



**SYNERGIS 新昌**

total management solutions 整全管理

# SYNERGIS HOLDINGS LIMITED

## 新昌管理集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 02340)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Synergis Holdings Limited (the “Company”) will be held at 10th Floor, Hsin Chong Center, 107-109 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 8 September 2006 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2006.
2. To declare a final dividend for the year ended 31 March 2006.
3. To re-elect the following retiring directors of the Company and authorise the board of directors of the Company to fix the directors’ remuneration:
  - (i) to re-elect Professor Woo Chia Wei as an independent non-executive director;
  - (ii) to re-elect Mrs. Fung Yi Hao, Yvette as an executive director;
  - (iii) to re-elect Mr. Fan Cheuk Hung as an executive director;
  - (iv) to approve the directors’ remuneration for the year ended 31 March 2006 determined by the board of directors of the Company; and
  - (v) to authorise the board of directors of the Company to fix the directors’ remuneration for the year ending 31 March 2007.
4. To re-appoint the auditors of the Company for the ensuing year and authorise the board of directors of the Company to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

- (1) **“THAT:**
  - (a) subject to paragraph (b) of this resolution no. 5(1), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of share capital allotted, issued or otherwise dealt with, or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with, (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution no. 5(1), otherwise than pursuant to or in consequence of:
    - (i) a Rights Issue (as hereinafter defined); or
    - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company; or
    - (iii) the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to eligible participants of shares of the Company or rights to acquire shares of the Company; or
    - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company from time to time; or
    - (v) a specific authority granted by the shareholders of the Company in general meeting,shall not exceed twenty per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution no. 5(1), and the said approval shall be limited accordingly; and

\* For identification purpose only

- (c) for the purposes of this resolution no. 5(1), “Relevant Period” means the period from (and including) the date of the passing of this resolution no. 5(1) until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
  - (iii) the revocation or variation of the authority given under this resolution no. 5(1) by the passing of an ordinary resolution by the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities which carry rights to subscribe for or purchase shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong).”

(2) **“THAT:**

- (a) subject to paragraph (b) of this resolution no. 5(2), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) of this resolution no. 5(2) shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution no. 5(2), and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution no. 5(2), “Relevant Period” means the period from (and including) the date of the passing of this resolution no. 5(2) until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
  - (iii) the revocation or variation of the authority given under this resolution no. 5(2) by the passing of an ordinary resolution by the shareholders of the Company in general meeting.”

- (3) **“THAT** conditional upon the passing of resolutions nos. 5(1) and 5(2) set out in the notice of this meeting, the general mandate granted to the directors of the Company pursuant to resolution no. 5(1) set out in the notice of this meeting and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company purchased or repurchased by the Company under the authority granted pursuant to resolution no. 5(2) set out in the notice of this meeting, provided that such extended amount shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

6. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as a special resolution of the Company:

**SPECIAL RESOLUTION**

**“THAT** the bye-laws of the Company (the “Bye-laws”) be and are hereby amended in the following manner (unless defined herein, all expressions used in this resolution no. 6 shall have the same meaning as set out in the Bye-laws):

- (a) by deleting the existing definition of ““Board” or “Directors”” in its entirety and inserting in the correct alphabetical order the following two new definitions in Bye-law 1:
  - ““Board” the board of directors of the Company.”;
  - ““Directors” directors of the Company and “Director” means a director of the Company (but where the context requires, Directors shall mean the directors present at a meeting of the board of directors of the Company at which a quorum is present).”;
- (b) by deleting the existing definition of “clearing house” in its entirety and substituting therefor the following new definition of “clearing house” in Bye-law 1:
  - ““clearing house” a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction with the permission of the Company.”;
- (c) by inserting in the correct alphabetical order the following new definition in Bye-law 1:
  - ““Hong Kong” the Hong Kong Special Administrative Region of The People’s Republic of China.”;
- (d) by deleting the existing Bye-law 63 in its entirety and substituting therefor the following as new Bye-law 63:

