

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 13 March 2015 (the “**Prospectus**”) issued by Synergy Group Holdings International Limited (the “**Company**”).

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



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)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

**Number of Placing Shares : 125,000,000 Placing Shares comprising
85,000,000 New Shares and
40,000,000 Sale Shares**

**Placing Price : HK\$0.50 per Placing Share
(excluding brokerage fee of 1%,
SFC transaction levy of 0.0027%
and Stock Exchange trading fee of 0.005%)**

Nominal value : HK\$0.01 per Share

Stock code : 8105

Sponsor and Bookrunner

CLC CLC INTERNATIONAL LIMITED
創僑國際有限公司

Lead Manager

CLC CLC SECURITIES LIMITED
創僑證券有限公司

- The Placing Price has been fixed at HK\$0.50 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.50 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting related expenses, are approximately HK\$6.6 million.
- The 125,000,000 Placing Shares offered by the Company and the Selling Shareholders under the Placing have been moderately over-subscribed.
- 125,000,000 Placing Shares have been conditionally allocated to a total of 155 selected professional, institutional and other investors.
- The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial Shareholders or existing shareholders of each of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) and none of the placees is a person or are a group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing.
- The Directors confirm that, immediately after completion of the Placing, the public float of the Company will be over 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 24 March 2015.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

Pursuant to the price determination agreement entered into between the Company (for itself and on behalf of the Selling Shareholders) and the Lead Manager (for itself and on behalf of the Underwriters) dated Tuesday, 17 March 2015, the Placing Price was agreed to be HK\$0.50 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing, after deducting related expenses, are approximately HK\$6.6 million. The Directors intend to apply such net proceeds in the following manner:

- (a) as to approximately 30% of the net proceeds, or approximately HK\$2.0 million to be used for expansion of our Group's business in international markets;
- (b) as to approximately 10% of the net proceeds, or approximately HK\$0.7 million to be used for expansion of our Group's business in the PRC;

- (c) as to approximately 20% of the net proceeds, or approximately HK\$1.3 million to be used for expansion of our Group's business in Hong Kong;
- (d) as to approximately 20% of the net proceeds, or approximately HK\$1.3 million to be used for the marketing activities to enhance our brand image and recognition;
- (e) as to approximately 15% of the net proceeds, or approximately HK\$1.0 million to be used for enhancing our research and development capabilities; and
- (f) as to the remaining amount of approximately HK\$0.3 million, representing approximately 5% of the net proceeds, will be used to provide funding for our working capital and other general corporate purposes.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 125,000,000 Placing Shares offered by the Company and the Selling Shareholders under the Placing have been moderately over-subscribed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 125,000,000 Shares have been conditionally allocated to a total of 155 selected professional, institutional and other investors. The distribution of the Placing Shares is set out below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of the Placing Shares allocated	Approximate percentage of shareholding over the issued share capital of the Company immediately after completion of the Placing
Top placee	22,200,000	17.8%	4.4%
Top 5 placees	92,000,000	73.6%	18.4%
Top 10 placees	121,676,000	97.3%	24.3%
Top 25 placees	123,428,000	98.7%	24.7%

Number of Placing Shares allocated	Number of placees
4,000 to 100,000	133
100,001 to 1,000,000	14
1,000,001 to 10,000,000	2
10,000,001 to 20,000,000	4
20,000,001 and above	2
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Total	155

The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, substantial Shareholders or existing shareholders of each of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) and none of the placees is a person or are a group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at all times. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after completion of the Placing, the public float of the Company will be over 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Tuesday, 24 March 2015) or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be).

Prospective investors of the Placing Shares should note that the Lead Manager (for itself and on behalf of the Underwriters) is, among others, entitled to terminate the Underwriting Agreement by notice in writing to the Company given by the Lead Manager (for itself and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the section headed "Underwriting – Grounds for Termination" in the Prospectus at any time prior to 8:00 a.m. on the Listing Date (i.e. Tuesday, 24 March 2015). In the event that conditions of the Placing as mentioned therein are not fulfilled prior to the date specified in the Prospectus, the Placing will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.synergy-group.com.

All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date (i.e. Tuesday, 24 March 2015).

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 24 March 2015. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.synergy-group.com. The Shares will be traded in board lots of 4,000 Shares each. The stock code for the Shares is 8105.

By order of the Board
Synergy Group Holdings International Limited
Wong Man Fai Mansfield
Chairman and executive Director

Hong Kong, 23 March 2015

As at the date of this announcement, our executive Directors are Wong Man Fai Mansfield and Lam Arthur; our non-executive Director is Lam Chung Ho Alastair and our independent non-executive Directors are Chung Koon Yan, Cheung Yick Hung Jackie, and Wong Chi Ying Anthony.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.synergy-group.com.