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 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.

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; ADOPTION OF 2025 SHARE OPTION SCHEME; TERMINATION OF 2022 SHARE OPTION SCHEME AND NOTICE OF 2025 ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held on Friday, 26 September 2025 at 3:00 p.m. at 5th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong (the "**2025 AGM**"), is set out on pages 32 to 37 of this circular. A form of proxy for use at the 2025 AGM is enclosed with this circular.

Whether or not you intend to attend the 2025 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 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as practicable but in any event by 3:00 p.m. on Wednesday, 24 September 2025 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 2025 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.

1 September 2025

CONTENTS

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

"2022 Share Option Scheme"	the share option scheme adopted by the Company on 30 August 2022
"2025 AGM" or "2025 Annual General Meeting"	the annual general meeting of the Company to be held on Friday, 26 September 2025 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 32 to 37 of this circular, or any adjournment thereof
"2025 Share Option Scheme"	the new share option scheme of the Company proposed to be approved and adopted by the Shareholders at the AGM, a summary of the principal terms of which is set out in Appendix III to this circular
"Articles of Association"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Companies Act"	Companies Act of Cayman Islands (as amended from time to time)
"Companies Ordinance"	Companies Ordinance (Cap. 622 of the Laws of Hong Kong)
"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
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"core connected person"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Eligible Participant(s)"	in respect of the 2025 Share Option Scheme, a person who is an Employee Participant or a Service Provider, provided that the Board shall have absolute discretion to determine whether or not one falls within the above categories

"Employee Participants"	directors and employees of any Group member (including persons who are granted options and/or awards under a Share Scheme as an inducement to enter into employment or service contracts with a Group member)
"Expiry Date"	in respect of an Option, the date of expiry of that Option as specified in the offer letter in respect thereof, which date shall not be later than the day last preceding the 10th anniversary of the date of grant of such Option
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"INED(s)"	the independent non-executive Director(s) of the Company
"inside information"	has the meaning defined in the SFO
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the 2025 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 (excluding Treasury Shares, if any) as at the date of passing the relevant resolution as set out in resolution numbered 5B in the notice convening the 2025 Annual General Meeting
"Latest Practicable Date"	27 August 2025, 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 Board
"Option(s)"	option(s) to subscribe for Shares granted pursuant to the share option scheme
"Remuneration Committee"	the remuneration committee of the Board

"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the 2025 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 (excluding Treasury Shares, if any) as at the date of passing the relevant resolution as set out in resolution numbered 5A in the notice convening the 2025 Annual General Meeting
"Scheme Limit"	has the meaning given to it in the paragraph headed "Scheme Limit" in the "Letter from the Board" of this circular
"Scheme Mandate Limit"	has the meaning given to it in the paragraph headed "7. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION" of Appendix III to this circular
"Service Provider Sublimit"	has the meaning given to it in the paragraph in the "Letter from the Board" of this circular
"Service Providers"	persons who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group or which will contribute significantly to the growth of the Group's financial or business performance, including independent contractors, consultants, agents, advisers and suppliers engaged in activities described under sub-paragraph 2(A) in Appendix III, excluding placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions and professional services providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity
"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
"Share Scheme(s)"	share option scheme(s) and/or share award scheme(s) involving issuance of new Shares adopted and to be adopted by the Company, other than the Share Option Scheme

"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
"Treasury Share(s)"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

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
Mr. You Yiyang

Non-executive Director:
Ms. Woodham Mostovaya Ekaterina

Independent non-executive Directors:
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

1 September 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; ADOPTION OF 2025 SHARE OPTION SCHEME; AND TERMINATION OF 2022 SHARE OPTION SCHEME

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the 2025 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) adoption of 2025 Share Option Scheme and termination of the 2022 Share Option Scheme.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the 2025 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 2025 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 (excluding Treasury Shares, if any). 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 2025 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 2025 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 (excluding Treasury Shares, if any). 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 2025 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 448,741,440 (excluding Treasury Shares, if any). 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 2025 AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 44,874,144 Shares and the exercise of the Issue Mandate in full would enable the Company to allot, issue and deal with up to 89,748,288 new Shares.

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. Han Weining ("**Mr. Han**") and Ms. Li Mingqi ("**Ms. Li**") shall retire from office by rotation at the 2025 AGM.

Ordinary resolutions will be proposed at the 2025 AGM to re-elect Mr. Han and Ms. Li as Directors respectively.

The Nomination Committee has considered 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 Ms. Li has the required character, integrity and experience to continuously fulfil her role as an independent non-executive Director effectively. As described above, Ms. Li possess the perspective, skill and experience in different professional areas and expertise 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 Ms. Li based on the independence criteria as set out in the Listing Rules. The Board is of the view that there is no matter that would affect the exercise of independent judgement by Ms. Li. Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of 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 2025 AGM.

Particulars of each of Mr. Han and Ms. Li, who are required to be disclosed pursuant to Rule 13.74 of the Listing Rules are set out in Appendix II to this circular.

PROPOSED ADOPTION OF 2025 SHARE OPTION SCHEME AND TERMINATION OF 2022 SHARE OPTION SCHEME

Introduction

The 2022 Share Option Scheme was adopted by the Company on 30 August 2022 for a term of 10 years from the date of adoption.

In light of the amendments to Chapter 17 of the Listing Rules, which became effective on 1 January 2023, the Company plans to terminate the 2022 Share Option Scheme and introduce the New Share Option Scheme. The 2025 Share Option Scheme will be designed to comply with the updated requirements of Chapter 17 of the Listing Rules.

