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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)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE MONTHLY UPDATE ON THE POSSIBLE PROPOSAL AND UPDATE ON SUSPENSION OF TRADING**

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**”) and Rule 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

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 and 30 November 2018 (the “**Announcements**”). Unless otherwise specified, capitalised terms used in the Announcements shall have the same meanings when used herein.

#### **STATUS OF THE POSSIBLE PROPOSAL**

Based on the understanding of the Company from the Potential Offeror, the terms of the possible offer under the Possible Proposal would be decided based on the financial position of the Group to be reported in 2018 Annual Results, which are currently expected to be released by the Company together with its 2018 Interim Results by late-March 2019. As of the date of this announcement, 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 Listing Rules and/or the Takeovers Code (as the case may be) on the status and progress in connection with the Possible Proposal as and when appropriate.

## **REGULATORY CONCERNS OF THE SFC**

On 13 April 2016, trading in the Shares was suspended under Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong). The reason is that the SFC has found that the bank balances of five bank accounts of the subsidiaries of the Company as at 31 December 2012 and 31 December 2013 were materially overstated by around RMB2.1 billion and RMB2.7 billion, respectively. As at the date of this announcement, the SFC has not received from the Company any submission or representation which can satisfactorily explain such material discrepancies in its bank balances.

The Company is still in discussion with the SFC and no agreement has been made. Further announcement will be made by the Company as and when appropriate.

## **DELAY IN (1) PUBLICATION OF 2018 INTERIM RESULTS; AND (2) DESPATCH OF 2017 INTERIM REPORT AND 2017 ANNUAL REPORT.**

It is estimated that the 2018 Interim Results will be released together with the 2018 Annual Results in late-March 2019. The Company will work closely with its auditors to have them announced and published as soon as possible.

The Company will publish further announcement(s) to update the Shareholders of the dates of publication of the 2018 Interim Results and despatch of the 2017 Interim Report, 2017 Annual Report and 2018 Interim Report as and when appropriate.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9 a.m. on 13 April 2016 and will remain suspended until further notice.

## **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 and delisting of the Company from the Stock Exchange 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 Listing Rules and/or the Takeovers Code (as the case may be).

**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 and delisting of the Company from the Stock Exchange, 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.**  
**Wen Yibo**  
*Chairman*

Hong Kong, 31 December 2018

*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 purposes only*