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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Synertone Communication Corporation (“**Company**”) will be held on Friday, 20 March 2020 at 3:00 p.m. at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective:

- (a) with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares are traded on the Stock Exchange, every five (5) issued and unissued ordinary shares of par value HK\$0.05 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) share of par value HK\$0.25 each in the share capital of the Company (the “**Consolidated Shares**”);
- (b) all of the Consolidated Shares resulting from the Share Consolidation shall rank pari passu in all respects with each other and have the same rights and privileges and be subject to the same restrictions contained in the memorandum and articles of association of the Company;

- (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the existing shares of HK\$0.05 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated and sold for the benefit of the Company, in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and
- (d) the board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as it may consider necessary or expedient to complete, implement and give effect to any and all the arrangements set out in this resolution.”

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

Hong Kong, 4 March 2020

Notes:

- (a) 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.
- (b) 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 3:00 p.m. on Wednesday, 18 March 2020 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.
- (c) To ascertain the shareholders’ entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 17 March 2020 to Friday, 20 March 2020, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 16 March 2020.
- (d) 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.

- (e) 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.
- (f) References to time and dates in this notice are to Hong Kong time and dates.
- (g) As at the date of this notice, the board of Directors consists of four Directors, namely Mr. Han Weining as executive Director; and Mr. Lam Ying Hung Andy, Mr. Wang Chen and Ms. Li Mingqi as independent non-executive Directors.