

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 868 OF 2019



IN THE MATTER OF SOUND GLOBAL LTD.

and

IN THE MATTER OF SECTION 214 OF THE
SECURITIES AND FUTURES ORDINANCE,
CAP. 571

BETWEEN

SECURITIES AND FUTURES COMMISSION

Petitioner

and

SOUND GLOBAL LTD. (桑德國際有限公司)

1st Respondent

WEN YIBO (文一波)

2nd Respondent

ZHANG JINGZHI (張景志)

3rd Respondent

WANG KAI (王凱)

4th Respondent

ZHANG XIQUAN (張希泉)

5th Respondent

BEFORE THE HONOURABLE MADAM JUSTICE LINDA CHAN IN COURT

ORDER

IN THE MATTER OF the Petition filed herein on 14 June 2019 (and amended on 13 September 2019) (“**Amended Petition**”)

AND UPON reading the 1st Affirmation of Cheng Tak Ka filed herein on 14 June 2019 together with the exhibits referred thereto, the Affirmation of Feng Ji filed herein on 27 December 2019 together with the exhibits referred thereto, the Affirmation of Wen Yibo filed herein on 27

December 2019, and the 4th Affirmation of Cheng Tak Ka filed herein on 9 March 2020 together with the exhibits referred thereto

AND UPON hearing leading counsel for the Petitioner, counsel for the 1st Respondent (on 14 June 2022 only) and counsel for the 2nd Respondent

IT IS ORDERED that:

1. Pursuant to section 214(2)(a) and (d) of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (“**SFO**”), the 2nd Respondent shall not, without leave of the Court, for a period of **12 years** with effect from the date of this Order:
 - 1.1. be, or continue to be, a director, liquidator, or receiver or manager of the property or business, of any listed or unlisted corporation in Hong Kong including the 1st Respondent or any of its subsidiaries and affiliates; and
 - 1.2. in any way directly or indirectly be concerned, or take part, in the management of any listed or unlisted corporation in Hong Kong including the 1st Respondent or any of its subsidiaries and affiliates;
2. Pursuant to section 214(2)(e) of the SFO, the 2nd Respondent shall make an offer to purchase the shares in the 1st Respondent held by all its members other than the 2nd Respondent and the companies owned and/or controlled by him on the terms to be determined by the Court;
3. There be a costs order nisi that:
 - 3.1. Costs of and occasioned by the Amended Petition including the costs of the substantive hearing of the Amended Petition be paid by the 2nd Respondent to the Petitioner on an indemnity basis, to be taxed if not agreed and with certificate for two counsel; and
 - 3.2. Costs incurred by the 1st Respondent in the Amended Petition be paid by the 2nd Respondent to the 1st Respondent on an indemnity basis, to be taxed if not agreed.

Dated the 30th day of September 2022

Registrar

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HONG KONG SPECIAL ADMINISTRATIVE REGION
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BETWEEN

SECURITIES AND FUTURES COMMISSION	Petitioner
and	
SOUND GLOBAL LTD. (桑德國際有限公司)	1 st Respondent
WEN YIBO (文一波)	2 nd Respondent
ZHANG JINGZHI (張景志)	3 rd Respondent
WANG KAI (王凱)	4 th Respondent
ZHANG XIQUAN (張希泉)	5 th Respondent

ORDER

Dated the 30th day of September 2022
Filed the 3rd day of November 2022

Securities and Futures Commission
The Petitioner
54/F, One Island East
18 Westlands Road
Quarry Bay, Hong Kong
Tel: 2231 1222
Fax: 2521 7884
Ref: 122/LG/1000/249