



**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)

**FORM OF PROXY  
FOR USE AT THE ANNUAL GENERAL MEETING  
TO BE HELD ON 29 AUGUST 2008 OR AT ANY ADJOURNMENT THEREOF**

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> of HK\$0.10 each in the capital of Synergis Holdings Limited (the "Company"), HEREBY APPOINT the chairman of the meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the annual general meeting of the Company (the "AGM") (or any adjournment thereof) to be held at 10th Floor, Hsin Chong Center, 107-109 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 29 August 2008 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions set out in the notice convening the AGM, and to vote for me/us at the AGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
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 2008.		
2.	To declare a final dividend for the year ended 31 March 2008.		
3.	(i) To re-elect Mr. Nicholas David Swain as an independent non-executive director;		
	(ii) To re-elect Mr. Fan Cheuk Hung as an executive director; and		
	(iii) To authorise the board of directors of the Company to fix the directors' remuneration for the year ending 31 March 2009.		
4.	To re-appoint Messrs. PricewaterhouseCoopers as the auditors of the Company for the ensuing year and authorise the board of directors of the Company to fix their remuneration.		
5.	(1) To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with additional shares of the Company. <sup>#</sup>		
	(2) To grant a general mandate to the directors of the Company to purchase or repurchase issued shares of the Company. <sup>#</sup>		
	(3) Conditional upon the passing of resolutions no. 5(1) and no. 5(2), to extend the share issue mandate under resolution no. 5(1) by addition thereto shares repurchased pursuant to resolution no. 5(2) above. <sup>#</sup>		

<sup>#</sup> Full text of each of the relevant resolutions is set out in the notice dated 31 July 2008 convening the AGM

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008 Signature <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) 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).
- 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 member may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast your vote or abstain at his discretion. On a show of hands, a member present by proxy is entitled to one vote. On a poll, a member present by proxy is entitled to one vote for every fully-paid share held. A member entitled to more than one vote need not cast all his votes in the same way. A tick ("✓") in the relevant box indicates that the votes attached to all the shares stated above as held by you will be casted accordingly. A number in the relevant box indicates that the votes attached to the number of shares referred to in the box will be casted accordingly.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under seal, or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint holders of any share, any one of such joint holders may vote, either in person or by proxy or in the case of a corporation by its duly authorised representative, in respect of such share at the annual general meeting as if he were solely entitled thereto, but if more than one of such joint holders be present in person or by proxy or in the case of a corporation by its duly authorised representative at the meeting, then one of the persons so present whose name stands first on the registers of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the Company's Hong Kong branch share registrars, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and delivery of this form of proxy will not preclude a member from attending and voting in person at the AGM or any adjourned meeting thereof should he so wish. In such event, this form of proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

\* For identification purpose only