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**協同通信集團有限公司**  
**Synertone Communication Corporation**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1613)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
CHANGE OF CHIEF EXECUTIVE OFFICER,  
CHANGE OF COMPOSITION OF BOARD COMMITTEES  
AND  
CHANGE OF COMPANY SECRETARY AND  
AUTHORIZED REPRESENTATIVE**

The Board announces the following changes to the Company, all with effect from 25 June 2015:

1. Mr. Cai Youliang has resigned as an independent non-executive Director and ceased to be the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee, respectively;
2. Mr. Wang Chen has been appointed as an independent non-executive Director and the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee, respectively;
3. Mr. Wong Chit On, the Chairman of the Board, ceased to be the Chief Executive Officer, but remains as the Chairman of the Board and an executive Director; and
4. Mr. Han Weining, an executive Director, has been appointed as the Chief Executive Officer.

The Board also announces that with effect from 25 June 2015,

1. Ms. Chan So Fong has resigned as the company secretary of the Company and ceased to act as the Authorised Representative; and
2. Mr. Tse Kam Fai has been appointed as the company secretary of the Company and Authorised Representative.

### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHANGE OF CHIEF EXECUTIVE OFFICER AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Synertone Communication Corporation (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces that the following changes with effect from 25 June 2015:

1. Mr. Cai Youliang (“**Mr. Cai**”) has resigned as an independent non-executive Director due to engagement in his other work and ceased to be the chairman of the nomination committee (the “**Nomination Committee**”) and a member of the audit committee (the “**Audit Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”), respectively;
2. Mr. Wang Chen (“**Mr. Wang**”) has been appointed as an independent non-executive Director and the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee, respectively;
3. Mr. Wong Chit On, the Chairman of the Board, ceased to be the chief executive officer of the Company (the “**Chief Executive Officer**”), but remains as the Chairman of the Board and an executive Director; and
4. Mr. Han Weining (“**Mr. Han**”), an executive Director, has been appointed as the Chief Executive Officer.

#### **Resignation of Independent Non-executive Director**

Mr. Cai has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

## Appointment of Independent Non-executive Director

The biographical details of Mr. Wang are set out below:

Mr. Wang Chen (王忱), aged 50, holds a Bachelor of Engineering degree in Microwave Communication Engineering from PLA Institute of Communication Engineering (中國人民解放軍通信工程學院) (now known as PLA University of Science and Technology) and a degree of Executive Master of Business Administration (EMBA) from the School of Business, Sun Yat-Sen University (中山大學). From 1986 to 2006, he worked in the Information Technology Department of the People's Liberation Army General Staff. Mr. Wang has acted as the Chairman of Guangzhou SKYI Information Technology Co., Ltd., a company established in 2006 and engages in development on software of quality assurance and general automated test system, since 2006. Mr. Wang did not hold any directorships in other listed companies in the past three years.

Mr. Wang has entered into a letter of appointment with the Company as an independent non-executive Director for a term of 3 years commencing from 25 June 2015. Mr. Wang is entitled to a director's remuneration of HK\$100,000 per annum, which is based on the Company's remuneration policy adopted for independent non-executive Directors and the recommendation from the Remuneration Committee. He is subject to retirement at the next following general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company (the "**Articles**").

As at the date of this announcement, Mr. Wang

- (i) does not hold any other positions with the Company or other members of the Group;
- (ii) does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") of the Company; and
- (iii) does not have any interests in the shares of the Company (the "**Shares**") within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

Save as disclosed in this announcement, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the Shareholders relating to the appointment of Mr. Wang.

The Board would like to extend its appreciation to Mr. Cai for his valuable contribution during his tenure of office in the Company and would also like to express its welcome to Mr. Wang for joining the Board.

