021, general mandates were granted to the Directors to exercise all the powers to repurchase Shares and to allot, issue and deal with additional Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting (i.e. a total of 238,566,800 Shares on the basis that the number of Shares in issue remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting (i.e. a total of 477,133,600 Shares on the basis that the number of Shares in issue remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

Each of the aforesaid mandates will expire whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

With reference to the Share Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED CHANGE OF COMPANY NAME

As announced on 30 June 2022, the Board proposed to change the English name of the Company from “Synergy Group Holdings International Limited” to “Unity Group Holdings International Limited”, and to adopt the Chinese name of “知行集團控股國際有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “滙能集團控股國際有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the approval by the Shareholders by way of a special resolution at the Annual General Meeting to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the Annual General Meeting. Subject to the satisfaction of the conditions set out above, which have not yet been met as at the Latest Practicable Date and cannot be waived, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies in place of the former English name and dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Board considers that the proposed new company name is in line with the Group’s strategy to enhance the market awareness and refreshment for its brand and believes that the proposed new company name will provide the Group with a fresh corporate image and identity. Accordingly, the Board is of the view that the Proposed Change of Company Name will benefit the future business development of the Group and is in the best interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the Company's present name will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed upon the Proposed Change of Company Name becoming effective.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company.

5. PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

On 30 June 2022, the Board also proposed to amend and restate the existing Memorandum and Articles of Association in order to, among other things, (a) reflect the Proposed Change of Company Name and; (b) conform with the Core Shareholders Protection Standards as set out in the amended Appendix 3 to the Listing Rules effective from 1 January 2022. Other minor amendments to the Existing Memorandum and Articles of Association are also made to introduce corresponding and house-keeping changes.

The Proposed Amendments explicitly set out the latest changes pursuant to the Companies Act and the Listing Rules as well as the related powers of the Board and the chairman of the general meetings in relation to electronic and physical meetings, including arrangements for attendance and voting by electronic means as well as ensuring the proper and orderly conduct of general meetings. The Board further proposes that the Company adopts the Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association by way of a special resolution to be approved by the Shareholders at the Annual General Meeting.

LETTER FROM THE BOARD

Details of the Proposed Amendments are set out in Appendix III to this circular.

The Proposed Amendments and the Proposed Adoption of the Amended and Restated Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting and will become effective upon the approval by the Shareholders at the Annual General Meeting.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Proposed Amendments and the amended and restated Memorandum and Articles of Association are prepared in the English language. The Chinese translation thereof is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

Implication of the Proposed Adoption of the Amended and Restated Memorandum and Articles of Association

The proposed amendments to the Memorandum and Articles of Association will not affect any rights of the existing Shareholders. All existing rights and obligations of the Shareholders shall, after the Proposed Adoption of the Amended and Restated Memorandum and Articles of Association becoming effective, continue to have the same rights and obligations.

6. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The Board proposes to seek the approval of the Shareholders to refresh the Scheme Mandate Limit at the Annual General Meeting. The Share Option Scheme was adopted by the Company on 5 March 2015 (as amended on 26 October 2016). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force as at the date of the Latest Practicable Date. No refreshment of the Scheme Mandate Limit had been previously sought by the Company under the Share Option Scheme since the date of listing of the shares.

The Share Option Scheme seeks to provide an incentive for the qualified participants to work with commitment towards enhancing the value of our Company and the Shares for the benefit of the Shareholders, and to maintain or attract business relationships with the qualified participants whose contributions are or may be beneficial to the growth of our Group.

LETTER FROM THE BOARD

Pursuant to Note (1) to Rule 17.03(3) of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under the share option scheme and any other schemes must not in aggregate exceed 10% of the relevant class of securities of the listed issuer (or the subsidiary) in issue as at the date of approval of the scheme. The number of Shares subject to the existing Scheme Mandate Limit is 50,000,000 Shares, representing 10% of the issued share capital of the Company as at 5 March 2015, being the date of adoption of the Share Option Scheme.

Pursuant to Note (1) to Rule 17.03(3) of the Listing Rules and the Share Option Scheme, the Company may seek approval by its Shareholders in general meeting for refreshing the Scheme Mandate Limit. However, the Scheme Mandate Limit as refreshed must not exceed 10% of the Shares in issue as at the date of the Shareholders' approval. Share Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, exercised or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

As at the Latest Practicable Date, there were 2,385,668,000 Shares in issue. Assuming that no new Shares will be issued prior to the Annual General Meeting, the maximum number of share options that can be granted by the Company under the proposed refreshed Scheme Mandate Limit would be 238,566,800 Shares, being 10% of the total number of Shares in issue as at the date of passing the resolution approving the Proposed Refreshment of Scheme Mandate Limit at the Annual General Meeting.

