



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)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We¹, _____
of _____
being the registered holder(s) of² _____ shares of
HK\$0.25 each in the capital of Synertone Communication Corporation (the "Company"), HEREBY APPOINT³ the Chairman of the meeting
or _____
of _____
as my/our proxy to act for me/us at the extraordinary general meeting of the Company to be held on Tuesday, 20 December 2022 at 3:00 p.m. at 5th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong ("EGM") and at any adjournment thereof for the purpose of considering and, if thought fit, passing the proposed resolution set out in the notice convening the EGM and at the EGM to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
1.	<p>To approve</p> <p>(a) every five (5) issued and unissued shares with a par value of HK\$0.25 each (the "Existing Share(s)") in the existing share capital of the Company be and are consolidated (the "Share Consolidation") into one (1) share with a par value of HK\$1.25 (the "Consolidated Share(s)"), and such Consolidated Shares shall rank <i>pari passu</i> in all respects with each other and shall have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;</p> <p>(b) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation will be disregarded and will not be issued to the holders but all such fractional Consolidated Shares will be aggregated and, if possible, 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;</p> <p>(c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$400,000,000 divided into 1,600,000,000 Existing Shares to HK\$400,000,000 divided into 320,000,000 Consolidated Shares; and</p> <p>(d) the Directors be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and where appropriate, under the common seal of the Company) all documents which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Share Consolidation.</p>		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
2.	<p>To approve</p> <p>(a) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$1.15 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$1.25 to HK\$0.1 (the "Capital Reduction");</p> <p>(b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares with a par value of HK\$1.25 each be subdivided (the "Sub-division") into 12.5 unissued new shares with a par value of HK\$0.1 each (the "New Shares"), and such New Shares shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;</p> <p>(c) immediately following the Capital Reduction and the Sub-division, the authorised share capital of the Company be changed from HK\$400,000,000 divided into 320,000,000 Consolidated Shares to HK\$400,000,000 divided into 4,000,000,000 New Shares;</p> <p>(d) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company as at the date on which the Capital Reduction and the Sub-division becoming effective (the "Accumulated Losses") and the balance of any such credit remaining after offsetting the Accumulated Losses be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner as permitted under the applicable laws and the memorandum and articles of association of the Company; and</p> <p>(e) the Directors be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and where appropriate, under the common seal of the Company) all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reduction and the Sub-division.</p>		

Dated this _____ day of _____ 2022 Shareholder's signature⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. 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 of the Company registered in your name(s).
3. 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.**
4. **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 EGM.
5. 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.
6. 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong by 3:00 p.m. on Sunday, 18 December 2022 or not less than 48 hours before the time appointed for the holding of any adjourned meeting.
7. 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/she/it is 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.
8. Completion and return of this form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting if you so wish. In the event, the form of proxy previously submitted shall be deemed to be revoked.
9. References to time and dates in this form are to Hong Kong time and dates

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Privacy Compliance Officer of Tricor Investor Services Limited at the above address.