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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 2024 ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held on Thursday, 29 August 2024 at 3:00 p.m. at 5th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong (the “**2024 AGM**”), is set out on pages 15 to 19 of this circular. A form of proxy for use at the 2024 AGM is enclosed with this circular.

Whether or not you intend to attend the 2024 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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as practicable but in any event by 3:00 p.m. on Tuesday, 27 August 2024 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 2024 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 2024

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DEFINITIONS

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

“2024 AGM” or “2024 Annual General Meeting”	the annual general meeting of the Company to be held on Thursday, 29 August 2024 at 3:00 p.m. at 5th Floor, United Centre, 95 Queensway, 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 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the 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 2024 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 2024 Annual General Meeting
“Latest Practicable Date”	23 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2024 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 2024 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\$0.10 each in the share capital of the Company
“Share Registrar”	Tricor Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, 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. Han Weining (*Chief Executive Officer*)

Mr. You Yiyang

Non-executive Director:

Ms. Woodham Mostovaya Ekaterina

Independent non-executive Directors:

Mr. Lam Ying Hung Andy

Ms. Li Mingqi

Mr. Cheng Nicholas Tat Hei

Mr. Xu Wei

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 2024

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 2024 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 2024 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 2024 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 2024 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 2024 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 2024 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 360,312,640. 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 2024 AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 36,031,264 Shares and the exercise of the Issue Mandate in full would enable the Company to allot, issue and deal with up to 72,062,528 new Shares.

RE-ELECTION OF RETIRING DIRECTORS

Mr. Xu Wei (“**Mr. Xu**”), Mr. You Yiyang (“**Mr. You**”) and Ms. Woodham Mostovaya Ekaterina (“**Ms. Ekaterina**”) were appointed as an independent non-executive Director, an executive Director and a non-executive Director, respectively, with effect from 1 December 2023, 27 March 2024 and 29 May 2024. Pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Xu, Mr. You and Ms. Ekaterina shall retire from office at the 2024 AGM and, being eligible, will offer themselves for re-election at the 2024 AGM.

LETTER FROM THE BOARD

Besides, 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. Lam Ying Hung Andy (“**Mr. Lam**”) and Ms. Li Mingqi (“**Ms. Li**”) shall retire from office by rotation at the 2024 AGM.

Ordinary resolutions will be proposed at the 2024 AGM to re-elect Mr. Lam and Ms. Li as Directors respectively.

The Nomination Committee has considered the extensive experience of Mr. Lam in the field of accounting and finance, corporate consulting and banking and the extensive experience of Ms. Li in financial management, and their working profile and other perspectives, skills and experience as set out in Appendix II to this circular. The Nomination Committee is satisfied that each of Mr. Lam and Ms. Li has the required character, integrity and experience to continuously fulfil her/his role as an independent non-executive Director effectively. As described above, Mr. Lam and Ms. Li possess the perspective, skill and experience in different professional areas and expertise that can bring to the Board and ensure diversity in the composition of the Board.

The Nomination Committee has assessed and reviewed the written confirmation of independence from each of Mr. Lam and Ms. Li based on the independence criteria as set out in the Listing Rules. The Board is of the view that there is no matter that would affect the exercise of independent judgement by each of Mr. Lam and Ms. Li. Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of each of Mr. Lam and Ms. Li as independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole and has proposed that all the above retiring Directors to stand for re-election as Directors at the 2024 AGM.

Particulars of each of Mr. Xu, Mr. You, Ms. Ekaterina, Mr. Lam and Ms. Li required to be disclosed pursuant to Rule 13.74 of the Listing Rules are set out in Appendix II to this circular.

2024 AGM AND PROXY PROCEDURE

A notice convening the 2024 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 19 of this circular. A form of proxy is enclosed for your use at the 2024 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, 27 August 2024 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 2024 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.

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 2024 AGM will be voted by poll. An announcement on the poll results will be published by the Company after the 2024 AGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Monday, 26 August 2024 to Thursday, 29 August 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2024 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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 August 2024.

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 2024 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.