Upon termination of the 2022 Share Option Scheme, no additional share options can be granted under the 2022 Share Option Scheme. However, any share options that have been granted but not exercised and remain valid prior to termination of the 2022 Share Option Scheme will continue to be exercisable according to the terms of the 2022 Share Option Scheme.

As of the Latest Practicable Date, 10,790,400 share options are outstanding under the 2022 Share Option Scheme. The Company's unutilised scheme mandate limit permits the grant of options for 4,064 Shares. Furthermore, the Company intends to refrain from granting additional share options under the 2022 Share Option Scheme from the Latest Practicable Date until the date of the 2025 AGM.

Details of the outstanding and unexercised options under the 2022 Share Option Scheme as follows:

Grantees	Date of Grant	Exercise price of share options	Number of outstanding share options as at the Latest Practicable Date
Director			
Mr. You Yiyang	26 April 2024	HK$0.490	3,596,800
Employees	26 April 2024	HK$0.490	7,193,600
Total			**10,790,400**

According to the terms of the 2022 Share Option Scheme, the Company may by resolution in general meeting or the Board may at any time terminate the operation of the 2022 Share Option Scheme and in such event no further options will be offered but in all other respects the provisions of the 2022 Share Option Scheme shall remain in full force and effect.

Subject to the adoption of the 2025 Share Option Scheme outlined below, the Board will terminate the 2022 Share Option Scheme. As of the Latest Practicable Date, the Company has no other existing share schemes, aside from the 2022 Share Option Scheme, under which it may grant options for new shares or awards, either in the form of new shares or existing shares.

The Board considers that the 2025 Share Option Scheme will enable the Group to incentivise or reward the Employee Participants for their contribution to the Group and/or to recruit and retain high calibre Employee Participants and attract human resources that are valuable to the Group. As the success of the Group depends on the contributions by the Employee Participants, it is beneficial to the Company to align the interests of such parties with those of the Group and to maintain good relationships with such parties.

The Company is of the view that its track record is attributable partly to the high and consistent calibre of services provided by Service Providers. Considering that (i) the Service Providers are valuable resources to the Group, given the instrumental role they play in actual and potential contributions (with reference to the service category they are in) which is significant to the business and development of the Group; (ii) the Group has, in its ordinary and usual course of business, always relied on the services of the Service Providers; (iii) the Directors (including the INEDs) are of the view that the categories of the Service Providers are in line with the business needs of the Group; (iv) the criteria which the Board will take into account in assessing the eligibility of Service Providers (with reference to the service category they are in) are well linked to the actual or future contribution made by them to the Group and hence align with the purpose of the 2025 Share Option Scheme; and (v) the 2025 Share Option Scheme may attract and retain more quality business partners, the Service Providers are included as Eligible Participants under the 2025 Share Option Scheme to incentivise them to contribute to the development and performance of the Group and to reward them for doing so. While the Company has not previously granted share options to Service Providers, the Directors (including the INEDs) take the view that extending share incentives to such persons would be in the Company's interest, as a means of incentivising them to help drive the continued success of the Group and to allow for future flexibility to pay service fees in a combination of cash and Options if and when deemed appropriate. Furthermore, the INEDs on a standalone basis are of the views that (i) the inclusion of the Service Providers aligns with the purpose of the 2025 Share Option Scheme and the long-term interests of the Company and its shareholders; and (ii) the proposed categories of Service Providers are in line with the Company's needs.

Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the subscription price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of an option will make an effort to contribute to the development of the Group so as to bring about an increased market price of the Shares in order to capitalise on the benefits of the options granted and in turn benefiting the Company and the Shareholders as a whole.

Pursuant to the terms of the 2025 Share Option Scheme, the Board shall have the right to determine and select Eligible Participants to whom the options shall be granted. The eligibility of any of the Eligible Participants to an offer shall be determined by the Directors from time to time on the basis of their contribution to the development and growth of the Group.

Scheme Limit and Service Provider Sublimit

The total number of new Shares which may be issued pursuant to the exercise of Options granted under the 2025 Share Option Scheme must not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the Adoption Date (the "**Scheme Limit**"), subject to the Scheme Mandate Limit.

Within the Scheme Limit, the total number of new Shares which may be issued pursuant to the exercise of Options granted to the Service Providers shall be no more than 1% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the Adoption Date ("**Service Provider Sublimit**").

As at the Latest Practicable Date, the Company had 448,741,440 Shares in issue. Assuming that no further Shares will be issued or repurchased prior to the date of the 2025 AGM, the Scheme Limit will be 44,874,144 Shares and the Service Provider Sublimit will be 4,487,414 Shares, in each case subject to the Scheme Mandate Limit.

The Board is of the view that the Service Provider Sublimit is appropriate and reasonable, taking into account the following factors: (i) the potential dilution effect arising from Options to be granted to the Service Providers; (ii) ensuring a balance between achieving the purpose of the 2025 Share Option Scheme and protecting the Shareholders from the said dilution effect; (iii) the extent of usage of services provided (and to be provided) by the Service Providers to the Group; and (iv) the expected contribution of the Service Providers to the Group's future development, in particular, the importance of securing the contributions from the Service Providers in driving the growth of the Company, provided that as disclosed in its supplementary announcement dated 31 July 2025, the Group plans to re-establish new production lines for the building intelligence products in Australia and to distribute the Group's product to the international market, it is anticipated that there will be increase in business dealings with both domestic and overseas service providers; (v) the ability and flexibility to provide equity incentives (instead of expending cash or other financial resources) to incentivize and reward contributions from persons who are not employees or officers of the Group, including those persons who have expertise in their field, persons who by business nature, customary practices and/or cost considerations are not employees nor officers but the continuity and stability in supply of services are of great importance to the Group, and persons who may provide valuable contributions to the Group; (vi) the Service Provider Sublimit represents a maximum limit and the Company's discretion as to the extent of using such Service Provider Sublimit, including the flexibility of allocating the portion under this limit to other Eligible Participants with reference to the Group's business and needs at a future point in time; and (vii) the Company's discretion to including additional granting and/or vesting condition(s). The relatively low threshold sublimit of 1% can provide adequate safeguard against excessive dilution of existing Shareholders' holdings. The Service Provider Sublimit is subject to separate approval of the Shareholders at the AGM.

