



Synergy Group Holdings International Limited

滙能集團控股國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8105)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 9 SEPTEMBER 2015 (AND AT ANY ADJOURNMENT THEREOF)

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each
in the share capital of Synergy Group Holdings International Limited (the "Company") hereby appoint the Chairman of the meeting^(Note 3)
or _____
of _____ as my/our
proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company for the year 2015 to be held at
Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Wednesday, 9 September 2015 at 10:30 a.m. (and at any
adjournment thereof) and in particular (but without limitation) at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s)
in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Group and the reports of the directors and auditor for the year ended 31 March 2015.		
2.	(a) To re-elect Mr. Wong Man Fai Mansfield as an executive director of the Company.		
	(b) To re-elect Mr. Lam Arthur as an executive director of the Company.		
	(c) To re-elect Mr. Lam Chung Ho Alastair as a non-executive director of the Company.		
	(d) To re-elect Mr. Chung Koon Yan as an independent non-executive director of the Company.		
	(e) To re-elect Mr. Cheung Yick Hung Jackie as an independent non-executive director of the Company.		
	(f) To re-elect Dr. Wong Chi Ying Anthony as an independent non-executive director of the Company.		
3.	To authorise the board of directors to fix the remuneration of the respective directors of the Company.		
4.	To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.		
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution. ^(Note 8)		
6.	To give a general mandate to the directors to issue additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution. ^(Note 8)		
7.	To extend the general mandate granted to the directors to issue additional shares of the Company by the aggregate number of the shares repurchased by the Company. ^(Note 8)		

Date: _____ 2015

Signature(s)^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- The full text of the resolution is set out in the notice of the AGM.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.