MISCELLANEOUS

Your attention is drawn to the additional information set out in the appendices to this circular. 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
Han Weining
Executive Director and Chief Executive Officer

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 360,312,640 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 between the Latest Practicable Date and the 2024 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 36,031,264 Shares, representing 10% of the number of issued Shares as at the date of passing of the relevant resolution, during the period up to 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 to be held; or (iii) the revocation or variation of the authority given by an ordinary resolution by the Shareholders in general meeting.

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 as a whole. 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 2024, 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. Han, the chief executive officer of the Company and an executive Director, is beneficially interested in an aggregate of 67,246,331 Shares, of which 1,632,000 Shares were held directly by Mr. Han personally, 53,814,331 and 11,800,000 Shares were held under Excel Time Investments Limited and Able Trillion Enterprise Limited, both Companies controlled by him, representing approximately 18.66% 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. Han in the Company would increase to approximately 20.74% and such increase is not

expected to give rise to an obligation 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 of the Company have been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Trading price per Share	
	Highest HK\$	Lowest HK\$
2023		
July	0.850	0.600
August	0.790	0.680
September	0.760	0.520
October	0.640	0.320
November	0.330	0.202
December	0.295	0.229
2024		
January	0.650	0.229
February	0.620	0.300
March	0.830	0.460
April	0.940	0.430
May	0.610	0.395
June	0.430	0.315
July (up to and including the Latest Practicable Date)	0.400	0.330

11. EXTENSION OF ISSUE MANDATE

A resolution will also be proposed at the 2024 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 at the 2024 AGM pursuant to the Articles of Association and, being eligible, offer themselves for re-election.

EXECUTIVE DIRECTOR**Mr. You Yiyang (游弋洋) (“Mr. You”)**

Mr. You Yiyang, aged 40, obtained a bachelor’s degree in finance from the University of International Business and Economics in 2006, followed by a master’s degree in accounting and a master’s degree in logistics management from the University of Sydney in 2008. From 2013 to 2017, Mr. You worked for Kunwu Jiuding Investment Management Co., Ltd.* (昆吾九鼎投資管理有限公司) as the general manager of the South China branch, a member of the investment decision-making committee, a member of the management committee and the deputy general manager. From 2017 to 2023, Mr. You served as the founder and a director of Suzhou Regend Therapeutics Co., Ltd.* (蘇州吉美瑞生醫學科技有限公司). He is currently the director of a wholly-owned subsidiary of the Company. Mr. You has worked in professional equity investment institutions for over ten years and has extensive experience in equity investment. Mr. You is mainly be responsible for the Group’s new business development, including the sales and marketing activities and the Group’s operations.

Mr. You has entered into a letter of appointment with the Company on 27 March 2024 and he is appointed for an initial term of three years commencing from 27 March 2024 which shall be automatically renewed for another three years, unless terminated by either party by giving to the other party not less than one-month prior notice in writing. He is subject to retirement at the next annual general meeting of the Company and at which he will be eligible for re-election and thereafter shall be subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years pursuant to the articles of association of the Company. Mr. You is currently entitled to a director’s remuneration of HK\$100,000 per month, which has been determined with reference to his qualifications, experience, level of responsibilities undertaken, the prevailing market conditions and the recommendation from the remuneration committee (the “**Remuneration Committee**”) of the Company. The remuneration of Mr. You will be reviewed annually by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. You has personal interest in 3,596,800 underlying Shares of the Company attached to the share options granted by the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. You did not (i) hold any directorships in any other listed company in Hong Kong or overseas 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 of the Company (as respectively defined in the Listing Rules).

As at the Latest Practicable Date, Mr. You 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.

* for identification purpose only

Save as disclosed above, there is 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. You.

