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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Synertone Communication Corporation (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or other transferee or to the bank manager, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF 2018 ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held on Thursday, 6 September 2018 at 3:00 p.m. at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong (the “**2018 AGM**”), is set out on pages 15 to 21 of this circular. A form of proxy for use at the 2018 AGM is enclosed with this circular.

Whether or not you intend to attend the 2018 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event by 3:00 p.m. on Tuesday, 4 September 2018 or not less than 48 hours before the time appointed for holding the adjourned meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2018 AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

30 July 2018

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“2018 AGM” or “2018 Annual General Meeting”	the annual general meeting of the Company to be held on Thursday, 6 September 2018 at 3:00 p.m. at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 21 of this circular, or any adjournment thereof
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time
“Board”	board of Directors
“Company”	Synertone Communication Corporation, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2018 Annual General Meeting to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 5B in the notice convening the 2018 Annual General Meeting
“Latest Practicable Date”	23 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2018 Annual General Meeting to exercise all powers of the Company to repurchase the fully paid-up Shares up to 10% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 5A in the notice convening the 2018 Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 22 March 2012
“Share Registrar”	Tricor Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Shareholder(s)”	at any time means the holder(s) of Shares at that time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wong Chit On (*Chairman*)

Mr. Han Weining (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. Lam Ying Hung Andy

Mr. Wang Chen

Ms. Li Mingqi

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of

Business in Hong Kong:

Room 1012, 10/F

Tsim Sha Tsui Centre

66 Mody Road

Kowloon

Hong Kong

30 July 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES; AND
RE-ELECTION OF RETIRING DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the 2018 AGM to seek approval of the Shareholders, including but not limited to (a) the proposed grant of general mandates to the Directors for the issue and repurchase of Shares; and (b) re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the 2018 AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

Issue Mandate

An ordinary resolution will be proposed at the 2018 AGM to grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the number of issued Shares as at the date of granting the Issue Mandate. In addition, a separate ordinary resolution will further be proposed to approve the addition to the Issue Mandate so granted to the Directors an amount representing the number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate. The Issue Mandate (if granted) shall continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the relevant resolution in the notice of the 2018 AGM. The Board would like to state that it has no immediate plan to allot and issue any new Shares pursuant to the Issue Mandate (if granted).

Repurchase Mandate

An ordinary resolution will be proposed at the 2018 AGM to grant a general and unconditional mandate to the Directors to repurchase the fully paid-up Shares on the Stock Exchange, provided that the total number of Shares to be purchased shall not exceed 10% of the number of issued Shares at the date of granting the Repurchase Mandate. The Repurchase Mandate (if granted) shall continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the relevant resolution in the notice of the 2018 AGM. The Board would like to state that it has no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate (if granted).

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in Appendix I to this circular.

As at the Latest Practicable Date, the number of Shares in issue was 4,301,816,000. Accordingly, subject to the passing of the resolutions for the approval of the Issue Mandate and Repurchase Mandate and assuming no repurchase or issue of Shares prior to the 2018 AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 430,181,600 Shares and the exercise of the Issue Mandate in full would enable the Company to allot, issue and deal with up to 860,363,200 new Shares.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

According to Article 84 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. In accordance with the Article 84 of the Articles of Association, Mr. Wong Chit On (“**Mr. Wong**”) and Mr. Lam Ying Hung Andy (“**Mr. Lam**”) shall retire from office by rotation at the 2018 AGM. All the retiring Directors, being eligible, will respectively offer themselves for re-election at the 2018 AGM.

Ordinary resolutions will be proposed at the 2018 AGM to re-elect Mr. Wong and Mr. Lam as Directors respectively.

Mr. Lam, independent non-executive Director, has met the independence guidelines set out in Rule 3.13 of the Listing Rules and is not involved in the daily management and operation of the Company nor is he in any relationships or circumstance which would interfere with the exercise of his independent judgment. Moreover, Mr. Lam has demonstrated his ability to provide an independent view to the Company’s matters during his tenure of office. After re-election, Mr. Lam will be subject to the provisions of the Articles of Association regarding retirement and as the case may be, re-election at future annual general meetings of the Company. Hence, the Board is of the opinion that Mr. Lam remains independent and thus recommends him for re-election at the 2018 AGM.

