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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)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE
DIRECTORS AND COMPOSITION OF BOARD
COMMITTEES; AND**

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces the following changes to the Board:

1. Mr. Cheng Nicholas Tat Hei has tendered his resignation as an independent non-executive Director, the chairperson of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee with effect from 6 August 2024;
2. Mr. Xu Dongsan has been appointed as an independent non-executive Director, the chairperson of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee with effect from 6 August 2024; and
3. Mr. Lam Ying Hung Andy will retire as an independent non-executive Director and will not offer himself for re-election at the 2024 AGM. Accordingly, Mr. Lam will also cease to act as the chairperson of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from the conclusion of the 2024 AGM.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Synertone Communication Corporation (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 6 August 2024, Mr. Cheng Nicholas Tat Hei (“**Mr. Cheng**”) has tendered his resignation as an independent non-executive Director, the chairperson of the nomination committee (the “**Nomination Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company in order to devote more time to his other business engagements.

Mr. Cheng has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to extend its appreciation to Mr. Cheng for his valuable contribution during his tenure of office in the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 6 August 2024, Mr. Xu Dongsen (“**Mr. Xu**”) has been appointed as an independent non-executive Director, the chairperson of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee. The biographical details of Mr. Xu are set out as follows.

Mr. Xu Dongsen (徐冬森)

Mr. Xu, aged 34, obtained a Bachelor’s degree in Economics from Xi’an Jiaotong University and followed by a Master’s degree in Taxation from Graduate School of Chinese Academy of Social Sciences. He further obtained an Executive Master of Business Administration from Guanghua School of Management, Peking University. Before joining the Group, he possesses more than 10 years’ experience in the field of operational management and equity investment. He worked as an investment director for a professional equity investment and management company.

Mr. Xu has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company and he is appointed for an initial term of three years commencing from 6 August 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 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. Pursuant to the Letter of Appointment, Mr. Xu is 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. 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 date of this announcement, 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 Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange).

As at the date of this announcement, Mr. Xu is not interested or deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Xu has confirmed that he has met the independence criteria as set out in Rule 3.13 of the Listing Rules. 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 is no other matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in respect of the appointment of Mr. Xu.

The Board would like to express its warmest welcome to Mr. Xu on his new appointment.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Company wishes to announce that the Board received the notice of retirement from Mr. Lam Ying Hung Andy (“**Mr. Lam**”) notifying the Board of his intention to retire as an independent non-executive Director at the forthcoming annual general meeting of the Company (the “**2024 AGM**”), which is expected to be held on 29 August 2024, and his decision not to offer himself for re-election. His retirement was approved by the Board and will take effect at the conclusion of the 2024 AGM.

Upon his retirement, Mr. Lam will cease to be the chairperson of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee, with effect from the conclusion of the 2024 AGM.

Mr. Lam confirmed to the Company that his retirement was due to his intention to pursue other business developments, that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lam for his valuable contribution to the Company during his tenure of service.

By order of the Board
Synertone Communication Corporation
Han Weining
Executive Director and Chief Executive Officer

Hong Kong, 6 August 2024

As at the date of this announcement, the executive Directors are Mr. Han Weining, Mr. You Yiyang and Ms. Woodham Mostovaya Ekaterina; and the independent non-executive Directors are Mr. Lam Ying Hung Andy, Ms. Li Mingqi, Mr. Xu Wei and Mr. Xu Dongsen.