Pursuant to Note (2) to Rule 17.03(3) of the Listing Rules and the rules of Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time. As at the Latest Practicable Date, 889,000 share options granted within the existing Scheme Mandate Limit remained outstanding, representing approximately 0.04% of the Shares in issue as at the Latest Practicable Date. The total number of Shares which may be issued upon exercise of the aforementioned outstanding share options and the proposed refreshed Scheme Mandate Limit, will be 239,455,800 Shares, representing approximately 10.04% of the Shares in issue as at the Latest Practicable Date and will not exceed the overall limit of 30% of the Shares in issue.

Up to the Latest Practicable Date, the Company had granted a total of 58,092,400 share options since the adoption of the Share Option Scheme (including 32,475,400 share options that were lapsed), of which 24,728,000 share options so far granted had been exercised, no Share Options had been cancelled and 889,000 share options remained outstanding. There were only 24,383,000 share options, representing 1.22% of the total number of Shares in issue as at the Latest Practicable Date, available to be granted if the Scheme Mandate Limited is not refreshed.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 889,000 outstanding share options under the Share Option Scheme, representing approximately 0.04% of the total number of Shares in issue as at the Latest Practicable Date, which will remain valid after the approval of the refreshment of the Scheme Mandate Limit at the Annual General Meeting.

None of the grantee had been granted with options which exceed the limit of 1% of the issued share capital of the Company in the 12-month period up to and including the respective date of grant. As such, the Company has complied with Rule 17.03(4) of the Listing Rules for the Share Option Scheme.

Reasons for the Proposed Refreshment of Scheme Mandate Limit

The Board is of the view that share options provide a means for the Company to reward the grantees for their services to the Company, without incurring a cash outflow and that the Proposed Refreshment of Scheme Mandate Limit will provide the Company with greater flexibility to motivate the eligible participants, attract and retain or otherwise maintain ongoing business relationship with the eligible participants whose contributions are, will or expected to be beneficial to the Group. Therefore, the Board considers that the Proposed Refreshment of Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole. In this connection, it is proposed that the Board shall seek the approval of the Shareholders by passing of an ordinary resolution for the refreshment of the Scheme Mandate Limit at the Annual General Meeting.

Conditions of the Proposed Refreshment of Scheme Mandate Limit

The Proposed Refreshment of Scheme Mandate Limit is conditional upon:

- (i) the Shareholders passing an ordinary resolution to approve the Proposed Refreshment of Scheme Mandate Limit at the Annual General Meeting; and
- (ii) the Stock Exchange granting the approval for the listing of and permission to deal in the Shares that may be issued pursuant to the exercise of the share options that may be granted under the Proposed Refreshment of Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares that may be issued upon the exercise of the share options that may be granted under the Proposed Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 32 to 38 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll (except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). Accordingly, at the Annual General Meeting, the votes on the resolutions set out in the notice of the Annual General Meeting will be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution set out in the notice of the Annual General Meeting.

A form of proxy for use at the Annual General Meeting (and any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.synergy-group.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and delivered, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority 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 (if the relevant documents will be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the relevant documents will be returned on or after 15 August 2022) as soon as possible but in any event no later than 11:30 a.m. (Hong Kong time) on Monday, 29 August 2022 (or if the Annual General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Annual General Meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish. In view of the ongoing COVID-19 pandemic, you are encouraged to appoint the Chairman of the Annual General Meeting as proxy to attend and vote on your behalf at the Annual General Meeting or any adjourned meeting.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the granting of the Share Repurchase Mandate and Issuance Mandate, the extension of the Issuance Mandate, the Proposed Change of Company Name, the Proposed Adoption of the Amended and Restated Memorandum and Articles of Association, the Proposed Refreshment of Scheme Mandate Limit and the re-appointment of BDO Limited as the Company's auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

Synergy Group Holdings International Limited

Wong Man Fai Mansfield

*Chairman, Chief Executive Officer and
Executive Director*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(1) Mr. Chung Koon Yan