Particulars of each of Mr. Wong and Mr. Lam required to be disclosed pursuant to Rule 13.74 of the Listing Rules are set out in Appendix II to this circular.

2018 AGM AND PROXY PROCEDURE

A notice convening the 2018 AGM for the purpose of considering and, if thought fit, passing, among other proposed resolutions, the above mentioned ordinary resolutions is set out on pages 15 to 21 of this circular. A form of proxy is enclosed for your use at the 2018 AGM. Shareholders are requested to complete and return the form of proxy to the Share Registrar as soon as practicable but in any event not later than 3:00 p.m. on Tuesday, 4 September 2018 or not less than 48 hours before the time appointed for holding the adjourned meeting. The lodging of a form of proxy will not preclude you from attending and voting in person, at the 2018 AGM or any adjournment thereof should your so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the 2018 AGM will be voted by poll. An announcement on the poll results will be published by the Company after the 2018 AGM in the manner prescribed under the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the 2018 AGM, the register of members of the Company will be closed from Friday, 31 August 2018 to Thursday, 6 September 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2018 AGM, all transfer of Shares accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 30 August 2018.

RECOMMENDATIONS

The Directors consider that the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate and the proposed re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote for the relevant resolutions set out in the notice of the 2018 AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

MISCELLANEOUS

In case of any inconsistency between the English version and the Chinese translation of this Circular, the English version shall prevail.

Yours faithfully,
For and on behalf of the Board of
Synertone Communication Corporation
Wong Chit On
Chairman and Executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for your consideration.

1. LISTING RULES RELATING TO THE REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the number of issued Shares as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 4,301,816,000 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased by the Company prior to the 2018 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 430,181,600 Shares, representing 10% of the number of issued Shares as at the date of passing of the relevant resolution.

3. REASONS FOR REPURCHASES

Whilst the Directors do not presently intend to repurchase any Shares immediately, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders as a whole.

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

4. FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

5. IMPACT OF REPURCHASES

Based on the audited consolidated financial statements of the Company for the year ended 31 March 2018, there might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and subsequently exercised, to sell any Shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders and subsequently exercised.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

8. SHARE REPURCHASE MADE BY THE COMPANY

As at the Latest Practicable Date, no repurchases of Shares have been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

9. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares by the Company, Shareholders' proportionate interest in the voting rights of the Company increases, such increases will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Wong, the chairman of the Company and an executive Director, is beneficially interested in 1,194,710,296 Shares held under Excel Time Investments Limited, a company controlled by him, representing approximately 27.77% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which are proposed to be granted pursuant to the Repurchase Mandate, the interest of Mr. Wong in the Company would increase to approximately 30.86%. As a result, Mr. Wong, together with the parties acting in concert, would be required to make a mandatory offer under Rule 26 of the Takeovers Code. The Company has no present intention to repurchase Shares to such extent that an obligation to make a general offer under the Takeovers Code will be triggered. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the amount of Shares held by the public to fall below 25% of the total issued share capital of the Company.

10. MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the pervious twelve months prior to the Latest Practicable Date were as follows:

Month	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
July	0.136	0.119
August	0.133	0.116
September	0.124	0.107
October	0.165	0.110
November	0.115	0.090
December	0.107	0.086
2018		
January	0.103	0.087
February	0.106	0.079
March	0.096	0.076
April	0.083	0.071
May	0.152	0.074
June	0.138	0.087
July (up to and including the Latest Practicable Date)	0.150	0.105

11. EXTENSION OF ISSUE MANDATE

A resolution will also be proposed at the 2018 AGM authorising the Directors to increase the maximum number of new Shares which may be issued under the Issue Mandate for the issuance and allotment of additional Shares by adding to it the total number of Shares repurchased pursuant to the Repurchase Mandate.

