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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Synagistics Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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SYNAGISTICS LIMITED

獅騰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2562)

(Warrant Code: 2461)

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

The notice convening an extraordinary general meeting (the “EGM”) of Synagistics Limited (the “Company”) to be held at 38 Jalan Pemimpin, Unit 05–07, M38, Singapore (577178) at 9:30 a.m. on Friday June 13, 2025 is set out on pages 15 to 19 of this circular.

A proxy form for the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

May 29, 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:

“Articles”	the articles of association of the Company that is currently in force
“Board”	the board of Directors
“Buyback Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Chairperson”	shall mean the Chairperson presiding at any meeting of members
“Company”	Synagistics Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares and warrants are listed on the main board of the Stock Exchange (stock code: 2562; warrant code: 2461)
“Director(s)”	the director(s) of the Company, from time to time
“EGM”	an extraordinary general meeting of the Company to be held at 38 Jalan Pemimpin, Unit 05–07, M38, Singapore (577178) at 9:30 a.m. on Friday, June 13, 2025, or any adjournment thereof, the notice of which is set out on pages 15 to 19 of this circular
“Extension of Issue Mandate”	a general mandate proposed to be granted to the Directors to extend the Issue Mandate by adding those shares that may be bought back under Buyback Mandate in the manner as set out in the notice of EGM

DEFINITIONS

“Group”	the Company together with its subsidiaries from time to time; “member of the Company” means any or a specific one of them, and “Group Company” shall be construed accordingly
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares (including any sale or transfer of Shares out of treasury that are held as treasury Shares) not exceeding 20% of the number of the issued Shares of the Company (excluding any treasury Shares) as at the date of passing the relevant resolution
“Latest Practicable Date”	May 29, 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“Main Board”	the stock market (excluding the options market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange

DEFINITIONS

“Rights Issue”	an offer of shares in the capital of the Company, or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares in the capital of the Company whose name appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)
“Share(s)”	ordinary share(s) in the share capital of our Company, currently with a par value of HK\$0.0001 each
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”	U.S. dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



SYNAGISTICS

SYNAGISTICS LIMITED

獅騰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2562)

(Warrant Code: 2461)

Executive Directors:

Mr. Lee Shieh-Peen Clement

Ms. Tai Ho Yan Olive

Non-executive Directors:

Ms. Phua Nan Chie

Mr. Chong Tian Taum

Mr. Jin Qin

Independent Non-executive Directors:

Mr. Selva Bryan Ratnam

Mr. Andrew Chow Heng Cheong

Mr. Siek Wei Ting

Registered office:

PO Box 309, Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Head Office and Principal Place
of business in Hong Kong*

Suites 4310-11

Tower One, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

May 29, 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of EGM and information in relation to, among others, the resolutions to be proposed at the EGM in relation to the proposed appointment of non-executive Director, the granting to the Directors of the Issue Mandate, the Buyback Mandate and the Extension of Issue Mandate.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated May 29, 2025 in relation to the proposed appointment (the “**Proposed Appointment**”) of Mr. Andrew D Zheng (“**Mr. Zheng**”) as a non-executive Director pursuant to article 26.1 of Articles. Biographical details of Mr. Zheng are set out below.

Mr. Zheng, aged 38, graduated from the Georgetown University in 2009, majoring in Finance and Accounting, minoring in Economics. From 2009 to 2016, Mr. Zheng successively worked as Analyst, Associate and Vice President of Morgan Stanley, primarily responsible for M&A transactions management and execution. From 2017 to 2020, Mr. Zheng served as Associate Director at Ant Group, primarily responsible for strategic investments in key globalization regions including India, Southeast Asia and Latin America. From 2020 to present, Mr. Zheng served as Director at Alibaba Group, primarily responsible for leading the global investments of Alibaba Group in emerging markets.

