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If you have sold or transferred all your shares in **Sonavox International Holdings Limited** (上聲國際控股有限公司), you should at once hand this circular to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.


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 CHANGE OF COMPANY NAME,

**REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice convening the EGM (to be held at 10:00 a.m. on Tuesday, 4 January 2011) is set out on pages 8 to 9 of this circular. Proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible to the Company's Hong Kong branch share registrar, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for seven days from the date of its posting and on the website of the Company at <http://www.sonavox.com.hk>.

13 December 2010

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Announcement”	the announcement dated 8 December 2010 made by the Company in relation to the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	Sonavox International Holdings Limited, a company incorporated in the Cayman Island whose shares are listed and traded on the GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 4 January 2011 at 10:00 a.m., for the purpose of approving the Proposed Change of Company Name and the refreshment of the Scheme Mandate Limit as referred to in this circular
“EGM Notice”	the notice convening the EGM set out on pages 8 to 9
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 December 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the Listing Committee of the Stock Exchange
“Proposed Change of Company Name”	the change of the Company’s English name from “Sonavox International Holdings Limited” to “Sunrise (China) Technology Group Limited” and the adoption of the Company’s Chinese name as “中昱科技集團有限公司”

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all share options granted by the Company which shall not in aggregate exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme approved by the Shareholders and adopted by the Company on 8 July 2002
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Shan Xiaochang (*Chairman*)

Ms. Shan Zhuojun

Mr. Ma Arthur On-hing

Mr. Yang Ching Yau

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent Non-Executive Directors:

Mr. Lee Kam Fan, Andrew

Mr. Wang Jialian

Mr. Wang Zhihua

Principal Place of Business in Hong Kong:

Room 2104

Harcourt House

39 Gloucester Road

Wanchai, Hong Kong

13 December 2010

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME,

**REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

In the Announcement, the Board announced that the Company proposed to change the English name of the Company from “Sonavox International Holdings Limited” to “Sunrise (China) Technology Group Limited” and adopt “中昱科技集團有限公司” as the Chinese name of the Company.

The purpose of this circular is to give you (i) further information regarding the Proposed Change of Company Name; (ii) information regarding the proposed refreshment of the Scheme Mandate Limit; and (iii) the EGM Notice at which a special resolution and an ordinary resolution will be proposed to consider and, if thought fit, approve the Proposed Change of Company Name and the refreshment of the Scheme Mandate Limit respectively.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the name of the Company to “Sunrise (China) Technology Group Limited” and adopt “中昱科技集團有限公司” as the Chinese name of the Company.

REASON FOR THE CHANGE OF COMPANY NAME

The Board considers that the Proposed Change of Company Name will provide the Company with a fresh new corporate image and identity which will be in the interests of the Company.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to:

- (a) the approval for the use of the proposed new English and Chinese names of the Company by the Registrar of Companies in the Cayman Islands; and
- (b) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at an extraordinary general meeting of the Company.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English and Chinese names of the Company on the register of companies in place of the existing Company name. Further announcement will be made by the Company regarding the effective date of the Proposed Change of Company Name and the change of the stock short name for the trading of the Company’s shares on the GEM as and when appropriate.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company are valid for trading, settlement and registration purposes. There will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. However, only new share certificates of the Company will be issued under the new name of the Company after the Proposed Change of Company Name has become effective.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all share options granted or to be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of issued Shares as at the date of adoption of the Share Option Scheme, being 8 July 2002. During the period from the date of adoption of the Share Option Scheme to the Latest Practicable Date, the Scheme Mandate Limit has not been refreshed.

LETTER FROM THE BOARD

On the date of adoption of the Share Option Scheme, 320,000,000 Shares were in issue. The Scheme Mandate Limit is therefore 32,000,000 Shares. As at the Latest Practicable Date, the aggregate number of share options granted by the Company under the Share Option Scheme since its adoption was 44,000,000 share options of which 12,000,000 share options were lapsed and 32,000,000 share options remained outstanding (representing approximately 9.19% of the entire issued share capital of the Company).

