
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sonavox International Holdings Limited (“**Company**”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 OF ARTICLES OF ASSOCIATION,
THE GRANT OF THE NEW ISSUE MANDATE
AND THE REPURCHASE MANDATE,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 14/F., Kam Sang Building, No. 257 Des Voeux Road, Central, Hong Kong on 23 June 2006 at 9:30 a.m. is set out on pages 12 to 16 of this circular.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven (7) days from the date of its posting.

26 May 2006

CHARACTERISTICS OF GEM

Growth Enterprise Market (“GEM”) has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by The Stock Exchange of Hong Kong Limited. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 14/F., Kam Sang Building, No. 257 Des Voeux Road, Central, Hong Kong on 23 June 2006 at 9:30 a.m., a notice of which is set out on pages 12 to 16 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“CG Code”	the Code on Corporate Governance Practices set out in Appendix 15 of the GEM Listing Rules
“Company”	Sonavox International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“connected person(s)”	has the meaning as ascribed to it in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of shares which may be allotted and issued under the New Issue Mandate
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on 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”	22 May 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this circular

DEFINITIONS

“New Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase the Shares the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the share capital in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	the share option scheme of the Company adopted pursuant to an ordinary resolution of the Company passed on 8 July 2002
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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:

Yang Tsu Ying, *Chairman*

Yang Ching Yau, *Chief Executive Officer*

Independent non-executive Directors:

Yiu Chi Wah

Wong Kai Tung, Simon

Fan Chi Fai, Paul

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:

14th Floor,

Kam Sang Building

No. 257 Des Voeux Road

Central

Hong Kong

26 May 2006

To the Shareholders

Dear Sirs

**PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION,
THE GRANT OF THE NEW ISSUE MANDATE
AND THE REPURCHASE MANDATE,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. AMENDMENTS TO THE ARTICLES

In November 2004, the Stock Exchange made amendments to the GEM Listing Rules which came into effect on 1 January 2005. Amongst the various changes, the CG Code was introduced. It sets out principles of good corporate governance, and two levels of recommendations being code provisions and recommended best practices. Issuers, such as the Company, are expected to comply with, but may choose to deviate from the code provisions whereas the recommended best practices are for guidance only. The Company has implemented the code provisions of the CG Code to the extent that it is reasonable, practicable and in the interest of the Company to do so. In order to ensure that provisions in the Articles are consistent with the CG Code, it is proposed that certain provisions of the existing Articles be amended to the effect that:

- (1) all Directors, if they are appointed by the Board to fill a casual vacancy, should be subject to election by the Shareholders at the first general meeting after their appointment; and
- (2) all Directors should be subject to retirement by rotation at least once every three years.

Amendments to the relevant provisions of the Articles will be proposed at the Annual General Meeting to effect such changes.

In addition, in February 2006, the Stock Exchange made amendments to the GEM Listing Rules which came into effect on 1 March 2006. Pursuant to the amendment made to Appendix 3 and Part B of Appendix 11 to the GEM Listing Rules which states the additional requirements for memorandum and articles of association of companies incorporated in the Cayman Islands, the articles of association of these companies shall provide that directors may be removed at any time by ordinary resolution of the members. According to the Articles, the Company may by special resolution remove any Director before the expiration of his period of office. Amendment to the relevant provision of the Articles will also be proposed at the Annual General Meeting.

A full text of the proposed amendments to the Articles is set out in resolution numbered 4 in the notice of the Annual General Meeting.

3. GRANT OF THE NEW ISSUE MANDATE AND THE REPURCHASE MANDATE

Pursuant to the ordinary resolutions passed by the Shareholders at the annual general meeting of the Company held on 30 May 2005, the Directors were granted a general mandate to allot, issue and otherwise deal with Shares in the capital of the Company and a general mandate to purchase Shares on GEM. These mandates will expire at the conclusion of the Annual General Meeting. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Director will seek the approval of the Shareholders for the grant of the New Issue Mandate and the Repurchase Mandate. Ordinary resolution will also be proposed at the Annual General Meeting to extend the New Issue Mandate to cover Shares repurchased by the Company.

The New Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting;

LETTER FROM THE BOARD

or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors have no immediate plans to allot and issue any Shares other than Shares which may fall to be issued upon the exercise of options granted under the Share Option Scheme or pursuant to any scrip dividend scheme which may be approved by the Shareholders or which may fall to be issued upon the exercise of the conversion rights attaching to the convertible bonds issued by the Company as detailed in the Company's announcement dated 16 February 2006.

The explanatory statement in relation to the proposed grant of the Repurchase Mandate required by the GEM Listing Rules to be included in this circular is set out in the Appendix I.

4. RE-ELECTION OF DIRECTOR

In accordance with Article 108(A) of the Articles, Mr. Yiu Chi Wah, will retire as Director by rotation and, being eligible, offer himself for re-election as Director at the Annual General Meeting.

Particulars of Mr. Yiu Chi Wah is set out in Appendix III to this circular.

5. ACTION TO BE TAKEN

The notice of the Annual General Meeting is set out on pages 12 to 16 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at 14/F., Kam Sang Building, No. 257 Des Voeux Road Central, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person if you so wish.

6. RECOMMENDATION

The Directors believe that the proposed amendments to the Articles, the grant of the New Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders as a whole.

The Directors believe that an exercise of the New Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders.

LETTER FROM THE BOARD

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2005, being the date of its latest audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

Accordingly, the Directors recommend that all Shareholders should vote in favour of the special resolution approving the amendments to the Articles and the ordinary resolutions approving the grant of the New Issue Mandate, the Repurchase Mandate and the Extension Mandate.

