SYNERGIS HOLDINGS LIMITED
新昌管理集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Synergis Holdings Limited (the "Company") will be held at 2nd Floor, Hsin Chong Center, 107-109 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 17 June 2013 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the report of the directors and the independent auditor's report of the Company for the financial year ended 31 December 2012.

2. To declare a final dividend for the financial year ended 31 December 2012.

3. To re-elect the following retiring directors of the Company and authorise the board of directors of the Company to fix the directors' remuneration:

   (i) to re-elect Mr. Tenniel Chu as director;

   (ii) to re-elect Mr. Stephen Ip Shu Kwan as director;

   (iii) to re-elect Dr. Kan Fook Yee as director; and

   (iv) to authorise the board of directors of the Company to fix the directors' remuneration for the year ending 31 December 2013.

4. To re-appoint the auditor of the Company for the ensuing year and authorise the board of directors of the Company to fix its remuneration.

5. As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) "**THAT**:

(a) subject to paragraph (b) of this resolution no. 5(1), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of share capital allotted, issued or otherwise dealt with, or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with, (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution no. 5(1), otherwise than pursuant to or in consequence of:

(i) a Rights Issue (as hereinafter defined); or

(ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company; or

(iii) the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to eligible participants of shares of the Company or rights to acquire shares of the Company; or

(iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company from time to time; or

(v) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed twenty per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution no. 5(1), and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution no. 5(1), "Relevant Period" means the period from (and including) the date of the passing of this resolution no. 5(1) until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or

(iii) the revocation or variation of the authority given under this resolution no. 5(1) by the passing of an ordinary resolution by the shareholders of the company in general meeting, and

"Rights Issue" means an offer of shares of the Company, or an offer of warrants, options or other securities which carry rights to subscribe for or purchase shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the registers of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong)."

(2) "**THAT**:

(a) subject to paragraph (b) of this resolution no. 5(2), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the shares of the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) of this resolution no. 5(2) shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution no. 5(2), and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution no. 5(2), "Relevant Period" means the period from (and including) the date of the passing of this resolution no. 5(2) until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or

(iii) the revocation or variation of the authority given under this resolution no. 5(2) by the passing of an ordinary resolution by the shareholders of the Company in general meeting."

(3) "**THAT** conditional upon the passing of resolutions nos. 5(1) and 5(2) set out in the notice of this meeting, the general mandate granted to the directors of the Company pursuant to resolution no. 5(1) set out in the notice of this meeting and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company purchased or repurchased by the Company under the authority granted pursuant to resolution no. 5(2) set out in the notice of this meeting, provided that such extended amount shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution."

6. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT** the existing share option scheme (the "**Existing Share Option Scheme**") of the Company adopted on 19 September 2003 be and is hereby terminated and conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares falling to be issued and allotted pursuant to the new share option scheme (the "**New Share Option Scheme**"), the terms of which are set out in the document marked "A" which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the New Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to grant options and to allot, issue and deal with Shares pursuant to the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the New Share Option Scheme."

7. As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

(1) "**THAT** the bye-laws of the Company (the "**Bye-laws**") be and are hereby amended in the following manner (unless defined herein, all expressions used in this resolution no. 7 shall have the same meaning as set out in the Bye-laws):

(a) Bye-law 1:

(i) by inserting the following definition in Bye-law 1:

"business day" a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day."

(ii) by deleting the words "from time to time" after the words "the share capital" at the beginning of the definition of "capital" in Bye-law 1; and by inserting the words "from time to time" after the words "of the Company" at the end of the definition of "capital" in Bye-law 1.

(b) Bye-law 2(h):

by deleting Bye-law 2(h) in its entirety and inserting in its place the following in substitution therefor:

"a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice, specifying (without prejudice to the power contained in these Bye-laws to amend the same) the intention to propose the resolution as a special resolution, has been duly given in accordance with Bye-law 59;"

(c) Bye-law 2(i):

by deleting the words "not less than fourteen (14) clear days'" after the words "meeting of which" and inserting the words "in accordance with Bye-law 59" after the words "Notice has been duly given" in Bye-law 2(i).

