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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: 1539)

PROFIT WARNING

This announcement is made by Synergy Group Holdings International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on preliminary assessment of the Group’s unaudited consolidated management accounts currently available to the Board for the year ended 31 March 2019 (the “**Year**”), it is expected that the consolidated profit for the Year attributable to the owners of the Company is expected to record a significant decrease of over 65% as compared with that for the year ended 31 March 2018.

Subject to finalisation of the annual results of the Group for the Year (the “**2019 Annual Results**”), the Board considers that the significant decrease in the Group’s consolidated profit for the Year attributable to the owners of the Company was mainly attributable to (i) the absence of the non-recurring gain on step acquisition derived from the further acquisition of interest in an associate of the Group, and the absence of the share of results from another associate of the Group (i.e. Invinity Energy Group Limited (together with its subsidiaries, the “**Invinity Group**”), which was primarily contributed by the non-recurring gain on bargain purchase from the acquisition of interest recorded within Invinity Group (collectively, the “**Non-recurring Gains**”), and accordingly, the Non-recurring Gains recorded a total of approximately HK\$44.8 million in the financial results of the Group for the year ended 31 March 2018; (ii) the share-based payment expenses of approximately HK\$6 million as a result of the share options granted by the Company in April 2018; (iii) slight decrease in revenue as a result of the escalating uncertainty in the international trade policy and the global financial conditions, as well as weakening economic activities; and (iv) the provision for impairment of goodwill made in the Year.

The information contained in this announcement represents only a preliminary assessment by the Board based on information currently available including the unaudited consolidated management accounts of the Group for the Year, which have not been audited or reviewed by the Company's auditor and have not been reviewed by the audit committee of the Company. As at the date of this announcement, the Company is in the process of finalising the 2019 Annual Results, and such results are subject to necessary adjustments. Shareholders and potential investors are advised to read carefully the Company's announcement of the 2019 Annual Results which is expected to be published by the end of June 2019.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

By order of the Board
Synergy Group Holdings International Limited
Wong Man Fai Mansfield
*Chairman, Chief Executive Officer and
executive Director*

Hong Kong, 14 June 2019

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