Vesting Period

The vesting period of the Options granted under the 2025 Share Option Scheme shall be determined by the Board subject to a minimum period of no less than 12 months, provided that in respect of an Employee Participant, the Remuneration Committee (in the case where such Employee Participant is a Director or a senior manager identified by the Company) or the Directors (in the case where such Employee Participant is neither a Director nor a senior manager identified by the Company) shall have the authority to determine a shorter vesting period in certain circumstances (as stipulated in Paragraph 2(D) of the summary of the main terms of 2025 Share Option Scheme in Appendix III).

The Board considers allowing a vesting period shorter than 12 months in certain circumstances (as stipulated in Paragraph 2(D) of the summary of the main terms of 2025 Share Option Scheme in Appendix III) is in line with the purposes of the 2025 Share Option Scheme as it gives the flexibility to (1) timely provide competitive remuneration package to attract important candidates to join the Group, especially when such candidates have to forgo certain share options or awards when terminating their previous employment; (2) fairly recognise the contribution of those Eligible Participants made from the grant of their Options up to the point where their employment with the Group has to be terminated due to their death, disability or other uncontrollable events; (3) actively incentivize and motivate Eligible Participants to meet the performance targets within 12 months; (4) correctly vesting Options which should have been granted already or sooner but for administrative or technical reasons; and (5) better design Options with immediate and enduring effect to encourage continuing commitment to the Group.

Clawback Mechanism

Where there has been an occurrence of misconduct, such as

(i) any material misstatements or omissions in the Company's financial statements by a grantee;

(ii) any violation by a grantee of confidentiality or non-competition obligations owed to the Group, or any leakage by such grantee of the Group's trade secrets, intellectual property or proprietary information;

(iii) any termination of employment contracts by a grantee without notice or payment in lieu of notice;

(iv) any conviction of any criminal offence by a grantee involving integrity or honesty; or

(v) any conduct of a grantee that has material adverse effect to the reputation or interests of the Group,

the Options granted but not yet exercised shall be subject to clawback automatically.

The clawback of Options granted to the Directors and senior management of the Group, and any grants of Options to the Directors and senior management of the Group without clawback, shall be further subject to the approval of the Board and the Remuneration Committee and any other requirements under the Listing Rules.

The Board (and the Remuneration Committee in respect of grants of Options to the Directors and/or senior management of the Group) is of the view that the clawback mechanism in the 2025 Share Option Scheme provides a choice for the Company to clawback the equity incentives granted to grantees culpable of misconduct and aligns with the purpose of the 2025 Share Option Scheme and the interests of Shareholders.

Other information

Save for the necessary modifications and/or amendments to reflect the current provisions of the Listing Rules and for clarity and consistency with other provisions of the 2025 Share Option Scheme where it is considered desirable, no other material amendments have been made to the 2025 Share Option Scheme.

None of the Directors is a trustee of the 2025 Share Option Scheme nor has a direct or indirect interest in the trustee. No trustee will be appointed under the 2025 Share Option Scheme. The Company will comply with the requirements of the Listing Rules in granting options and issuing Shares pursuant to the 2025 Share Option Scheme. The Company has no intention to use Treasury Shares, if any, for the 2025 Share Option Scheme.

As at the Latest Practicable Date, the Company did not have any concrete plan to grant any options to any Eligible Participants upon adoption of the 2025 Share Option Scheme.

Conditions

The 2025 Share Option Scheme is conditional upon:

(i) the passing of an ordinary resolution at the 2025 AGM approving the adoption of the 2025 Share Option Scheme; and

(ii) the Listing Committee of the Stock Exchange granting approval for 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.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares, which may be issued pursuant to the exercise of subscription rights attaching to the options to be granted under the 2025 Share Option Scheme.

Documents Available for Display and Inspection

A summary of the main terms of the 2025 Share Option Scheme is set out in Appendix III of this circular.

A copy of the 2025 Share Option Scheme will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.synertone.net) for display for a period of not less than 14 days before the date of the 2025 AGM and the 2025 Share Option Scheme will be made available for inspection at the 2025 AGM.

2025 AGM AND PROXY PROCEDURE

A notice convening the 2025 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 32 to 37 of this circular. A form of proxy is enclosed for your use at the 2025 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 Wednesday, 24 September 2025 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 2025 AGM or any adjournment thereof should your 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 2025 AGM will be voted by poll. An announcement on the poll results will be published by the Company after the 2025 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 2025 AGM, 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 will be registered. In order to be eligible to attend and vote at the 2025 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 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. The record date for the purpose of ascertaining Shareholders' right to attend and vote at the 2025 AGM will be on Monday, 22 September 2025.

RECOMMENDATIONS

The Directors consider that the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the proposed re-election of the retiring Directors, the adoption of the 2025 Share Option Scheme and the termination of the 2022 Share Option Scheme 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 2025 AGM.

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

Your attention is drawn to the additional information set out in the appendices to this circular. 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
Han Weining
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 (excluding Treasury Shares, if any) may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 448,741,440 Shares in issue (excluding Treasury Shares, if any). 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 between the Latest Practicable Date and the 2025 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 44,874,144 Shares, representing 10% of the number of issued Shares as at the date of passing of the relevant resolution (excluding Treasury Shares, if any), during the period up to 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 to be held; or (iii) the revocation or variation of the authority given by an ordinary resolution by the Shareholders in general meeting.

