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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) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 20 DECEMBER 2022;
(2) EFFECTIVE DATE OF THE PROPOSED
SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE;
AND
(3) UPDATE ON THE PROPOSED CAPITAL REDUCTION OF
ISSUED SHARES AND
SUB-DIVISION OF UNISSUED SHARES**

Reference is made to the circular (the “**Circular**”) of Synertone Communication Corporation (the “**Company**”) and the notice of the EGM of the Company (the “**Notice**”) both dated 2 December 2022 in respect of, among other matters, the Share Consolidation, the Change in Board Lot Size, the Capital Reduction and the Sub-division. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that, at the EGM, the proposed ordinary resolution (the “**Ordinary Resolution**”) and the proposed special resolution (the “**Special Resolution**”) (collectively, the “**Resolutions**”) as set out in the Notice were duly passed by way of poll by the Shareholders. The poll results of the Resolutions are as follows:

ORDINARY RESOLUTION		Number of votes cast and approximate percentage of total number of vote cast (%)	
		FOR	AGAINST
1	<p>To approve</p> <p>(a) every five (5) issued and unissued shares with a par value of HK\$0.25 each (the “Existing Share(s)”) in the existing share capital of the Company be and are consolidated (the “Share Consolidation”) into one (1) share with a par value of HK\$1.25 (the “Consolidated Share(s)”), and such Consolidated Shares shall rank pari passu in all respects with each other and shall have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;</p> <p>(b) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation will be disregarded and will not be issued to the holders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit;</p> <p>(c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$400,000,000 divided into 1,600,000,000 Existing Shares to HK\$400,000,000 divided into 320,000,000 Consolidated Shares; and</p> <p>(d) the Directors be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and where appropriate, under the common seal of the Company) all documents which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Share Consolidation.</p>	<p>503,920,002 99.99%</p>	<p>19,200 0.01%</p>

SPECIAL RESOLUTION		Number of votes cast and approximate percentage of total number of vote cast (%)	
		FOR	AGAINST
2	<p>To approve</p> <p>(a) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$1.15 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$1.25 to HK\$0.1 (the “Capital Reduction”);</p> <p>(b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares with a par value of HK\$1.25 each be subdivided (the “Sub-division”) into 12.5 unissued new shares with a par value of HK\$0.1 each (the “New Shares”), and such New Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;</p> <p>(c) immediately following the Capital Reduction and the Sub-division, the authorised share capital of the Company be changed from HK\$400,000,000 divided into 320,000,000 Consolidated Shares to HK\$400,000,000 divided into 4,000,000,000 New Shares;</p> <p>(d) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company as at the date on which the Capital Reduction and the Sub-division becoming effective (the “Accumulated Losses”) and the balance of any such credit remaining after offsetting the Accumulated Losses be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner as permitted under the applicable laws and the memorandum and articles of association of the Company; and</p>	<p>503,920,002 99.99%</p>	<p>19,200 0.01%</p>

SPECIAL RESOLUTION		Number of votes cast and approximate percentage of total number of vote cast (%)	
		FOR	AGAINST
(e)	the Directors be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and where appropriate, under the common seal of the Company) all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reduction and the Sub-division.		

As at the date of the EGM, the number of issued shares of the Company was 1,301,563,200 Shares, representing the total number of Shares entitling the Shareholders to attend and vote on the Resolutions of the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, there were no Shares entitling any Shareholders to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rule and no Shareholders were required under the Listing Rules to abstain from voting on the Resolutions at the EGM. No Shareholders have stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolutions at the EGM.

As a simple majority of the votes were cast in favour of the Ordinary Resolution and a majority of not less than three-fourths of the votes were cast in favour of the Special Resolution, the Resolutions were duly passed the Shareholders.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. Mr. Han Weining, the executive Director, and Mr. Lam Ying Hung Andy, the independent non-executive Director, attended the EGM in person. Ms. Wang Jie, the executive Director, and Mr. Wang Chen, the independent non-executive Director, attended the EGM by electronic means.

EFFECTIVE DATE OF THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Following the passing of the Ordinary Resolution, the Board announces that the proposed Share Consolidation will become effective on Thursday, 22 December 2022. Upon the Share Consolidation becoming effective, the Change in Board Lot Size will become effective. Please refer to the Circular for the timetable, the trading arrangements and other details of the Share Consolidation and the Change in Board Lot Size, including the services that are available for odd lots matching.

UPDATE ON THE CAPITAL REDUCTION AND THE SUB-DIVISION

Subsequent to the passing of the Special Resolution and the Share Consolidation becoming effective, the Capital Reduction and the Sub-division are still subject to certain conditions as set out in the paragraph headed “Letter from the Board–Proposed Share Consolidation, Change in Board Lot Size, Capital Reduction of issued Shares and Sub-division of unissued Shares” in the Circular. Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Capital Reduction and the Sub-division as and when appropriate.

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

Hong Kong, 20 December 2022

As at the date of this announcement, the executive Directors are Mr. Han Weining and Ms. Wang Jie; and the independent non-executive Directors are Mr. Lam Ying Hung Andy, Mr. Wang Chen and Ms. Li Mingqi.