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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Synergis Holdings Limited (the "Company"), you should at once hand this circular and the enclosed proxy form to the purchaser or transferee, or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS IN RELATION TO RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 2nd Floor, Hsin Chong Center, 107-109 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 12 May 2014 at 10:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. **Completion and return of the proxy form shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so wish.**

4 April 2014

* for identification purposes only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2nd Floor, Hsin Chong Center, 107-109 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 12 May 2014 at 10:00 a.m. or any adjournment thereof;
“AGM Notice”	the notice convening the AGM as set out on pages 12 to 15 of this circular;
“associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of directors of the Company;
“Bye-laws”	the bye-laws of the Company, as amended from time to time, and “Bye-law” construes any bye-law thereof;
“Company”	Synergis Holdings Limited (新昌管理集團有限公司*), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“connected person”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“Latest Practicable Date”	28 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time;
“New Option Scheme”	the share option scheme of the Company adopted by the Shareholders on 17 June 2013;
“Old Option Scheme”	the share option scheme of the Company adopted by the Shareholders on 19 September 2003 and terminated by an ordinary resolution passed at the annual general meeting of the Company on 17 June 2013. The Options granted under the Old Option Scheme remain effective;

* for identification purposes only

DEFINITIONS

“Option(s)”	option(s) to subscribe for Shares granted pursuant to the Old Option Scheme or New Option Scheme;
“Optionholder(s)”	holder(s) of the Option(s);
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company;
“Shareholder(s)” or “member(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or Section 86 of the Companies Act 1981 of Bermuda, whether incorporated/established in Hong Kong, Bermuda, the British Virgin Islands, the People’s Republic of China or elsewhere) of the Company and “Subsidiaries” shall be construed accordingly;
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules;
“Takeover Code”	The Codes on Takeovers and Mergers and Share Repurchases, as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



SYNERGIS 新昌
total management solutions 整全管理

SYNERGIS HOLDINGS LIMITED

新昌管理集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

Executive Directors:

Dr. Wilfred Wong Ying Wai (*Chairman*)
Dr. Fan Cheuk Hung (*Managing Director*)
Dr. Catherine Chu

Non-executive Director:

Mr. Tenniel Chu

Independent Non-executive Directors:

Mr. Stephen Ip Shu Kwan
Dr. Kan Fook Yee
Mr. Wong Tsan Kwong
Mr. David Yu Hon To

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

*Hong Kong Principal Place
of Business:*

10th Floor
Hsin Chong Center
107-109 Wai Yip Street
Kwun Tong, Kowloon
Hong Kong

4 April 2014

*To the Shareholders, and for information only,
the Optionholders*

Dear Sir or Madam

PROPOSALS IN RELATION TO RE-ELECTION OF DIRECTORS AND GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice, and the information regarding the resolutions to be proposed at the AGM relating to (i) the re-election of the Directors who are going to retire and stand for re-election at the AGM; and (ii) the grant to the Directors of the Issue Mandate (as defined below), the Repurchase Mandate (as defined below) and the extension of the Issue Mandate (as defined below) to include the Shares repurchased under the Repurchase Mandate (as defined below), if any.

* for identification purposes only

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Bye-laws 87(1) and 87(2), Dr. Fan Cheuk Hung, Mr. Wong Tsan Kwong and Mr. David Yu Hon To shall retire by rotation and being eligible have expressed their willingness to offer themselves for re-election at the AGM. The biographical details of all the retiring Directors are set out in appendix I to this circular.

Any Shareholder duly qualified to attend and vote at the AGM (other than the person to be proposed) may propose a person to stand for election as a Director at the AGM in accordance with Bye-law 88. Any Shareholder wishing to do so must lodge at the Company's principal place of business in Hong Kong at 10th Floor, Hsin Chong Center, 107-109 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong or the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong a notice in writing signed by such Shareholder of his/her intention to propose such person for election as a Director together with the notice in writing signed by the person to be proposed of his/her willingness to be elected on or before Friday, 2 May 2014. If valid notices in accordance with Bye-law 88 of the Bye-laws are received from any Shareholder after the despatch of this circular, the Company shall issue an announcement or a supplementary circular to inform the Shareholders the biographical details of the additional candidate proposed.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 17 June 2013, general mandates were granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares and repurchase issued and fully paid Shares. These general mandates will lapse at the conclusion of the AGM and, therefore, ordinary resolutions will be proposed at the AGM to grant fresh general mandates as follows:

- (i) to grant to the Directors a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding twenty per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution (i.e. not exceeding 66,400,000 Shares based on the share capital of the Company in issue of 332,000,000 Shares as at the Latest Practicable Date and on the assumption that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the AGM) (the **"Issue Mandate"**);
- (ii) to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to purchase or repurchase issued Shares not exceeding ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution (the **"Repurchase Mandate"**); and
- (iii) conditional upon the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by the addition thereto of the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

Full text of the relevant ordinary resolutions in relation to the general mandates described in (i), (ii) and (iii) above are set out as resolutions nos. 5(1), 5(2) and 5(3) respectively in the AGM Notice.

