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SYNERTONE

協同通信集團有限公司

SYNERTONE COMMUNICATION CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1613)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Synertone Communication Corporation (the “Company”) will be held at 9:00 a.m. on Wednesday, 23 March 2016 at 9/F., Block B, Teng Bang Building, 1st Qingshuihe Road, Luohu District, Shenzhen, China for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued, every five (5) issued and unissued Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.05 (the “Consolidated Share”), with effect on the business day next following the date on which this resolution is passed (the “Share Consolidation”) and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company, and any one director (the “Director”) of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Consolidation.”
2. “**THAT** subject to the passing of resolution no. 1 above and subject to the fulfilment of the conditions of the Underwriting Agreement (as defined below), the Rights Issue (as defined below) and the transaction contemplated thereunder be and are hereby approved:
 - (a) for the purpose of this resolutions, “Rights Issue” means the proposed issue by way of rights issue of not less than 1,674,400,000 Consolidated Shares (the “Rights Shares”) and not more than 1,829,279,995 Rights Shares at the

subscription price of HK\$0.125 per Rights Share to the qualifying shareholders (“Qualifying Shareholders”) of the Company whose names appear on the date by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the “Excluded Shareholders”) with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of one (1) Rights Share for every one (1) Consolidated Share held subject to the fulfilment or waiver of the conditions and terms set out in the underwriting agreement dated 5 February 2016 (the “Underwriting Agreement”, including, if any, all supplemental agreements or deeds relating thereto) entered into among, the Company and Excel Time Investments Limited (the “Underwriter”), (a copy of the Underwriting Agreement having been produced to the meeting marked “A” and initialled by the chairman of the EGM for the purpose of identification);

- (b) the Directors be and are hereby authorized to allot and issue the Rights Shares pursuant to the Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Excluded Shareholders as they may deem necessary, desirable or expedient to having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong;
- (c) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified;
- (d) the absence of arrangements for application for the Rights Shares by the Qualifying Shareholders in excess of their entitlements under the Rights Issue be and are hereby approved, confirmed and ratified; and
- (e) any Directors be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders.”

3. **“THAT** the terms of the application for a waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission to the Underwriter pursuant to Note 1 on the Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers from an obligation to make a general mandatory offer for all the issued shares of the Company not already owned by the Underwriter and the parties acting in concert with it as a

result of the subscription of the Rights Shares by the Underwriter pursuant to the Underwriting Agreement be and are hereby approved and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver.”

4. “**THAT** subject to and following the Share Consolidation becoming effective, the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 divided into 4,000,000,000 Consolidated Shares of HK\$0.05 each to HK\$400,000,000 by the creation of an additional 4,000,000,000 Consolidated Shares of HK\$0.05 each; and any one or more Directors be and is/are authorized to do all such acts and things and execute all such documents which he may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the increase in authorized share capital above.”

By the order of the Board
Synertone Communication Corporation
Wong Chit On
Chairman and Executive Director

Hong Kong, 7 March 2016

Registered Office:

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Cayman Islands

Principal place of business in Hong Kong:

Room 1012, 10/F
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66 Mody Road
Kowloon, Hong Kong

Notes:

1. A member of the Company (“Shareholder”) entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. In order to be valid, the form of proxy must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Where there are joint registered holders of any shares of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
5. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if the Shareholder so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the executive Directors are Mr. Wong Chit On and Mr. Han Weining; and the independent non-executive Directors are Mr. Lam Ying Hung Andy, Mr. Hu Yunlin and Mr. Wang Chen.