Mr. Chung Koon Yan (“**Mr. John Chung**”), aged 58, is an independent non-executive Director, the Chairman of the Audit Committee, member of the Remuneration Committee and member of the Nomination Committee of the Company since 5 March 2015. He is a practicing and fellow member of The Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and a fellow member of The Institute of Chartered Accountants in England and Wales. He graduated from the Hong Kong Polytechnic University with a Master’s Degree in Professional Accounting in November 2000. Mr. Chung obtained the fellow membership of The Association of Chartered Certified Accountants in October 2003 and became a member of The Hong Kong Institute of Certified Public Accountants in October 1998, and was also admitted as an associate of The Institute of Chartered Accountants in England and Wales in October 2004. Mr. Chung is a director of Chiu, Choy & Chung CPA Ltd. and Dickson Wong C.P.A. Company Limited, and has more than 25 years’ experience in accounting, auditing and taxation. Mr. Chung has been an independent non-executive director of Great World Company Holdings Limited (stock code: 8003), the shares of which are listed on the GEM operated by the Stock Exchange since May 2008, and an independent non-executive director of Winson Holdings Hong Kong Limited (stock code: 6812), the shares of which are listed on the Main Board of the Stock Exchange (transfer of listing of its shares from GEM to Main Board on 11 June 2020) since February 2017. From November 2013 to June 2021, Mr. Chung served as an independent non-executive director of Asian Citrus Holdings Limited (stock code: 73), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. John Chung has entered into a renewed letter of appointment with the Company for a term of three years commencing from 23 March 2021. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Listing Rules and the Articles of Association. Mr. John Chung received director’s remuneration of HK\$205,200 for the year ended 31 March 2022 in respect of his services to the Group. He is entitled to a director’s remuneration of HK\$205,200 per annum for the year ending 31 March 2023 which is determined by the Board with reference to his responsibilities and time commitment and is subject to review by the Remuneration Committee of the Company from time to time. His remuneration is covered by the renewed letter of appointment and any subsequent revision approved by the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. John Chung had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. John Chung did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and did not currently hold any other position with the Company and other members of the Group and did not have other major appointments and professional qualification.

As at the Latest Practicable Date, Mr. John Chung was interested in a long position of 18,000 Shares and 7,000 share options to subscribe for 7,000 Shares in the Company pursuant to the Company's Share Option Scheme, representing, in aggregate, approximately 0.004% of the issued Shares of the Company. Save as disclosed above, Mr. John Chung did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, as at the Latest Practicable Date, there was no information of Mr. John Chung that was discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there were no other matters concerning Mr. John Chung that need to be brought to the attention of the Shareholders.

(2) Mr. Cheung Yick Hung Jackie

Mr. Cheung Yick Hung Jackie ("**Mr. Jackie Cheung**"), aged 54, is an independent non-executive Director, the Chairman of the Remuneration Committee, member of the Audit Committee and member of the Nomination Committee of the Company since 5 March 2015. Mr. Cheung has been a representative of KGI Asia Limited and KGI Futures (Hong Kong) Limited which carry out Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities under the SFO respectively since 29 March 2011. He currently also serves as a Consultant Solicitor of Messrs. Cheung & Yeung, Solicitors (張國鈞楊煒凱律師事務所). Mr. Cheung was admitted as a solicitor to the High Court of Hong Kong in November 1995 and as a solicitor of the Supreme Court of England and Wales in May 1997. He graduated from City Polytechnic of Hong Kong (now known as City University of Hong Kong) with a degree of Bachelor of Laws and obtained the Postgraduate Certificate in Laws in November 1992 and November 1993 respectively. Mr. Cheung served as a District Councillor of the Central and Western District Council for the period from 1 January 2008 to 31 December 2015.

Mr. Jackie Cheung has entered into a renewed letter of appointment with the Company for a term of three years commencing from 23 March 2021. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Listing Rules and the Articles of Association. Mr. Jackie Cheung received director's remuneration of HK\$205,200 for the year ended 31 March 2022 in respect of his services to the Group. He is entitled to a director's remuneration of HK\$205,200 per annum for the year ending 31 March 2023 which is determined by the Board with reference to his responsibilities and time commitment and is subject to review by the Remuneration Committee of the Company from time to time. His remuneration is covered by the renewed letter of appointment and any subsequent revision approved by the Board.

As at the Latest Practicable Date, Mr. Jackie Cheung had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jackie Cheung did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and did not currently hold any other position with the Company and other members of the Group and did not have other major appointments and professional qualification.

