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SYNERTONE

SYNERTONE COMMUNICATION CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1613)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual 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, 21 August 2014 at 3:00 p.m. to transact the following businesses as ordinary resolutions:

1. To receive and approve the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 March 2014.
2. To approve the recommended final dividend of HK 0.16 cents per ordinary share of the Company for the year ended 31 March 2014 to those shareholders of the Company whose names appear on the Register on Friday, 29 August 2014.
3. To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”).
4. To re-appoint CCIF CPA Limited as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor.
5.
 - (a) To re-elect Mr. Wong Chit On as executive director of the Company;
 - (b) to re-elect Dr. Wang Shaodong as executive director of the Company;
 - (c) to re-elect Mr. Zhang Xuebin as non-executive director of the Company; and
 - (d) to re-elect Mr. Lam Ying Hung Andy as independent non-executive director of the Company.

6. To, as special business, consider and, if thought fit, pass the following resolutions, with or without modifications, as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (b) below in this resolution numbered 6A, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company in accordance with all the applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Code on Takeovers and Mergers of the Securities and Futures Commission of Hong Kong be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Directors pursuant to the approval in paragraph (a) above in this resolution numbered 6A shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this resolution “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 law or the articles of association of the Company to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution by the shareholders of the Company (the “Shareholders”) in general meeting.”

B. **“THAT:**

- (a) subject to sub-paragraph (c) below in this resolution numbered 6B, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company (“Shares”) which might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above in this resolution numbered 6B shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries and/or other persons of options to subscribe for, or rights to acquire, shares of the Company, (iii) any scrip dividend scheme or similar arrangement providing for allotment of Shares in lieu of the whole or part of any dividend on Shares in accordance with the articles of association of the Company; (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any other securities which are convertible into Shares or (v) other similar arrangement pursuant to any specific authority granted by the Shareholders in general meeting, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the authority pursuant to paragraph (a) above in this resolution number 6B shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 law or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in general meeting; and

“Rights Issue” means an offer of Shares or its other securities open for a period fixed by the Directors to the Shareholders whose name appear on the register of the Company (the “Register”) on a fixed record date in proportion to their then shareholdings in the Company (subject to such exclusions 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 or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong or the expense and delay that may be incurred in the determination of any such restrictions or obligations).”

7. To, as special business, consider and, if thought fit, pass the following resolution, with or without modification, as ordinary resolution:

“**THAT**, conditional upon the passing of resolution numbered 6A and 6B above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to resolution numbered 6B referred to above be and is hereby extended by adding thereto an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company pursuant to resolution numbered 6A referred to above (provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution).”

By order of the Board
Synertone Communication Corporation
Lam Mei Shan
Company Secretary

Hong Kong, 23 July 2014

Notes:

- (1) For ascertaining the entitlement to the final dividend (if approved), the Register will be closed from Thursday, 28 August 2014 to Friday, 29 August 2014 (both dates inclusive) during which days no transfer of Shares will be registered.
- (2) In order to qualify for the final dividend, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “Share Registrar”) for registration not later than 4:30 p.m. on Wednesday, 27 August 2014.
- (3) 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.
- (4) 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 Share Registrar not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. 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.
- (5) Concerning the ordinary resolutions set out in resolution numbered 6B and in resolution numbered 7 of the above notice, the approval is being sought from members as a general mandate in compliance with the Listing Rules. The Directors have no immediate plans to issue any new Shares.
- (6) Concerning the resolutions set out in resolution numbered 6A of the above notice, the Directors would like to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I in the circular of the Company dated 23 July 2014, of which this notice of the annual general meeting forms part.
- (7) Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided by poll.

- (8) Where there are joint holders of Shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such Shares 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 in respect of such Shares will alone be entitled to vote in respect thereof.
- (9) In order for a shareholder of the Company to be eligible to attend and vote at the annual general meeting of the Company to be held at 3:00 pm on Thursday, 21 August 2014, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4:30 pm on Monday, 18 August 2014.

As at the date of this announcement, the executive directors are Mr. Wong Chit On (Chairman), Mr. Han Weining and Dr. Wang Shaodong, the non-executive director is Mr. Zhang Xuebin and the independent non-executive directors are Mr. Lam Ying Hung Andy, Mr. Hu Yunlin and Mr. Cai Youliang.