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)

Number of shares to which this form of proxy relates(Note 1)	

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 16 SEPTEMBER 2019 (AND AT ANY ADJOURNMENT THEREOF)

I/We(Note 2) _____

of _____

being the registered holder(s) of(Note 1) _____ shares of HK\$0.01 each in the share capital of Synergy Group Holdings International Limited 滙能集團控股國際有限公司 (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 2019 to be held at Salon Rooms VII-VIII, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Monday, 16 September 2019 at 11:30 a.m. (and at any adjournment thereof).

Please tick ("✔") in the appropriate boxes to indicate how you wish your vote(s) to be cast(Note 4).

	ORDINARY RESOLUTIONS	FOR(Note 4)	AGAINST(Note 4)
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the board of directors of the Company and auditor for the year ended 31 March 2019.		
2.	To re-elect Mr. Lam Arthur as an executive director of the Company.		
3.	To re-elect Mr. Chung Koon Yan as an independent non-executive director of the Company.		
4.	To authorise the board of directors of the Company to fix the remuneration of the respective directors of the Company.		
5.	To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.		
6.	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 5)		
7.	To give a general mandate to the directors to allot, issue and deal with 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 5)		
8.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares of the Company by the aggregate number of the shares repurchased by the Company.(Note 5)		

Date: _____ 2019   Signature(s)(Note 6) _____

Notes:

1. Please insert the number of shares to which this form of proxy relates. 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).

2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

3. 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. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote on his behalf. A shareholder 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. A proxy need not be a shareholder of the Company. 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.

4. **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.

5. The full text of the resolution is set out in the notice of the AGM.

6. 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

7. 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.

8. 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 delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 11:30 a.m. (Hong Kong time) on Saturday, 14 September 2019 (or if the AGM is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned AGM) (as the case may be).

9. 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.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.