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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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;  
REFRESHMENT OF THE SCHEME MANDATE LIMIT  
UNDER THE SHARE OPTION SCHEME;  
AND  
NOTICE OF 2019 ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held on Thursday, 26 September 2019 at 3:00 p.m. at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong (the “**2019 AGM**”), is set out on pages 20 to 26 of this circular. A form of proxy for use at the 2019 AGM is enclosed with this circular.

Whether or not you intend to attend the 2019 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event by 3:00 p.m on Tuesday, 24 September 2019 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 2019 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.

31 July 2019

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## DEFINITIONS

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

“2019 AGM” or “2019 Annual General Meeting”	the annual general meeting of the Company to be held on Thursday, 26 September 2019 at 3:00 p.m. at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, 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 20 to 26 of this circular, or any adjournment thereof
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time
“Board”	board of Directors
“Bonus Issue”	the issue of bonus shares to the Shareholders whose names appeared on the register of members of the Company on 17 February 2014 on the basis of four new shares for every one share of HK\$0.01 each in the then share capital of the Company, the particulars of which are contained in the Company’s announcements dated 27 December 2013, 10 February 2014 and 21 February 2014 and the Company’s circular dated 20 January 2014
“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

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2019 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 2019 Annual General Meeting
“Latest Practicable Date”	24 July 2019, 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
“Options”	the share options granted and/or to be granted under the Share Option Scheme
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2019 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 2019 Annual General Meeting
“Scheme Mandate Limit”	the maximum limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme which initially shall not in aggregate exceed 10% of the Company’s issued share capital as at the date of listing of its shares on the Stock Exchange, and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at date of approval of the refreshment

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## DEFINITIONS

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“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\$0.05 each in the share capital of the Company
“Share Consolidation”	the consolidation of every five (5) then issued and unissued shares of HK\$0.01 each into one (1) consolidated share of HK\$0.05 each, as detailed in the announcements of the Company dated 5 February 2016 and 23 March 2016 and the circular of the Company dated 7 March 2016, which become effective on 24 March 2016
“Share Option Scheme”	the share option scheme adopted by the Company on 22 March 2012
“Share Registrar”	Tricor Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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.*

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wong Chit On (*Chairman*)

Mr. Han Weining (*Chief Executive Officer*)

*Independent non-executive Directors:*

Mr. Lam Ying Hung Andy

Mr. Wang Chen

Ms. Li Mingqi

*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

31 July 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE  
SHARE OPTION SCHEME**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the 2019 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; (b) re-election of retiring Directors; and (c) refreshment of the Scheme Mandate Limit.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the 2019 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 2019 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 2019 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 2019 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 2019 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 4,301,816,000 Shares. 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 2019 AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 430,181,600 Shares and the exercise of the Issue Mandate in full would enable the Company to allot, issue and deal with up to 860,363,200 new Shares.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

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. Wang Chen (“**Mr. Wang**”) and Ms. Li Mingqi (“**Ms. Li**”) shall retire from office by rotation at the 2019 AGM. All the retiring Directors, being eligible, will respectively offer themselves for re-election at the 2019 AGM.

Ordinary resolutions will be proposed at the 2019 AGM to re-elect Mr. Wang and Ms. Li as Directors respectively.

The Nomination Committee has considered the extensive experience of Mr. Wang in development on software of quality assurance and general automated test system 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. Wang and Ms. Li has the required character, integrity and experience to continuously fulfil his/her role as an independent non-executive Director effectively. Mr. Wang and Ms. Li possess the perspective, skill and experience 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. Wang and Ms. Li based on the independence criteria as set out in the Listing Rules. The Board is of the view that there is nothing that would affect the exercise of independent judgement by each of Mr. Wang and Ms. Li. Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of each of Mr. Wang 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 2019 AGM.

Particulars of each of Mr. Wang 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.



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## LETTER FROM THE BOARD

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### REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

#### Background of the Scheme Mandate Limit

The Share Option Scheme was adopted by the Company on 22 March 2012 for the purpose of recognising and motivating the contribution of the eligible persons to the Group. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to the Listing Rules and the terms of the Share Option Scheme, the maximum number of the Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed the Scheme Mandate Limit. The Scheme Mandate Limit may be refreshed by approval of the Shareholders in general meeting from time to time, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company as refreshed must not exceed 10% of the number of issued Shares as at such date of approval. In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. No options may be granted if this will result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme exceed 30% of the Shares in issue from time to time.

