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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 OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of Synertone Communication Corporation (the "**Company**") will be held on Friday, 26 September 2025 at 3:00 p.m. at 5th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong (or any adjournment thereof) to transact the following businesses as ordinary resolutions:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "**Directors**") and the auditor of the Company for the year ended 31 March 2025;

2. To re-appoint Prism Hong Kong Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration;

3. (a) To re-elect Mr. Han Weining 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;

5. To, as special business, consider and, if thought fit, pass the following resolutions, with or without modifications, as ordinary resolutions:

A. "**THAT**:

(a) subject to paragraph (b) below in this resolution numbered 5A, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase the shares of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, in accordance with all the applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the rules and regulations of the Securities and Futures Commission be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above in this resolution numbered 5A shall not exceed 10 per cent. of the number of issued shares of the Company as at the date of the passing of this resolution (excluding Treasury Shares, if any) and the authority pursuant to paragraph (a) above shall be limited accordingly;

(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (b) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands or the articles of association of the Company to be held; or

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution by the shareholders of the Company in general meeting."

B. "**THAT**:

(a) subject to paragraph (c) below in this resolution numbered 5B, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company which might require the exercise of such power, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above in this resolution numbered 5B shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company which might require the exercise of such power after the end of the Relevant Period;

(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 (excluding Treasury Shares, if any), and the authority pursuant to paragraph (a) above in this resolution numbered 5B shall be limited accordingly;

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

(e) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands or the articles of association of the Company to be held; or

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and

"**Rights Issue**" means an offer of shares of the Company or its other securities open for a period fixed by the Directors to the shareholders of the Company whose name appear on the register of members on a fixed record date in proportion to their then shareholdings in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong or the expense and delay that may be incurred in the determination of any such restrictions or obligations)."; and

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

"**THAT**, conditional upon the passing of resolutions numbered 5A and 5B above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 5B referred to above be and is hereby extended by adding thereto an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to resolution numbered 5A referred to above (provided that such amount shall not exceed 10 per cent. of the number of issued shares of the Company as at the date of the passing of this resolution (excluding Treasury Shares, if any))."

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

"**THAT**:

(a) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of the subscription rights attaching to the options to be granted under the 2025 Share Option Scheme proposed to be adopted by the Company, a copy of which is marked "A" and produced to the meeting and for the purpose of identification signed by the chairman of the meeting, the 2025 Share Option Scheme be and is hereby approved as the share option scheme of the Company and that the Board be and is hereby authorized to grant options to subscribe for Shares under the 2025 Share Option Scheme and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the 2025 Share Option Scheme;

(b) the Scheme Limit, being 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the Adoption Date subject to the Scheme Mandate Limit, be and is hereby approved and adopted;

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

"**THAT**, the Service Provider Sublimit, being 1% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the Adoption Date subject to the Scheme Mandate Limit, be and is hereby approved and adopted; and

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

"**THAT**, termination of the 2022 Share Option Scheme be and is hereby approved."

By order of the Board
Synertone Communication Corporation
See Hiu Lun
Company Secretary

Hong Kong, 1 September 2025

Notes:

(1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he/she/it is a holder of more than one share of the Company, one or more proxies to attend and vote in his/her/its stead in accordance with the articles of association of the Company. A proxy need not be a member of the Company, but must be present to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

(2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a 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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 3:00 p.m. on Wednesday, 24 September 2025 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. Han Weining and Ms. Li Mingqi will retire from the office of directorship and will offer themselves for re-election in accordance with the articles of association of the Company. Details of the retiring Directors which are required to be disclosed under the Listing Rules is set out in the Appendix II to the circular of which this notice forms part.

(4) To ascertain the shareholders' entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 September 2025.

(5) Concerning the resolutions set out in resolution numbered 5B and in resolution numbered 6 of the above notice, the approval is being sought from members as a general mandate in compliance with the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company pursuant to such mandates.

(6) Concerning the resolution set out in resolution numbered 5A of the above notice, the Directors would like to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the Company and its shareholders as a whole. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of which this notice forms part.

(7) Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided by poll.

(8) Where there are joint holders of shares of the Company, any one of such joint holders may vote at the Meeting (or any adjournment thereof), either in person or by proxy, in respect of such share of the company as if he/she/it is solely entitled thereto; but if more than one of such joint holders be present at the Meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share of the company will alone be entitled to vote in respect thereof.

(9) If shareholders have any questions relating to the Meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar, as follows:

Tricor Investor Services Limited
17th Floor, Far East Finance Centre,
No.16 Harcourt Road, Hong Kong
Tel: (852) 2980 1333
Fax: (852) 2810 8185
E-mail: is-enquiries@vistra.com

(10) References to time and dates in this notice are to Hong Kong time and dates.

(11) As at the date of this notice, the board of Directors consists of seven Directors, namely Mr. Han Weining and Mr. You Yiyang as executive Directors; Ms. Woodham Mostovaya Ekaterina as non-executive Director; and Ms. Li Mingqi, Mr. Xu Wei and Mr. Xu Dongsen as independent non-executive Directors.

(12) In case of discrepancy between the English version and the Chinese version of this notice, the English version shall prevail.