

Date : 17 August 2020

SYNERGY GROUP HOLDINGS INTERNATIONAL LIMITED
(the “Company”)

and

EMPEROR SECURITIES LIMITED
(the “Placing Agent”)

**SUPPLEMENTAL AGREEMENT
TO THE PLACING AGREEMENT**
relating to placing of
up to 110,000,000 new ordinary shares of
SYNERGY GROUP HOLDINGS INTERNATIONAL LIMITED

THIS SUPPLEMENTAL PLACING AGREEMENT is made on 17 August 2020

BETWEEN:

- (1) **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 whose registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business at Room 404B, 4/F, Block B, Seaview Estate, Nos. 4-6 Watson Road, North Point, Hong Kong, and whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Company**”); and
- (2) **EMPEROR SECURITIES LIMITED**, a company duly incorporated in Hong Kong whose registered office is at 23rd to 24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong (the “**Placing Agent**”), a licensed corporation for type 1 and type 4 regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

WHEREAS:

- (A) The Company and the Placing Agent entered into a placing agreement on 14 August 2020 (the “**Placing Agreement**”), pursuant to which the Placing Agent conditionally agreed to use all reasonable endeavours (on best effort basis, but without any underwriting obligations on the part of the Placing Agent) to procure the individual, professional, institutional and other investors to subscribe for up to 110,000,000 new shares of the Company at the price of HK\$0.129 per share of the Company upon the terms and subject to the conditions set out in the Placing Agreement (the “**Placing**”).
- (B) The Company and the Placing Agent now wish to make amendments to the Placing Agreement as more fully described below.

IT IS HEREBY AGREED as follows:

1. In this Supplemental Placing Agreement (including the Recitals hereto), terms and expressions defined or to which a meaning is ascribed in the Placing Agreement shall have the same meanings when used in this Supplemental Placing Agreement.
2. The definition of “**Placing Price**” in the Placing Agreement shall be deleted in its entirety and be replaced by the following:

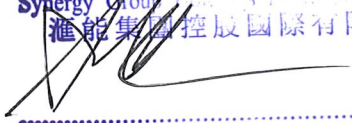
““**Placing Price**” means HK\$0.139 per Placing Share (excluding any SFC transaction levy, Stock Exchange trading fee and other fees or levies as may be payable by the Placees);”

3. Each of the parties hereto will bear its own costs and expenses incurred in connection with the preparation and execution of this Supplemental Placing Agreement.
4. Save and except as hereby varied or modified, all other terms and conditions contained in the Placing Agreement shall remain in full force and effect and binding on the parties hereto.
5. This Supplemental Placing Agreement may be executed in any number of counterparts and by any party on separate counterparts, each of which when so executed and delivered shall be an original, but all the counterparts together shall constitute one and the same instrument.
6. Upon this Supplemental Placing Agreement being executed by both parties:-
 - (a) all references in the Placing Agreement to the term “this Agreement” shall mean the Agreement as revised and supplemented by this Supplemental Placing Agreement;
 - (b) the terms of this Supplemental Placing Agreement shall be incorporated into the Placing Agreement and shall form part and parcel of the Placing Agreement; and
 - (c) in case of any conflicts or inconsistency between the terms of the Placing Agreement and this Supplemental Placing Agreement, the terms of this Supplemental Placing Agreement shall prevail.
7. This Supplemental Placing Agreement is governed by and is construed in accordance with the laws of Hong Kong and the parties hereby irrevocably submit to the non-exclusive jurisdiction of the courts of Hong Kong.

IN WITNESS whereof this Supplemental Placing Agreement has been entered into on the day and year first above written.

THE COMPANY

SIGNED by *Arthur Lam*)
)
director, for and on behalf of)
)
SYNERGY GROUP HOLDINGS)
INTERNATIONAL LIMITED)
in the presence of:)

For and on behalf of
Synergy Group Holdings International Limited
滙能集團控股國際有限公司

..... Signature(s)

Signature of witness :- *Chll*

CHAN YUET YEE
Name of witness (block letters)

THE PLACING AGENT

SIGNED by)
)
director, for and on behalf of)
)
EMPEROR SECURITIES LIMITED)
)
in the presence of:)

Signature of witness :-

Name of witness (block letters)

IN WITNESS whereof this Supplemental Placing Agreement has been entered into on the day and year first above written.

THE COMPANY

SIGNED by)
)
director, for and on behalf of)
)
SYNERGY GROUP HOLDINGS)
INTERNATIONAL LIMITED)
in the presence of:)

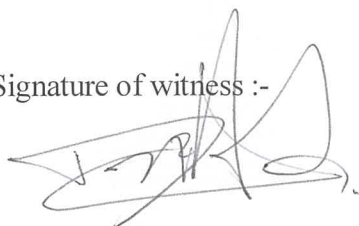
Signature of witness :-

Name of witness (block letters)

THE PLACING AGENT

SIGNED by WONG, CHZ HUNG,)
)
director, for and on behalf of)
)
EMPEROR SECURITIES LIMITED)
)
in the presence of:)



Signature of witness :-


LBB HUI FAT

Name of witness (block letters)