The Company has not refreshed the Scheme Mandate Limit since its adoption of the Share Option Scheme. The existing Scheme Mandate Limit is 120,000,000 shares of HK\$0.01 each in the share capital of the Company (each, a “**Pre-Consolidation Share**”) before the Share Consolidation, representing 10% of the Pre-Consolidation Shares in issue upon completion of listing of the Pre-Consolidation Shares on the Stock Exchange on 18 April 2012. The Company has granted a total of 120,000,000 Options pursuant to the Scheme Mandate Limit up to the Latest Practicable Date. All such Options have not been exercised or cancelled and have been lapsed as at the Latest Practicable Date. Movements of the Options from the date of grant up to the Latest Practicable Date are summarized as below:

24 December 2013	Number of Options Granted	:	120,000,000 ( <i>Note 1</i> )
As at 31 March 2014	Number of Pre-Consolidation Shares issuable under the outstanding Options	:	600,000,000 ( <i>Note 2</i> )
As at 31 March 2015	Number of Pre-Consolidation Shares issuable under the outstanding Options	:	527,350,000 ( <i>Note 3</i> )

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## LETTER FROM THE BOARD

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As at 31 March 2016	Number of Shares issuable under the outstanding Options	: 68,600,000 <i>(Note 4)</i>
As at 31 March 2017	Number of Shares issuable under the outstanding Options	: 58,968,180 <i>(Note 5)</i>
As at 31 March 2018	Number of Shares issuable under the outstanding Options	: 45,179,000 <i>(Note 6)</i>
As at 31 March 2019	Number of Shares issuable under the outstanding Options	: – <i>(Note 7)</i>
At the Latest Practicable Date	Number of Shares issuable under the outstanding Options	: –

*Notes:*

- The Company had granted a total of 120,000,000 Options to certain eligible persons on 24 December 2013 to subscribe, in aggregate, for up to 120,000,000 Pre-Consolidation Shares at an exercise price of HK\$2.50 per Pre-Consolidation Share, of which 111,600,000 were granted to certain employees and consultant of the Group and 8,400,000 Options were granted to then Directors and/or then substantial Shareholder (within the meaning under the Listing Rules) with details as follows:

Name	Position at the date of grant	Number of Options granted
Mr. Wong Chit On	Chairman, executive Director and substantial Shareholder	1,200,000
Mr. Han Weining	Executive Director	1,200,000
Mr. Zhang Jinbing	Executive Director <i>(resigned on 14 April 2014)</i>	1,200,000
Mr. Wang Shaodong	Executive Director <i>(resigned on 2 June 2015)</i>	1,200,000
Mr. Lam Ying Hung Andy	Independent non-executive Director	1,200,000
Mr. Hu Yunlin	Independent non-executive Director <i>(resigned on 3 October 2016)</i>	1,200,000
Mr. Cai Youliang	Independent non-executive Director <i>(resigned on 25 June 2015)</i>	1,200,000

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## LETTER FROM THE BOARD

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2. As a result of the Bonus Issue which total effect on 21 February 2014, the number of Pre-Consolidation Shares issuable under the outstanding Options has been adjusted from 120,000,000 to 600,000,000 with effect from the even date.
3. A total of 72,650,000 Options were lapsed during the year ended 31 March 2015.
4. During the year ended 31 March 2016, a total of 184,350,000 Options were lapsed and the number of Shares issuable under the outstanding Options was adjusted from 343,000,000 Pre-Consolidation Shares to 68,600,000 Shares because of the Share Consolidation.
5. As a result of the completion of the rights issue of the Company on 28 April 2016, the number of Shares issuable under the outstanding Options has been adjusted from 68,480,000 to 83,123,522 with effect from the even date. A total of 24,275,342 Options were lapsed during the year ended 31 March 2017.
6. A total of 13,789,180 Options were lapsed during the year ended 31 March 2018.
7. A total of 45,179,000 Options were lapsed during the year ended 31 March 2019.