NON-EXECUTIVE DIRECTOR

Ms. Woodham Mostovaya Ekaterina (莫怡娜) (“Ms. Ekaterina”)

Ms. Ekaterina, aged 47, obtained a Diploma in Orientalist-Economist, Chinese Language Translator with specialization in Regional Studies from the Far Eastern State University, Russia in 2001, followed by a Master of Arts in Communications from California State University, Fullerton in 2006 and a Master of Arts in Conference Interpretation from the Monterey Institute of International Studies in 2010. She also obtained a Diploma in Legal Studies from the University of Hong Kong School of Professional and Continuing Education in 2021. She is also a active member of the International Association of Conference Interpreters. Ms. Ekaterina has more than fourteen years of experience in conference interpretation and business development. Since 2010, she has been working as an interpreter in various United Nations agencies and international organizations by interpreting different languages including English, Chinese and Russian. Between 2006 and 2007, she worked as a business development manager in a design and branding company. Between 2001 and 2004, she worked as a public relations executive at an airline company.

Ms. Ekaterina has entered into a letter of appointment with the Company on 29 May 2024 and she is appointed for an initial term of three years commencing from 29 May 2024 which shall be automatically renewed for another three years, unless terminated by either party by giving to the other party not less than one-month prior notice in writing. She is subject to retirement at the next following annual general meeting of the Company and at which she will be eligible for re-election and thereafter shall be subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years pursuant to the articles of association of the Company. Ms. Ekaterina is currently entitled to a director’s remuneration of HK\$30,000 per month, which has been determined with reference to her qualifications, experience, level of responsibilities undertaken, the prevailing market conditions and the recommendation from the Remuneration Committee of the Company. The remuneration of Ms. Ekaterina will be reviewed annually by the Remuneration Committee and the Board with reference to her duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ekaterina did not (i) hold any directorships in any other listed company in Hong Kong or overseas 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 of the Company (as respectively defined in the Listing Rules).

As at the Latest Practicable Date, Ms. Ekaterina 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 Ms. Ekaterina.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Xu Wei (徐煒) (“Mr. Xu”)

Mr. Xu, aged 46, graduated from Zhejiang University in the People’s Republic of China (“China”) with a Bachelor of Laws (International Economics Law) degree. He is a practising lawyer in China and possesses professional qualifications in securities practice, independent directorship and corporate legal advisory. Mr. Xu has been the executive officer of a law firm in China since December 2014. He has extensive experience in civil litigations and arbitrations, corporate finance and mergers and acquisitions in China. Mr. Xu was a member of the Merger and Acquisition and Investment Committee* (併購與投資專業委員會) of Hangzhou Lawyers Association* (杭州律師協會) in China from May 2019 to May 2022, and has also been the practical mentor of Hangzhou City University in China since November 2010.

Mr. Xu has entered into a letter of appointment with the Company and he is appointed for an initial term of three years commencing from 1 December 2023 which shall be automatically renewed for another three years, unless terminated by either party by giving to the other party not less than one-month prior notice in writing. He is subject to retirement at the next following annual general meeting of the Company and at which he will be eligible for re-election and thereafter shall be subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years pursuant to the articles of association of the Company. Mr. Xu is currently entitled to a director’s remuneration of HK\$100,000 per annum, which has been determined with reference to his qualifications, experience, level of responsibilities undertaken, the prevailing market conditions and the recommendation from the Remuneration Committee of the Company. The remuneration of Mr. Xu will be reviewed annually by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu did not (i) hold any directorships in any other listed company in Hong Kong or overseas 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 of the Company (as respectively defined in the Listing Rules).

As at the Latest Practicable Date, Mr. Xu 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. Xu.

Mr. Lam Ying Hung Andy (林英鴻) (“Mr. Lam”)

Mr. Lam, aged 59, 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 and the remuneration committee of the Company. 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 each of Xingfa Aluminum Holdings Limited (Stock Code: 0098), Litu Holdings Limited (formerly known as Brilliant Circle Holdings International Limited) (Stock Code: 1008) and Weiye Holdings Limited (Stock Code: 1570), the shares of all of the above 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 2024, 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 has been determined with reference to his qualifications, experience, level of responsibilities undertaken, the prevailing market conditions and the recommendation from the Remuneration Committee of the Company. The remuneration of Mr. Lam will be reviewed annually by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam did not (i) hold any directorships in any other listed company in Hong Kong or overseas 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 of the Company (as respectively defined in the Listing Rules).