The following sets out the information of the Directors, who will retire from office by rotation at the 2018 AGM pursuant to the Articles of Association and, being eligible, offer themselves for re-election.

EXECUTIVE DIRECTOR

Mr. Wong Chit On (王浙安) (“**Mr. Wong**”), (formerly known as Wang Gang Jun (王鋼軍)) aged 59, is the founder of the Group and was appointed as a Director in October 2006. He is currently the chairman of the Board and an executive Director. Mr. Wong is also a director of certain subsidiaries of the Company. Until June 2015, he also served as chief executive officer of the Company. He is primarily responsible for formulating the overall corporate strategy of the Group and the management of the Board. Mr. Wong founded the Group in 2001 and has over 15 years of experience in the specialized communication industry. He was an executive director and the chairman of Neolink Cyber Technology (Holding) Limited (優能數碼科技(控股)有限公司) (now known as China Fortune Investments (Holding) Limited (中國幸福投資(控股)有限公司)), the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8116), from 1999 to 2001. Mr. Wong is the sole director of Excel Time Investments Limited (“**Excel Time**”), a substantial Shareholder of the Company within the meaning of Part XV of the SFO.

In 2004, Mr. Wong was appointed as an adjunct professor of Harbin Institute of Technology Shenzhen Graduate School (哈爾濱工業大學深圳研究生院). From 2005 to 2009, he served as a committee member of electronics and communications specialist working committee of Shenzhen City Specialist Working Association (深圳市專家工作聯合會). In 2009, Mr. Wong was recognized as one of the “2009 Outstanding and Innovation Entrepreneur in China” (2009中國優秀創新企業家). He was nominated as the standing supervisor of the China Users Association for Communications Broadcasting & Television in December 2010.

Mr. Wong has entered into a service contract with the Company as chairman of the Board and executive Director for an initial term of three years commencing on 18 April 2012 and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other or otherwise in accordance with the terms of the service contract. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. Mr. Wong is currently entitled to receive an annual salary (inclusive of Director’s fee) of HK\$3,700,000, which is subject to review by the Board. Mr. Wong is also entitled to a discretionary bonus to be recommended by the remuneration committee of the Company (the “**Remuneration Committee**”) and determined by the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rule) of the Company.

Mr. Wong is beneficially interested in 1,194,710,296 Shares held under Excel Time, a company wholly and beneficially owned by him, representing approximately 27.77% of the total issued share capital of the Company and is interested in 1,456,604 share options, which carrying right to subscribe for 1,456,604 Shares at the exercise price of HK\$2.06 per Share during the exercise period from 24 December 2015 to 23 December 2018 under the Share Option Scheme as at the Latest Practicable Date. Save as disclosed above, as at the Latest Practicable Date, Mr. Wong was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there was no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Wong.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lam Ying Hung Andy (林英鴻), (“**Mr. Lam**”), aged 53, was appointed as an independent non-executive Director in February 2011. He is the chairman of the audit committee of the Company and a member of each of the nomination committee of the Company and the Remuneration Committee. Mr. Lam has over 26 years of experience in logistics, accounting, banking and finance industry. He is a fellow of the Association of Chartered Certified Accountants (United Kingdom), a member of the Hong Kong Institute of Company Secretaries, the Institute of Chartered Secretaries and Administrators (United Kingdom) and the Chartered Institute of Bankers. Mr. Lam obtained his postgraduate diploma in corporate administration, master degree of professional accounting and master degree in Ecommerce for executives from the Hong Kong Polytechnic University in 1997, 1999 and 2004 respectively. He is currently the managing consultant of Lontreprise Consulting Limited, and had been the finance director and administrative accountant in two logistics companies. Mr. Lam is currently an independent non-executive director of Xingfa Aluminum Holdings Limited (Stock Code: 0098) and Brilliant Circle Holdings International Limited (Stock Code: 1008), the shares of both companies are listed on the Main Board of the Stock Exchange.