LETTER FROM THE BOARD

An explanatory statement in compliance with Rule 10.06(1)(b) of the Listing Rules for providing Shareholders with all the information reasonably necessary to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in appendix II to this circular.

AGM

The AGM Notice convening the AGM to be held at 2nd Floor, Hsin Chong Center, 107-109 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 12 May 2014 at 10:00 a.m. is set out on pages 12 to 15 of this circular.

Enclosed with this circular is the proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by way of poll, subject to certain exceptions. Accordingly, the chairman of the AGM shall demand the resolutions to be put to vote by poll.

RECOMMENDATION

The Directors are pleased to recommend that the Shareholders vote for the re-election of all the retiring Directors who are going to stand for re-election at the AGM. Besides, the Directors consider that the grant of the Issue Mandate, the grant of the Repurchase Mandate and the extension of the Issue Mandate are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors also recommend that the Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
On behalf of the Board
Wilfred Wong Ying Wai
Chairman

To enable the Shareholders to make an informed decision on the re-election of the retiring Directors, we set out below the biographical details of the retiring Directors for the information of Shareholders.

1. Dr. Fan Cheuk Hung (aged 59)

Dr. Fan Cheuk Hung ("Dr. Fan") was appointed as Executive Director and Managing Director of the Company on 16 September 2003. He is a member of the Executive Committee of the Company and a member of the Executive Management Committee of the Group. Dr. Fan is a director of various subsidiaries of the Group and is responsible for the strategic planning, business development and overall operations of the Group. He joined the Group in 1997 before the Company's listing on the Stock Exchange in 2003.

Dr. Fan is one of the Hong Kong property management industry's pioneers in the implementation of TQM for achieving performance excellence of the Company. Dr. Fan was conferred honorary Doctorate of Laws (Honoris Causa) from the Bulacan State University of Philippine in 2009. He also holds a diploma in Housing Management from The University of Hong Kong, and is a fellow member of The Chartered Institute of Housing, The Hong Kong Institute of Housing and The Hong Kong Institute of Facility Management. He is a Registered Professional Housing Manager registered under The Housing Managers Registration Board. Dr. Fan has over 30 years of experience in property and facility management. Prior to joining the Group in 1997, Dr. Fan had been employed by the Hong Kong Housing Department and large-scale Hong Kong property developers for approximately 15 years.

Save as disclosed above, Dr. Fan did not hold any other directorships in other listed public companies in the past three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Dr. Fan has 7,616,000 Shares and 3,000,000 Options granted pursuant to the Old Option Scheme. Save as disclosed, Dr. Fan did not have any other interest in the Shares within the meaning of Part XV of the SFO.

Dr. Fan does not have any relationship with any other Directors, senior management, or substantial or controlling shareholder of the Company.

Dr. Fan entered into a service agreement with the Company dated 6 September 2011 (the "Service Agreement") for the period of 3 years commencing from 1 October 2011 up to and including 30 September 2014, subject to termination by 3 months' notice in writing or payment in lieu. Pursuant to the Service Agreement, Dr. Fan is entitled to receive emoluments comprising monthly remuneration, performance bonus, contributions to pension scheme, and other benefits and allowances. Dr. Fan is also entitled to receive Director's remuneration as recommended by the Remuneration Committee of the Company and determined by the Board and, if required, under the authority given by the Shareholders of the Company in general meetings. The Director's remuneration shall be determined by reference to Dr. Fan's duties and responsibilities in the Group, the overall performance of the Company and the Group and the prevailing market situation.

Pursuant to the authority given by the Shareholders at the annual general meeting held on 17 June 2013, a director's fee of HK\$150,000 for the financial year ended 31 December 2013, which has been reviewed by the Remuneration Committee of the Company and was determined by the Board, is payable to Dr. Fan for the financial year ended 31 December 2013. In addition, Dr. Fan received emoluments of HK\$3,377,000 for the financial year ended 31 December 2013.

Dr. Fan is also subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years in accordance with the Bye-laws of the Company.

