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Synergy Group Holdings International Limited

滙能集團控股國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1539)

**(1) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED ADOPTION OF
THE AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE
LIMIT UNDER THE SHARE OPTION SCHEME**

PROPOSED CHANGE OF COMPANY NAME

The board of directors (the “**Board**”) of Synergy Group Holdings International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes 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” (the “**Proposed Change of Company Name**”).

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 of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 31 August 2022 (the “**AGM**”) 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 AGM. Subject to the satisfaction of the conditions set out above, 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.

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 of the Company (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 of Hong Kong Limited (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.

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

The Board also proposes to amend and restate the existing memorandum and articles of association of the Company (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 Rules Governing the Listing of Securities on the Stock Exchange (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 (the “**Proposed Amendments**”) explicitly set out the latest changes pursuant to the Companies Act of the Cayman Islands 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 a new set of amended and restated memorandum and articles of association (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 AGM.

The Proposed Amendments are prepared in English and the Chinese translation of the Proposed Amendments is for reference only. In the event of any inconsistencies between the English version and the Chinese version of the Proposed Amendments, the English version shall prevail.

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The Company adopted the share option scheme (the “**Share Option Scheme**”) on 5 March 2015 (as amended on 26 October 2016). 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 under the Share Option Scheme is 50,000,000 Shares (the “**Scheme Mandate Limit**”), 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. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force as at the date of this announcement. The Scheme Mandate Limit has not been refreshed since the date of listing of the Shares.

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 date of this announcement, there were 2,385,668,000 Shares in issue. Assuming that no new Shares will be issued prior to the AGM, 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 (the “**Proposed Refreshment of Scheme Mandate Limit**”) 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 AGM.

Pursuant to Note (2) to Rule 17.03(3) of the Listing Rules and the rules of the 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 date of this announcement, the Company had granted a total of 58,092,400 share options since the adoption of the Share Option Scheme, of which 24,728,000 share options so far granted had been exercised, and 32,475,400 share options had lapsed, leaving a balance of 889,000 share options granted within the Scheme Mandate Limit remained outstanding, representing approximately 0.04% of the Shares in issue as at the date of this announcement. 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 date of this announcement and will not exceed the overall limit of 30% of the Shares in issue.

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 AGM; 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.

Reasons for the Proposed Refreshment of the 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 the 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 the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole.

The Proposed Change of Company Name, the Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolutions at the AGM, while the Proposed Refreshment of Scheme Mandate Limited is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM, and will become effective upon approval by the Shareholders at the AGM.

A circular reflecting, among other matters to be tabled at the AGM, further details of the Proposed Change of Company Name, the Proposed Amendments, the proposed adoption of the Amended and Restated Memorandum and Articles of Association, the Proposed Refreshment of Scheme Mandate Limited and the notice convening the AGM will be despatched to the Shareholders together with the annual report of the Company for the year ended 31 March 2022 in due course.

Further announcement (s) will be made by the Company to inform the Shareholders of, among other things, the results of the AGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange and the new website address of the Company as and when appropriate.

By Order of the Board

Synergy Group Holdings International Limited

Wong Man Fai Mansfield

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 30 June 2022

As at the date of this announcement, the executive director of the Company is Mr. Wong Man Fai Mansfield; the non-executive director of the Company is Mr. Lam Arthur; and the independent non-executive directors of the Company are Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie, Dr. Wong Chi Ying Anthony and Mr. Tang Warren Louis.

The English version of this announcement shall prevail if there is any inconsistency or ambiguity between the contents of the English version and Chinese version of this announcement.