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**Fame Global Enterprises Limited**

*(incorporated in the British Virgin Islands  
with limited liability)*



**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)*

**JOINT ANNOUNCEMENT  
IN RELATION TO**

- (1) DESPATCH OF THE OFFER DOCUMENT;  
(2) DESPATCH OF THE CIRCULAR IN RESPECT OF MAJOR AND  
CONNECTED TRANSACTION AND SPECIAL DEALS IN RELATION TO THE  
DISPOSALS OF INDIGO ENTERPRISES INC. AND  
TARAKI SERVICES COMPANY LIMITED;  
(3) DELAY IN DESPATCH OF THE RESPONSE DOCUMENT;  
AND  
(4) THE REQUIRED FINANCIAL INFORMATION OF INDIGO GROUP**

**Financial adviser to Fame Global  
Enterprises Limited**



**Financial adviser to Sonavox International  
Holdings Limited**



**Independent financial adviser to  
the Independent Board Committee and the Independent Shareholders**



**Despatch of the Offer Document**

The Offer Document, together with the Form(s) of Acceptance, have been despatched to the Independent Shareholders, the Bondholders and the Optionholders on 6 August 2010.

**Despatch of the Circular**

The Circular containing, among other things, (i) further details of the Disposals; (ii) the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser in respect of the Indigo Agreement and the Taraki Agreement and transactions contemplated thereunder; and (iii) a notice convening the EGM, has been despatched to the Shareholders on 6 August 2010.

### **The Required Financial Information of the Indigo Group**

The Required Financial information of the Indigo Group is set out below and included in the Circular.

### **Delay in despatch of the Response Document**

The Company has applied to the Executive for the extension of the posting time of the Response Document from 20 August 2010 to a date no later than 27 August 2010 and the Offeror has given consent to the extension of the first closing date of the Offers by the number of days in respect of which the posting of the Response Document is delayed. The consent for the delay in despatch of the Response Document from the Executive has been obtained. Accordingly, the latest time for the despatch of the Response Document will be on 27 August 2010 and the first closing date of the Offers will be extended from 3 September 2010 to 10 September 2010.

### **The Offers**

The Offers have been opened for acceptance from Friday, 6 August 2010 and will close for acceptance at 4:00 p.m. on Friday, 10 September 2010 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The latest time and date for acceptance of the Offers is 4:00 p.m. on Friday, 10 September 2010.

Reference is made to the joint announcement of the Offeror and the Company dated 16 July 2010 (the "Joint Announcement") in relation to, among other things, the Offers and the Disposals. Unless the context otherwise requires, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

### **Despatch of the Offer Document**

The offer document in respect of the Offers (the "Offer Document"), together with the related form(s) of acceptance (the "Form(s) of Acceptance"), have been despatched to the Independent Shareholders, the Bondholders and the Optionholders on 6 August 2010.

### **Despatch of the Circular**

The Circular containing, among other things, (i) further details of the Disposals; (ii) the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser in respect of the Indigo Agreement and the Taraki Agreement and transactions contemplated thereunder; and (iii) a notice convening the EGM, has been despatched to the Shareholders on 6 August 2010.

### **The Required Financial information of the Indigo Group**

As mentioned in the Joint Announcement, the Company has applied to the Stock Exchange for a waiver for including the Required Financial Information in the Joint Announcement and the Stock Exchange has granted such waiver to the Company. The Required Financial Information is disclosed below and included in the Circular.

Set out below are the audited financial results of the Indigo Group for the two years ended 31 December 2009:

	<b>For the year ended</b>	
	<b>31 December</b>	
	<b>2009</b>	<b>2008</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	63,833	94,259
Loss before taxation	6,962	3,553
Loss after taxation	6,962	3,553

According to the management accounts of the Indigo Group for the six months ended 30 June 2010, the unaudited consolidated net liabilities of Indigo as at 30 June 2010 was approximately HK\$5.38 million. The Company is expected to recognise a gain for the disposal of the Indigo Sale Share and Indigo Sale Loan of approximately HK\$7.2 million based on the difference between the consideration of the disposal of the Indigo Sale Share and the Indigo Sale Loan and the aggregate of the consolidated net liabilities of Indigo and the amount of the Indigo Sale Loan of approximately HK\$41.9 million as at 30 June 2010. The Directors confirm that there will not be material difference in the amount of the Indigo Sale Loan at completion of the Indigo Agreement.

The Company would like to clarify a typographical error made on page 15 of the Joint Announcement, the amount of the Indigo Sale Loan as at 31 December 2009 should be approximately HK\$38 million instead of approximately HK\$18.8 million.

#### **Delay in despatch of the Response Document**

Pursuant to Rule 8.4 of the Takeovers Code, unless the Executive's consent is obtained, the Company is required to post the offeree board circular in response to the Offers (the "Response Document") to the Independent Shareholders, the Bondholders and the Optionholders within 14 days from the date of posting of the Offer Document, that is, on or before 20 August 2010. The Company has applied to the Executive for the extension of the posting time of the Response Document from 20 August 2010 to a date no later than 27 August 2010 in order for the Independent Board Committee and the Independent Financial Adviser to give their respective advice on the Offers in a more informed manner after taking into consideration the completion or non-completion (as the case may be) of the Disposals (which are conditional upon, among other things, the approval by the Independent Shareholders at the EGM). The Offeror has given consent to the extension of the first closing date of the Offers by the number of days in respect of which the posting of the Response Document is delayed. The consent for the delay in despatch of the Response Document from the Executive has been obtained. Accordingly, the latest time for the despatch of the Response Document will be on 27 August 2010 and the first closing date of the Offers will be extended from 3 September 2010 to 10 September 2010. Further announcement will be made by the Company in relation to the despatch of the Response Document as and when appropriate.

## **The Offers**

The Offers have been opened for acceptance from Friday, 6 August 2010 and will close for acceptance at 4:00 p.m. on Friday, 10 September 2010 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The latest time and date for acceptance of the Offers is 4:00 p.m. on Friday, 10 September 2010.

**The Independent Shareholders, the Bondholders and the Optionholders are reminded to read the Offer Document and the Form(s) of Acceptance carefully. The Independent Shareholders, the Bondholders and the Optionholders are also reminded to read the Response Document carefully, including the letter from the Board, the recommendation of the Independent Board Committee, the advice of the Independent Financial Adviser and other information about the Group, before deciding whether or not to accept the Offers.**

**The Independent Shareholders are advised to read the Circular carefully, including the letter from the Independent Board Committee and the letter from the Independent Financial Adviser, before deciding on their voting on the resolutions to be proposed at the EGM.**

For and on behalf of  
**Fame Global Enterprises Limited**  
**Shan Xiaochang**  
*Sole Director*

By order of the Board  
**Sonavox International Holdings Limited**  
**Yang Tsu Ying**  
*Chairman*

Hong Kong, 6 August 2010

*As at the date of this joint announcement, the Board comprises five Directors namely Mr. Yang Tsu Ying and Mr. Yang Ching Yau, being the executive Directors, and Mr. Yiu Chi Wah, Mr. Fan Chi Fai, Paul and Mr. Lee Fang Yu, being the independent non-executive Directors.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Shan Xiaochang.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, Newwood and parties acting in concert with it), and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, Newwood and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*This joint 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 joint 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 joint announcement misleading.*

*This joint announcement will remain on the GEM website at [www.hkgem.com](http://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](http://www.sonavox.com.hk).*