## **Resignation of Chief Executive Officer**

Mr. Wong Chit On (王浙安) (formerly known as Wang Gang Jun (王鋼軍)) is the founder of the Group and was appointed as a Director in October 2006. In line with the development of the Company and for the enhancement of corporate governance of the Company, Mr. Wong Chit On has voluntarily tendered his resignation as the Chief Executive Officer with effect from 25 June 2015, but remains as the Chairman of the Board and an executive Director.

Mr. Wong Chit On has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation as the Chief Executive Officer that needs to be brought to the attention of the Shareholders.

## **Appointment of Chief Executive Officer**

Mr. Han Weining (韓衛寧), aged 53, was appointed as an executive Director in February 2011. From 1989 to 2006, Mr. Han worked at Citect Corporation Limited, later acquired by Schneider Electric and his last position was the director of Asia Pacific region. Since 2006, Mr. Han has been an executive director of MOX Group in Australia. He graduated from Zhejiang University (浙江大學) with major in wireless electronic technology and Master Degree in Engineering in 1983 and 1986, respectively. He was elected as a member of the Institution of Engineers in Australia in 1994. Save as disclosed above, Mr. Han did not hold any directorship in any other listed companies in the past three years and does not hold any other position with the Company or other members of the Group.

As at the date of this announcement, Mr. Han is interested in 6,000,000 share options, which carrying rights to subscribe for 6,000,000 Shares at the exercise price of HK\$0.5 per share during the exercise period from 24 December 2015 to 23 December 2018 under the share option scheme adopted by the Company, representing approximately 0.09 per cent (%) of the total issued share capital of the Company. Save as disclosed above, Mr. Han was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO and does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

The Company and Mr. Han has entered into a new service contract on 25 June 2015 as the Chief Executive Officer and an executive Director for an initial term of three years commencing from 25 June 2015 until terminated by either party giving not less than three months' prior notice. Pursuant to the said service agreement, Mr. Han will be entitled to receive an annual salary (inclusive of Director's fee) of HK\$1,200,000 and discretionary bonus as may be determined by the Board. The remuneration package of Mr. Han is determined by his duties and responsibilities within the Group and the remuneration policy of the Company. Mr. Han is subject to the rotational retirement by rotation and re-election requirements at the annual general meeting pursuant to the Articles.

Save as disclosed in this announcement, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there of any other matters that need to be brought to the attention of the Shareholders relating to Mr. Han's new appointment.

The Company would also like to note that the appointment of the new Chief Executive Officer will enable the Company to comply with the code provision A.2.1 regarding the separation of the roles of the Chairman and the Chief Executive Officer under the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

The Board welcomes Mr. Han's appointment as the Chief Executive Officer and the Board would like to take this opportunity to acknowledge the leadership of Mr. Wong Chit On since the Group's establishment and looks forward to his continued contribution to the Group's development.

## **CHANGE OF COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE**

The Board also announces that, with effect from 25 June 2015,

1. Ms. Chan So Fong ("**Ms. Chan**") has resigned as the company secretary of the Company and ceased to act as the authorised representative of the Company pursuant to Rule 3.05 of the Listing Rules and the authorised representative of the Company pursuant to Part 16 of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong (the "**Authorised Representative**"); and
2. Mr. Tse Kam Fai ("**Mr. Tse**") has been appointed as the company secretary of the Company and the Authorised Representative.

**Mr. Tse** is a fellow member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries. He is also a member of The Hong Kong Institute of Directors. Mr. Tse is currently the company secretary of two companies whose shares are listed on the Main Board of the Stock Exchange and three companies whose shares are listed on Growth Enterprise Market of the Stock Exchange. Mr. Tse is also an executive director of a local professional firm providing regulatory compliance, corporate governance and corporate secretarial services to listed and unlisted corporations. Mr. Tse has more than 20 years' experience in handling listed company secretarial and compliance related matters.

The Board would like to extend its appreciation to Ms. Chan for her valuable contribution to the Company during her tenure of service and welcome Mr. Tse for his new appointment.

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

Hong Kong, 25 June 2015

*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.*