



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: 2340)

CHANGES IN DIRECTORS

Mr. Kwong Ki Chi ceased to be the alternate director to Mrs. Fung Yi Hao, Yvette, the deputy chairman of the Company, and was appointed as a non-executive director of the Company with effect from 13th September 2004.

Mr. Tsang Cheung was appointed as an independent non-executive director and a member of the audit committee of the Company with effect from 13th September 2004.

The board of directors ("the Board") of Synergis Holdings Limited ("the Company") announces that Mr. Kwong Ki Chi ("Mr. Kwong") ceased to be the alternate director to Mrs. Fung Yi Hao, Yvette ("Mrs. Fung"), the deputy chairman of the Company, with effect from 13th September 2004.

The Board is pleased to announce that Mr. Kwong was appointed as a non-executive director of the Company with effect from 13th September 2004.

The Board is also pleased to announce that Mr. Tsang Cheung ("Mr. Tsang") was appointed as an independent non-executive director and a member of the audit committee of the Company with effect from 13th September 2004.

Mr. Kwong, *G.B.S., J.P.*, aged 53, graduated from The University of Hong Kong with a Bachelor of Science in Physics and Mathematics and was awarded a Master of Philosophy in Economics and Politics of Development by the University of Cambridge, England. He served in the Government of Hong Kong for 27 years and held positions principally in the economic and financial fields before he left in 2000, including as Secretary for the Treasury (1995-1998) and Secretary for Information Technology and Broadcasting (1998-2000). Mr. Kwong then served as the chief executive of the Hong Kong Exchanges and Clearing Limited until April 2003. He was the alternate director to Mr. V-nee Yeh, the Chairman of Hsin Chong Construction Group Limited ("HCCG") until 20th August 2004. He is currently the managing director of Hongkong Sales (Int'l) Limited. He is also an independent non-executive director of chinadotcom corporation, the shares of which are listed on the NASDAQ, and Giordano International Limited and a non-executive director of HCCG, the shares of both of which are listed on The Hong Kong Stock Exchange Limited. Mr. Kwong holds a number of public service positions, including council member of The Chinese University of Hong Kong and board director of The Community Chest of Hong Kong.

Mr. Tsang, aged 56, graduated from The University of Hong Kong with a master degree in business administration. Mr. Tsang is the chairman of iMagic Systems Limited, Asia's leading multimedia kiosk solutions provider and service operator and the founder of INFA Group, which has played a major role in the telecommunications and technology industries of Hong Kong and the Chinese Mainland since its establishment in 1974. Mr. Tsang also serves as a Justice of the Peace of the Hong Kong Special Administrative Region. From 1988 to 2002, he was a member of the Hong Kong Trade Development Council. He also served as a member of the Listing Committees of the Main Board and the Growth Enterprise Market of The Stock Exchange of Hong Kong. He was a board member of the Applied Research Council and a founding member of the Quality Education Fund Steering Committee of Hong Kong.

There is neither any service contract being executed between the Company and each of Mr. Kwong and Mr. Tsang nor any specified length or proposed length of service with the Company in respect of the aforesaid appointments. Each of Mr. Kwong and Mr. Tsang is entitled to a director's fee of HK\$100,000 per annum which is determined by the Board by reference to his duties and responsibilities with the Company and the Company's remuneration policy. Pursuant to the bye-laws of the Company, each of Mr. Kwong and Mr. Tsang will retire at the Company's next annual general meeting in 2005, at which time each of them will be eligible for re-election. Thereafter, each of Mr. Kwong and Mr. Tsang will be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the bye-laws of the Company.

Save as disclosed above, each of Mr. Kwong and Mr. Tsang does not hold any positions with the Company or other members of the Company's group, and does not hold any other directorships in other listed public companies in the last three years, and does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company. Each of Mr. Kwong and Mr. Tsang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Due to new business pursuits, Mr. Kwong has discontinued his role as the alternate director to Mrs. Fung. Mr. Kwong has confirmed that he has no disagreement with the Board and there is no matter relating to the termination which needs to be brought to the attention of the shareholders of the Company. The Board takes this opportunity to thank Mr. Kwong for his valuable contribution to the Company during his tenure with the Company as the alternate director.

The Board would also like to take this opportunity to express its warm welcome to Mr. Kwong and Mr. Tsang to join the Board.

As at the date of this announcement, the directors of the Company are as follows:—

Executive Directors:

Mrs. Fung Yi Hao Yvette (*Deputy Chairman*)
Mr. Fan Cheuk Hung (*Managing Director*)

Independent Non-executive Directors:

Professor Woo Chia Wei (*Chairman*)
Mr. Shih Wing Ching
Mr. Tsang Cheung

Non-executive Directors:

Mr. Lai Ming Joseph
Mr. Kwong Ki Chi

By Order of the Board
Chan Ip Sing
Company Secretary

Hong Kong, 13th September 2004

* For identification purpose only