

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



SYNERTONE

協同通信集團有限公司

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 “**Meeting**”) of Synertone Communication Corporation (the “**Company**”) will be held at Suite 1801, 18th Floor, The Chinese Bank Building, 61–65 Des Voeux Road Central, Hong Kong on Monday, 16 January 2017 at 2:00 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional sale and purchase agreement dated 29 June 2016, as amended and supplemented by two extension letters dated 23 September 2016 and 12 December 2016 respectively (together, the “**Further Acquisition S&P Agreement**”) (a copy of which has been produced at the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification) entered into between Vastsuccess Holdings Limited (a wholly-owned subsidiary of the Company) (as purchaser) and Ms. Xiong Sylvia Wei, Ms. Hua Shu and Ms. Tse Suet Mei (as vendors) in relation to, inter alia, the further acquisition of 36% equity interest in Sense Field Group Limited at a consideration of HK\$130 million be and are hereby approved, confirmed and ratified, as the case may be; and
- (b) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents and to take such steps as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Further Acquisition S&P Agreement and the transactions contemplated thereunder.”

2. “**THAT** Ms. Li Mingqi be and is hereby re-elected as a Director of the Company and the board of Directors be authorised to fix her remuneration.”

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

Hong Kong, 28 December 2016

Notes:

- (1) A member entitled to attend and vote at the 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 in accordance with the articles of association of the Company. A proxy need not be a member of the Company, but must be present to represent the member.
- (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 Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- (3) Completion and 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 or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of shares of the Company, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he is solely entitled thereto; but if more than one of such joint holders 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 in respect of such share will alone be entitled to vote in respect thereof.
- (5) The proposed resolutions set out above will be determined by way of poll.
- (6) As at the date of this notice, the board of Directors consists of five Directors, namely Mr. Wong Chit On and Mr. Han Weining as executive Directors; and Mr. Lam Ying Hung Andy, Mr. Wang Chen and Ms. Li Mingqi as independent non-executive Directors.