As at the Latest Practicable Date, Mr. Jackie Cheung was interested in a long position of 118,000 Shares and 7,000 share options to subscribe for 7,000 Shares in the Company pursuant to the Company's Share Option Scheme, representing, in aggregate, approximately 0.005% of the issued Shares of the Company. Save as disclosed above, Mr. Jackie Cheung did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, as at the Latest Practicable Date, there was no information of Mr. Jackie Cheung that was discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there were no other matters concerning Mr. Jackie Cheung that need to be brought to the attention of the Shareholders.

(3) Mr. Tang Warren Louis

Mr. Tang Warren Louis ("**Mr. Louis Tang**"), aged 46, has been our independent non-executive Director and Co-Chairman of the Nomination Committee of the Company since 26 April 2022. Mr. Tang was graduated from the University of Toronto in June 1998 with a bachelor of applied science major in computer engineering. He obtained the postgraduate diploma in English and Hong Kong law from Manchester Metropolitan University in July 2000 and the postgraduate certificate in laws from The University of Hong Kong in June 2001. Mr. Tang was called to the Bar of Hong Kong in the High Court of Hong Kong in December 2001 and since then has been a practising barrister and a member of the Hong Kong Bar Association. Mr. Tang was appointed as an independent non-executive director of Global International Credit Group Limited (stock code: 1669) with effect from 22 November 2014. He was also an independent non-executive director of Elegance Optical International Holdings Limited (stock code: 907), from 15 July 2019 to 31 December 2019. Mr. Tang has been a fellow member of the Hong Kong Institute of Arbitrators since 2019 and an arbitrator of the Guangzhou Arbitration Commission since 2020. In 2019, Mr. Tang was appointed as a deputy magistrate in Hong Kong at the West Kowloon Magistrates' Courts. In 2020, Mr. Tang was appointed as a deputy magistrate in Hong Kong at the Kowloon City Magistrates' Courts.

Mr. Louis Tang has entered into a letter of appointment with the Company pursuant to which he was appointed as an independent non-executive Director for an initial term of three years commencing from 26 April 2022. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Listing Rules and the Articles of Association. Mr. Louis Tang is entitled to a director's remuneration of HK\$205,200 per annum for the year ending 31 March 2023 which is determined by the Board with reference to his responsibilities and time commitment and is subject to review by the Remuneration Committee of the Company from time to time. His remuneration is covered by the letter of appointment and any subsequent revision approved by the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Louis Tang had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Louis Tang did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and did not currently hold any other position with the Company and other members of the Group and did not have other major appointments and professional qualification.

As at the Latest Practicable Date, Mr. Louis Tang did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, as at the Latest Practicable Date, there was no information of Mr. Louis Tang that was discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there were no other matters concerning Mr. Louis Tang that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,385,668,000 Shares, all of which have been fully paid-up.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 2,385,668,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 238,566,800 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable them to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2022) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the 12 months immediately preceding (and including) the Latest Practicable Date were as follows:

| Month & Year | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|--|-------------------------------|------------------------------|
| July 2021 | 0.64 | 0.455 |
| August 2021 | 0.55 | 0.35 |
| September 2021 | 0.56 | 0.325 |
| October 2021 | 0.475 | 0.40 |
| November 2021 | 0.74 | 0.42 |
| December 2021 | 0.70 | 0.60 |
| January 2022 | 0.83 | 0.70 |
| February 2022 | 0.81 | 0.62 |
| March 2022 | 0.68 | 0.28 |
| April 2022 | 0.62 | 0.335 |
| May 2022 | 0.67 | 0.51 |
| June 2022 | 0.68 | 0.57 |
| July 2022 (<i>up to the Latest Practicable Date</i>) | 0.64 | 0.56 |

6. GENERAL

To the best of their knowledge and belief and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) currently intends to sell any Shares to our Company or its subsidiaries in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of our Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Directors, as at the Latest Practicable Date:

- (a) Mr. Wong Man Fai Mansfield, the Chairman of the Board, the Chief Executive Officer and an executive Director, was directly interested in long position of 5,958,000 Shares and was deemed to have long position of 1,254,347,204 Shares, which were registered in the name of Abundance Development Limited and Mpplication Group Limited, companies wholly-owned by Mr. Wong, in aggregate, representing approximately 52.83% of the issued share capital of the Company;
- (b) Mr. Wu Shang Tun Mason was deemed to have long position of 1,229,147,920 Shares, representing approximately 51.52% of the issued share capital of the Company, which were registered in the name of Ancient Wisdom Limited, a company wholly-owned by Mr. Wu; and
- (c) Beyond Ever Limited was interested in long position of 168,366,000 Shares, representing approximately 7.10% of the issued share capital of the Company.