Subject to the approval by the Shareholders of the Proposed Appointment at the EGM, Mr. Zheng will enter into a letter of appointment with the Company in respect of the Proposed Appointment for a term of three years commencing from the date of the EGM, subject to re-election as and when required, and which may be terminated by not less than three months’ notice in writing served by either party on the other. Mr. Zheng will not receive any remuneration for serving as a non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zheng (i) does not hold any other positions with any members of the Group; (ii) does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Zheng has confirmed that there is no other information relating to his appointment that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in connection with the Proposed Appointment that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO ISSUE NEW SHARES AND EXTENSION OF ISSUE MANDATE

In order to provide for greater flexibility for the Company to allot, issue or otherwise deal with new Shares (including any sale or transfer of treasury Shares), an ordinary resolution will be proposed at the EGM to grant to the Directors the Issue Mandate to exercise the powers of the Company to allot, issue or otherwise deal with new Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the number of the issued Shares (excluding any treasury Shares) as at the date of the passing of the relevant resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 434,599,249 Shares with a par value of HK\$0.0001 each and the Company did not hold any treasury Shares. Subject to the passing of the ordinary resolution numbered 2(A) granting the Issue Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the EGM, the Company will be allowed to allot, issue or otherwise deal with (including any sale or transfer out of the treasury) a maximum of 86,919,849 Shares pursuant to the Issue Mandate otherwise than pursuant to (a) a Rights Issue; or (b) the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company in force from time to time; or (d) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company.

Such Issue Mandate shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period. For the purpose of this resolution: “Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 any applicable laws or the Articles of the Company to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

LETTER FROM THE BOARD

In addition, subject to a separate approval of the ordinary resolution numbered 2(C), the number of Shares bought back by the Company under the Buyback Mandate proposed to be granted pursuant to the ordinary resolution numbered 2(B) will also be added to extend the 20% limit of the Issue Mandate as mentioned in the ordinary resolution numbered 2(A).

4. GENERAL MANDATE TO BUY BACK SHARES

In addition, an ordinary resolution numbered 2(B) will be proposed at the EGM to approve the Buyback Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the number of the issued Shares (excluding any treasury Shares) as at the date of the passing of the relevant resolution in relation to the Buyback Mandate. Subject to the passing of the ordinary resolution numbered 2(B) granting the Buyback Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the EGM, the Company will be allowed to buy back a maximum of 43,459,924 Shares pursuant to the Buyback Mandate.

An explanatory statement required by the Listing Rules in connection with the Buyback Mandate is set out in the Appendix to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the EGM.

5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the record date will be Friday, June 13, 2025 and the transfer books and register of members of the Company will be closed from Thursday, June 12, 2025 to Friday, June 13, 2025, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Wednesday, June 11, 2025.

6. NOTICE OF EGM

Set out on pages 15 to 19 of this circular is the notice of EGM at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve the proposed appointment of non-executive Director, the granting to the Directors of the Issue Mandate, the Buyback Mandate and the Extension of Issue Mandate.

LETTER FROM THE BOARD

7. FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://synagistics.com/>), respectively. Whether or not you intend to attend the EGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event the form of proxy shall be deemed to be revoked.

8. VOTING BY POLL

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll save that the Chairperson may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. The Chairperson of the EGM shall therefore demand voting on all resolutions set out in the notice of EGM by way of poll. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

10. RECOMMENDATION

The Directors consider that the proposed resolutions are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By order of the Board
SYNAGISTICS LIMITED
LEE Shieh-Peen Clement
Chairman of the Board

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the EGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

When exercising the Buyback Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury Shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earning per Share. On the other hand, Shares bought back and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles, and the laws of the Cayman Islands. If the Company should hold the Shares bought back as treasury Shares, upon completion of the Shares buy-back, it will withdraw them from CCASS and register the Shares bought back in the Company's register of members in its own name as treasury Shares. The Company will re-deposit its treasury Shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it will complete the resale as soon as possible. The Company will, upon depositing any treasury Shares in CCASS, give clear written instructions to its broker and share registrar that such Shares bought back would be treated as treasury Shares under the Listing Rules. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 434,599,249 Shares, with no treasury Shares.

Subject to the passing of the resolution granting of the Buyback Mandate and on the basis that no further Shares are allotted and issued or bought back after the Latest Practicable Date and up to the date of the EGM, the Company will be allowed to buy back a maximum of 43,459,924 Shares representing 10% of the number of issued shares of the Company as at the Latest Practicable Date (excluding any treasury Shares), during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period

with which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

3. FUNDING OF BUYBACKS

Buybacks of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles, in the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF BUYBACKS

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back Shares in circumstances where they consider that the buyback would be in the best interests of the Company. The Directors consider that if the general mandate to buy back Shares were to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and the gearing position of the Group, as compared with the positions disclosed in the audited consolidated financial statements of the Group as at December 31, 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up. The Directors do not propose to exercise the mandate to buy back Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Group.

