

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the enclosed second 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
SYNERGIS HOLDINGS LIMITED
昇捷控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 02340)

**SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR TO
THE SHAREHOLDERS DATED 18 APRIL 2019
IN RELATION TO THE RE-ELECTION OF A DIRECTOR
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 18 April 2019 and the notice convening an annual general meeting of the Company (the “AGM”) to be held at 72nd Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 24 May 2019 at 10:30 a.m. A supplemental notice of the AGM is set out on page 5 of this supplemental circular. A second form of proxy (the “Second Proxy Form”) is also enclosed with this supplemental circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the Second 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 at 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 Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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LETTER FROM THE BOARD



SYNERGIS

SYNERGIS HOLDINGS LIMITED

昇捷控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

Executive Directors:

Mr. Kingston Chu Chun Ho (*Chairman*)

Ms. Hui Suk Man

*(Deputy Chairman and Acting Managing Director
for property and facility management business)*

Registered office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

Independent Non-executive Directors:

Mr. Lau Man Tak

Mr. Eric Lee Hon Man

Dr. Wong Yun Kuen

*Hong Kong Principal Place
of Business:*

7th Floor

Linkchart Centre

2 Tai Yip Street

Kwun Tong, Kowloon

Hong Kong

3 May 2019

To the Shareholders,

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR TO
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IN RELATION TO THE RE-ELECTION OF A DIRECTOR
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(A) INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 18 April 2019 (the “Circular”) which contains, inter alia, the notice of the AGM (the “Original Notice”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the resolution to approve the re-election of an additional Director who was appointed after the Latest Practicable Date and accordingly will retire at the AGM pursuant to the Bye-laws, and to give you a supplemental notice of the AGM and the Second Proxy Form.

(B) RE-ELECTION OF DIRECTOR

Subsequent to the Latest Practicable Date and as disclosed in the announcement of the Company dated 23 April 2019 in relation to, among other things, the change of Executive Director and Deputy Chairman, Ms. Hui Suk Man (“Ms. Hui”) was appointed as an Executive Director and the Deputy Chairman with effect from 24 April 2019. According to Bye-law 86(2), any Director appointed to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms. Hui shall retire from office as a Director at the AGM and she, being eligible, offers herself for re-election.

The biographical details of Ms. Hui are set out below:

Ms. Hui, aged 43, was appointed as an Executive Director and Deputy Chairman with effect from 24 April 2019. She is the Acting Managing Director for the property and facility management business and the Finance Director of the Group. She is also a member of the Executive Committee and a director of certain subsidiaries of the Company.

Ms. Hui is responsible for strategic planning and implementation, business development, monitoring operation of the property and facility management business and supervising corporate services teams to improve the operational efficiency of the Group. She is also in charge of the finance and accounting operations, budgetary and financial control, and treasury management of the Group. Ms. Hui also assists the Board in overseeing merger and acquisition projects implemented by the Group. She is a Certified Public Accountant in Hong Kong and has over 20 years of experience in corporate accounting, financing and taxation. Ms. Hui joined the Group in 2006 and prior to that, she got solid experience in both audit and accounting field. She is also responsible for the company secretarial practice of the Group and is the primary corporate contact person of company secretarial function for the Company. Ms. Hui holds a Master’s Degree of Business Administration from Hong Kong Baptist University. She is a fellow member of The Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountant.

As at 29 April 2019, being the latest practicable date before the printing of this supplemental circular for ascertaining certain information for the purpose of inclusion in this supplemental circular (the “Supplemental Circular Latest Practicable Date”), Ms. Hui did not have any interest in the Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Save as disclosed above, as at the Supplemental Circular Latest Practicable Date, Ms. Hui (i) did not hold any other major appointments and has not held any position or directorship in any other public listed companies the shares of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the Supplemental Circular Latest Practicable Date; (ii) did not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iii) did not hold any other position with the Company and its subsidiaries.

A service agreement was entered into between Ms. Hui and the Company regarding the appointment of an Executive Director and the Deputy Chairman for a term of three years commencing from 24 April 2019 up to and including 23 April 2022 (subject to termination by three months' notice in writing or payment in lieu of notice). Ms. Hui is subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years pursuant to the Bye-laws.

Pursuant to the service agreement, Ms. Hui is entitled to receive an annual director's fee of HK\$150,000, an annual remuneration of HK\$1,680,000 and a management bonus commensurate with her performance and subject to the discretion of the Board. Her remuneration package is determined with reference to her respective duties and responsibilities in the Company, the remuneration policy of the Company and the prevailing market conditions (subject to review by the Board from time to time).

Save as disclosed, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matter that need to be brought to the attention of the Shareholders in relation to the proposed re-election of the retiring Directors who stand for re-election at the AGM.

(C) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the proxy from (the "First Proxy Form") sent together with the Circular do not contain the proposed resolution in relation to the re-election of Ms. Hui as an Executive Director as set out in this supplemental circular, a supplemental notice of the AGM is set out on page 5 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the enclosed Second Proxy Form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited (the "Share Registrar") at 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 (the "Closing Time"). Completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Ms. Hui as an Executive Director as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder.
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

(D) VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 66, any vote of Shareholders at a general meeting must be taken by way of poll, subject to certain exceptions.

(E) RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Ms. Hui as an Executive Director as set out in this supplemental circular is in the interests of the Company and the Shareholders as a whole and recommend you to vote in favour of the relevant resolution to be proposed at the AGM.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

Yours faithfully,
For and on behalf of the Board
Synergis Holdings Limited
Kingston Chu Chun Ho
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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昇捷控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “Original Notice”) of Synergis Holdings Limited (the “Company”) dated 18 April 2019, by which the Company convenes an annual general meeting to be held at 72nd Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 24 May 2019 at 10:30 a.m. (the “AGM”), and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the AGM will be held to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

5. “To re-elect Ms. Hui Suk Man as an Executive Director.”

By order of the board of directors of
Synergis Holdings Limited
Eric Chan Kwong Leung
Company Secretary

Hong Kong, 3 May 2019

Notes:

- (i) A second proxy form (the “Second Proxy Form”) containing the ordinary resolution numbered 5 is enclosed with the supplemental circular of the Company dated 3 May 2019 (the “Supplemental Circular”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 3 to 4 of the Supplemental Circular for arrangements about the completion and submission of the Second Proxy Form.
- (ii) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.
- (iii) Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjournment thereof and voting in person should they so wish.