



## SYNERGIS HOLDINGS LIMITED

昇捷控股有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 02340)

### PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

Pursuant to Bye-law 88 of the Bye-laws of Synergis Holdings Limited (the “Company”), any shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meetings may propose a person to stand for election as a Director at the general meetings.

Bye-law 88 provides:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

Notes:

**“Company”** shall mean Synergis Holdings Limited.

**“Directors”** shall mean 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).

**“head office”** shall mean such office of the Company as the Directors may from time to time determine to be the principal office of the Company (for the time being, i.e. 7th Floor, Linkchart Centre, 2 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong).

**“Registration Office”** shall mean in respect of any class of share capital such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered (for the time being, i.e. Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong).

**“Member”** shall mean a duly registered holder from time to time of the shares in the capital of the Company.

**“Notice”** shall mean written notice unless otherwise specifically stated and as further defined in the Bye-laws.

The following sets out the procedures for shareholders to propose a person for election as a Director:

1. If a shareholder duly qualified to attend and vote at any general meeting (other than the person to be proposed) wishes to nominate a person to stand for election as a Director ("Candidate") at such general meeting, notice in writing of his intention ("Notice") to propose the Candidate for election as a Director must be validly lodged at the Head Office or at the Registration Office. The Notice should state the name, contact details, brief background and / or any details required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited of the Candidate and duly signed by such shareholder.
2. The Notice should be accompanied by a written notice duly signed by the Candidate indicating his willingness to be elected as a Director.
3. The Notice should be given to the Company at the Head Office or at the Registered Office during the period commencing no earlier than the day after the dispatch of the notice of general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting.
4. If valid notices in accordance with Bye-law 88 of the Bye-laws are received from any shareholder after the dispatch of the circular concerned, the Company shall issue an announcement or a supplementary circular to inform the shareholders the biographical details of the Candidate.

*The English text of this document shall prevail over the Chinese text in case of any inconsistency.*