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SONAVOX INTERNATIONAL HOLDINGS LIMITED

上聲國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8226)

VOLUNTARY ANNOUNCEMENT

Reference is made to the announcement of the Company dated 5 January 2011 in relation to the business development of the Company of which negotiation is carried out by the Company with regards to investment in certain environment relation business in relation to heat generation project in Thailand.

The Board is pleased to announce that on 9 January 2011, the Purchasers entered into the Agreement with the Vendor in relation to the Acquisition, pursuant to which the Vendor has agreed to sell and procure to sell and the Purchasers have agreed to acquire the Sale Shares (representing the entire issued share capital of the Target Company) at the Consideration of HK\$5,500,000. The Acquisition is subject to the satisfaction of the conditions as set out in the paragraph headed “Conditions precedent” below.

Upon completion of the Acquisition, the Company will indirectly hold 100% of the entire issued share capital of the Target Company. The Target Company will be regarded as a subsidiary of the Group and the accounts of the Target Company will be consolidated into the financial statements of the Group.

Agreement

Date:

9 January 2011

Parties:

1. the Purchaser 1
2. the Purchaser 2
3. the Purchaser 3
4. the Vendor

In addition, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Vendor and their respective associates are third parties independent of the Company and connected persons of the Company.

Target Company

The entire issued share capital of the Target Company is beneficially held by the Vendor and two other shareholders of the Target Company as to 99.9999% and 0.0001% respectively.

The Target Company does not carry on business currently and does not hold any subsidiary nor has any investment in any other company, partnership, corporation or unincorporated association. Currently, the Target Company is in negotiation with certain heat generation project in Thailand.

Assets to be acquired

Pursuant to the terms and conditions of the Agreement, the Vendor has conditionally agreed to sell and procure to sell and the Purchasers have conditionally agree to acquire the Sale Shares of which the Purchaser 1, the Purchaser 2 and the Purchaser 3 will acquire 1,500,000 shares of the Sale Shares, 480,000 Shares of the Sale Shares and 20,000 shares of the Sale Shares respectively.

As at 31 December 2010, the audited net asset value of the Target Company as prepared in accordance with the Thailand GAAP was approximately Baht 9.5 million (approximately HK\$2.5 million).

The audited net loss of the Target Company as prepared in accordance with the Thailand GAAP was approximately Baht 557,000 (approximately HK\$127,000) for the year ended 31 December 2009 while the audited net loss of the Target Company as prepared in accordance with the Thailand GAAP was approximately Baht 14,000 (approximately HK\$3,000) for the year ended 31 December 2010.

It is warranted by the Vendor that the net asset value of the Target Company shall not be less than HK\$3,700,000 as at the Completion Date.

Upon completion of the Acquisition, the Purchasers will hold the entire issued share capital of the Target Company. The Target Company will be regarded as a subsidiary of the Group and the accounts of the Target Company will be consolidated into the financial statements of the Group.

The Consideration

The Consideration of HK\$5,500,000 shall be settled by Purchasers in the following manner:

- (a) as to HK\$3,000,000 payable by the Purchasers by wire transfer on the first business day subsequent to the date of signing of the Agreement which is a deposit paid by the Purchasers to the Vendor and shall be regarded as part of the consideration to be paid by the Purchasers to the Vendor upon completion of the Agreement; and
- (b) as to HK\$2,500,000 payable by the Purchasers by bank's cashier cheque or by any other means of payment acceptable to the Vendor upon completion of the Agreement.

In the event that the conditions precedents are not fulfilled or the Vendor fails to sell the Sale Shares and, as a result, completion does not take place, the Vendor shall return the deposit of HK\$3,000,000 to the Company within 3 business days after the termination of the Agreement. However, in the event that the conditions precedent are fulfilled but the Purchasers fail to purchase the Sale Shares, the Vendor shall forfeit the deposit of HK\$3,000,000.

The Consideration shall be borne by the Purchaser 1, the Purchaser 2 and the Purchaser 3 as to HK\$4,125,000, HK\$1,320,000 and HK\$55,000 respectively.