5. GENERAL

So far as the same may be applicable, the Directors will exercise the Buyback Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company, if the Buyback Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person, as defined in the Listing Rules, has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is approved by the Shareholders.

The Directors confirm that to the best of their knowledge and belief, neither the explanatory statement nor the proposed buyback of Shares pursuant to the Buyback Mandate has any unusual features.

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a buyback of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buyback of Shares pursuant to the Buyback Mandate.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, to the best knowledge and belief of the Directors, a consolidated list of substantial shareholders who are holding more than 5% of the total number of issued Shares are listed as follows. In the event that the Directors exercise in full the power to buy back Shares under the Buyback Mandate, then the attributable interest of the following shareholders would be increased shown in the below table.

Name of Shareholder	Nature of interest	Current	Percentage	Number of Shares (Note 1)
		percentage interest in issued share capital of the Company	interest in the issued share capital of the Company in the event of the Buyback Mandate is exercised in full (Note 2)	
Alibaba Group Holding Limited	Interest of controlled corporation (note 3)	50.01	55.56	217,330,134
Wang Chuan-Chung	Interest of controlled corporation (note 4)	15.98	17.76	69,449,047
Lee Shieh-Peen Clement	Interest of controlled corporation (note 5)	14.95	16.61	64,973,043
Tai Ho Yan Olive	Interest of controlled corporation and beneficial owner (note 6)	5.73	6.37	24,923,184
PCCW Limited	Interest of controlled corporation (note 7)	6.44	7.16	28,000,000

Notes:

1. All above shareholdings are the long position in the Shares.
2. As at the Latest Practicable Date, a total of 434,599,249 Shares are in issue. Subject to the passing of the proposed ordinary resolution to approve the Buyback Mandate and assuming there is no change in the issued share capital from the Latest Practicable Date to the date of passing the abovementioned resolution, the Company will be allowed under the Buyback Mandate to buy back a maximum of 43,459,924 fully paid Shares.

3. Alibaba Singapore Holding Private Limited (“**Alibaba Singapore**”) and Meranti ASEAN Growth Fund L.P. (“**Meranti ASEAN**”) directly holds 147,881,087 Shares and 69,449,047 Shares respectively. Alibaba.com Limited is owned as to 80% by Alibaba Group Holding Limited. Alibaba Singapore is a indirectly wholly-owned subsidiary of Alibaba.com Limited. Meranti ASEAN is owned as to 44.56% by Alibaba Investment Limited, which is a wholly owned by Alibaba Group Holding Limited. Accordingly, each of Alibaba Group Holding Limited, Alibaba.com Limited and Alibaba Investment Limited are deemed to be interested in the underlying Shares held by Alibaba Singapore and Meranti ASEAN.
4. Meranti ASEAN Growth Fund L.P. directly holds 69,449,047 Shares, which is indirectly wholly owned by Wang Chuan-Chung.
5. Metadrome Ltd directly holds 64,973,043 Shares, which is wholly owned by Mr. Lee Shieh-Peen Clement. Metadrome Ltd is wholly owned by D.A.T. Associates Limited as nominee for Mr. Lee Shieh-Peen Clement pursuant to a declaration of trust. Under the SFO, Mr. Clement Lee is deemed to be interested in the Shares in which Metadrome Ltd and D.A.T. Associates Limited are interested.
6. Venture Lab Pte Ltd directly holds 20,164,962 Shares, which is wholly owned by Ms. Olive Tai. Under the SFO, Ms. Olive Tai is deemed to be interested in the Shares in which Venture Lab Pte Ltd is interested.
7. Celestial Link Limited directly holds 28,000,000 Shares, which is indirectly wholly owned by HKT Limited. HKT Limited is owned as to 52.51% by CAS Holding No. 1 Limited, which is a wholly owned by PCCW Limited. Accordingly, each of PCCW Limited, CAS Holding No. 1 Limited and HKT Limited are deemed to be interested in the underlying Shares held by Celestial Link Limited.