- “63 The president of the Company or the chairman of the Board, or in his/her absence, the vice chairman or the deputy chairman of the Board, or in their absence, any alternate director appointed by the chairman of the Board, or the vice chairman or deputy chairman of the Board shall preside as chairman at every general meeting. If at any general meeting the president of the Company or the chairman or vice chairman or deputy chairman of the Board, or their alternate director(s) if so appointed, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and entitled to vote shall elect one of their number to be chairman.”;
- (e) by deleting Bye-law 71 in its entirety and substituting therefor the following as new Bye-law 71:  
 “71 On a poll votes may be given by a Member either personally (or in the case of a Member being a corporation by its duly authorised representative) or by proxy.”;
- (f) by deleting the words “A person” at the beginning of Bye-law 72 and substituting therefor the words “A Member”;
- (g) by inserting the words “or in the case of a corporation by its duly authorised representative” immediately after the words “any one of such joint holder may vote, either in person or by proxy” and also immediately after the words “the senior who tenders a vote, whether in person or by proxy” both in the first sentence of Bye-law 74;
- (h) by inserting the word “notarially” immediately before the words “certified copy” in the first sentence of Bye-law 80;
- (i) by deleting the existing Bye-law 86(2) in its entirety and substituting therefor the following as new Bye-law 86(2):  
 “86(2) Without prejudice to the powers of the Company in general meeting in accordance with any of the provisions of these Bye-laws to appoint any person to be a Director, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Directors shall hold office only until the next following general meeting of the Company in the case of filling a casual vacancy, or until the next following annual general meeting of the Company in the case of an addition to the Board, and shall then be eligible for re-election at the general meeting.”;
- (j) by deleting the existing Bye-law 87(2) in its entirety and substituting therefor the following as new Bye-law 87(2):  
 “87(2) A retiring Director shall be eligible for re-election and shall continue to act as Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election or any Director who needs to retire pursuant to the terms as set out in any service contract entered into by such Director with the Company. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The number of Directors to retire by rotation on each occasion shall be determined by reference to the composition of the Board at the date of the notice convening the relevant annual general meeting. Any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”;
- (k) by amending the heading “Executive Directors” immediately before Bye-law 90 to “Managing Directors”;
- (l) by inserting the following sentence immediately after the last sentence of Bye-law 90:  
 “If, in accordance with these Bye-laws, a Director who has been appointed as a managing director, joint managing director or deputy managing director or to hold any other employment or executive office with the Company pursuant to this Bye-law 90 (as the case may be) retires from office as a Director at any general meeting of the Company, he/she shall then, subject to his/her due re-election as a Director at the same general meeting, continue to hold the office which was in force immediately before his/her retirement unless the Board resolves the otherwise.”;
- (m) by amending existing Bye-law 92 by the deletion of the words “the next annual election of Directors or, if earlier,” immediately before the words “the date on which the relevant Director ceases to be a Director” in the third sentence of Bye-law 92;
- (n) by adding the sentence “Without prejudice to any other provisions in these Bye-laws, a Board meeting may also be convened to be held by means of video conferencing or telephone conferencing whereat all Directors can participate and communicate with each other simultaneously.” immediately after the first sentence of Bye-law 114; and
- (o) by deleting Bye-law 118 in its entirety and substituting therefor the following as new Bye-law 118:  
 “118 The Board may elect or otherwise appoint one of its body as the chairman of the Board, another as the vice chairman or deputy chairman of the Board and/or any other officer(s) upon such terms as the Board may determine and the Board may revoke or terminate any of such appointments. The chairman of the Board, or in his/her absence, the vice chairman or deputy chairman of the Board, or any alternate director appointed by such chairman, vice chairman or deputy chairman shall preside at meetings of the Board, but if no such chairman, vice chairman or deputy chairman of the Board is elected or appointed, or if at any meeting such chairman or vice chairman or deputy chairman (or their respective alternate director if so appointed) was not present within five (5) minutes after the time appointed for holding the same or they all decline to preside at any such meeting, the Directors present at the meeting shall choose one of their number to be the chairman of such meeting. If, in accordance with these Bye-laws, the chairman, vice chairman or deputy chairman of the Board (as the case may be) retires from office as a Director at any general meeting of the Company but subject to his/her due re-election as a Director at the same general meeting, he/she

shall continue to hold the office of chairman, vice chairman or deputy chairman of the Board (as the case may be) pursuant to his/her appointment in force immediately before his/her retirement unless the Board resolves the otherwise.””

By order of the Board  
**Chan Ip Sing**  
Company Secretary

Hong Kong, 28 July 2006

Notes:

- (i) Any member entitled to attend and vote at the annual general meeting shall be entitled to appoint a proxy to attend and vote instead of him. A member who is holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.
- (ii) In the case of joint holders of any share, any one of such joint holders may vote at the annual general meeting in respect of such share, either in person or by proxy, as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, then one whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) To be valid, any instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or other authority, shall be deposited at the Company's Hong Kong branch share registrars, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting thereof. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he so wish.
- (iv) With regard to agenda item 3 of this notice, the board of directors of the Company recommends that the retiring directors, namely, Professor Woo Chia Wei, Mrs. Fung Yi Hao, Yvette and Mr. Fan Cheuk Hung be re-elected as directors of the Company. Besides, the remuneration of each director of the Company for the year ended 31 March 2006 is set out in note 10 to the financial statements for the year ended 31 March 2006 of the Company.
- (v) With regard to the proposed resolutions under agenda item 5 of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares or repurchase any shares of the Company pursuant to the general mandates referred thereunder.
- (vi) A circular containing, inter alia, an explanatory statement relating to proposed resolution no. 5(2), reasons for proposing the amendments to the Bye-laws and this notice of annual general meeting has been despatched to shareholders.

As at the date of this notice, the Board comprises:

- (i) *Professor Woo Chia Wei as the Independent Non-executive Chairman;*
- (ii) *Mrs. Fung Yi Hao, Yvette (Deputy Chairman) and Mr. Fan Cheuk Hung (Managing Director) as Executive Directors;*
- (iii) *Mr. Kwong Ki Chi as Non-executive Director;*
- (iv) *Mr. Tsang Cheung, Mr. Tsui Yiu Wa, Alec and Mr. Nicholas David Swain as Independent Non-executive Directors; and*
- (v) *Mr. Barry John Buttifant acts as the alternate Director to Mrs. Fung Yi Hao, Yvette.*

website: <http://www.synergis.com.hk>

“Please also refer to the published version of this announcement in *The Standard*.”