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

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information as to the grant of the Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their shares on GEM and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such a company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at Latest Practicable Date, there was a total of 325,089,974 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,508,997 Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on GEM or on stock exchange on which the Shares are listed, if any. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASES

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the Companies Law. A listed company may not repurchase its own securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with that/those as at 31 December 2005, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in circumstances, have a material adverse effect on the working capital requirements and/or the gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the twelve months preceding the date of this circular and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
May 2005	0.350	0.300
June 2005	0.360	0.300
July 2005	0.390	0.360
August 2005	0.380	0.380
September 2005	0.380	0.375
October 2005	0.400	0.370
November 2005	0.400	0.375
December 2005	0.405	0.380
January 2006	0.410	0.375
February 2006	0.445	0.405
March 2006	0.405	0.380
April 2006	0.380	0.380
May 2006 (up to the Latest Practicable Date)	0.380	0.300

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Newood Consultancy Limited, was interested in approximately 73.83% of the issued share capital of the Company and was a substantial shareholder interested in more than 5% of the issued share capital of the Company.

Assuming that Newood Consultancy Limited does not dispose of its Shares or acquire additional Shares, if the Repurchase Mandate were exercised in full, the percentage shareholding of Newood Consultancy Limited in the Company would be increased to approximately 82.03%.

On the basis of the shareholding interests of Newood Consultancy Limited as at the Latest Practicable Date, it will not be obligated to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full. However, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Cayman Islands.

No connected person of the Company has notified the Company that he has a present intention to sell any securities to the Company nor has any such connected person undertaken not to sell any of the securities held by him to the Company in the event that the Repurchase Mandate is granted.

Pursuant to Article 72 of the Articles, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

The biographical details of the Director eligible for re-election at the Annual General Meeting are set out below:

Mr. Yiu Chi Wah, aged 41

Length of service

He has appointed as independent non-executive Director and a member of the audit committee of the Company with effect from 7 July 2002.

Emoluments

He has not entered into any service contract with the Company or any of its subsidiaries. He is entitled to an annual director's fee of HK\$96,000, which is determined by arm's length negotiation between Mr. Yiu and the Company with reference to prevailing market conditions.

Qualification and experience

He has over 10 years of experience in finance and investment advisory affairs. He holds a bachelor's degree in arts with National Taiwan University in Taiwan and had worked for Polaris Securities (Hong Kong) Limited as a dealing director and an investment adviser registered under the Securities and Futures Ordinance. Mr. Yiu was also a director of Polaris Finance Company Limited. Other than being an independent non-executive Director, Mr. Yiu did not hold any position with any members of the Group. In the last three years, Mr. Yiu was not a director in any other listed companies.

Interests in Shares

As at the Latest Practicable Date, he did not have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Relationship with Directors, senior management or substantial or controlling Shareholders

Apart from being an independent non-executive Director, he is not related to any other Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to Mr. Yiu Chi Wah and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general meeting of Sonavox International Holdings Limited (“**Company**”) will be held at 14/F., Kam Sang Building, No. 257 Des Voeux Road, Central, Hong Kong on Friday, 23 June 2006 at 9:30 a.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) of the Company and the Company’s auditors for the year ended 31st December 2005;
2. to consider the re-election of a retiring Director and to authorise the board (“**Board**”) of Directors to fix the Directors’ remuneration;
3. to consider the re-appointment of PricewaterhouseCoopers as the Company’s auditors and to authorise the Board to fix their remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as a special resolution, or as the case may be, ordinary resolution (with or without modifications):

SPECIAL RESOLUTION

4. “**THAT** the articles of association of the Company be and they are hereby amended in the following manner:
 - (a) paragraph (vii) of Article 105 be amended by the deletion of the words “by a Special Resolution of the Company”;
 - (b) paragraph (A) of Article 108 be deleted in its entirety and replaced by the following:

“(A) Notwithstanding any other provisions of these Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.”;

NOTICE OF ANNUAL GENERAL MEETING

- (c) Article 111 be deleted in its entirety and replaced by the following:

“111. Subject to the Statutes and the provisions of these Articles, the Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.”;
- (d) Article 112 be amended by deleting the word “annual” on the sixth line; and
- (e) Article 114 be amended by:
 - (i) substituting the word “Special” with the word “Ordinary” on the first line; and
 - (ii) by deleting the last sentence in the existing Article.”

ORDINARY RESOLUTIONS

- 5. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each a “**Share**”) of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period of all powers of the Company to purchase Shares (each a “**Share**”) of HK\$0.01 each in the capital of the Company on the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”
7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the directors (“**Directors**”) of the Company pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

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

Hong Kong, 26 May 2006

*Head Office and Principal Place of
Business in Hong Kong:*
14/F., Kam Sang Building
No. 257 Des Voeux Road Central
Hong Kong

As at the date hereof, the directors of the Company were Yang Tsu Ying and Yang Ching Yau, both being executive directors of the Company and Yiu Chi Wah, Wong Kai Tung, Simon and Fan Chi Fai, Paul, all being independent non-executive directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) Any member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf in accordance with the articles of association of the Company. A proxy needs not to be a member of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the venue of the above meeting c/o the Company Secretary at 14/F., Kam Sang Building, No. 257 Des Voeux Road Central, Hong Kong, not less than 48 hours before the time for holding the above meeting or at any adjournment thereof.
- (c) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.