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**SYNAGISTICS**

**SYNAGISTICS LIMITED**

**獅騰控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2562)**

**(Warrant Code: 2461)**

- (1) PROPOSED GRANT OF RSUS PURSUANT TO  
THE SHARE AWARD SCHEME;  
(2) CHANGE OF DATE OF ANNUAL GENERAL MEETING AND  
BOOK CLOSURE PERIOD;  
(3) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG;  
(4) DISSOLUTION OF THE FINANCE AND RISK COMMITTEE;  
AND  
(5) UPCOMING RETIREMENT OF THE CHAIRMAN**

**(1) PROPOSED GRANT OF RSUS PURSUANT TO THE SHARE AWARD  
SCHEME**

The Board has resolved to grant a total of 7,709,000 RSUs to certain Employee Participants pursuant to the Share Award Scheme (the “**Proposed Grant**”).

The details of the Proposed Grant are set out below:

Date of Grant: April 30, 2026

Grantees: 258 employees, none of whom is a Director, a chief executive, a substantial shareholder of the Company, or an associate of any of them

Ms. Tai Ho Yan Olive (“**Ms. Olive Tai**”)

Number of RSUs granted:

A total of 7,709,000 RSUs to be granted in the following manner:

Name	Position	Number of RSUs to be granted	Approximate percentage of total issued shares of the Company <sup>(note)</sup>
Employees of the Group	Various	3,869,000	0.84%
Ms. Olive Tai	Executive Director and the Chief Executive Officer of the Group	3,840,000	0.84%

*Note:* Based on the total number of 458,201,242 issued Shares as at the date of this announcement.

Purchase price of the RSUs granted:

Nil

Closing price of the Shares on the Date of Grant:

HK\$2.730

Vesting period of the RSUs:

The RSUs shall vest in two tranches as follows:

Grantees	First tranche	Second tranche
<b>258 Employees</b>	50% on April 30, 2026, being the Date of Grant	50% on April 30, 2027, being the date falling on the first anniversary of Date of Grant
<b>Ms. Olive Tai</b>	50% on June 30, 2026, being the date of the AGM	50% on June 30, 2027, being the date falling on the first anniversary of the date of the AGM

The Remuneration Committee and the Board are of the view that the vesting arrangement (including a vesting period of less than 12 months for part of the RSUs granted) is appropriate considering that the Proposed Grant of RSUs to Ms. Olive Tai and the employees of the Group can serve as a recognition of their past contribution to the Group, and can also motivate and incentivise them to continuously contribute to the operation, development and strategic growth of the Group. The Remuneration Committee and the Board are of the view that the Proposed Grant of RSUs to the grantees with the vesting arrangement as designed aligns with the purpose of the Share Award Scheme.

Vesting conditions:

Vesting of the RSUs is subject to the following conditions:

1. The relevant grantee remains eligible under the Share Award Scheme and as deemed by the Board.
2. The relevant grantee complies with all of his/her contractual obligations with the Company (including employment contract), as well as all of the Company's internal policies, and the relevant grantee has not breached any laws or regulations.
3. The relevant grantee has not resigned or otherwise terminated his/her employment with the Company.
4. The relevant grantee has not engaged in any other actions that violate the Company's regulations or damage the Company's interests as determined by the Board.

Clawback mechanism:

If circumstances occur which, in the reasonable opinion of the Board, justify a reduction to the RSUs, the Board may in its discretion at any time before the RSUs are vested determine that the number of Shares in respect of which the RSUs are granted shall be reduced to such number (including to nil) as the Board considers appropriate in the circumstances.

If circumstances occur which, in the reasonable opinion of the Board, justify a reduction in respect of the Shares that have already been exercised and transferred then the Board may in its discretion determine (acting fairly and reasonably) that the grantee should repay to the Company (whether by redemption or repurchase of relevant Shares, payment of cash proceeds or deductions from or set offs against any amounts owed to the grantee by the relevant member of the Group) an amount equal to the benefit, calculated on an after-tax basis, that the grantee received, provided that the Board may, at its discretion, determine that a lesser amount should be repaid.

