
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 (the “Company”), 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.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and; (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.



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: 8105)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of Synergy Group Holdings International Limited to be held at Salon Room III, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Wednesday, 28 September 2016 at 11:00 a.m. is set out on pages 12 to 15 of this circular. A form of proxy for use in connection with the AGM is also enclosed. Such form of proxy is also published on the websites of the GEM (www.hkgem.com) and the Company (www.synergy-group.com).

Whether or not you are able to attend the AGM, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

This circular will remain on the "Latest Company Announcements" page of GEM's website at www.hkgem.com for at least seven days from the date of its posting and the Company's website at www.synergy-group.com.

5 August 2016

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Salon Room III, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Wednesday, 28 September 2016 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof;
“AGM Notice”	the Notice of AGM set out on pages 12 to 15 of this circular;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Companies Law”	The Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“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 GEM;
“Director(s)”	(a) director(s) of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time;
“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 6 of the AGM Notice;
“Latest Practicable Date”	1 August 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Date”	24 March 2015, being the date on which the Shares first commenced trading on GEM;
“Memorandum and Articles of Association”	the memorandum of association of the Company and the Articles of Association currently in force;
“Required Standard of Dealings”	the required standard set out in Rules 5.48 to 5.67 of Chapter 5 of the GEM Listing Rules;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the 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 5 of the AGM Notice;
“Shareholder(s)”	(a) 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: 8105)

Executive Directors:

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

Registered Office:

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

Non-executive Director:

Mr. Lam Chung Ho Alastair

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

Independent Non-executive Directors:

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

Room 404B, 4/F
Block B, Seaview Estate
Nos. 4-6 Watson Road
North Point
Hong Kong

5 August 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with, among others, the AGM Notice and requisite information in respect of certain resolutions to be proposed at the AGM for (a) the re-election of the retiring Directors; and (b) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 84(1) and (2) of the Articles of Association, Mr. Wong Man Fai Mansfield and Mr. Lam Arthur shall retire at the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Details of the retiring Directors offering themselves for re-election are set out in Appendix I to this circular.

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

At the annual general meeting of the Company held on 9 September 2015, general and unconditional mandates were given to the Directors to exercise all the powers to repurchase Shares and to allot, issue and deal with additional Shares respectively. These mandates will lapse at the conclusion of the AGM. 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 AGM 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 5 of the AGM Notice (i.e. equivalent to 50,000,000 Shares on the basis that the number of Shares in issue remains unchanged on the date of the AGM);
- (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 6 of the AGM Notice (i.e. equivalent to 100,000,000 Shares on the basis that the number of Shares in issue remains unchanged on the date of the AGM); and
- (c) the extension of the Issuance Mandate by adding the 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: (1) the conclusion of the next annual general meeting of the Company; or (2) 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 (3) 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 13.08 of the GEM 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. AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 12 to 15 of this circular.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll (except for procedural and administrative matters). An announcement of the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution set out in the AGM Notice.

A form of proxy for use in connection with the AGM (and any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the websites of the GEM (www.hkgem.com) and the Company (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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate, the Issuance Mandate and extension of the Issuance Mandate 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 AGM.

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 AGM.

Executive Directors

(1) *Mr. Wong Man Fai Mansfield*

Mr. Wong Man Fai Mansfield (“**Mr. Mansfield Wong**”), aged 42, is our Chief Executive Officer, Chairman of the Board and an Executive Director. He is also a director of Synergy Lighting Limited and Synergy Group Worldwide Limited, both are wholly-owned subsidiaries of the Company, and was appointed as the Chief Executive Officer of Synergy Lighting Limited on 1 July 2009. He was appointed as a Director of our Company on 30 December 2011. He is primarily responsible for the overall corporate strategies, development management and operation of our Group. Mr. Mansfield Wong graduated from the University of Arizona, Arizona, United States with a Bachelor’s degree in Electrical Engineering in May 1996. He also obtained a Master of Engineering (Electrical) from Cornell University, New York, United States in May 1997. He has over 11 years of management experience. Mr. Mansfield Wong is the sole director and sole shareholder of Mpplication Group Limited, which provides information technology management services to our Group. Mr. Mansfield Wong is the sole director and sole shareholder of Abundance Development Limited and one of our substantial Shareholders.