In the event that the Directors shall exercise the Share Repurchase Mandate in full, the shareholding percentage of Mr. Wong Man Fai Mansfield (including Abundance Development Limited and Mpplication Group Limited) and Beyond Ever Limited in the issued share capital of the Company would be increased respectively to approximately 58.70%, 57.25% and 7.84% (if they do not participate in such repurchase).

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, none of the Shareholders or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

The following are the Proposed Amendments to the existing Memorandum and Articles of Association brought about by the adoption of the Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles of Association.

THE MEMORANDUM OF ASSOCIATION

General amendments

- (i) Replacing all references to the words “the Companies Law (Revised)” with “the Companies Act (As Revised)” wherever they appear in the Memorandum.

Specific amendments

| Memorandum No. | Proposed amendments showing changes to the existing Memorandum |
|----------------|---|
| 1. | <p>The name of the Company is Synergy Group Holdings International Limited <u>Unity Group Holdings International Limited</u> and its dual foreign name is <u>滙能集團控股國際有限公司</u> <u>知行集團控股國際有限公司</u>.</p> <p>The Registered Office of the Company shall be at the offices of Codan<u>Conyers</u> Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.</p> |
| 4. | <p>Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Law<u>Act</u> (<u>As</u> Revised).</p> |
| 8. | <p>The share capital of the Company is HK\$38<u>500,000</u>,000 divided into 38<u>500,000</u>,000 ordinary shares of a nominal or par value of HK\$1.000<u>.01</u> each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law<u>Act</u> (<u>As</u> Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.</p> |
| 9. | <p>The Company may exercise the power contained in the Companies Law<u>Act</u> to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.</p> |

THE ARTICLES OF ASSOCIATION

General amendments

- (i) Replacing all references to the defined term “Law” with “Act” wherever they appear in the Articles.

Specific amendments

| Article No. | Proposed amendments showing changes to the existing Articles of Association | |
|-------------|--|--|
| 1. | The regulations in Table A in the Schedule to the Companies Law Act (As Revised) do not apply to the Company. | |
| 2. | (1) | <p>“Act” <u>The Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</u></p> |
| | | <p>“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</p> |
| | | <p>“Company” Synergy Group Holdings International Limited 滙能集團控股國際有限公司 <u>Unity Group Holdings International Limited 知行集團控股國際有限公司.</u></p> |
| | | <p>“Law” The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</p> |
| | (2)(i) | Section 8 and Section 19 of the Electronic Transactions Law Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles. |

| | | |
|-----------------|--|--|
| 8. | (1) | Subject to the provisions of the Law Act and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine. |
| 8.9. | (2) | Subject to the provisions of the Law Act , the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit. |
| 9. | Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike. | |
| 56. | An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceeding and such annual general meeting or not more than eighteen must be held within six (186) months after the date end of adoption of these Articles, the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting. | |

| | | |
|-----|--|--|
| 58. | <p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p> | |
| 59. | (1) | <p>An annual general meeting shallmust be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the LawAct, if it is so agreed:</p> |

| | | |
|---------|--------|---|
| 73. | (2) | All members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange to abstain from voting to approve the matter under consideration. |
| | (3)(2) | Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted. |
| 83. | (3) | The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board so appointed shall hold office only until the next following first annual general meeting of the Company after his appointment and shall then be eligible for re-election. |
| 100.(1) | (i) | <p>any contract or arrangement for the giving of any security or indemnity either:-</p> <p>(a) to suchthe Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s)them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>(b) (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p> |

| | | |
|------|-----------|--|
| | (iii)(ii) | any contract or arrangement proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; |
| | (iv) | any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or |
| | (v)(iii) | any proposal or arrangement concerning the <u>benefit of employees of the Company or its subsidiaries including:</u> (a) <u>the adoption, modification or operation of a any employees' share scheme or any share incentive or share option scheme; under which the Director or his close associate(s) may benefit; or</u> (b) <u>the adoption, modification or operation of</u> a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or <u>the Director</u> , his close associate(s) and to employees <u>employee(s)</u> of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally <u>accorded</u> to the class of persons to which such scheme or fund relates; |
| | (iv) | <u>any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</u> |
| 152. | (2) | The Members may, at any general meeting convened and held in accordance with these Articles, by special <u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term. |