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 as a whole. 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 utilized 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 2025, 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, (i) Mr. Han, an executive Director, is beneficially interested in an aggregate of 56,846,331 Shares, of which 1,632,000 Shares were held directly by Mr. Han personally, 43,414,331 and 11,800,000 Shares were held under Excel Time Investments Limited ("**Excel Time**") and Hong Kong Able Trillion Group Limited, both Companies controlled by him, representing approximately 12.67% of the issued share capital of the Company; and (ii) Mr. Nan Yu is beneficially interested in an aggregate of 74,176,000 Shares under Infinity Holding Resources Limited, representing approximately 16.53% 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. Han and Mr. Nan Yu in the Company would increase to approximately 14.08% and 18.37% respectively, and such increase is not expected to give rise to an obligation 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 of the Company have been traded on the Stock Exchange during each of the pervious twelve months prior to the Latest Practicable Date were as follows:

	Trading price per Share	
Month	**Highest**	**Lowest**
	HK$	*HK$*
2024		
August	0.390	0.290
September	0.380	0.305
October	0.465	0.325
November	0.550	0.320
December	0.510	0.430
2025		
January	0.490	0.380
February	0.470	0.275
March	0.330	0.280
April	0.310	0.260
May	0.325	0.265
June	0.330	0.260
July	0.295	0.237
August (up to and including the Latest Practicable Date)	0.280	0.242

11. EXTENSION OF ISSUE MANDATE

A resolution will also be proposed at the 2025 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.

12. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders. The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

The Board notes that with effect from 11 June 2024, the Listing Rules have been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to the Companies Act, the Articles of Association, the Listing Rules, and/or rules of any relevant regulatory authority, market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution set out in agenda item No. 5(B) of the 2025 AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands. For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

The following sets out the information of the Directors, who will retire from office at the 2025 AGM pursuant to the Articles of Association and, being eligible, offer themselves for re-election.

EXECUTIVE DIRECTOR

Mr. Han Weining ("Mr. Han")

Mr. Han, aged 63, was appointed as an executive Director and the chief executive officer of the Company in February 2011 and June 2015, respectively. Mr. Han has resigned from the role of chief executive officer on 18 March 2025 while remaining as an executive Director. Mr. Han is currently a director of certain subsidiaries of the Company. From 1989 to 2006, he worked at Citect Corporation Limited, later acquired by Schneider Electric and his last position was the director of Asia Pacific. Mr. Han also served as an executive director of MOX Group in Australia. Mr. Han graduated from Zhejiang University (浙江大學) majoring in Wireless Electronic Technology and obtained Bachelor and Master Degree in Engineering in 1983 and 1986, respectively. He was elected as a member of the Institution of Engineers in Australia in 1994. Mr. Han is the sole shareholder of Excel Time, a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr. Han is also the sole shareholder of Hong Kong Able Trillion Group Limited.

Mr. Han has entered into a service contract with the Company as the chief executive officer of the Company and an executive Director for an initial term of three years commencing from 25 June 2015, which shall continue thereafter until terminated by either party giving to the other party not less than three months prior written notice. He is subject to retirement by rotation in accordance with the Articles of Association. Mr. Han is currently entitled to receive an annual salary (inclusive of director's fee) of HK$1,800,000 per annum. He is also entitled to a discretionary bonus to be recommended by the Remuneration Committee and determined by the Board. The remuneration package of Mr. Han is determined by his duties and responsibilities within the Group and the remuneration policy of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Han did not (i) hold any directorships in other listed company 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, Mr. Han had beneficial interest in an aggregate of 56,846,331 Shares, representing approximately 12.67% of the total issued share capital of the Company, of which 1,632,000 Shares were held directly by Mr. Han personally, 43,414,331 and 11,800,000 Shares were held under Excel Time and Hong Kong Able Trillion Group Limited. Save as disclosed above, as at the Latest Practicable Date, Mr. Han was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Li Mingqi (李明綺) ("Ms. Li")

Ms. Li, aged 57, 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 and was licensed under license series 7 and 63 at the registered representative level in the United States of America from May 2019. 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 United States of America, from March 2011 to November 2014. Ms. Li served as a business consultant of Seekers Advisors H.K. Limited from May 2015 to August 2016 and is currently a registered representative of Arkadios Capital and 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 renewed her letter of appointment with the Company for a term of three years commencing on 3 October 2022, which is automatically renewable for successive terms of three years upon the expiry of the said term, unless terminated by not less than three months' notice in writing served by either party on the other or otherwise in accordance with the terms of the letter of appointment. 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 has been determined with reference to her qualifications, experience, level of responsibilities undertaken, the prevailing market conditions and the recommendation from the Remuneration Committee of the Company. The remuneration of Ms. Li will be reviewed annually by the Remuneration Committee and the Board with reference to her 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, Ms. Li did not (i) hold any directorships in other listed company 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 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 Ms. Li.

The following is a summary of the main terms of the 2025 Share Option Scheme proposed to be adopted at the 2025 AGM.

1. PURPOSE OF THE 2025 SHARE OPTION SCHEME

(A) The 2025 Share Option Scheme is a share incentive scheme and is established to recognize and acknowledge the contributions which the Eligible Participants have made or may make to the Group.

(B) The 2025 Share Option Scheme will provide the Eligible Participants an opportunity to have personal stake in the Company with a view to achieving the following objectives:

(i) motivate the Eligible Participants to utilise their performance and efficiency for the benefit of the Group; and

(ii) attract and retain or otherwise maintain on-going relationship with the Eligible Participants whose contributions are or will be beneficial to the long term growth of the Group.

