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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)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The board of Directors (the "Board") announces that a special resolution for amending the Articles will be proposed at the annual general meeting of the Company to be held on 28th April 2004 to ensure compliance of the Articles with the amended GEM Listing Rules.

A circular containing details of the proposed amendments to the Articles will be despatched to the shareholders of the Company as soon as practicable.

As announced by the Stock Exchange in its press release dated 30th January 2004, the Stock Exchange has revised the GEM Listing Rules based on the results of the Consultation Conclusions on Proposed Amendments to the Listing Rules relating to Corporate Governance Issues. To ensure compliance with the revised Appendix 3 to the GEM Listing Rules which will come into effect on 31st March 2004, subject to certain transitional arrangements, a special resolution for amending the articles of association ("Articles") of the Company will be proposed at the annual general meeting of the Company to be held on 28th April 2004.

In general, the proposed amendments to the Articles are to be made to conform to the following that relates to corporate governance:

- (a) the minimum seven-day period of lodgment by the shareholders of notice to nominate a director shall commence no earlier than the date after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting;

- (b) a director shall abstain from voting at the meeting of the Board on any matter in which the director or any of his associates has a material interest and not to be counted towards the quorum of the relevant meeting of the Board; and
- (c) where any shareholder is, under the amended GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

A circular containing details of the proposed amendments to the Articles will be despatched to the shareholders of the Company as soon as practicable.

By Order of the board of directors of
Sonavox International Holdings Limited
Yang Tsu Ying
Chairman

Hong Kong, 22nd March 2004

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