| | | |
|-----------------------------------|--|--|
| 155. | <p><u>The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.</u></p> <p>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</p> | |
| 162. | (1) | <p><u>The Subject to Article 162(2), the</u> Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p> |
| <u>FINANCIAL YEAR</u> | | |
| <u>165.</u> | <p><u>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of March in each year.</u></p> | |
| 165 <u>166.</u> | <p>No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.</p> | |
| 166 <u>167.</u> | <p>No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.</p> | |

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that an annual general meeting (“**Annual General Meeting**”) of Synergy Group Holdings International Limited 滙能集團控股國際有限公司 (the “**Company**”) will be held at 23/F., Konnect, 303 Jaffe Road, Wan Chai, Hong Kong on Wednesday, 31 August 2022 at 11:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the board of directors of the Company and auditor for the year ended 31 March 2022.
2. To re-elect Mr. Chung Koon Yan as an independent non-executive director of the Company.
3. To re-elect Mr. Cheung Yick Heung Jackie as an independent non-executive director of the Company.
4. To re-elect Mr. Tang Warren Louis as an independent non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the remuneration of the respective directors of the Company.
6. To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph 7(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph 7(a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph 7(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph 8(c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph 8(a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph 8(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under the share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be issued under the mandate in paragraph 8(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the directors to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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

“**THAT** conditional upon the passing of resolutions set out in items 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 7 of the Notice, provided that such number shall not exceed 10% of the total number of shares in issue as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

10. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 5 March 2015 (as amended on 26 October 2016) up to 10% of the number of shares of the Company in issue at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and any one director or the company secretary of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

SPECIAL RESOLUTIONS

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

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of name, (i) the existing English name of the Company be changed from “Synergy Group Holdings International Limited” to “Unity Group Holdings International Limited”, and (ii) the dual foreign name of the Company in Chinese of “知行集團控股國際有限公司” be adopted in place of its existing dual foreign name in Chinese of “滙能集團控股國際有限公司” (the “**Proposed Change of Company Name**”), with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one director or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the aforesaid Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to the Proposed Change of Company Name under the resolution set out in item 11 of the Notice taking effect, the amended and restated memorandum and articles of association of the Company (incorporating the proposed amendments to the existing memorandum and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 29 July 2022) (the “**Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company with effect upon the Proposed Change of Company Name becoming effective, and any one director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to implement the adoption of the Amended and Restated Memorandum and Articles of Association.”

By order of the Board
Synergy Group Holdings International Limited
Wong Man Fai Mansfield
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 29 July 2022

Notes:

1. All resolutions at 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 Rules Governing the Listing of Securities on the Stock Exchange (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 of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. 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 above meeting. 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.

NOTICE OF ANNUAL GENERAL MEETING

3. 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 certified copy of that power of attorney or authority, 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 (if the relevant documents will be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the relevant documents will be returned on or after 15 August 2022) in any event no later than 11:30 a.m. (Hong Kong time) on Monday, 29 August 2022 (or if the Annual General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Annual General Meeting). Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 25 August 2022 to Wednesday, 31 August 2022, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, all duly completed and signed 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 (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022) for registration no later than 4:30 p.m. on Wednesday, 24 August 2022.

In the event that the Annual General Meeting is adjourned to a date later than Wednesday, 31 August 2022 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the Annual General Meeting will remain the same as stated above.

5. In relation to the proposed Resolution no. 6 above, the Board concurs with the views of the Audit Committee of the Board and has recommended that BDO Limited be re-appointed as auditor of the Company.
6. A circular containing further details concerning Resolution nos. 2 to 4 and Resolution nos. 7 to 12 set out in this notice will be despatched to the shareholders of the Company together with the 2021/2022 Annual Report.
7. **Bad Weather Arrangements**

Subject to the articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands, if a tropical cyclone warning signal number 8 or above is hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time between 8:30 a.m. to 11:30 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be automatically adjourned to a later date. When the date, time and location of the adjourned meeting has been fixed by the Directors, the Company will post an announcement on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.synergy-group.com>) to notify shareholders of the date, time and location of the adjourned meeting.

The Annual General Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the Annual General Meeting in adverse weather conditions.