2. OPTIONS

(A) The Board shall, in accordance with the provisions of the 2025 Share Option Scheme, be entitled, at any time following the Adoption Date and before the 10th anniversary of the Adoption Date, to offer to grant an Option to any Eligible Participant whom the Board may, in its absolute discretion, select and subject to such conditions as the Board may think fit. In selecting an Eligible Participant, the Board may take into consideration matters including:

(i) the present contribution and expected contribution of the Eligible Participant to the Group's profits;

(ii) the Group's general financial condition;

(iii) the Group's overall business objectives and future development plan; and

(iv) the Eligible Participant's individual performance, time commitment to the Group, job responsibilities and function, and existing remuneration package.

In the case of Service Providers, which can be generally categorized as follow:

(a) in respect of its building intelligence operations business, suppliers that have already had successful products and services in China, and are willing to work with the Company on expansion to the international market by providing key hardware parts and core firmware source code;

(b) in respect of its building intelligence operations business, overseas companies that can assist in the marketing and promotion of the Group's products to large businesses and governmental organisations that would otherwise not have express interests in Chinese products;

(c) advisory services and consultancy services for the development and supervision of projects on areas related to control systems, building intelligence and data centre operation business that are necessary from a commercial perspective to help maintain or enhance the competitiveness of the Group. Notwithstanding the above, this does not include placing agents or financial advisers providing services for fundraising, mergers or acquisitions and professional services providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity;

the Board will, in assessing their eligibility, take into consideration the following additional criteria on a case by case basis:

(i) the expertise, qualifications and industry experience of the Service Provider;

(ii) the length of relationship between the Service Provider and the Group;

(iii) the track record of the Service Provider in delivering quality services;

(iv) the materiality and nature of the business relationship with the Group (such as whether such business dealings could be readily replaced by third parties); and

(v) additionally, for Service Providers providing services outlined in sub-paragraph (c) above, the frequency of their collaboration with the Group and their actual contribution to the Group's business affairs, for instance, the networks and connections they bring and the impact of their services on the Group's results of operations.

(B) Notwithstanding sub-paragraph (A) above, the total number of Shares issued and to be issued upon exercise of Options and/or vesting of awards involving new Shares granted and to be granted (whether under the 2025 Share Option Scheme or any other Share Scheme) to any single Eligible Participant, whether or not already a grantee, in any 12-month period shall be subject to a limit that it shall not exceed 1% of the Shares in issue (excluding Treasury Shares, if any) at the relevant time (the "**Individual Limit**"). Any grant or further grant of Options to an Eligible Participant (whether or not already a grantee) which would result in the Shares issued and that may be issued upon exercise of all Options and/or vesting of all awards involving new Shares granted and to be granted (whether under the 2025 Share Option Scheme or any other Share Scheme) to such Eligible Participant (excluding those Shares issued or issuable in respect of options and/or awards lapsed in accordance with the terms of the corresponding scheme) in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to the prior approval of Shareholders, on which approval the Eligible Participant, his or her close associates (or associates, if the Eligible Participant is a connected person) shall abstain from voting. The Company shall send a circular to the Shareholders containing all the terms required under the Listing Rules. The number and terms of Options proposed to be granted to such Eligible Participant shall be fixed before Shareholders' approval is sought. In respect of any Options to be granted, the date of the board meeting for proposing such Grant should be taken as the date of Grant for the purpose of calculating the exercise price.

(C) If in accordance with sub-paragraphs (A) and (B) above, the Board determines to grant an Option to an Eligible Participant, the Board shall forward to such Eligible Participant a letter of offer in such form as the Board may from time to time determine stating, amongst other things:

(i) the Eligible Participant's name (and, as applicable, staff number);

(ii) the date of grant (being the date of the letter of offer);

(iii) the number of Shares in respect of which the Option is granted;

(iv) the exercise price and the manner of payment of the exercise price for the Shares on, and in consequence of, the exercise of the Option;

(v) the vesting schedule in accordance with which the Option shall vest, provided that the vesting period in respect of an Option must be at least 12 months;

(vi) the Expiry Date;

(vii) the method of exercise of the Option which shall, unless the Board otherwise determines, be as set out in paragraph 5 below; and

(viii) any other terms and conditions relating to the Option (including, but not limited to, any minimum performance target(s) that must be reached before the Option can be exercised in whole or in part and any terms as to early termination of an Option) which are not inconsistent with the Share Option Scheme.

(D) subject to the terms and conditions upon which an Option is granted, the vesting period in respect of any Option granted to any Eligible Participant shall not be less than 12 months from the date of grant, provided that in respect of an Employee Participant, the Remuneration Committee (in the case where such Employee Participant is a Director or a senior manager identified by the Company) or the Directors (in the case where such Employee Participant is neither a Director nor a senior manager identified by the Company) shall have the authority to determine a shorter vesting period, if the Remuneration Committee (or, as the case may be, the Directors) considers that a shorter vesting period is appropriate to align with the purpose of the 2025 Share Option Scheme, including where:

(i) granting Options to new Employee Participants to replace the share options they forfeited (the "**Forfeited Options**") when leaving their previous employers (including any entity which, as a result of mergers and acquisitions by the Company, became a subsidiary of the Company). The vesting period for such Options may be the same as the remaining vesting period of the Forfeited Options (which may be less than 12 months);

(ii) grants to an Employee Participant whose employment is terminated due to death or disability or occurrence of any force majeure event;

(iii) grants to Employee Participants which are subject to performance-based vesting conditions (as opposed to time-based conditions). The Company may agree with the Employee Participant performance targets as a more effective yardstick to measure their contributions to the Group, such as time to launch a new product/service and/or the impact on the financial position of the Group;

(iv) grants that are made in batches during a year for administrative and/or compliance reasons, which include Options that should have been granted earlier but had to wait for subsequent batch. In such case, the vesting period may be shorter to reflect the time from which the Options would have been granted if not for such administrative or compliance requirements. The flexibility will minimize the risk of missing opportunities to co-operate with talents for merely administrative/compliance reason; and

(v) grants to Employee Participants with a mixed or accelerated vesting schedule such as where the Options may vest evenly over a period of 12 months. There will be circumstances that the adoption of a mixed performance-based vesting conditions and time-based conditions will better balance the purpose of the 2025 Share Option Scheme and the interests of the Shareholders.

