
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 revised 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)

**SUPPLEMENTAL CIRCULAR FOR
RE-ELECTION OF RETIRING DIRECTOR;
AND
SUPPLEMENTAL NOTICE OF 2024 ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the Circular dated 30 July 2024 and the AGM Notice dated 30 July 2024. A supplemental notice convening the 2024 AGM to be held as originally scheduled at 3:00 p.m. on Thursday, 29 August 2024 at 5th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 8 to 9 of this supplemental circular.

The Revised Proxy Form for use at the 2024 AGM is enclosed with this supplemental circular.

Whether or not you intend to attend the 2024 AGM (or any adjournment thereof), you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Share Registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the 2024 AGM or any adjournment thereof (as the case may be).

Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the 2024 AGM or any adjournment thereof should you so wish and in such event the Revised Proxy Form shall be deemed to be revoked.

14 August 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 the Circular, or any adjournment thereof
“AGM Notice”	the notice covering the 2024 AGM set out on pages 15 to 19 of the Circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Circular”	the circular of the AGM dated 30 July 2024
“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
“Latest Practicable Date”	12 August 2024, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information for inclusion in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Original Proxy Form”	the form of proxy which was sent to the Shareholders together with the Circular
“Revised Proxy Form”	the revised form of proxy for use at 2024 AGM accompanying this supplemental circular, and published on the websites of the Company and the Stock Exchange on 14 August 2024

DEFINITIONS

“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
“Supplemental AGM Notice”	a supplemental notice covering the 2024 AGM set out on pages 8 to 9 of this supplemental circular
“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. Xu Wei

Mr. Xu Dongsen

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

14 August 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR FOR
RE-ELECTION OF RETIRING DIRECTOR;
AND**

SUPPLEMENTAL NOTICE OF 2024 ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the Circular and the AGM Notice. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meaning as those defined in the Circular. The purpose of this supplemental circular is to give you the Supplemental AGM Notice and provide you with further information regarding the resolution to be proposed at the 2024 AGM for approving the re-election of retiring Director and to enable you to make informed decisions on whether to vote for or against such resolution to be proposed at the 2024 AGM.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTOR

Reference is made to the announcement of the Company dated 6 August 2024 (the “**Announcement**”) in relation to, among others, the appointment of Mr. Xu Dongsen (“**Mr. Xu**”) as an independent non-executive Director. As mentioned in the Announcement, Mr. Xu shall be subject to retirement and re-election in accordance with the Company’s Articles of Association. As such, Mr. Xu shall hold office until the first annual general meeting of the Company after his appointment and shall then retire at the 2024 AGM and be eligible, shall offer himself for re-election at the 2024 AGM.

Particulars of Mr. Xu required to be disclosed pursuant to Rule 13.74 of the Listing Rules are set out in Appendix I to this supplemental circular.

Subsequent to the despatch of the Circular and as disclosed in the Announcement, Mr. Lam Ying Hung Andy (“**Mr. Lam**”) notified the Board of his intention to retire as an independent non-executive Director at the 2024 AGM due to his intention to pursue other business developments, and his decision not to offer himself for re-election. His retirement will take effect at the conclusion of the 2024 AGM. As a result of the retirement of Mr. Lam, the ordinary resolution no. 3 (d) as set out in the Circular, the AGM Notice and the Original Proxy Form in respect of the re-election of Mr. Lam as an independent non-executive Director is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the 2024 AGM.

SUPPLEMENTAL AGM NOTICE AND REVISED PROXY FORM

Since the AGM Notice and the Original Proxy Form despatched together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Xu as an independent non-executive Director as set out in this supplemental circular, a Supplemental AGM Notice convening the 2024 AGM and the Revised Proxy Form are enclosed herewith to include such proposed resolution.

Please refer to the AGM Notice dated 30 July 2024 for details of other resolutions to be proposed at the 2024 AGM, closure of register of members, eligibility for attending the 2024 AGM, registration procedures for attending the 2024 AGM, appointment of proxy and other relevant matters contained therein.

The Revised Proxy Form for use at the 2024 AGM is enclosed with this supplemental circular. Whether or not you are able to attend the 2024 AGM in person, you are requested to complete the enclosed Revised Proxy Form in accordance with the instructions therein and return to the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2024 AGM or any adjournment thereof. Completion and delivery of the Original Proxy Form or the Revised Proxy Form will not preclude you from attending and voting in person at the 2024 AGM if you so wish and in such event, your Original Proxy Form or Revised Proxy Form shall be deemed to be revoked.

Shareholders who have appointed or intend to appoint proxies to attend the 2024 AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Revised Proxy Form.

