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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 Monday, 10 February 2014 at 2:30 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**, subject to and conditional upon (i) the Listing Committee of the Stock Exchange of Hong Kong Limited granting, or agreeing to grant the listing of, and permission to deal in, the Bonus Shares (as hereinafter defined); (ii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of Cayman Islands and the articles of association of the Company to effect the Bonus Issue (as hereinafter defined); and (iii) the passing of resolution no. 2 as set out in the notice convening this meeting of which this resolution forms part:
 - (a) upon the recommendation of the directors of the Company (the “**Directors**”), an amount standing to the credit of the retained profit account of the Company to give effect to the bonus issue of ordinary shares (“**Share(s)**”) of HK\$0.01 each in the capital of the Company pursuant to this resolution, be capitalised and accordingly the Directors be and are hereby authorised and directed to apply such sum in paying up in full at par such number of new Shares in the capital of the Company, and that such new Shares (“**Bonus Shares**”) shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company on Monday, 17 February 2014 (the “**Record Date**”) (not being those shareholder(s) (the “**Non-Qualifying Shareholder(s)**”), whose address(es) as shown on the register of members of the Company on the Record Date to be outside Hong Kong (if any), to whom the Directors of the Company, after making enquiries, consider to be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not

to extend the Bonus Issue) on the basis of four Bonus Shares for every one existing issued Share in the share capital of the Company held by them respectively on the Record Date (the “**Bonus Issue**”);

- (b) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the articles of association of the Company and shall rank pari passu in all respects with the then existing Shares in issue on the date on which the Bonus Shares are allotted and issued; and
- (c) the Directors be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the Non-Qualifying Shareholders, the amount to be capitalised out of the retained profit account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

2. “**THAT:**

- (a) the authorised share capital of the Company be increased from HK\$20,000,000 (divided into 2,000,000,000 shares of HK\$0.01 each) to HK\$200,000,000 (divided into 20,000,000,000 shares of HK\$0.01 each) (the “**Increase in Authorised Share Capital**”) by the creation of an additional 18,000,000,000 shares of the Company and such shares shall rank pari passu with all existing shares of the Company; and
- (b) any one Director be and is hereby authorised for and on behalf of the Company to execute all such documents and instruments and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in and to give effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 20 January 2014

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 6 February 2014 to 10 February 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 5 February 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 20 January 2014.
- (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. Wang Shaodong, 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.