



SOUND GLOBAL LTD.

桑德國際有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Singapore Company Registration Number 200515422C)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE MONTHLY UPDATE ON THE POSSIBLE PROPOSAL

This announcement is made by Sound Global Ltd. (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to the Company’s announcements dated 13 April 2016, 29 April 2016, 31 August 2016, 2 June 2017, 19 June 2017, 28 June 2017, 24 July 2017, 8 August 2017, 13 September 2017, 26 September 2017, 16 October 2017, 6 November 2017, 17 November 2017, 27 December 2017, 26 January 2018, 1 February 2018, 28 February 2018, 1 March 2018, 2 March 2018, 9 April 2018, 7 May 2018, 6 June 2018, 4 July 2018, 1 August 2018, 3 August 2018, 3 September 2018, 4 October 2018, 5 November 2018, 30 November 2018, 31 December 2018, 31 January 2019, 28 February 2019, 1 April 2019, 2 May 2019, 5 June 2019, 3 July 2019, 1 August 2019, 29 August 2019, 3 September 2019, 12 September 2019, 4 October 2019, 1 November 2019, 2 December 2019, 2 January 2020, 3 February 2020, 26 February 2020, 2 March 2020, 1 April 2020, 17 April 2020, 29 April 2020, 5 May 2020, 3 June 2020, 3 July 2020, 3 August 2020, 3 September 2020, 5 October 2020, 4 November 2020, 2 December 2020, 4 December 2020, 21 December 2020, 5 January 2021, 29 January 2021, 1 March 2021, 19 March 2021, 8 April 2021, 30 April 2021, 2 June 2021, 2 July 2021, 2 August 2021, 2 September 2021, 4 October 2021, 1 November 2021, 2 December 2021, 4 January 2022, 31 January 2022, 1 March 2022, 7 April 2022, 3 May 2022, 2 June 2022, 6 July 2022, 3 August 2022, 2 September 2022, 7 September 2022, 12 October 2022, 11 November 2022, 8 December 2022, 5 January 2023, 7 February 2023, 7 March 2023, 6 April 2023, 5 May 2023, 1 June 2023, 3 July 2023, 1 August 2023, 5 September 2023, 3 October 2023, 1 November 2023, 1 December 2023 and 2 January 2024 (the “**Announcements**”). Unless otherwise specified, capitalised terms used in the Announcements shall have the same meanings when used herein.

THE JUDGMENT REGARDING A PETITION ON THE COMPANY

As stated in the announcement of the Company dated 12 October 2022, the Court has handed down the Judgment to the Petition against, among others, the Company and Mr. Wen. The Judgment includes, among others, the order that Mr. Wen shall make an offer to purchase the shares held by the other members of the Company at the Share Purchase Price (the “**Buy-out Offer**”), and the terms of the Buy-out Offer, including the Share Purchase Price, will be determined at a substantive hearing. As further stated in the announcement of the Company dated 11 November 2022, the Company was informed that Mr. Wen has taken action to appeal from the Judgment. On 26 January 2024, the said appeal was heard by the Court of Appeal of the High Court of Hong Kong Special Administrative Region (the “**Court of Appeal**”), and the Court of Appeal had dismissed Mr. Wen’s appeal on the order to make the Buy-out Offer, and made an order to reduce the period of the disqualification order against Mr. Wen from 12 years to 10 years. The Company will keep the Shareholders and potential investors informed of any material development in connection with the Buy-out Offer, including the Share Purchase Price which will be determined at a substantive hearing.

STATUS OF THE POSSIBLE PROPOSAL

As of the date of this announcement, there was no update on the possible offer and no proposal has been submitted to the Executive (as defined under the Takeovers Code).

For the avoidance of doubt, the above shall not be considered an offer or a firm intention to make an offer within the meaning of the Takeovers Code.

Further announcement(s) will be made by the Company in accordance with the Takeovers Code on the status and progress in connection with the Possible Proposal as and when appropriate.

UPDATES

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Proposal which may result in the privatisation of the Company will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Possible Proposal. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Takeovers Code.

The Company is still in the process of ascertaining the number of shareholders of the Company as at the date of this announcement and whether it is a public company. The Company will continue to comply with the requirements in accordance with the Takeovers Code including the publication of the monthly update announcement pursuant to Rule 3.7 of the Takeovers Code until the Company has determined that it is no longer a public company in Hong Kong. The announcements will be published on the Company’s website (www.soundglobal.com.sg) and the SFC’s website (www.sfc.hk).

WARNING: The discussions in relation to the Possible Proposal are yet to be finalised. There is no assurance that the possible transactions mentioned in this announcement will materialise or eventually be consummated, and the discussion in relation to the Possible Proposal may or may not result in the privatisation of the Company, and shall not be construed as a firm intention to make an offer under Rule 3.5 of the Takeovers Code. Shareholders of the Company and potential investors are reminded to exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

The Company will keep the Shareholders and potential investors informed of any material development in connection with the above matters by way of periodic announcements and/or further announcement(s) as and when appropriate.

By Order of the Board
Sound Global Ltd.
Luo Liyang
Executive Director

Hong Kong, 5 February 2024

As at the date of this announcement, the executive Directors are Luo Liyang, Li Tingting and Li Feng.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*