2. Mr. Wong Tsan Kwong, OBE, QPM, CPM (aged 68)

Mr. Wong Tsan Kwong ("Mr. Wong") was appointed as an Independent Non-executive Director of the Company on 27 September 2008. He is also a member of the Audit Committee of the Company.

Mr. Wong joined the Hong Kong Police Force as an inspector in 1963 and was appointed as Deputy Commissioner in July 1994. He retired from active service in January 2001.

Mr. Wong has attended professional courses overseas including FBI National Academy in Quantico, United States, Henley Management College in United Kingdom and Royal College of Defence Studies in the United Kingdom.

Mr. Wong was the director of Sunbase International (Holdings) Limited from 2001 to 2008 and he was also a director of Sunbase International Properties Management Limited from 2003 to 2008. He is currently a co-opted member of the Disciplinary Committee of the Estate Agents Authority.

Saved as disclosed above, Mr. Wong did not hold any other directorships in other listed public companies in the past three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Wong has 900,000 Options of which 300,000 Options granted under the Old Option Scheme and 600,000 Options granted under the New Option Scheme respectively. Save as disclosed, Mr. Wong did not have any other interest in the Shares within the meaning of Part XV of the SFO.

Mr. Wong does not have any relationship with any other Directors, senior management, or substantial or controlling shareholder of the Company. He does not hold any position with the Company and its subsidiaries as at the Latest Practicable Date.

Mr. Wong is entitled to receive director's remuneration as recommended by the Remuneration Committee of the Company and determined by the Board and, if required, under the authority given by the Shareholders of the Company in general meetings. The director's remuneration shall be determined by reference to Mr. Wong's duties and responsibilities in the Company and prevailing market situation. Pursuant to the authority given by the Shareholders at the annual general meeting held on 17 June 2013, Mr. Wong is entitled to a director's fee of HK\$220,000 for the financial year ended 31 December 2013, which has been reviewed by the Remuneration Committee and was determined by the Board.

The term of Mr. Wong has been fixed at 3 years and he is also subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years in accordance with the Bye-laws of the Company.

3. Mr. David Yu Hon To (*aged 66*)

Mr. David Yu Hon To ("Mr. Yu") was appointed as an Independent Non-executive Director of the Company on 27 September 2008. He is also a chairman of the Audit Committee of the Company.

Mr. Yu is a fellow of the Institute of Chartered Accountants in England and Wales and an associate of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in the fields of auditing, corporate finance, financial investigation and corporate management. He was formerly a partner of an international accounting firm, and is the chairman of MCL Financial Group Ltd, a Hong Kong-based financial advisory and investment firm.

He is currently an independent non-executive director of several other companies listed on the Stock Exchange, namely China Renewable Energy Investment Limited, China Resources Gas Group Limited, Great China Holdings Limited, Haier Electronics Group Co., Ltd., Keck Seng Investments (Hong Kong) Limited, Media Chinese International Limited, One Media Group Limited, Playmates Holdings Limited, Sateri Holdings Limited and VXL Capital Limited. Mr. Yu is also an independent non-executive director of New Century Asset Management Limited, the manager of New Century Real Estate Investment Trust. Mr. Yu was an independent non-executive director of China Datang Corporation Renewable Power Co., Limited and TeleEye Holdings Limited.

Saved as disclosed above, Mr. Yu did not hold any other directorships in other listed public companies in the past three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Yu has 900,000 Options of which 300,000 Options granted under the Old Option Scheme and 600,000 Options granted under the New Option Scheme respectively. Save as disclosed, Mr. Yu did not have any other interest in the Shares within the meaning of Part XV of the SFO.

Mr. Yu does not have any relationship with any other Directors, senior management, or substantial or controlling shareholder of the Company. He does not hold any position with the Company and its subsidiaries as at the Latest Practicable Date.

Mr. Yu is entitled to receive director's remuneration as recommended by the Remuneration Committee of the Company and determined by the Board and, if required, under the authority given by the Shareholders of the Company in general meetings. The director's remuneration shall be determined by reference to Mr. Yu's duties and responsibilities in the Company and prevailing market situation. Pursuant to the authority given by the Shareholders at the annual general meeting held on 17 June 2013, Mr. Yu is entitled to a director's fee of HK\$220,000 for the financial year ended 31 December 2013, which has been reviewed by the Remuneration Committee and was determined by the Board.

The term of Mr. Yu has been fixed at 3 years and he is also subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years in accordance with the Bye-laws of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the re-election of the abovenamed retiring Directors.

