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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 (the “EGM”) of Synertone Communication Corporation (the “**Company**”) will be held at the Conference Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Wanchai, Hong Kong on Tuesday, 15 October 2013 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to the passing of resolution 2 below:
 - (a) the definitive agreement dated 29 March 2013 (as amended and supplemented by two supplemental agreements dated 10 April 2013 and 13 September 2013 respectively) (the “**Definitive 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) entered into among Vastsuccess Holdings Limited (“**VAST**”) and IPSTAR Company Limited (the “**Vendor**”) in relation to the acquisition of the Asset (as defined in the circular of the Company dated 26 September 2013 (the “**Circular**”) at a total consideration of US\$80 million, which will be satisfied partly by cash and by the allotment and issue of 64,000,000 ordinary shares of par value of HK\$0.01 each of the Company (the “**Consideration Shares**”) as set out in the Circular, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the allotment and issue of the Consideration Shares at a price of HK\$0.5034 per Consideration Share to the Vendor on and subject to the terms of the Definitive Agreement be and is hereby approved and confirmed;
 - (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Consideration Shares; and

(d) any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to affix the common seal of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Definitive Agreement or any transactions contemplated thereunder.”

2. “**THAT** subject to the passing of resolution 1 above:

(a) the revenue sharing agreement dated 29 March 2013 (as amended and supplemented by the supplemental agreement dated 13 September 2013) (the “**Revenue Sharing Agreement**”) (a copy of which has been produced to the Meeting, marked “**B**” and initialed by the Chairman of the Meeting for the purpose of identification) entered into among VAST and the Vendor in relation to the revenue sharing arrangement derived by VAST from the provision of the Bandwidth Capacity (as defined in the Circular) and the Right to Use (as defined in the Circular), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to affix the common seal of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Revenue Sharing Agreement or any transactions contemplated thereunder.”

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

Hong Kong, 26 September 2013

Notes:

1. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and, on poll, vote on his behalf. A proxy needs not be a Shareholder.
2. In the case of joint holders of shares of the Company (the “**Share(s)**”), any one of such holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, either in person 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 Shares shall alone be entitled to vote in respect thereof.
3. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish. In the event that you attend the EGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.

4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited (the “**Hong Kong Share Registrar**”) at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time appointed for holding the EGM or any adjournment 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 11 October 2013 to 15 October 2013 (both days inclusive), during which period no transfer of the Shares will be effected. In order to eligible to attend the EGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar at the above address no later than 4:00 p.m. on 10 October 2013.
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 26 September 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 were Mr. Wong Chit On, Mr. Lu Zhijie, Mr. Han Weining and Mr. Zhang Jinbing, and the independent non-executive directors were Mr. Lam Ying Hung Andy, Mr. Hu Yunlin and Mr. Cai Youliang.