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SYNERGIS HOLDINGS LIMITED

新昌管理集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

PROPOSED AMENDMENTS TO THE BYE-LAWS AND PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules.

PROPOSED AMENDMENTS TO THE BYE-LAWS

The Board will propose at the AGM special resolutions approving certain amendments to the Bye-laws to (i) reflect certain amendments to the Listing Rules; (ii) reflect certain amendments to the laws of Bermuda; and (iii) incorporate certain housekeeping amendments. The Board also proposes to adopt a new set of Bye-laws which consolidates these proposed amendments and all previous amendments made pursuant to resolutions passed by Shareholders at general meetings. The proposed amendments to the Bye-laws and the adoption of a new set of Bye-laws are subject to approval of the Shareholders by way of passing of the requisite special resolutions to be proposed at the AGM.

PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME

The Board will also propose at the AGM an ordinary resolution approving the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme. The adoption of New Share Option Scheme must be approved by the Shareholders at the AGM.

A circular containing, among others, further details of the proposed amendments to the Bye-laws and adoption of New Share Option Scheme will be despatched to the Shareholders in due course together with the notice of the AGM.

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules.

PROPOSED AMENDMENTS TO THE BYE-LAWS

The board of directors (the “Board”) of Synergis Holdings Limited (the “Company”) will propose at the annual general meeting of the Company to be held on 17 June 2013 (the “AGM”) special resolutions approving certain amendments to the bye-laws of the Company (the “Bye-laws”) to (i) reflect certain amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”); (ii) reflect certain amendments to the laws of Bermuda; and (iii) incorporate certain housekeeping amendments. The Board also proposes to adopt a new set of Bye-laws which consolidates these proposed amendments and all previous amendments made pursuant to resolutions passed by the shareholders of the Company (the “Shareholders”) at general meetings.

The major proposed amendments to the Bye-laws are as follows:

- (a) to remove prohibitions on the provision of financial assistance for the purchase of Shares;
- (b) to provide for all resolutions at general meetings of the Company to be decided by poll (other than resolutions that relate purely to a procedural or administrative matter) as required by the Listing Rules;
- (c) to reflect the requirements of the applicable code provisions in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules regarding the notice requirements for general meetings;
- (d) to allow the Company to declare dividends or distributions when recording a profit, notwithstanding that the Company may carry a negative retained earnings balance;
- (e) to allow the Directors to participate in a general meeting by means of a conference telephone or similar communication equipment; and
- (f) to allow the Directors to appoint an auditor to fill any vacancy.

The proposed amendments to the Bye-laws and the adoption of a new set of Bye-laws are subject to approval of the Shareholders by way of passing of the requisite special resolutions to be proposed at the AGM.

PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME

The Board will also propose at the AGM an ordinary resolution approving the termination of the existing share option scheme of the Company adopted by its shareholders on 19 September 2003 (the “Existing Share Option Scheme”) and the adoption of the new share option scheme proposed (the “New Share Option Scheme”). The adoption of the New Share Option Scheme must be approved by the Shareholders at the AGM.

A circular containing, among others, further details of the proposed amendments to the By-laws and adoption of New Share Option Scheme will be despatched to the Shareholders in due course together with the notice of the AGM.

By order of the Board of
Synergis Holdings Limited
Wilfred Wong Ying Wai
Chairman

Hong Kong, 22 April 2013

This announcement is available for viewing on the Stock Exchange’s website: <http://www.hkex.com.hk> and the Company’s website: <http://www.synergis.com.hk>.

As at the date of this announcement, the Board comprises Mr. Wilfred Wong Ying Wai (chairman), Dr. Fan Cheuk Hung (managing director) and Dr. Catherine Chu as executive directors; Mr. Tenniel Chu and Dr. Barry John Buttifant as non-executive directors; and Mr. Stephen Ip Shu Kwan, Dr. Kan Fook Yee, Mr. Wong Tsan Kwong and Mr. David Yu Hon To as independent non-executive directors.

** for identification purposes only*