This appendix contains the explanatory statement, as required under the Listing Rules, to provide the Shareholders with the requisite information in connection with the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 332,000,000 fully paid Shares and 80,000,000 convertible preference shares.

Subject to the passing of the ordinary resolution no. 5(2) set out in the AGM Notice for approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 33,200,000 Shares during the period in which the Repurchase Mandate remains in force. Any Shares repurchased pursuant to the Repurchase Mandate must be fully paid-up.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net assets and/or earnings per Share. The Directors will decide on the number of Shares to be repurchased on each occasion and the price and other terms upon which the same is repurchased at relevant time having regard to the circumstances then pertaining and they will do so only when they believe that such repurchases will benefit the Company and the Shareholders as a whole. At present, the Directors have no intention to repurchase any Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the Bye-laws of the Company and the applicable laws of Bermuda. It is envisaged that such repurchases would be paid out of the capital paid up on the repurchased Shares, or the funds of the Company otherwise available for dividend or distribution, or the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase would be provided out of funds of the Company otherwise available for dividend or distribution or the Company's share premium account.

In the event that the Repurchase Mandate were to be exercised in full at any time during the period which the Repurchase Mandate remains in force, there might be a material adverse impact on the working capital but possibly not the gearing position of the Company as compared to the consolidated financial position of the Company as at 31 December 2013 (being the date to which the latest published audited consolidated financial statements of the Company were made up). The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

4. CONNECTED PERSONS AND DIRECTORS' UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

5. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Carrick Worldwide Limited ("Carrick") and Smart Lane Holdings Limited ("Smart Lane") were interested in 57,846,436 Shares and 169,116,777 Shares representing approximately 17.42% and 50.94% of the issued share capital of the Company respectively.

In the event that the Repurchase Mandate were to be exercised in full, then (if the present shareholdings otherwise remained the same) the shareholding in the Company of Carrick and Smart Lane would increase to approximately 19.36% and 56.60% respectively of the total Shares in issue. Such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

In the event that the Repurchase Mandate were to be exercised in full, the number of Shares held in the hands of the public may fall below the limit of 25% of the total number of Shares in issue as prescribed under the Listing Rules. The Directors do not intend to exercise the Repurchase Mandate to an extent which will result in the number of Shares held in the hands of the public falling below the prescribed limit under the Listing Rules.

6. MARKET PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve calendar months preceding the Latest Practicable Date and up to that date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2013		
April	0.97	0.89
May	1.00	0.87
June	0.93	0.91
July	0.90	0.88
August	0.92	0.82
September	0.90	0.84
October	0.88	0.82
November	0.88	0.82
December	0.85	0.70
2014		
January	0.83	0.81
February	0.85	0.76
March (up to the Latest Practicable Date)	0.98	0.8

7. SHARE PURCHASES MADE BY THE COMPANY

The Company did not purchase any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



SYNERGIS 新昌
total management solutions 整全管理

SYNERGIS HOLDINGS LIMITED

新昌管理集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

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, 12 May 2014 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the directors' report and the independent auditor's report of the Company for the financial year ended 31 December 2013.
2. To declare a final dividend for the financial year ended 31 December 2013.
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 Dr. Fan Cheuk Hung as director;
 - (ii) to re-elect Mr. Wong Tsan Kwong as director;
 - (iii) to re-elect Mr. David Yu Hon To as director; and
 - (iv) to authorise the board of directors of the Company to fix the directors' remuneration for the year ending 31 December 2014.
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;

* for identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

(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.”

By order of the Board
Wong Long Kee
Company Secretary

Hong Kong, 4 April 2014

NOTICE OF ANNUAL GENERAL MEETING

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 notorially certified copy of such power of attorney or other authority, shall be deposited at the Company's Hong Kong branch share registrar, 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 proxy form 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 Register of Members of the Company will be closed for the following periods:
 - (a) from Thursday, 8 May 2014 to Monday, 12 May 2014, both days inclusive (Hong Kong time), for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 7 May 2014 (Hong Kong time); and
 - (b) from Friday, 16 May 2014 to Tuesday, 20 May 2014, both days inclusive (Hong Kong time), for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend (subject to members' approval at the AGM), all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at the address as set out in sub-paragraph (a) not later than 4:30 p.m. on Thursday, 15 May 2014 (Hong Kong time).
- During the periods mentioned in sub-paragraphs (a) and (b) above, no transfers of shares will be registered.
- (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, Dr. Fan Cheuk Hung, Mr. Wong Tsan Kwong and Mr. David Yu Hon To 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, subject to certain exceptions.