To the best knowledge and belief of the Directors, assuming there will be no other change in the issued share capital of the Company, the above increases would not give rise to an obligation on the part of any existing shareholder of the Company to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Buyback Mandate to such an extent as would result in such mandatory offer obligation arising.

The Listing Rules prohibit a company from making buyback on the Stock Exchange if the result of the buyback would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the issued Shares would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange in each of the months since the Listing Date up to the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2024		
October (from October 30, 2024, the listing date)	50.05	16.50
November	35.00	11.58
December	49.85	27.30
2025		
January	29.00	18.00
February	28.50	22.20
March	33.35	17.66
April	22.15	13.60
May (up to the Latest Practicable Date)	19.70	13.78

8. BUYBACKS OF SHARES MADE BY THE COMPANY

No buyback of Shares has been made by the Company during the previous 6 months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2562)
(Warrant Code: 2461)

NOTICE IS HEREBY GIVEN THAT the 2025 first extraordinary general meeting (the “**EGM**”) of Synagistics Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 38 Jalan Pemimpin, Unit 05–07, M38, Singapore (577178) at 9:30 a.m. on Friday, June 13, 2025 for considering and, if thought fit, passing, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, approve the appointment of Mr. Andrew D Zheng as a non-executive director of the Company.
2. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

(A) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (“**Shares**”) (including any sale or transfer of Shares out of treasury that are held as treasury Shares) (which have the meaning ascribed to it under the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited) (“**treasury share**”) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise, and including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) by the Directors during the Relevant Period pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as defined in paragraph (iv) below); or (b) the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company in force from time to time; or (d) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the number of the issued shares of the Company (excluding any treasury Shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - or

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- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of the Company to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “**Rights Issue**” means an offer of shares in the capital of the Company, or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares in the capital of the Company whose name appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (v) below) of all the powers of the Company to buy back 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 recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back its shares at a price determined by the Directors;

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- (iii) the aggregate number of shares of the Company which are authorized to be bought back by the Directors pursuant to the approval in paragraph (i) above shall not exceed 10% of the number of the issued shares of the Company (excluding any treasury Shares) as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i) to (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) to (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of the Company to be held; or
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) **“THAT** conditional upon the resolutions numbered 2(A) and 2(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares (including any sale or transfer of Shares out of treasury that are held as treasury Shares) of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 2(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted (including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) by the Directors pursuant to such general mandate an amount representing the number of the issued shares of the Company bought back by the Company under the authority granted pursuant to ordinary resolution numbered 2(B) set out in the notice

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convening this meeting, provided that such amount shall not exceed 10% of the number of the issued shares of the Company (excluding any treasury Shares) as at the date of passing of the said resolutions.”

By Order of the Board
Synagistics Limited
LEE Shieh-Peen Clement
Chairman of the Board

Hong Kong, May 29, 2025

Notes:

1. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated May 29, 2025 in relation to the EGM.
2. The record date for determining the entitlement of members of the Company to attend and vote at the EGM is fixed at the close of business on Friday, June 13, 2025. In order to qualify for attending and voting at the EGM, all transfer documents of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration, no later than 4:30 p.m. on Wednesday, June 11, 2025.
3. All resolutions at the EGM will be taken by poll (except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.synagistics.com) in accordance with the Listing Rules.
4. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him.
5. In order to be valid, Shareholders who intend to appoint a proxy or proxies to attend the EGM shall complete the proxy form(s) in accordance with the instructions printed thereon and return the proxy form(s), together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 9:30 a.m. on Wednesday, June 11, 2025) or the adjourned meeting (as the case may be). Completion and return of the proxy form(s) shall not preclude Shareholders from attending, speaking and voting in person at the EGM (or any adjournment thereof) if they so wish and in such event, the proxy form(s) shall be deemed to be revoked.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Lee Shieh-Peen Clement and Ms. Tai Ho Yan Olive as executive Directors, Ms. Phua Nan Chie, Mr. Chong Tian Taum and Mr. Jin Qin as non-executive Directors, and Mr. Selva Bryan Ratnam, Mr. Andrew Chow Heng Cheong and Mr. Siek Wei Ting as independent non-executive Directors.