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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)*  
website: <http://www.sonavox.com.hk>  
(Stock code: 8226)

**RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at 14/F., Kam Sang Building, No. 255-257 Des Voeux Road Central, Hong Kong, on 27 June 2008 at 10:00 a.m. is set out on pages 5 to 6 of this circular.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven (7) days from the date of its posting and on the Company’s website at [www.sonavox.com.hk](http://www.sonavox.com.hk).

4 June 2008

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## CHARACTERISTICS OF GEM

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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. 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](http://www.hkgem.com) in order to obtain up-to-date information on GEM-listed issuers.

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## **RESPONSIBILITY STATEMENT**

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This circular, 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 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, (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.



## SONAVOX INTERNATIONAL HOLDINGS LIMITED

### 上聲國際控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

website: <http://www.sonavox.com.hk>

(Stock code: 8226)

*Executive Directors:*

Yang Tsu Ying, Chairman

Yang Ching Yau

*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. 255-257 Des Vouex Road Central

Hong Kong

4 June 2008

*To the Shareholders*

Dear Sirs/Madam

### RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include re-election of Directors.

#### 1. RE-ELECTION OF RETIRING DIRECTORS

##### 1.1 Mr. Fan Chi Fai, Paul

Mr. Fan, aged 46, is a qualified accountant. Mr. Fan was appointed as independent non-executive Director and a chairman of audit committee of the Company on 30 September 2004 and

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## LETTER FROM THE BOARD

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remuneration committee member on 28 June 2005. Mr. Fan is a member of Institute of Chartered Accountants in England and Wales and works as Finance Director of Networks Business for Motorola (China) Electronics Ltd. Mr. Fan has obtained an honour degree in Bachelor of Accountancy, Finance and Economics from the University of Essex, U.K.

Mr. Fan has not entered into any service contract with the Company or any of its subsidiaries. Mr. Fan does not have a proposed length of service and is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. He is entitled to an annual director's fee of HK\$96,000, which is determined by arm's length negotiation between the parties with reference to prevailing market conditions. Mr. Fan 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).

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. Fan 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.

### **1.2 Mr. Yiu Chi Wah**

Mr. Yiu, aged 44, was appointed as independent non-executive Director and a member of the audit committee, nomination committee and remuneration committee of the Company with effect from 7 July 2002. Mr. Yiu has over 15 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 Ordinance. Mr. Yiu was also a director of Polaris Finance Company Limited.

Mr. Yiu 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 with reference to prevailing market conditions. Mr. Yiu 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).

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 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.

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## LETTER FROM THE BOARD

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### 1.3 Mr. Wong Kai Tung, Simon

Mr. Wong, aged 41, is an independent non-executive Director, and a member of the audit committee, nomination committee and remuneration committee.

Mr. Wong has been of the independent non-executive Director and member of audit committee of the Company since 7 July 2002. Mr. Wong has been appointed as a member of the nomination committee and remuneration committee since 28 June 2005.

Mr. Wong has over 17 years of corporate and investment banking experience. Mr. Wong had worked for DBS Bank Limited, VC CEF Capital Limited and Deutsche Bank in the investment banking service for the Greater China area. Currently, Mr. Wong is the senior vice president, Mergers & Acquisitions Department of Daiwa Securities SMBC Hong Kong Limited.

Mr. Wong holds a Bachelor of Arts and a Graduate Diploma in Management Consulting and Change from the University of Hong Kong, a Postgraduate Certificate in Hong Kong Laws from the City University of Hong Kong and the Executive Certificate in the Young Manager Program from INSEAD (Fontainebleau).

Mr. Wong has not entered into any service contract with the Company or any of its subsidiaries. Mr. Wong does not have a proposed length of service and is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Wong is entitled to an annual director's fee of HK\$96,000, which is determined by arm's length negotiation between the parties with reference to prevailing market conditions. Mr. Wong did not have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the SFO.

Apart from being an independent non-executive Director, Mr. Wong 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. Wong 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.

## 2. PROCEDURE FOR DEMANDING POLL

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 authorized representative) or by proxy for the time being entitled to vote at the meeting; or

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## LETTER FROM THE BOARD

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- (iii) by any Shareholder or Shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorized 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.

### 3. ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 5 to 6 of this circular.

### 4. CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Shareholders of the Company will be closed from 24 June 2008 to 27 June 2008 (both days inclusive) for the purpose of establishing the entitlement of shareholders to vote at the meeting convened by the above notice. During this period, no share transfers will be registered. In order to qualify for voting, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong at Union Registrars Limited, Room 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on 23 June 2008.

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

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## NOTICE OF ANNUAL GENERAL MEETING

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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)*

website: <http://www.sonavox.com.hk>

(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. 255 – 257 Des Voeux Road Central, Hong Kong on Friday, 27 June 2008 at 10:00 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 31 December 2007;
2. to consider the re-election of the retiring Directors and to authorise the board (“**Board**”) of Directors to fix the Directors’ remuneration;
3. to consider the re-appointment of SHINEWING (HK) CPA Limited as the Company’s auditors and to authorise the Board to fix their remuneration;

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

Hong Kong, 4 June 2008

*Head Office and Principal Place of  
Business in Hong Kong:*

14th Floor  
Kam Sang Building  
No. 255-257 Des Voeux Road Central  
Hong Kong

*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 Company’s head office and principal place of business in Hong Kong c/o the Company Secretary at 14th Floor, Kam Sang Building, No. 255-257 Des Voeux Road Central, Hong Kong not less than 48 hours before the time for holding the above meeting or at any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.

*As at the date of this notice, the executive Directors are Mr Yang Tsu Ying and Mr Yang Ching Yau, and the independent non-executive Directors are Mr. Yiu Chi Wah, Mr. Wong Kai Tung, Simon and Mr. Fan Chi Fai, Paul.*