(d) Bye-law 3(3):

by deleting Bye-law 3(3) in its entirety and inserting in its place the following in substitution therefor:

"Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company."

(e) Bye-law 10:

(i) by inserting the word "and" after the words "shall be a quorum;" at the end of Bye-law 10(a);

(ii) by deleting the punctuation and the words "; and" and inserting a full stop in its place at the end of Bye-law 10(b); and

(iii) by deleting Bye-law 10(c) in this entirety.

(f) Bye-law 16:

by inserting the words "or with the Seal printed thereon" after the words "Every share certificate shall be issued under the Seal or a facsimile thereof" at the beginning of Bye-law 16.

(g) Bye-law 46:

by inserting the words "in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or" after the words "transfer all or any of his shares" in the second line of Bye-law 46;

(h) Bye-law 51:

by deleting the words "an appointed newspaper and, where applicable, any other" after the words "given by advertisement in" and inserting in its place the word "any" in substitution therefor in the second line of Bye-law 51;

(i) Bye-law 59:

by deleting the first paragraph of Bye-law 59(1) and inserting in its place the following in substitution therefor:

"An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:"

(j) Bye-law 61(3):

by inserting the following as the new Bye-law 61(3):

"(3). Subject to the rules of the Designated Stock Exchange and the laws and regulations of Bermuda, any Director may participate in a general meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other."

(k) Bye-law 66:

by deleting Bye-law 66 in its entirety and inserting in its place the following in substitution therefor:

"Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorized representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to a vote of the meeting shall be decided by way of a poll except the chairman, in good faith, decides to allow a resolution which relates to purely to a procedural or administrative matter to be voted on by a show hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

(a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

(b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or

(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member."

(l) Bye-law 67:

by deleting Bye-law 67 in its entirety and inserting in its place the following in substitution therefor:

"Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution."

(m) Bye-law 68:

by deleting the first sentence of Bye-law 68 and inserting in its place the following in substitution therefor:

"The result of the poll shall be deemed to be the resolution of the meeting."

(n) Bye-law 69:

by deleting Bye-law 69 in its entirety.

(o) Bye-law 70:

by deleting Bye-law 70 in its entirety.

(p) Bye-law 75:

by deleting the words "on a poll" after the words "other person may vote" in the seventh line of Bye-law 75;

(q) Bye-law 80:

by deleting Bye-law 80 in its entirety and inserting in its place the following in substitution therefor:

"The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked."

(r) Bye-law 81:

by deleting the words "to demand and join in demanding a poll and" after the words "to confer authority" in the fifth line of Bye-law 81.

(s) Bye-law 82:

by deleting the words "or the taking of the poll," after the words "or adjourned meeting," in the last line of Bye-law 82.

(t) Bye-law 86(1):

by deleting the third sentence of Bye-law 86(1) in its entirety and inserting in its place the following in substitution therefor:

"The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye-law 87 or at any special general meeting called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Bye-law 87 or until their successors are elected or appointed or their office is otherwise vacated."

(u) Bye-law 86(4):

(i) by inserting the words "(including a managing director or other executive director)" after the words "by ordinary resolution remove a Director"; and

(ii) by inserting the words "no less than" after the words "for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director".

(v) Bye-law 89:

(i) by deleting the word ", or" at the end of Bye-law 89(5) and in its place inserting punctuation ";";

(ii) by deleting the full stop and in its place inserting punctuation and the word "; or" at the end of Bye-law 89(6); and

(iii) by inserting the following as the new Bye-law 89(7):

"is convicted in any jurisdiction of a criminal offence involving dishonesty."

(w) Bye-law 96:

by inserting the words "(or if the Company shall so resolve, by the Directors)" after the words "from time to time be determined by the Company in general meeting" in the second line of Bye-law 96.

(x) Bye-law 103(2):

by deleting the words "is interested only as a unit holder" and inserting the words "or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right" in its place at the end of Bye-law 103(2).