The Company may refresh the Scheme Mandate Limit by an ordinary resolution of the Shareholders in general meeting. The Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the Shareholders' approval for refreshing the Scheme Mandate Limit (and for the purpose of calculating the limit as refreshed, options previously granted under the Share Option Scheme and any other share options schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company, if any) shall not be counted).

The purpose of the Share Option Scheme is to enable the Group to grant to selected participants as incentives or rewards for their contribution to the Group. The Directors are of the view that the proposed refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as it provides the Company with more flexibility in providing incentives to selected participants by way of granting of share options.

As at the Latest Practicable Date, there were 348,339,974 Shares in issue. Assuming there is no further allotment and issue of Shares prior to the date of the EGM, upon the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the EGM, the Scheme Mandate Limit as refreshed will allow the Company to grant share options carrying right to subscribe for up to 34,833,997 Shares, being 10% of the issued share capital of the Company as at the date of approval of the refreshment of the Scheme Mandate Limit.

No share options may be granted if this will result in the number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeding 30% of the total number of Shares in issue from time to time.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM to approve the refreshment of the Scheme Mandate Limit; and
- (b) the Listing Committee granting approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of share options to be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

LETTER FROM THE BOARD

EGM

The EGM Notice is set out on pages 8 to 9 of this circular.

The EGM will be convened for the purpose of obtaining approval from the Shareholders for (1) the Proposed Change of Company Name and (2) the refreshment of the Scheme Mandate Limit and to authorize the Board to determine and deal with matters relating thereto, at its discretion with full authority.

Proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible to the Company's Hong Kong branch share registrar, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47 of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the EGM.

LISTING AND DEALING

An application will be made to the Listing Committee for approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of share options that may be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

RESPONSIBILITY STATEMENT

This circular, 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 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the Proposed Change of Company Name and the refreshment of the Scheme Mandate Limit as set out in the EGM Notice are in the interest of the Company and its Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the special resolution to approve the Proposed Change of Company Name and the ordinary resolution to approve the refreshment of the Scheme Mandate Limit as set out in the EGM Notice.

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

NOTICE OF THE EGM



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 THE EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sonavox International Holdings Company Limited (the “Company”) will be held at Room 2104, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Tuesday, 4 January 2011 at 10:00 a.m. for the following purposes:

1. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to and conditional upon approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Sonavox International Holdings Limited” to “Sunrise (China) Technology Group Limited” and the Chinese name “中昱科技集團有限公司” be adopted as the Company’s Chinese name, and that the directors of the Company be and are hereby authorized to do all such acts and things and execute all documents that they consider necessary or expedient to effect the change of Company name and the adoption of a new Chinese name and attend to any necessary registration for and on behalf of the Company.”

2. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** (a) subject to and 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 ordinary shares of HK\$0.10 each of the Company (the “Shares”) which may fall to be issued pursuant to the exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), (i) the refreshment of the scheme limit under the share option scheme adopted by the Company on 8 July 2002 (the “Share Option Scheme”), of up to 10% of the total number of Shares in issue as at the date of passing this Resolution (the “Refreshed Scheme Mandate Limit”), be and is hereby approved and (ii) share options granted prior to the date of passing this Resolution under the Share Option Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other share option scheme(s) of the Company, if any) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit; (b) the directors of the Company

NOTICE OF THE EGM

be and are hereby authorized to grant share options and to allot and issue Shares pursuant to the exercise of any share options granted under the Refreshed Scheme Mandate Limit and to do all such acts and things and execute all such documents, including under seal where applicable, as they shall, in their absolute discretion, deem fit in order to effect the foregoing.”

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

Hong Kong, 13 December 2010

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 2104
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

Notes:

1. Any member entitled to attend and vote at the above 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.