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SOUND GLOBAL LTD.
桑德國際有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Company Registration No. 200515422C)

Singapore Stock Code: E6E.SI

Hong Kong Stock Code: 00967

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of **SOUND GLOBAL LTD.** (the “**Company**”) will be held at 333 Orchard Road, Mandarin Orchard Singapore, Main Tower, Level 6 Mandarin Ballroom 1, Singapore 238867 on Friday, 27 April 2012 at 10.00 a.m. (the “**Annual General Meeting**”) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and Audited Accounts of the Company for the year ended 31 December 2011 together with the Auditors’ Report thereon. **(Ordinary Resolution 1)**
2. To declare a first and final (one-tier tax exempt) dividend of S\$0.01 per ordinary share for the year ended 31 December 2011. **(Ordinary Resolution 2)**
3. To re-elect the following Directors retiring pursuant to the Company’s Articles of Association (the “**Articles**”):

Mr. Jiang Anping as Executive Director (Article 88) **(Ordinary Resolution 3)**
Mr. Wong See Meng as Independent Non-Executive Director
(Article 89) **(Ordinary Resolution 4)**
Mr. Seow Han Chiang Winston as Independent Non-Executive Director (Article 89)
See Explanatory Note (i) **(Ordinary Resolution 5)**
4. To approve the payment of Directors’ fees of S\$122,000/– for the year ended 31 December 2011 (2010: S\$104,500/–). **(Ordinary Resolution 6)**
5. To re-appoint Deloitte & Touche LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**
6. To transact any other ordinary business which may properly be transacted at an annual general meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. Authority to allot and issue shares in the capital of the Company (the “Shares”) — Share Issue Mandate

“That, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**SEHK**”), the Directors of the Company be authorised and empowered to:

(A) (i) issue Shares whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company shall in their absolute discretion deem fit; and

(B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

(i) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and convertible securities to be issued pursuant to this Resolution shall not exceed 50.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-section (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed 20.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as at the time of passing of this Resolution);

(ii) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-section (i) above on a pro-rata basis, the total number of issued Shares (excluding treasury shares) in the capital of the Company shall be based on the total

number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

- (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST), the Listing Rules as amended from time to time (unless such compliance has been waived by the SEHK) and the Articles; and
- (iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting is required by law to be held, whichever is the earlier.”

See Explanatory Note (ii)

(Ordinary Resolution 8)

8. Authority to grant options and issue Shares under the Sound Global Share Option Scheme

“That, pursuant to Section 161 of the Companies Act, the Directors be and are hereby empowered to grant options, and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the Sound Global Share Option Scheme (the “**Scheme**”) provided always that the aggregate number of Shares in respect of which such options may be granted and which may be issued pursuant to the Scheme shall not exceed 15.0% of the issued share capital of the Company from time to time.”

See Explanatory Note (iii)

(Ordinary Resolution 9)

9. Authority to renew the mandate for interested person transactions (the “Shareholders’ Mandate”)

“That:

- (A) approval be and is hereby given for the purposes of Rule 920 of the Listing Manual of the SGX-ST for the Company, its subsidiaries and associated companies or any of them to enter into transactions falling within the categories of interested person transactions, set out in the Circular dated 23 March 2012 (the “**Circular**”), with Sound Group Limited, its subsidiaries and associated companies, provided that such transactions are transacted on normal commercial terms and on terms or conditions that would not be prejudicial to the interests of the Company and/or its minority shareholders and in accordance with the guidelines and procedures for interested person transactions as set out in the Circular;
- (B) the Shareholders’ Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (C) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders’ Mandate and/or this Resolution as they may think fit.”

See Explanatory Note (iv)

(Ordinary Resolution 10)

10. Authority to renew the Share Purchase Mandate (as defined below)

“That:

- (A) approval be and is hereby given to the Directors of all the powers of the Company to purchase or acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchase(s) (the “**Market Purchase**”), transacted on the SGX-ST or the SEHK through the ready market, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchase(s) (the “**Off-Market Purchase**”) effected pursuant to an equal access scheme, as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all conditions prescribed by the Companies Act or any statutory modification thereof, as the case may be,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act, the Listing Manual, the Listing Rules and the rules and regulations of the Securities and Futures Commission of Hong Kong as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

(B) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period from the date of passing this Resolution and expiring on:

