



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, 29 August 2008 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 2008.
2. To declare a final dividend for the year ended 31 March 2008.
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 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 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,

* *For identification purpose only*

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

- (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; or
 - (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 of 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 registers 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; or
 - (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(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.”

By order of the Board
Fan Cheuk Hung
Managing Director

Hong Kong, 31 July 2008

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 the 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, 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.
- (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 notarially 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, 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 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) The registers of members of the Company will be closed from Tuesday, 26 August 2008 to Friday, 29 August 2008 (both days inclusive) during which period no transfer of shares will be registered. In order to ascertain shareholders’ entitlement to the attendance of the forthcoming 2008 annual general meeting of the Company and the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:00 p.m. on Monday, 25 August 2008.
- (v) With regard to the proposed resolutions under agenda item 3 of this notice of annual general meeting, the board of directors of the Company recommends that the retiring directors, namely, Mr. Nicholas David Swain and Mr. Fan Cheuk Hung, be re-elected as directors of the Company.

- (vi) With regard to the proposed resolutions under agenda item 5 of this notice of annual general meeting, 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.
- (vii) A circular containing, inter alia, an explanatory statement relating to the proposed resolution no. 5(2) of this notice of annual general meeting has been despatched to shareholders.
- (viii) As at the date of this notice, the board of directors of the Company comprises Professor Woo Chia Wei as independent non-executive chairman; Ms. Fung Yeh Yi Hao, Yvette (deputy chairman) and Mr. Fan Cheuk Hung (managing director) as executive directors; and Mr. Tsang Cheung, Mr. Tsui Yiu Wa, Alec and Mr. Nicholas David Swain as independent non-executive directors. Mr. Chan Yat Chor, Vincent is the alternate director to Ms. Fung Yeh Yi Hao, Yvette.

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