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## **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)*

**(Hong Kong Stock Code: 00967)**

### **CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The Board announces the following changes in the Company with effect from 26 June 2019:

- (1) Ms. Wong Tak Yee has tendered her resignation as the Joint Company Secretary and Authorised Representative; and
- (2) Ms. Ngai Kit Fong has been appointed as the Joint Company Secretary and Authorised Representative.

The board (“**Board**”) of directors (“**Directors**”) of Sound Global Ltd. (the “**Company**”) hereby announces that Ms. Wong Tak Yee (“**Ms. Wong**”) has tendered her resignation as the joint company secretary of the Company (the “**Joint Company Secretary**”) with effect from 26 June 2019. She has also resigned as an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and Part 16 of the Companies Ordinance (Cap. 622) on the same date. Ms. Wong has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Ms. Wong for her valuable contributions to the Company during her tenure of service.

The Board further announces that Ms. Ngai Kit Fong (“**Ms. Ngai**”) has been appointed as a Joint Company Secretary and an Authorised Representative with effect from 26 June 2019.

Ms. Ngai is currently a director of Corporate Services Division of Tricor Services Limited, a global professional services provider specialising in integrated business, corporate and investor services. She has over 25 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Ngai is a Chartered Secretary and a Fellow of both The Hong Kong Institute of Chartered Secretaries (“**HKICS**”) and The Institute of Chartered Secretaries and Administrators in the United Kingdom. Ms. Ngai is also a holder of the Practitioner’s Endorsement from HKICS.

Pursuant to the appointment of Ms. Ngai as mentioned in this announcement, Mr. Wen Yibo, an executive Director, and Ms. Ngai, will act as the Authorised Representatives of the Company pursuant to Rule 3.05 of the Listing Rules. Furthermore, Ms. Ngai will be the Authorised Representative of the Company pursuant to Part 16 of the Companies Ordinance (Cap. 622).

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Reference is made to the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange from strict compliance with the requirements of Rule 3.28 and Rule 8.17 of the Listing Rules in respect of the acting by Mr. Tan Wei Shyan (“**Mr. Tan**”) as Joint Company Secretary for a period of three years from 18 July 2014 to 17 July 2017 (the “**Waiver Period**”), on the condition that Mr. Tan would be assisted by Ms. Wong, who possesses the qualifications required under 3.28 of the Listing Rules, during the Waiver Period and the Waiver would be revoked if Ms. Wong ceases to be a Joint Company Secretary.

Mr. Tan has a reasonable good understanding of the Listing Rules and other applicable legal requirement by virtue of (i) his professional qualification and experience in providing legal service to public listed companies and (ii) he has worked together with Ms. Wong as the joint company secretaries since 2010, Mr. Tan does not possess the relevant qualification or experience as required under Rule 3.28 of the Listing Rules, his appointment as company secretary alone does not strictly comply with the requirements under Rule 3.28 of the Listing Rules. The Company has therefore appointed Ms. Ngai who possesses the qualifications as set out in Rule 3.28 of the Listing Rules as the Joint Company Secretary to assist and work closely with Mr. Tan in the discharge of his functions as company secretary.

Since the Waiver has expired and Ms. Wong ceased to be a Joint Company Secretary, the Company has applied to the Stock Exchange for a new waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with regard to the continuing acting as Joint Company Secretary by Mr. Tan with the assistance of Ms. Ngai (the “**New Waiver**”).

Further announcement(s) will be made by the Company on the status and progress in connection with the application of the New Waiver as and when appropriate.

The Board would like to extend its warm welcome to Ms. Ngai on her new appointment.

By order of the Board  
**Sound Global Ltd.**  
**Wen Yibo**  
*Chairman*

Hong Kong, 26 June 2019

*As at the date of this announcement, the executive Directors are Wen Yibo, Luo Liyang, Zhou Hao, Liu Xiqiang and Li Feng; and the independent non-executive Directors are Ma Yuanju, Zhang Shuting and Luo Jianhua.*

*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*