

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting ("EGM") of Sonavox International Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") will be held at 14th Floor, Kam Sang Building, 255-257 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Monday, 23 August 2010 for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. **"THAT,**

- (i) subject to the consent of the Executive Director of Corporate Finance Division of the Securities and Futures Commission of Hong Kong pursuant to rule 25 of The Code on Takeovers and Mergers of Hong Kong, the disposal agreement (the "**Indigo Agreement**") dated 12 July 2010 (a copy of the Indigo Agreement has been produced to this meeting, marked "A" and signed by the Chairman of this meeting for the purpose of identification and the details of which are set out in the circular of the Company dated 6 August 2010 (the "Circular"), a copy of which has been produced to this meeting, marked "B" and signed by the Chairman of this meeting for the purpose of identification) in relation to the disposal by the Company of the entire issued share capital in and the entire shareholder's loan due by Indigo Enterprises Inc. entered into between the Company and Newwood Consultancy Limited ("Newwood") at a total consideration of HK\$43,753,187.50, and the transactions contemplated under the Indigo Agreement, be and are hereby approved, confirmed and ratified; and
- (ii) the Directors, acting together, individually or by committee, be and are hereby authorised to take such actions, do such things and execute such further documents or deeds for and on behalf of the Company as such Directors may, in their opinion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Indigo Agreement and any transactions contemplated thereunder."

2. “THAT,

- (i) subject to the consent of the Executive Director of Corporate Finance Division of the Securities and Futures Commission of Hong Kong pursuant to rule 25 of The Code on Takeovers and Mergers of Hong Kong, the disposal agreement (the “**Taraki Agreement**”) dated 12 July 2010 (a copy of the Taraki Agreement has been produced to this meeting, marked “C” and signed by the Chairman of this meeting for the purpose of identification and the details of which are set out in the Circular, a copy of which has been produced to this meeting, marked “B” and signed by the Chairman of this meeting for the purpose of identification) in relation to the disposal by Taraki Inc., a wholly-owned subsidiary of the Company, of the entire issued share capital in and the entire shareholder’s loan due by Taraki Company Services Limited entered into between Taraki Inc. and Newood at a total consideration of HK\$8,000,000, and the transactions contemplated under the Taraki Agreement, be and are hereby approved, confirmed and ratified; and
- (ii) the Directors, acting together, individually or by committee, be and are hereby authorised to take such actions, do such things and execute such further documents or deeds for and on behalf of the Company as such Directors may, in their opinion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Taraki Agreement and any transactions contemplated thereunder.”

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

Hong Kong, 6 August 2010

*Registered office:*  
Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
George Town  
Grand Cayman  
British West Indies

*Head office and principal place of  
business in Hong Kong:*  
14th Floor  
Kam Sang Building  
255-257 Des Voeux Road Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged with the Company's branch registrar in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the board of directors of the Company (the "Directors") comprises two executive Directors, namely Mr. Yang Tsu Ying and Mr. Yang Ching Yau; and three independent non-executive Directors namely Mr. Yiu Chi Wah, Mr. Fan Chi Fai, Paul and Mr. Lee Fang Yu.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of the Stock Exchange 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from its date of posting and on the Company's website at [www.sonavox.com.hk](http://www.sonavox.com.hk).*