The circumstances in which the Board may consider that it is appropriate to exercise its discretion, may, without limitation, include the following:

- (i) a material misstatement or restatement in the audited financial accounts of any member of the Group (other than as a result of a change in accounting practice);
- (ii) the negligence, fraud or serious misconduct of a grantee which results in or is reasonably likely to result in (a) significant reputational damage to any member of the Group (or to a relevant business unit of any member of the Group); (b) a material adverse effect on the financial position of any member of the Group (or to a relevant business unit of any member of the Group); or (c) a material adverse effect on the business opportunities and prospects for sustained performance or profitability of any member of the Group (or to a relevant business unit of any member of the Group); or
- (iii) the grantee being employed or engaged by any member of the Group (or the relevant unit of any member of the Group) that suffers (a) significant reputational damage; (b) a material adverse effect on its financial position; or (c) a material adverse effect on its business opportunities and prospects for sustained performance or profitability.

Performance targets: There are no performance targets attached to the RSUs granted to the grantees.

In determining the grant of RSUs, the Remuneration Committee has considered the roles and relationships of the grantees within the Group. The purpose of the Share Award Scheme is to, among other things, attract skilled and experienced personnel, to incentivise them to remain with or to continue to provide their services to the Group and to motivate them to strive for and to contribute to the future development and expansion of the Group by providing them with the opportunity to acquire Shares in the Company and therefore aligning their interests with the Group. The value of the RSUs is linked to the future price of the Shares, motivating grantees to contribute to the Company's development. Additionally, the vesting period is structured to foster long-term commitment to the Group. In view of the above, the Remuneration Committee considered that the grant of RSUs aligned with the purpose of the Share Award Scheme, serving as a tool to motivate grantees and allow them to benefit from the improvement of the share performance of the Company. Accordingly, no additional performance target was imposed.

Financial assistance arrangements: Nil

### **Listing Rules implications relating to the Proposed Grant**

Pursuant to Rule 17.04(1) of the Listing Rules, any grant of options or awards to a director, chief executive or substantial shareholder of a listed issuer, or any of their respective associates, under a scheme of the listed issuer must be approved by the independent non-executive directors of the listed issuer (excluding any independent non-executive director who is the grantee of the options or awards).

The Proposed Grant to Ms. Olive Tai had been approved by all the independent non-executive Directors. The Proposed Grant was also approved by the Board, save that Ms. Olive Tai had abstained from voting on the relevant Board resolution in respect of the grant of RSUs to herself.

Pursuant to Rules 17.04(2) and 17.04(4) of the Listing Rules, where any grant of awards (excluding grant of options) to a Director (other than an independent non-executive director) or chief executive of the Company, or any of their associates, would result in the Shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the scheme) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the relevant class of Shares in issue (excluding treasury shares), such further grant of awards must be approved by independent shareholders in general meeting whereby such grantee and his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

Pursuant to Rule 17.03D(1) of the Listing Rules, where any grant of options or awards to a participant would result in the Shares issued and to be issued in respect of all options and awards granted to such person (excluding any options and awards lapsed in accordance with the terms of the scheme) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of shares of the Company (excluding treasury shares) (the “**1% individual limit**”), such grant must be separately approved by shareholders of the Company in general meeting with such participant and his/her close associates (or associates if the participant is a connected person) abstaining from voting. The Company must send a circular to the shareholders.

Ms. Olive Tai is an Executive Director of the Company. The Proposed Grant of 3,840,000 RSUs to Ms. Olive Tai will, together with the grant of 1,828,520 RSUs to Ms. Olive Tai on June 5, 2025, represent over 0.1% of the Shares in issue in a 12-month period up to and including the date of such grant. Accordingly, the Proposed Grant of 3,840,000 RSUs to Ms. Olive Tai is subject to the approval by the independent shareholders of the Company at the AGM pursuant to Rules 17.04(2) of the Listing Rules. As the Proposed Grant of 3,840,000 RSUs to Ms. Olive Tai, together with the grant of 1,828,520 RSUs to Ms. Olive Tai on June 5, 2025, would result in the Shares issued and to be issued in respect of all options and awards granted to such person (excluding any options and awards lapsed in accordance with the terms of the Share Award Scheme) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue (excluding treasury shares), the approval by the independent shareholders of the Company is required pursuant to Rule 17.03D (1) of the Listing Rules.

Save for the Proposed Grant to Ms. Olive Tai, no RSU is proposed to be granted to any Employee Participant who is a director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them, and none of the relevant Employee Participants to whom a RSU is granted is a participant with RSU granted and to be granted exceeding the 1% individual limit pursuant to Rule 17.03D (1) of the Listing Rules.