LETTER FROM THE BOARD

A Shareholder who has not yet lodged the Original Proxy Form with Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxies to attend and vote at the 2024 AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with Share Registrar.

A Shareholder who has already lodged the Original Proxy Form with Share Registrar should note that:

- (i) If no Revised Proxy Form is lodged with Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolutions properly put to the 2024 AGM (including, if properly put, resolution for the re-election of Mr. Xu as an independent non-executive Director as set out in this supplemental circular) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the Original Proxy Form.
- (ii) If the Revised Proxy Form is lodged with Share Registrar not less than 48 hours before the time appointed for the holding of the 2024 AGM or any adjourned meeting, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Revised Proxy Form is lodged with Share Registrar less than 48 hours before the time appointed for the holding of 2024 AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of 2024 AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with Share Registrar by not less than 48 hours before the time appointed for the holding of 2024 AGM or any adjourned meeting.

Shareholders are reminded that submission of the Original Proxy Form and/or the Revised Proxy Form shall not preclude Shareholders from attending the 2024 AGM or any adjourned meeting thereof and voting in person should they so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolution approving the re-election of Mr. Xu as an independent non-executive Director at the 2024 AGM.

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 Share Registrar, 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 re-election of the retiring Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote for the relevant resolution at the 2024 AGM.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

MISCELLANEOUS

Your attention is drawn to the additional information set out in the appendix to this supplemental circular. In case of any inconsistency between the English version and the Chinese translation of this supplemental 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

The following sets out the information of the Director, who will retire from office at the 2024 AGM pursuant to the Articles of Association and, being eligible, offer himself for re-election.

INDEPENDENT NON-EXECUTIVE DIRECTOR

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 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. 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 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 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.

SUPPLEMENTAL 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)

Reference is made to (i) the circular of Synertone Communication Corporation (the “**Company**”) dated 30 July 2024 (the “**Original Circular**”); and (ii) the notice of the annual general meeting (the “**2024 AGM**”) of the Company dated 30 July 2024 (the “**Original Notice**”) to convene the 2024 AGM at 5th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong (or any adjournment thereof) on Thursday, 29 August 2024 at 3:00 p.m.

Details of the proposed resolutions to be considered at the 2024 AGM were stated in the Original Notice. Unless the context requires otherwise, terms defined herein shall bear the same meanings as those defined in the Original Circular. Apart from the amendments stated below, all the information contained in the Original Notice remains to have full force and effect.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 14 August 2024 (the “**Supplemental Circular**”), the following new resolution 3(f) shall be added immediately following resolution under item numbered 3:

“3(f) To re-elect Mr. Xu Dongsen as Director.”

By order of the Board
Synertone Communication Corporation
Lui Wai Sing
Company Secretary

Hong Kong, 14 August 2024

Notes:

- (1) Please refer to the Supplemental Circular for details of the above additional ordinary resolution.
- (2) A revised form of proxy (the “**Revised Proxy Form**”) containing the above proposed additional ordinary resolution is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental AGM Notice and Revised Proxy Form” of the Supplemental Circular for arrangements on the completion and submission of the Revised Proxy Form.
- (3) Please refer to the Original Notice for details of the other resolutions to be considered at the 2024 AGM, closure of the register of members of the Company and eligibility for attending the 2024 AGM, proxy and other relevant matters.

SUPPLEMENTAL NOTICE OF 2024 ANNUAL GENERAL MEETING

- (4) Mr. Lam Ying Hung Andy will retire as an independent non-executive Director at the conclusion of the 2024 AGM as set out in the announcement of the Company dated 6 August 2024, and will not offer himself for re-elections as Director at the 2024 AGM. Hence, the proposed ordinary resolution under item numbered 3(d) for such re-election as set out in the Original Notice to be considered, and, if thought fit, passed at the 2024 AGM is no longer necessary, and shall be deleted in its entirety by the Supplemental Notice of AGM.
- (5) Whether or not you are able to attend the 2024 AGM in person, you are requested to complete the enclosed Revised Proxy Form in accordance with the instructions printed thereon and return it to Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2024 AGM or any adjournment thereof.
- (6) Completion and return of the proxy form which was despatched to the Shareholders on 30 July 2024 together with the Original Circular (the “**Original Proxy Form**”) and/or the Revised Proxy Form will not preclude you from attending and voting in person at the 2024 AGM or any adjourned meeting should you so wish and in such event, the Original Proxy Form and/or the Revised Proxy Form shall be deemed to be revoked.
- (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) References to time and dates in this notice are to Hong Kong time and dates.
- (9) 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. Xu Wei and Mr. Xu Dongsun as independent non-executive Directors.
- (10) In case of discrepancy between the English version and the Chinese version of this notice, the English version shall prevail.