As at the Latest Practicable Date, Mr. Lam 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.

Ms. Li Mingqi (李明綺) (“Ms. Li”)

Ms. Li, aged 56, was appointed as an independent non-executive Director in October 2016. She is the chairperson of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Ms. Li graduated from Fudan University in Shanghai with a Bachelor’s degree in Economics. She has also obtained a Master’s degree in Economics from the Southern Methodist University and a Master’s degree in Management and Administrative Sciences from the University of Texas. Ms. Li is a Certified Public Accountant in the State of New York, the United States of America and was licensed under license series 7 and 63 at the registered representative level in the United States of America from May 2019. She has extensive experience in financial management. Ms. Li was a senior associate of JP Morgan Chase, associate/portfolio manager of BHF Capital, vice president of Transamerica Business Capital, vice president of Morgan Stanley and hedge fund controller of Mercury Capital Management. She was also an independent non-executive director of Sino Gas International Holdings, Inc., whose shares were previously listed on the Over-The-Counter Bulletin Board in the United States of America, from March 2011 to November 2014. Ms. Li served as a business consultant of Seekers Advisors H.K. Limited from May 2015 to August 2016 and is currently a registered representative of Arkadios Capital and an independent non-executive director of Neo-Neon Holdings Limited (Stock Code: 1868), whose shares are listed on the Main Board of the Stock Exchange.

Ms. Li has renewed her letter of appointment with the Company for a term of three years commencing on 3 October 2022, 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. She is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. Ms. Li is currently entitled to a director’s remuneration of HK\$100,000 per annum, which has been determined with reference to her qualifications, experience, level of responsibilities undertaken, the prevailing market conditions and the recommendation from the Remuneration Committee of the Company. The remuneration of Ms. Li will be reviewed annually by the Remuneration Committee and the Board with reference to her duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li 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, Ms. Li 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 Ms. Li.

NOTICE OF 2024 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, 29 August 2024 at 3:00 p.m. at 5th Floor, United Centre, 95 Queensway, 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 2024;
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. You Yiyang as Director;
 - (b) To re-elect Ms. Woodham Mostovaya Ekaterina as Director;
 - (c) To re-elect Mr. Xu Wei as Director;
 - (d) To re-elect Mr. Lam Ying Hung Andy as Director;
 - (e) To re-elect Ms. Li Mingqi as Director;
4. To authorise the board of Directors to fix the remuneration of the Directors;
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

NOTICE OF 2024 ANNUAL GENERAL MEETING

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
- (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 2024 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;
- (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

NOTICE OF 2024 ANNUAL GENERAL MEETING

“**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).”; and

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
Lui Wai Sing
Company Secretary

Hong Kong, 30 July 2024

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. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (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 notorially 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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 3:00 p.m. on Tuesday, 27 August 2024 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. You Yiyang, Ms. Woodham Mostovaya Ekaterina, Mr. Xu Wei, Mr. Lam Ying Hung Andy and Ms. Li Mingqi will retire from the office of directorship and will 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.

NOTICE OF 2024 ANNUAL GENERAL MEETING

- (4) To ascertain the shareholders' entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 26 August 2024 to Thursday, 29 August 2024, 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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 August 2024.
- (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.
- (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) If shareholders have any questions relating to the Meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar, as follows:

Tricor Investor Services Limited
17th Floor, Far East Finance Centre,
No.16 Harcourt Road, Hong Kong
Tel: (852) 2980 1333
Fax: (852) 2810 8185
E-mail: is-enquiries@vistra.com
- (10) References to time and dates in this notice are to Hong Kong time and dates.
- (11) As at the date of this notice, the board of Directors consists of seven Directors, namely Mr. Han Weining and Mr. You Yiyang as executive Directors; Ms. Woodham Mostovaya Ekaterina as non-executive Director; and Mr. Lam Ying Hung Andy, Ms. Li Mingqi, Mr. Cheng Nicholas Tat Hei and Mr. Xu Wei as independent non-executive Directors.
- (12) In case of discrepancy between the English version and the Chinese version of this notice, the English version shall prevail.