### **Reasons for the proposed refreshment of the Scheme Mandate Limit**

Since the adoption of the Share Option Scheme and up to the Latest Practicable Date, there is no refreshment on the Scheme Mandate Limit. However, the number of Shares in issue has been substantially increased mainly as a result of the rights issues as detailed in the prospectus of the Company dated 7 April 2016. As at the Latest Practicable Date, the total number of Shares in issue has been raised to 4,301,816,000 Shares. Based on the terms of the Share Option Scheme, as all the Options previously granted have been lapsed, the total number of Options that can be further granted under the existing Scheme Mandate Limit is 78,912,000 (as adjusted under after the Share Consolidation), being approximately 1.83% of the total number of Shares in issue as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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The Directors consider that it is in the interest of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit to the 10% provided under Chapter 17 of the Listing Rules, so that the Company could have more flexibility to provide more incentive to the eligible participants for their contribution and continuing efforts and motivate them to contribute further to the success of the Group. For these reasons, the Directors will propose the passing of an ordinary resolution at the 2019 AGM for refreshing the Scheme Mandate Limit.

As at the Latest Practicable Date, there were 4,301,816,000 Share in issue. Assuming no issue or repurchase of Shares prior to the 2019 AGM and upon the refreshment of the Scheme Mandate Limit under the Share Option Scheme by the Shareholders at the 2019 AGM, the Company may grant options entitling holders thereof to subscribe for 430,181,600 Shares, representing 10% of the issued Shares as at the date of approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the 2019 AGM which do not include options that are outstanding, cancelled or lapsed as at the date of the 2019 AGM, which is within the said limit of 30% of the total number of Shares in issue from time to time as required under the Share Option Scheme.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (1) the passing of an ordinary resolution by the Shareholders to approve the refreshment of the Scheme Mandate Limit at the 2019 AGM; and
- (2) the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares representing 10% of the Shares in issue as at the date of the 2019 AGM, which may fall to be issued pursuant to the exercise of the share options to be granted under the Scheme Mandate Limit as refreshed.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Shares representing 10% of the issued share capital of the Company as at the date of the 2019 AGM to be allotted and issued upon exercise of the options that may be granted within the Scheme Mandate Limit as refreshed.

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## **LETTER FROM THE BOARD**

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### **2019 AGM AND PROXY PROCEDURE**

A notice convening the 2019 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 20 to 26 of this circular. A form of proxy is enclosed for your use at the 2019 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, 24 September 2019 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 2019 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.

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 2019 AGM will be voted by poll. An announcement on the poll results will be published by the Company after the 2019 AGM in the manner prescribed under the Listing Rules.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the Shareholders' entitlement to attend and vote at the 2019 AGM, the register of members of the Company will be closed from Monday, 23 September 2019 to Thursday, 26 September 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2019 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 September 2019.

### **RECOMMENDATIONS**

The Directors consider that (a) the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate; (b) the proposed re-election of the retiring Directors; and (c) the proposed refreshment of the Scheme Mandate Limit 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 2019 AGM.

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## LETTER FROM THE BOARD

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### 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

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**  
**Wong Chit On**  
*Chairman and Executive Director*

*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 4,301,816,000 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 prior to the 2019 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 430,181,600 Shares, representing 10% of the number of issued Shares as at the date of passing of the relevant resolution.

## **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. 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 2019, being the date to which the most recent published audited accounts of the Company were made up, 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. Wong Chit On ("**Mr. Wong**"), the chairman of the Company and an executive Director, is beneficially interested in 1,194,710,296 Shares held under Excel Time Investments Limited, a company controlled by him, representing approximately 27.77% 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. Wong in the Company would increase to approximately 30.86%. As a result, Mr. Wong, together with the parties acting in concert, would be required 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 have been traded on the Stock Exchange during each of the pervious twelve months prior to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Trading price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
July	0.150	0.105
August	0.118	0.093
September	0.110	0.085
October	0.130	0.094
November	0.118	0.095
December	0.106	0.074
<b>2019</b>		
January	0.106	0.065
February	0.127	0.090
March	0.109	0.088
April	0.100	0.083
May	0.096	0.064
June	0.088	0.066
July (up to and including the Latest Practicable Date)	0.076	0.064

**11. EXTENSION OF ISSUE MANDATE**

A resolution will also be proposed at the 2019 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 by rotation at the 2019 AGM pursuant to the Articles of Association and, being eligible, offer themselves for re-election.*