(E) An Option shall be deemed to have been granted and accepted by the grantee and to have taken effect upon the date of grant unless the grantee rejects the grant in writing within 14 days after the date of grant. Any Option so rejected shall be deemed null and void and never to have been granted. Any rejected option will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit. HK$1 is payable by each Eligible Participant to the Company on acceptance of an offer of an Option, which shall be paid within 30 days from the date of the offer.

(F) An Option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option or attempt so to do. Any breach of the foregoing shall entitle the Company to cancel any outstanding Options or part thereof granted to such grantee (including, but not limited to, the Option in question).

(G) Any Options granted but not exercised may not be cancelled except with the written consent of the relevant grantee and the prior approval of the Board. Where the Company cancels Options and make a new grant to the same grantee, such new grant may only be made under the 2025 Share Option Scheme with available unissued Options within the limits prescribed by paragraph 7 below. Any cancelled Option will be regarded as utilised for the purpose of calculating the Scheme Limit and if the grantee is a Service Provider, the Service Provider Sublimit.

(H) Each grant of Options to any director, chief executive or substantial shareholder of the Company, or any of his or her associates shall be subject to the prior approval of the INEDs (excluding any INED in the circumstances where he or she or any of his or her associates is the proposed grantee). Where any grant of Options to a substantial shareholder of the Company or an INED, or to any of his or her respective associates, would result in the Shares issued and to be issued in respect of all Options and awards granted (whether under the 2025 Share Option Scheme or any other Share Scheme) to such person (excluding any options and/or awards lapsed in accordance with the terms of the corresponding scheme) in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding Treasury Shares, if any), such grant of Options shall be subject to prior approval by resolution of the Shareholders (voting by way of poll) on which the grantee, his or her associates and all core connected persons of the Company shall abstain from voting in favour; save that (for the avoidance of doubt), any such person may, without affecting the validity of the relevant resolution, vote against the relevant resolution at the general meeting provided that his/her/its intention to do so has been stated in the circular to be sent to the Shareholders in connection therewith and which contains all the terms required under the Listing Rules.

(I) Grant of Options may not be made:

(a) after inside information (having the meaning defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) has come to the knowledge of the Company until (and including) the trading day after it has been announced (including the date of announced the information) pursuant to the requirements of the Listing Rules; and

(b) during the period commencing 30 days immediately preceding the earlier of: (i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for approving the Company's results for any year, half-year or quarter-year period or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to publish its results for any year, half-year or quarter-year period under the Listing Rules, or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcements (or during any period of delay in publishing results announcements). For the avoidance of doubt, in compliance with the Listing Rules, a Director must not deal in any securities of the Company (and no Options may be granted to a Director) on any day on which its financial results are published and:

(i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and

(ii) during the period of 30 days immediately preceding the publication date of the quarterly results and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results, unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met as described in the Model Code for Securities Transactions by Directors of Listed Issuers.

(J) For the avoidance of doubt, no grant of any Options by the Company shall be made if a prospectus is required to be issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws or if such grant will result in the breach by the Company or the Directors of any applicable securities laws and regulations in any jurisdiction.

3. PERFORMANCE TARGETS AND CLAWBACK MECHANISM

The Board may, on a case-by-case basis and at its absolute discretion when offering the grant of an Option, impose any conditions, restrictions or limitations in relation thereto in addition to those expressly set forth in the 2025 Share Option Scheme as it may think fit, including, inter alia, the vesting period of the Options and conditions relating to the achievement of operating or financial targets. Performance targets serve as an incentive for Eligible Participants to work towards the development of the Group and aligns their interests, through contributions in meeting the performance targets, with the interests of the Group in line with the purpose of the 2025 Share Option Scheme. Where no performance targets are to be imposed, the Board would have considered the Eligible Participant's past contributions to the Group in determining the grant of the Options which would serve as a reward and help to maintain high-calibre Eligible Participants of the Group.

For the avoidance of doubt, performance targets will not apply to Option(s) which may be made to the INEDs.

Subject to the paragraph below, unless the Board otherwise determined and stated in the offer of the grant of Options to a grantee, there is no clawback mechanism under the 2025 Share Option Scheme to recover or withhold the Options granted to any Eligible Participant.

Where there has been an occurrence of misconduct, such as: (i) any material misstatements or omissions in the Company's financial statements by a grantee; (ii) any violation by a grantee of confidentiality or non-competition obligations owed to the Group, or any leakage by such grantee of the Group's trade secrets, intellectual property or proprietary information; (iii) any termination of employment contracts by a grantee without notice or payment in lieu of notice; (iv) any conviction of any criminal offence by a grantee involving integrity or honesty; or (v) any conduct of a grantee that has material adverse effect to the reputation or interests of the Group, the Options granted but not yet exercised shall be subject to clawback automatically. The clawback of Options granted to the Directors and senior management of the Group, and any grants of Options to the Directors and senior management of the Group without clawback, shall be further subject to the approval of the Board and Remuneration Committee and any other requirements under the Listing Rules.