Assuming that all the RSUs granted under the Proposed Grant will be satisfied by the allotment and issue of new Shares, the scheme mandate limit under the Share Award Scheme will be utilised as to 17,197,585 Shares, and the number of Shares available for future grant under the scheme mandate limit of the Share Award Scheme will be 26,218,065 Shares. The number of Shares available for future grant to service providers under the service provider sublimit (within the scheme mandate limit) remains 17,366,260.

### **Reasons for the Proposed Grant**

The Proposed Grant is to align the interests of the grantees with those of the Group through ownership of Shares and to recognise the past contributions made by Ms. Olive Tai and the employees of the group and to attract and retain talent for the continuous operations and development of the Group.

## **(2) CHANGE OF DATE OF ANNUAL GENERAL MEETING AND BOOK CLOSURE PERIOD**

Reference is made to the annual results announcement for the year ended December 31, 2025 of the Company dated March 31, 2026, in relation to, among other things, the date of the forthcoming AGM of the Company and the book closure period for determining the entitlement to attend and vote at the AGM.

In light of the adjustment to the work arrangement of work schedule of the Company/ more preparation time is required for certain agenda adjustments, the Board hereby announces that the AGM originally scheduled to be held on Friday, June 26, 2026 will be rescheduled to be held on **Tuesday, June 30, 2026**. For the purpose of determining the eligibility of the Shareholders to attend and vote at the forthcoming AGM to be held on Tuesday, June 30, 2026, the record date will be Tuesday, June 30, 2026 and the register of members of the Company will be closed from Thursday, June 25, 2026 to Tuesday, June 30, 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, June 24, 2026.

A notice of the AGM will be published on the websites of the Stock Exchange and the Company in due course.

### **(3) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board hereby announces that, with effect from May 1, 2026, the principal place of business of the Company in Hong Kong will be changed to 46/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. The telephone and facsimile numbers of the Company remain unchanged.

### **(4) DISSOLUTION OF THE FINANCE AND RISK COMMITTEE**

The Board announces that the finance and risk committee of the Company (the "**Finance and Risk Committee**") (with Mr. Lee Shieh-Peen Clement ("**Mr. Clement Lee**") as the chairperson and Mr. Andrew Chow Heng Cheong and Mr. Siek Wei Ting as members) will be dissolved and discharged with effect from the conclusion of the AGM. Following a review of the Company's corporate governance structure, the Board has determined that the functions and responsibilities currently vested in the Finance and Risk Committee can be effectively discharged by the Board. Accordingly, the dissolution of the Finance and Risk Committee is expected to streamline the Company's decision-making processes and enhance operational efficiency, without compromising the robustness of its governance and risk oversight functions.

### **(5) UPCOMING RETIREMENT OF THE CHAIRMAN**

The Board announces that Mr. Clement Lee, the Chairman of the Board, an Executive Director, the chairperson of the nomination committee of the Company and the chairperson of the Finance and Risk Committee proposed to retire in the third quarter of 2026. During the period before Mr. Clement Lee's retirement takes effect, he will continue to perform his duties in accordance with the requirements of relevant laws, administrative regulations and the articles of association of the Company.

Mr. Clement Lee has confirmed that he has no disagreement with the Board, and there are no other matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to his retirement.

A further announcement will be made by the Company on the changes to the composition of the Board and its committees and/or senior management of the Group in due course.

## DEFINITIONS

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

<b>Term</b>	<b>Definition</b>
“AGM”	the annual general meeting of the Company
“Board”	the board of Directors
“Company”	Synagistics Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares and warrants are listed on the main board of the Stock Exchange (stock code: 2562; warrant code: 2461)
“Date of Grant”	April 30, 2026
“Directors”	the directors of the Company
“Employee Participants”	an employee or director (including executive and non-executive directors) of the Group
“RSU”	a restricted share unit, being a contingent right to receive Shares pursuant to the Share Award Scheme
“Share(s)”	ordinary share(s) in the share capital of the Company, currently with a par value of HK\$0.0001 each
“Share Award Scheme”	the share award scheme of the Company adopted on October 25, 2024

<b>Term</b>	<b>Definition</b>
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

For and on behalf of  
**SYNAGISTICS LIMITED**  
**LEE Shieh-Peen Clement**  
*Chairman of the Board*

Hong Kong, April 30, 2026

*As at the date of this announcement, the Board comprises Mr. Lee Shieh-Peen Clement and Ms. Tai Ho Yan Olive as executive Directors, and Mr. Selva Bryan Ratnam, Mr. Andrew Chow Heng Cheong and Mr. Siek Wei Ting as independent non-executive Directors.*