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SYNERTONE
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 of Synertone Communication Corporation (the “**Company**”) will be held at the Conference Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 9 January 2014 at 2:30 p.m. to consider and, if thought fit, pass the following resolution(s) as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the execution, delivery and performance by the Company of a subscription agreement dated 8 November 2013 entered into between the Company and Regal Force Limited (the “**Subscriber**”) in relation to the issue of convertible bonds by the Company with an aggregate principal amount of HK\$500,000,000 (the “**Convertible Bonds**”) entitling the holders thereof to convert the principal amount thereof into ordinary shares of the Company (the “**Conversion Shares**”) at an initial conversion price of HK\$2.00 (subject to adjustment) per Conversion Share (the “**Subscription Agreement**”, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to the fulfillment or waiver of the conditions precedent set out in the Subscription Agreement, the directors of the Company be and are hereby authorised to issue the Convertible Bonds in accordance with the terms and conditions of the Subscription Agreement;
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares; and

- (d) the directors of the Company be and are hereby authorised to exercise all powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Subscription Agreement including without limitation to:
- (i) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Subscription Agreement, the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares; and
 - (ii) the taking of all necessary actions to implement the transactions contemplated under the Subscription Agreement.”

For and on behalf of the Board
Synertone Communication Corporation
WONG CHIT ON
Chairman & Executive Director

Hong Kong, 19 December 2013

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or if he is a holder of more than one share of the Company, one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or other authority, must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting convened.
- (4) Where there are joint holders of shares of the Company, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
- (5) For the purpose of determining members who are qualified for attending the EGM, the register of members of the Company will be closed from 7 January 2014 to 9 January 2014 (both days inclusive), during which period no transfer of the shares of the Company will be effected. In order to be eligible to attend the EGM or any adjournment thereof, all transfer of shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company at the above address no later than 4:00 pm on 6 January 2014.
- (6) Unless otherwise specified herein, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 19 December 2013.
- (7) This notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.

As at the date of this announcement, the executive directors are Mr. Wong Chit On, Mr. Lu Zhijie, Mr. Han Weining and Mr. Zhang Jinbing, and the independent non-executive directors are Mr. Lam Ying Hung Andy, Mr. Hu Yunlin and Mr. Cai Youliang.