4. EXERCISE PRICE

The exercise price in relation to each Option shall be determined by the Board in its absolute discretion but in any event shall not be less than the higher of (i) the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant; and (ii) the average closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five (5) business days immediately preceding the date of grant.

5. EXERCISE OF OPTIONS

(A) An Option may, subject to the terms and conditions upon which such Option is granted, be exercised in whole or in part in the manner set out in this paragraph 5. An Option may be exercised during the period commencing on the vesting date of the Option and expiring on the close of business of the date of expiry of the Option as specified in the offer letter in respect thereof, which date shall not be later than the day last preceding the 10th anniversary of the date of grant of the Option (the "**Option Period**") only by the grantee (or his or her legal personal representative(s)) giving notice in writing to the Company (in such form and in such manner and procedure as the Company may require, either generally or on a case by case basis; such form, manner and procedure may be changed by the Company from time to time) stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Where the Option is exercised in part, it must be exercised for such number of Shares as represent the board lot for dealings in Shares traded on the Stock Exchange, or an integral multiple thereof, save that any last exercise of an Option over the residual balance of Shares the subject of such Option may be exercised in full irrespective of whether or not such Shares represent a board lot or an integral multiple thereof. Each such notice must be accompanied by a remittance for the full amount of the exercise price for the Shares in respect of which the notice is given. Within 28 days after receipt of the notice and the remittance and, where appropriate, receipt of the Auditor's or independent financial adviser's written confirmation pursuant to paragraph 8 below, the Company shall allot and issue the relevant Shares to the grantee (or his or her nominee or legal personal representative(s)) credited as fully paid and issue to the grantee (or his or her nominee or legal personal representative(s)) certificates in respect of the Shares so allotted.

(B) Subject to the terms and conditions upon which an Option is granted, such Option (to the extent vested but not already exercised) may be exercised by the grantee at any time during the Option Period, provided that:

(i) in the event of:

(a) the grantee ceasing to be an Eligible Participant for any reason other than his or her death or any of the circumstances set out in sub-paragraph 6(A)(iv) below; or

(b) the grantee ceasing to be an employee of any member of the Group, notwithstanding that he or she might otherwise constitute an Eligible Participant in some other capacity,

the Option shall lapse 3 months after the date of such cessation and shall not be exercisable thereafter, unless the Board determines otherwise (and whether such determination is made before or after the date of such cessation), in which event the Option shall be exercisable to the extent and within such period as the Board may determine;

(ii) if the grantee dies before exercising the Option in full and, in the case of an employee of any member of the Group at the date of death, none of the events for termination of employment under sub-paragraph 6(A)(iv) below exists with respect to such grantee (and subject always to the provisions of sub-paragraph 6(B) below), the personal representative(s) of the grantee shall be entitled, within a period of 12 months from the date of death, to exercise the Option up to the entitlement of such grantee as at the date of death;

(iii) if a general offer (other than one by way of scheme of arrangement) is made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in concert with the offeror) and such offer becomes or is declared unconditional prior to the Expiry Date of the relevant Option, the Company shall forthwith give notice thereof to the grantee and the grantee shall be entitled to exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent specified by the Company pursuant to sub-paragraph (C)(ii) below at any time within such period as shall be specified by the Company;

(iv) if a general offer by way of scheme of arrangement is made to all the holders of Shares and has been approved at the requisite meetings in the manner prescribed by the Companies Act, the Companies Ordinance and/or the Takeovers Code (where applicable), the Company shall forthwith give notice thereof to the grantee and the grantee may at any time thereafter (but before such time as shall be specified by the Company) exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent specified by the Company pursuant to sub-paragraph (C)(ii) below;

(v) in the event a notice is given by the Company to its Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the grantee and the grantee may at any time thereafter (but before such time as shall be specified by the Company) exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent specified by the Company pursuant to sub-paragraph (C)(ii) below, and the Company shall as soon as possible, and in any event no later than 3 days prior to the date for which the Shareholders' meeting is convened, allot, issue and register in the name of the grantee such number of fully paid Shares as fall to be issued on exercise of such Option; and

(vi) in the event of any scheme of arrangement between the Company and its members and/or creditors (other than a scheme of arrangement contemplated in sub-paragraph (B)(iv) above), the Company shall, having given notice of the meeting to its members and/or creditors to consider such scheme, forthwith give notice of the same to the grantee, and the grantee may at any time thereafter (but before such time as shall be specified by the Company) exercise the Option to its full extent or, if the Company shall give the relevant notification, to the extent specified by the Company pursuant to sub-paragraph (C)(ii) below.

(C) For the purpose of this paragraph 5:

(i) any references to exercising an Option shall refer to exercising that Option up to the extent not already exercised;

(ii) pursuant to sub-paragraphs (B)(iii), (iv), (v) and (vi) above, the Company may, in its discretion, notwithstanding the terms of the relevant Option, at the same time as giving the notice provided for under each of those sub-paragraphs, also give notification to a grantee that his or her Option (to the extent vested but not already exercised) may be exercised at any time within such period as shall be specified by the Company and/or to the extent (not being less than the extent to which it could then be exercised in accordance with its terms) specified by the Company; and

(iii) if the Company gives the notification under sub-paragraph (C)(ii) above that an Option can be exercised in part only, the balance of the Option shall, on the giving of such notification, lapse.