- (i) conclusion of the next annual general meeting of the Company;
- (ii) the date by which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held;
- (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate have been carried out to the full extent mandated; or
- (iv) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting,

whichever is the earliest;

(C) in this Resolution:

“**Maximum Limit**” means that number of issued Shares representing 10.0% of the total number of issued Shares as at the date of the passing of this Resolution;

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (a) in the case of a Market Purchase, 105.0% of the Average Closing Price (hereinafter defined); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Highest Last Dealt Price,

where:

“**Average Closing Price**” means the average of the closing market prices of a Share for the five consecutive market days being a day on which the SGX-ST or the SEHK, as the case may be, is open for trading in securities) on which the Shares are transacted on the SGX-ST or the SEHK, as the case may be, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the Listing Manual or the Listing Rules, as the case may be, for any corporate action which occurs after the relevant five-market day period;

“**Highest Last Dealt Price**” means the highest price transacted for a Share as recorded on the SGX-ST or the SEHK, as the case may be, on the market day on which there were trades in the Shares immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase;

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“**Depositor**”, “**Depository**” and “**Depository Agent**” shall have the meanings ascribed to them, respectively, in Section 130A of the Companies Act; and

“**Shareholder**” means a duly registered holder from time to time of the Shares in the capital of the Company; and

(D) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

See Explanatory Note (v)

(Ordinary Resolution 11)

By Order of the Board
SOUND GLOBAL LTD.
Tan Wei Shyan
Secretary

Singapore, 23 March 2012

Explanatory Notes:

- (i) Mr. Wong See Meng and Mr. Seow Han Chiang Winston will, upon re-election as an Independent Non-Executive Directors of the Company, remain as Members of the Audit Committee; Nomination Committee and Remuneration Committee. They will be considered independent for the purposes of Rule 704(8) of the Listing Manual and Rule 3.13 of the Listing Rules.
- (ii) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors of the Company to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 50.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 20.0% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares. In determining the 20.0% which may be issued other than on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time the Ordinary Resolution 8 is passed.

- (iii) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company to grant options and to allot and issue Shares upon the exercise of such options in accordance with the Scheme.
- (iv) The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company to exercise all powers of the Company to enter into certain types of recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations with the specified classes of persons who are considered to be “interested persons” for the purposes of Chapter 9 of the Listing Manual, subject to and in accordance with the terms of the Shareholders’ Mandate set out in the Circular.
- (v) The Ordinary Resolution 11 proposed in item 10 above, if passed, will empower the Directors of the Company to exercise all powers of the Company to purchase or acquire Shares not exceeding in aggregate the Maximum Limit, at such price(s) as may be determined by the Directors from time to time up to the Maximum Price subject to and in accordance with the terms of the Share Purchase Mandate set out in the Circular.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 1 Robinson Road, #17-00 AIA Tower, Singapore 048542 (for Singapore Shareholders), or at the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders), not less than forty-eight (48) hours before the time appointed for the Annual General Meeting, or any adjournment thereof.

Notice of Books Closure Date and Dividend Payment Date

NOTICE IS HEREBY GIVEN that the Singapore Principal Share Transfer Books and Singapore Register of Members of the Company in Singapore will be closed from 17 May 2012 after 5:00 p.m. to 18 May 2012 for the purpose of determining the Members' entitlements to the first and final dividend to be proposed at the Annual General Meeting of the Company to be held on 27 April 2012. Duly completed transfers in respect of Shares in the Company received up to close of the business at 5:00 p.m. on 17 May 2012 by the Company's Singapore Principal Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, will be registered to determine Members' entitlements to such dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5:00 p.m. on 17 May 2012 will be entitled to such proposed dividend. The Hong Kong Branch Share Register will be closed on 18 May 2012 for the purpose of determining the Members' entitlements to the dividend to be proposed at the Annual General Meeting. In order to qualify for the proposed first and final dividend for Hong Kong Shareholders, all transfers, accompanied by the relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 17 May 2012. The dividend, if approved at the Annual General Meeting, will be paid on 31 May 2012.

By Order of the Board
SOUND GLOBAL LTD.

Tan Wei Shyan
Secretary

Singapore, 23 March 2012

As of the date of this announcement, the executive Directors are Wen Yibo, Wang Kai, Luo Liyang and Jiang Anping; and the independent non-executive Directors are Fu Tao, Seow Han Chiang Winston and Wong See Meng.

* *for identification purpose only*