Basis of the Consideration

The Consideration was determined among the Company and the Vendor after arm's length negotiations and on normal commercial terms, taking into account the audited net asset value, the said warranted net asset value and the future prospect of the Target Company.

Conditions precedent

Completion of the Acquisition is subject to the satisfactory fulfilment of the following, inter alia, conditions:

- (a) the Vendor has provided the Purchasers with the written evidence, satisfactory to the Purchasers, showing that all shares of the Target Company have been duly and fully paid up;

- (b) all necessary consents and approvals required to be obtained on the part of the Vendor in respect of the Agreement and the transactions contemplated thereby having been obtained;
- (c) the representations, warranties and undertakings made by the Vendor under the Agreement remaining true and accurate and there is no breach of any covenants and undertakings on the part of the Vendor;
- (d) all approvals and authorizations required under the applicable laws for the Vendor to enter into the Agreement and implement the transaction contemplated thereunder the Agreement have been obtained by the Vendor; and
- (e) since the date of the Agreement, no war, riot or violent demonstration has occurred or has been held such as would affect the value of the Sale Shares.

The Purchasers may at its absolute discretion at any time waive in writing all of the conditions set out in (a) to (e) above (to the extent it is capable of being waived) and such waiver may be made subject to such terms and conditions as are determined by the Purchasers. If the conditions have not been satisfied on or before 14 January 2011, or such later date as the Vendor and the Purchasers may agree in writing, the Vendor shall forthwith refund the deposit of HK\$3,000,000 paid by the Purchasers to the Vendor pursuant to the Agreement.

Completion

Completion shall take place on the Completion Date.

Reasons for the Acquisition

The Group is principally engaged in the investment holding, manufacturing and sale of loudspeaker systems to customers in the PRC and overseas markets. It is the tentative plan of the Company that the Company would use the Target Company to conduct negotiation with regards to investment in certain heat generation project in Thailand. The Directors believe that the terms of the transaction are fair and reasonable and in the interest of the Shareholders as a whole.

DEFINITIONS

“Acquisition”	the acquisition of the Sale Shares of the Target Company pursuant to the terms and conditions of the Agreement
“Agreement”	the sale and purchase agreement dated 9 January 2011 entered into between the Purchasers and the Vendor
“Baht”	baht, the lawful currency of Thailand
“Board”	the board of Directors

“Company”	Sonavox International Holdings Limited, a company incorporated in the Cayman Islands whose Shares are listed and traded on the GEM
“Completion Date”	the 14 January 2011 or such other date as the Vendor and the Purchasers may agree otherwise
“Consideration”	HK\$5,500,000
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Purchaser 1”	Most Best Group Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which are beneficially owned by the Company indirectly
“Purchaser 2”	Modern Excel Group Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which are beneficially owned by the Company indirectly
“Purchaser 3”	Goodwill Capital Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which are beneficially owned by the indirectly
“Purchasers”	the Purchaser 1, the Purchaser 2 and the Purchaser 3

“Sale Shares”	an aggregate of 2,000,000 shares with par value of Baht 10 each of the Target Company, of which 1,999,998 shares of the Target Company are beneficially owned and fully paid up by the Vendor and 2 shares of the Target Company are beneficially owned and fully paid up by two other shareholders of the Target Company
“Share(s)”	the share of HK\$0.01 each of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Time Pro International Company Limited, a private limited company incorporated in Thailand
“Thailand”	the Kingdom of Thailand
“Thailand GAAP”	the generally accepted accounting practices in Thailand
“Vendor”	Miss Nitchakan Chanthanasirikun, a Thai citizen

By Order of the Board
Sonavox International Holdings Limited
Shan Xiaochang
Chairman

Hong Kong, 10 January 2011

As at the date of this announcement, the Board comprises seven Directors namely Mr. Shan Xiaochang, Ms. Shan Zhuojun, Mr. Ma Arthur On-hing and Mr. Yang Ching Yau, being the executive Directors, and Mr. Lee Kam Fan, Andrew, Mr. Wang Jialian, and Mr. Wang Zhihua, being the independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company at www.sonavox.com.hk.