(D) The Shares to be allotted and issued upon the exercise of an Option shall be subject to all the provisions of the Bye-laws for the time being in force and will rank pari passu in all respects with the fully paid Shares in issue (excluding Treasury Shares, if any) on the date the name of the grantee (or his or her nominee or legal personal representative(s)) is registered on the register of members of the Company. Prior to the grantee (or his or her nominee or legal personal representative(s)) being so registered, the grantee (or his or her nominee or legal personal representative(s)) shall not have any voting, dividend, transfer and other rights (including those arising on a liquidation of the Company) in respect of the Shares to be allotted and issued upon the exercise of the Option.

6. EXPIRY OF OPTION

(A) An option shall lapse automatically (to the extent not already exercised) on the earliest of:

(i) the close of business on the Expiry Date;

(ii) the expiry of any of the periods referred to in sub-paragraph 5(B) above;

(iii) subject to sub-paragraph 5(B)(v) above, the date of commencement of the winding-up of the Company;

(iv) in the case of a grantee, the date on which:

(a) he or she ceases to be an employee, following his or her resignation from the employment of any member of the Group, in which event the Option shall lapse after such period, not being more than one month after the date of cessation, as the Board may determine); or

(b) his or her employment with any member of the Group is terminated on the grounds that he or she is summarily dismissed, is guilty of serious misconduct, is declared bankrupt or makes an arrangement or composition with his or her creditors generally, or is convicted of any criminal offence involving his or her integrity or honesty;

(v) the date on which the Board exercises the Company's right to cancel the Option at any time after the grantee commits a breach of sub-paragraph 2(F) above

A resolution of the Board to the effect that the employment of a grantee has been terminated, on one or more of the grounds specified in sub-paragraph 6(A)(iv)(b) above shall be conclusive evidence thereof.

(B) If the grantee is an employee of any member of the Group then, notwithstanding any other term of the 2025 Share Option Scheme or of the grant of the relevant Option (but subject always to any waiver or extension granted by the Board), such Option shall lapse automatically (to the extent not already exercised) should he or she cease to be so employed for any reason whatsoever (including his or her death) during the 12-month period following the date of grant.

7. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

The total number of new Shares which may be issued pursuant to the exercise of Options granted under the 2025 Share Option Scheme must not exceed 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.

As at the Latest Practicable Date, there were 448,741,440 Shares in issue. Assuming there is no change to the number of issued Shares between the Latest Practicable Date and the Adoption Date, the Scheme Limit will be 44,874,144, subject to the Scheme Mandate Limit.

The total number of new Shares which may be issued in respect of all options and awards granted and to be granted under the 2025 Share Option Scheme and all other Share Scheme(s) which are funded by the issue of new Shares, must not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of approval by the Shareholders of a Share Scheme or a refreshment of the scheme mandate under a Share Scheme, whichever is later (the "**Scheme Mandate Limit**").

8. TRANSFERABILITY OF OPTIONS

8.1 Except for the transmission of an Option on the death of an Option Holder to his/her Personal Representative(s) as provided for in paragraph 2(D), an Option Holder cannot sell, transfer, assign, charge, mortgage, encumber or create any interest in favour of any third party over or otherwise dispose of any of his/her Options or purport to do any of the foregoing. If an Option Holder does any of the foregoing, whether voluntarily or involuntarily, the Option will immediately and automatically lapse.

8.2 In the event of death of the Option Holder (being an individual) before exercising the Option in full, his/her Personal Representative(s) may exercise the Option (to the extent vested and exercisable and not already exercised as at the date of his/her death) either in full or in part within 12 months following his/her death or such longer period as the Board may determine.

9. CAPITAL RESTRUCTURING

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable, whether by way of capitalisation of profits or reserves, rights issue, sub-division or consolidation of Shares or reduction of share capital of the Company in accordance with applicable laws, rules and regulatory requirements (except on an issue of securities by the Company as consideration in a transaction which shall not be regarded as a circumstance requiring alteration or adjustment), such corresponding alterations (if any) shall be made in:

(i) the number of Shares subject to any Option so far as such Option remains unexercised; and/or

(ii) the exercise price,

or any combination thereof, in accordance with the Listing Rules.

Any such alterations must give an Eligible Participant the same proportion of the equity capital, rounded to the nearest whole Share, as that to which that person was previously entitled but no such adjustments may be made to the extent that a Share would be issued at less than its nominal value (if any). In respect of any such adjustments, other than any made on a capitalisation issue, the Auditor or an independent financial adviser engaged by the Company for this purpose must confirm to the Directors in writing that the adjustments satisfy the requirements set out in the Listing Rules.

10. ALTERNATION OF THE SCHEME

The 2025 Share Option Scheme may be altered in any respect by a resolution of the Board except:

(A) any alterations to the terms and conditions of the 2025 Share Option Scheme which are of a material nature or any alterations to the provisions relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of participants must be approved by the Shareholders in general meeting;

(B) any change to the authority of the Directors of the 2025 Share Option Scheme to alter the terms of the 2025 Share Option Scheme must be approved by the Shareholders in general meeting;

(C) any change to the terms of the Option granted to a participant must be approved by the Board, the remuneration committee of the Company, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Options was approved by the Board, the remuneration committee of the Company, the independent non-executive Directors and/or the Shareholders (as the case may be). This requirement does not apply where the alterations take effect automatically under the existing terms of the 2025 Share Option Scheme; and

(D) the amended terms of the 2025 Share Option Scheme or the Options must still comply with the relevant requirements of the Chapter 17 of the Listing Rules.

11. TERMINATION

The Company by resolution in general meeting or the Board may at any time terminate the operation of the 2025 Share Option Scheme and in such event no further Options shall be granted thereunder but in all other respects the provisions of the 2025 Share Option Scheme shall in all other respects remain in force and Options granted prior to such termination shall continue to be valid and exercisable in accordance with the 2025 Share Option Scheme.

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 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.