Mr. Lam has renewed his letter of appointment with the Company for a term of three years commencing on 22 March 2018, which is automatically renewable for successive terms of three years upon the expiry of the said term, unless terminated by not less than three months' notice in writing served by either party on the other or otherwise in accordance with the terms of the letter of appointment. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. Mr. Lam is currently entitled to a Director's remuneration of HK\$100,000 per annum, which will be reviewed and determined with reference to his duties, responsibilities, the prevailing market conditions and the recommendation of the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, save that Mr. Lam is interested in 1,456,604 share options, which carrying right to subscribe for 1,456,604 Shares at the exercise price of HK\$2.06 per Share during the exercise period from 24 December 2015 to 23 December 2018 under the Share Option Scheme, he was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there was no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Lam.

NOTICE OF 2018 ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Synertone Communication Corporation (the “**Company**”) will be held on Thursday, 6 September 2018 at 3:00 p.m. at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong (or any adjournment thereof) to transact the following businesses as ordinary resolutions:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 March 2018;
2. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration;
3. (a) To re-elect Mr. Wong Chit On as Director;
(b) To re-elect Mr. Lam Ying Hung Andy as Director;
4. To authorise the board of Directors to fix the remuneration of the Directors; and

NOTICE OF 2018 ANNUAL GENERAL MEETING

5. 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 5A, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase the shares of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, 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 rules and regulations of the Securities and Futures Commission be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above in this resolution numbered 5A shall not exceed 10 per cent. of the number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (b) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF 2018 ANNUAL GENERAL MEETING

- (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 of the Cayman Islands 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 in general meeting.”

B. “**THAT:**

- (a) subject to paragraph (c) below in this resolution numbered 5B, 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 which might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above in this resolution numbered 5B shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF 2018 ANNUAL GENERAL MEETING

- (c) the aggregate number of shares of the Company 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 of the Company in lieu of the whole or part of any dividend on shares of the Company 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 of the Company, or (v) other similar arrangement pursuant to any specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent. of the number of issued shares of the Company as at the date of the passing of this resolution, and the authority pursuant to paragraph (a) above in this resolution numbered 5B shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands 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 of the Company in general meeting; and

“**Rights Issue**” means an offer of shares of the Company or its other securities open for a period fixed by the Directors to the shareholders of the Company whose name appear on the register of members 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).”

6. 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 resolutions numbered 5A and 5B above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 5B referred to above be and is hereby extended by adding thereto an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to resolution numbered 5A referred to above (provided that such amount shall not exceed 10 per cent. of the number of issued shares of the Company as at the date of the passing of this resolution).”

By order of the Board
Synertone Communication Corporation
Tse Kam Fai
Company Secretary

Hong Kong, 30 July 2018

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Notes:

- (1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or if he/she/it is a holder of more than one share of the Company, one or more proxies to attend and vote in his/her/its 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 later than 3:00 p.m. on Tuesday, 4 September 2018 or not less than 48 hours before the time for holding of the adjourned meeting. 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, if he/she/it so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
- (3) Concerning the resolution set out in resolution numbered 3 of above notice, Mr. Wong Chit On and Mr. Lam Ying Hung Andy shall retire from the office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of the retiring Directors which are required to be disclosed under the Listing Rules is set out in the Appendix II to the circular of which this notice forms part.
- (4) To ascertain the shareholders' entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 31 August 2018 to Thursday, 6 September 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 30 August 2018.
- (5) Concerning the resolutions set out in resolution numbered 5B and in resolution numbered 6 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 of the Company pursuant to such mandates.
- (6) Concerning the resolution set out in resolution numbered 5A of the above notice, the Directors would like to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the Company and its shareholders as a whole. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of which this notice 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.

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- (8) Where there are joint holders of shares of the Company, any one of such joint holders may vote at the Meeting (or any adjournment thereof), either in person or by proxy, in respect of such share of the company as if he/she/it is solely entitled thereto; but if more than one of such joint holders be present at the Meeting in person 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 of the company will alone be entitled to vote in respect thereof.
- (9) References to time and dates in this notice are to Hong Kong time and dates.
- (10) 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.