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

##### Mr. Wang Chen (王忱) (“Mr. Wang”)

Mr. Wang, aged 54, was appointed as an independent non-executive Director in June 2015. He is the chairman of 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. Mr. Wang holds a Bachelor of Engineering degree in Microwave Communication Engineering from PLA Institute of Communication Engineering (中國人民解放軍通信工程學院) (now known as PLA University of Science and Technology) and a degree of Executive Master of Business Administration (EMBA) from the School of Business, Sun Yat-Sen University (中山大學). From 1986 to 2006, he worked in the Information Technology Department of the People’s Liberation Army General Staff. Since 2006, Mr. Wang is the chairman of Guangzhou SKYI Information Technology Co., Ltd. (廣州市天奕信息科技有限公司 (now known as 廣州市天奕信息技術股份有限公司)), a company established in 2006 and its shares quoted on the National Equities Exchange and Quotations System (the New Third Board\*) in China since 9 May 2017 (Stock Code: 871411) and is principally engaged in development on software of quality assurance and general automated test system.

Mr. Wang has renewed his letter of appointment with the Company on 21 June 2018 for a term of three years commencing on 25 June 2018, which is automatically renewable for successive terms of three years each commencing on the day next after the expiry of the then current term of appointment, subject to termination by either party by serving prior notice to the other party no less than three months’ notice in writing. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. Mr. Wang is currently entitled to a Director’s remuneration of HK\$100,000 per annum, which is determined with reference to his duties, responsibilities, the prevailing market conditions and the recommendation of the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang did not (i) hold any directorships in any other listed companies 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 (as respectively defined in the Listing Rules) of the Company.

\* For identification purpose only

As at the Latest Practicable Date, Mr. Wang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Wang and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Li Mingqi (李明綺) (“Ms. Li”)**

Ms. Li, aged 51, 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. 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 US, from March 2011 to November 2014. Ms. Li served as a business consultant of Seekers Advisors H.K. Limited and is currently 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 entered into a letter of appointment with the Company for a term of three years commencing on 3 October 2016, which is automatically renewable for successive terms of three years each commencing on the day next after the expiry of the then current term of appointment, subject to termination by either party by serving prior notice to the other party no less than three months’ notice in writing. 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 is determined with reference to her duties, responsibilities, the prevailing market conditions and the recommendation of the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li did not (i) hold any directorships in any other listed companies 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 (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. Li does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Li and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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**SYNERTONE**

**協同通信集團有限公司**

**SYNERTONE COMMUNICATION CORPORATION**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1613)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of Synertone Communication Corporation (the “**Company**”) will be held on Thursday, 26 September 2019 at 3:00 p.m. at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, 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 2019;
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. Wang Chen as Director;  
(b) To re-elect Ms. Li Mingqi as Director;
4. To authorise the board of Directors to fix the remuneration of the Directors;

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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 (the “**Stock Exchange**”) 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 for such purpose, in accordance with all the applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (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

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- (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;



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- (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;

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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- (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

“**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).”

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).”

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7. To, as special business, consider and, if thought fit, pass the following resolution, with or without modification, as ordinary resolution:

“**THAT:**

subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the shares of the Company to be issued upon the exercise of options which may be granted under the Company’s share option scheme adopted on 22 March 2012 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of shares of the Company which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) 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 (the “**Refreshed Mandate Limit**”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules and the terms of the Share Option Scheme, to grant options under the Share Option Scheme up to the Refreshed Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

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

Hong Kong, 31 July 2019

*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.

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- (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 notarially certified copy of that power of attorney or other authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 3:00 p.m. on Tuesday, 24 September 2019 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. Wang Chen and Ms. Li Mingqi shall retire from the office of directorship and shall 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.
- (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, 23 September 2019 to Thursday, 26 September 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 September 2019.
- (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) References to time and dates in this notice are to Hong Kong time and dates.
- (10) As at the date of this notice, the board of Directors consists of five Directors, namely Mr. Wong Chit On and Mr. Han Weining as executive Directors; and Mr. Lam Ying Hung Andy, Mr. Wang Chen and Ms. Li Mingqi as independent non-executive Directors.