(y) Bye-law 116(2):

by inserting the words "A resolution passed at any meeting held in the above manner, and authenticated by the chairman of the Board or the Secretary, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held." at the end of Bye-law 116(2).

(z) Bye-law 138:

by deleting the words "the aggregate of its liabilities and its issued share capital and share premium accounts" and inserting in its place the words "its liabilities" at the end of Bye-law 138;

(aa) Bye-law 146(1)(a)(iv):

by inserting the words "(as defined below)" after the words "Subscription Rights Reserve" in the tenth line of Bye-law 146(1)(a)(iv).

(bb) Bye-law 146(1)(b)(iv):

by inserting the words "(as defined below)" after the words "Subscription Rights Reserve" in the tenth line of Bye-law 146(1)(b)(iv).

(cc) Bye-law 153:

(i) by deleting the words "twenty-one (21) days" after the words "shall be sent to each person entitled thereto at least" and inserting in its place the words "twenty-one (21) clear days and twenty (20) clear business days" in substitution therefor in the sixth line of Bye-law 153;

(ii) by inserting the words "and at the same time as the notice of the annual general meeting" after the words "the date of the general meeting" in the seventh line of Bye-law 153; and

(iii) by deleting the word "in" after the words "laid before the Company" and inserting in its place the words "at the annual" in substitution therefor in the seventh line of Bye-law 153.

(dd) Bye-law 156(2):

by deleting the words "twenty-one (21) days" after the words "has been given not less than" and inserting in its place the words "twenty-one (21) clear days and twenty (20) clear business days" in substitution therefor in the fourth line of Bye-law 156(2).

(ee) Bye-law 159:

by deleting Bye-law 159 in its entirety and inserting in its place the following in substitution therefor:

"If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors or the Company in general meeting shall fill his vacancy and fix the remuneration of the Auditor so appointed."

(2) "**THAT** subject to the passing of special resolution no. 7(1) as set out in the notice convening this meeting, a new set of Bye-laws which consolidates all the amendments to the Bye-laws in the past and the proposed amendments referred to in resolution no. 7(1), a copy of which has been marked "B" and produced to this meeting and signed by the chairman of the meeting for the purpose of identification, be and is hereby adopted as the new Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediately effect."

By order of the Board
Tsang Oi Yin
Company Secretary

Hong Kong, 13 May 2013

Notes:

(i) Any member entitled to attend and vote at the annual general meeting shall be entitled to appoint a proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.

(ii) In the case of joint holders of any share, any one of such joint holders may vote, either in person or by proxy or in the case of a corporation by its duly authorised representative, in respect of such share at the annual general meeting as if he were solely entitled thereto, but if more than one of such joint holders be present in person or by proxy or in the case of a corporation by its duly authorised representative at the meeting, then one of the persons so present whose name stands first on the registers of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(iii) To be valid, any instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, shall be deposited at the Company's Hong Kong branch share registrars, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting thereof. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he so wish.

(iv) The registers of members of the Company will be closed from Thursday, 20 June 2013 to Tuesday, 25 June 2013, both days inclusive (Hong Kong Time), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend (subject to members' approval at the annual general meeting), all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 June 2013.

(v) With regard to the proposed resolutions under agenda item 3 of this notice of annual general meeting, the board of directors of the Company recommends that the retiring directors, namely, Mr. Tenniel Chu, Mr. Stephen Ip Shu Kwan and Dr. Kan Fook Yee be re-elected as directors of the Company.

(vi) With regard to the proposed resolutions under agenda item 5 of this notice of annual general meeting, the directors of the Company wish to state that they have no immediate plans to issue any new shares or repurchase any shares of the Company pursuant to the general mandates referred thereunder.

(vii) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the annual general meeting will be decided by way of a poll.

(viii) The bye-laws of the Company are available only in English and the Chinese translation of the amendments to the bye-laws of the Company as set out in this notice of annual general meeting is for reference only and will not form part of the bye-laws of the Company. In case of any inconsistency, the English version shall prevail.

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 of directors of the Company 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*