



# SYNERTONE

## SYNERTONE COMMUNICATION CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1613)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We <sup>I</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>II</sup> \_\_\_\_\_ shares  
of HK\$0.01 each in the capital of Synertone Communication Corporation (the "Company"), HEREBY APPOINT <sup>III</sup> the Chairman of the  
meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the annual general meeting of the Company to 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. (or any adjournment thereof) ("2014 AGM") for the  
purpose of considering and, if thought fit, passing the proposed resolutions set out in the notice convening the 2014 AGM and at 2014  
AGM to vote for me/us and my/our name(s) in respect of the resolutions as hereunder indicated, and, if no such indication is given, as my/  
our proxy thinks fit.

| ORDINARY RESOLUTIONS |   | FOR <sup>IV</sup> | AGAINST <sup>IV</sup> |
|----------------------|---|-------------------|-----------------------|
| 1.                   | To receive and approve the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 31 March 2014.   |                   |                       |
| 2.                   | To approve the recommended final dividend of HK0.16 cents per share of HK\$0.01 in the capital of the Company for the year ended 31 March 2014.   |                   |                       |
| 3.                   | To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.   |                   |                       |
| 4.                   | To re-appoint CCIF CPA Limited as auditor and to authorise the board of directors of the Company to fix its remuneration.   |                   |                       |
| 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.  |                   |                       |
|                      | (d) to re-elect Mr. Lam Ying Hung Andy as independent non-executive director of the Company.  |                   |                       |
| 6.                   | A. to grant a general mandate to the board of directors of the Company to repurchase shares of the Company not exceeding 10 per cent of the issued share capital of the Company as at the date of passing of this resolution.   |                   |                       |
|                      | B. to grant a general mandate to the board of directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20 per cent of the issued share capital of the Company as at the date of passing of this resolution.  |                   |                       |
| 7.                   | To extend, conditional upon the passing of resolution numbers 6A and 6B above, the general mandate to allot shares of the Company by adding the aggregate nominal amount of the repurchased shares of the Company pursuant to resolution number 6A to the general mandate granted pursuant to resolution number 6B. |                   |                       |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature <sup>V</sup> \_\_\_\_\_

**Notes:**

- I. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- II. Please insert the number of shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- III. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IV. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box as instructed will entitle your proxy to cast your vote or abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the 2014 AGM.
- V. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- VI. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the 2014 AGM (or any adjournment thereof).
- VII. In case of joint holders of a share of the Company, any one of such persons may vote, 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 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.
- VIII. Completion and return of this form of proxy will not preclude you from attending the 2014 AGM if you so wish. In the event that you, having lodged this form of proxy, attend the 2014 AGM.