Mr. Mansfield Wong has entered into a service agreement with the Company for a term commencing on the Listing Date and last until and including the date of the third annual general meeting following the Listing Date. He is subject to retirement by rotation and re-election at the AGM in accordance with the GEM Listing Rules and the Articles of Association. Mr. Mansfield Wong received emoluments of HK\$720,000 for the year ended 31 March 2016 in respect of his services to the Group. He is entitled to an annual remuneration of HK\$900,000 for the year ending 31 March 2017 which is determined by the Board with reference to his responsibilities and time commitment and is subject to review by the Remuneration Committee from time to time. His remuneration is covered by the service agreement and any subsequent revision approved by the Board.

As at the Latest Practicable Date, Mr. Mansfield Wong has 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, Mr. Mansfield Wong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Mansfield Wong was deemed to have interest of 47,249,204 Shares, representing approximately 9.45% of the issued Shares of the Company, which were registered in the name of Abundance Development Limited, a company wholly-owned by Mr. Mansfield Wong. Save as disclosed above, Mr. Mansfield Wong 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 Required Standard of Dealings.

Save for the information disclosed above, there is no information of Mr. Mansfield Wong that is discloseable pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters concerning Mr. Mansfield Wong that need to be brought to the attention of the Shareholders.

(2) Mr. Lam Arthur

Mr. Lam Arthur (“**Mr. Arthur Lam**”), aged 31, is the Vice Chairman of the Board, an Executive Director and one of our substantial Shareholders. He was appointed as a Director and Vice Chairman of our Company on 30 December 2011 and 3 February 2016 respectively, and is responsible for overseas development and research and development of our Group. Mr. Arthur Lam is also a director of Synergy Lighting Limited and Synergy Group Worldwide Limited, both are wholly-owned subsidiaries of the Company. Mr. Arthur Lam graduated from the University of Notre Dame, Indiana, United States, with a Bachelor’s degree in Mechanical Engineering in May 2008. Before joining our Group, Mr. Arthur Lam was an Associate (Trade Support and Risk Management) in Myo Capital Advisers Limited from November 2008 to June 2009. Mr. Arthur Lam is a certified Carbon Audit Professional and a certified Energy Manager of The Association of Energy Engineers (Hong Kong Chapter). Mr. Arthur Lam is the cousin of Mr. Lam Chung Ho Alastair, the Non-executive Director of the Company.

Mr. Arthur Lam has entered into a service agreement with the Company for a term commencing on the Listing Date and last until and including the date of the third annual general meeting following the Listing Date. He is subject to retirement by rotation and re-election at the AGM in accordance with the GEM Listing Rules and the Articles of Association. Mr. Arthur Lam received emoluments of HK\$720,000 for the year ended 31 March 2016 in respect of his services to the Group. He is entitled to an annual remuneration of HK\$900,000 for the year ending 31 March 2017 which is determined by the Board with reference to his responsibilities and time commitment and is subject to review by the Remuneration Committee from time to time. His remuneration is covered by the service agreement and any subsequent revision approved by the Board.

As at the Latest Practicable Date, Mr. Arthur Lam has 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, Mr. Arthur Lam does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Arthur Lam has interest of 35,464,437 Shares, representing approximately 7.09% of the issued Shares of the Company. Save as disclosed above, Mr. Arthur Lam 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 Required Standard of Dealings.

Save for the information disclosed above, there is no information of Mr. Arthur Lam that is discloseable pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters concerning Mr. Arthur Lam that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement required by the GEM 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 AGM 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 500,000,000 Shares, all of which have been fully paid-up.

Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, i.e. being 500,000,000 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 50,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. SOURCE OF FUNDS

Any repurchases of Shares by our Company must be paid out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association, the GEM Listing Rules, and all the applicable laws of the Cayman Islands. We may not repurchase our own securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Any repurchase may be made out of funds legally permitted to be utilised in this connection, including profits of our Company, share premium account of our Company or out of proceeds of a fresh issue of Shares made for that purpose or, subject to the provisions of the Companies Law, out of capital and in the case of any premium payable on a repurchase over the par value of the Shares to be repurchased, it must be paid out of either or both of the profits of our Company or our Company's share premium account, or subject to the provisions of the Companies Law, out of capital.

3. REASONS FOR REPURCHASES

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.

