

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SYNERGIS HOLDINGS LIMITED

新昌管理集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Synergis Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of the Takeovers Code. Reference are made to the joint announcement of the Company and Champ Key Holdings Limited (the “**Offeror**”) dated 30 November 2016 pursuant to Rule 3.5 of the Takeovers Code and the announcement of the Company dated 4 January 2017 pursuant to Rule 3.8 of the Takeovers Code (the “**Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that on 5 January 2017, 100,000 new Shares have been allotted and issued pursuant to the exercise of 100,000 Options granted under the share option scheme of the Company adopted on 17 June 2013 at the exercise price of HK\$0.850 per Share.

As at the date of this announcement (immediately after the allotment and issuance of the new Shares as described above), the Company has the following securities in issue:

- (i) a total of 351,080,000 Shares;

- (ii) a total of 80,000,000 CPSs; and
- (iii) a total of 4,250,000 Options with rights to subscribe for a total of 4,250,000 Shares.

Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

DEALINGS DISCLOSURE

Pursuant to Rule 3.8 of the Takeovers Code, the associates as defined in the Takeovers Code (including a person who owns or controls 5% or more of any class of relevant securities) of the Company are reminded to disclose their dealings in the securities of the Company in accordance with the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.

By order of the Board
Synergis Holdings Limited
Joseph Choi Kin Hung
Executive Director and Chairman

Hong Kong, 5 January 2017

As at the date of this announcement, the Board comprises Ir. Joseph Choi Kin Hung (Chairman), Mr. Terence Leung Siu Cheong (Managing Director) and Mr. Lui Chun Pong as Executive Directors; and Mr. Stephen Ip Shu Kwan, Mr. Kan Fook Yee, Mr. Wong Tsan Kwong and Mr. David Yu Hon To as Independent Non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *for identification purposes only*