4. IMPACT OF REPURCHASE

Taking into account the Company's current working capital position, the Directors consider that, if the Share Repurchase Mandate is exercised in full at any time during the proposed repurchase period, there might be a material adverse effect on the working capital and/or gearing position of the Company as compared with the position disclosed in the latest published audited financial statements of the Company for the year ended 31 March 2016. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital requirements 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 previous 12 months were as follows:

Month & Year	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
August 2015	2.24	1.45
September 2015	1.55	1.20
October 2015	2.33	1.21
November 2015	2.06	1.73
December 2015	1.98	1.70
January 2016	1.96	1.51
February 2016	2.00	1.76
March 2016	1.96	1.60
April 2016	2.03	1.78
May 2016	3.12	1.90
June 2016	2.33	1.44
July 2016	1.75	1.30
August 2016 (<i>up to the Latest Practicable Date</i>)	1.53	1.40

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 GEM 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 Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association, and the applicable laws and regulations of the Cayman Islands.

No core connected person (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

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.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under Section 336 of the SFO, were as follows:

Name of Shareholder	Number of Shares beneficially held	Current percentage interest in the issued share capital of the Company	Percentage interest in the issued share capital of the Company in the event the Share Repurchase Mandate is exercised in full
Mr. Lam Chung Ho Alastair	49,800,734	9.96%	11.07%
Abundance Development Limited (<i>Note 1</i>)	47,249,204	9.45%	10.49%
Mr. Wong Man Fai Mansfield (<i>Note 1</i>)	47,249,204	9.45%	10.49%
Ms. Cai, Linda Xin Xin (<i>Note 2</i>)	47,249,204	9.45%	10.49%
Mr. Lam Arthur	35,464,437	7.09%	7.88%
Ms. Liang Wai Yun Fiona (<i>Note 3</i>)	35,464,437	7.09%	7.88%

Notes:

- Abundance Development Limited is wholly-owned by Mr. Wong Man Fai Mansfield. Under the SFO, Mr. Wong Man Fai Mansfield is deemed to be interested in all the Shares owned by Abundance Development Limited.

2. Ms. Cai, Linda Xin Xin is the spouse of Mr. Wong Man Fai Mansfield. Under the SFO, Mr. Wong Man Fai Mansfield is deemed to be interested in all the Shares owned by Abundance Development Limited, and Ms. Cai, Linda Xin Xin is deemed to be interested in all the Shares in which Mr. Wong Man Fai Mansfield is interested.
3. Ms. Liang Wai Yun Fiona is the spouse of Mr. Lam Arthur. Under the SFO, Ms. Liang Wai Yun Fiona is deemed to be interested in all the Shares in which Mr. Lam Arthur is interested.

In the event that the Directors shall exercise in full the Share Repurchase Mandate, the total interests of the above substantial Shareholders would be increased to approximately the respective percentages shown in the last column above (if they do not participate in such repurchase). The Directors are not aware of any consequences which would give rise to an obligation for it 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 GEM 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.

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: 8105)

NOTICE IS HEREBY GIVEN that an annual general meeting of Synergy Group Holdings International Limited (the “**Company**”) will be held at Salon Room III, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Wednesday, 28 September 2016 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Group and the reports of the directors and auditor for the year ended 31 March 2016.
2. (a) To re-elect Mr. Wong Man Fai Mansfield as an executive director of the Company.

(b) To re-elect Mr. Lam Arthur as an executive director of the Company.
3. To authorise the board of directors to fix the remuneration of the respective directors of the Company.
4. To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.

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

5. “**THAT:**
 - (a) subject to paragraph 5(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 purchase its shares (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on another stock exchange on which the Shares 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 aggregate number of Shares to be purchased pursuant to the mandate in paragraph 5(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 the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 time when the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph 6(c) below, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”), 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 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 6(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 aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph 6(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 the said mandate shall be limited accordingly; 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 time when 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).”

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

7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 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 an amount representing the aggregate number of Shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

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

Hong Kong, 5 August 2016

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Company's articles of association and the GEM Listing Rules and the results of the poll will be published on the websites of Stock Exchange and the Company in accordance with the GEM 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 proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his 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.
3. In order to be valid, the 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. 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 determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 26 September 2016 to Wednesday, 28 September 2016, both dates inclusive, during which period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the above meeting, all duly completed and signed transfer forms 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 23 September 2016.