

香港交易及結算所有限公司、香港聯合交易所有限公司（「**聯交所**」）及香港中央結算有限公司（「**香港結算**」）對本公佈的內容概不負責，對其準確性或完整性亦不發表任何聲明，並表明概不會就本公佈全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。



SOUND GLOBAL LTD.

桑德國際有限公司*

（於新加坡註冊成立的有限公司）

股份代號：967

海外監管公佈

本海外監管公佈轉載自桑德國際有限公司（「**本公司**」）。根據香港聯合交易所有限公司（「**聯交所**」）證券上市規則第13.09(2)條，上市發行人須確保若上市發行人的證券同時於其他證券交易所上市，則上市發行人在其他證券交易所發佈任何資料的同時亦須知會聯交所，並須確保在其他市場發佈的任何資料的同時亦須在香港市場發佈該等資料。請參閱下一頁隨附的於二零一零年十一月九日在新加坡證券交易所有限公司作出的公佈。

承董事會命

主席

文一波

香港，二零一零年十一月九日

於本公佈日期，執行董事為文一波、李力、閻小雷及張寶林；及獨立非執行為董事傅濤、Seow Han Chiang Winston 及王仕銘。

* 僅供識別

ANNOUNCEMENT

**USD SETTLED 6 PER CENT. CONVERTIBLE BONDS DUE 2015
UPSIZED TO RMB885 MILLION PRINCIPAL AMOUNT**

Sound Global Ltd. (the "**Company**") refers to its announcements dated 20 August 2010, 7 September 2010 and 16 September 2010 relating to the issue of RMB 885 Million USD Settled 6% Convertible Bonds Due 2015.

Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings as ascribed to them in the announcement made by the Company on 20 August 2010.

The Company wishes to announce that it has on 8 November 2010 received the approval in-principle of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing and quotation of (a) RMB885,000,000 in principal amount of Convertible Bonds and (b) up to 193,500,000 Conversion Shares to be issued upon conversion of the Convertible Bonds, and such further new shares to be issued pursuant to adjustments made to the Convertible Bonds pursuant to the Conditions.

The SGX-ST's approval in-principle for the listing and quotation of the Conversion Shares was granted subject to the following conditions:

- (i) compliance with the SGX-ST's continuing listing requirements;
- (ii) a valid general mandate, obtained on 30 April 2010, being available and sufficient for the issue of Convertible Bonds and Conversion Shares pursuant to the conversion of the Convertible Bonds;
- (iii) announcement by the Company of:
 - (A) the conditions under which the price of the Conversion Shares may be adjusted and the conditions under which the Convertible Bonds may be redeemed; and
 - (B) the Securities Lending Agreement, together with the formula in deriving the share borrowing fee to be paid by MSIP to Sound Water;
- (iv) submission to the SGX-ST of a written confirmation from Morgan Stanley:
 - (A) that the Convertible Bonds to be allotted and issued will not be placed to any of the persons set out in Rule 812 of the SGX-ST Listing Manual; and
 - (B) that the Convertible Bonds will not be issued to transfer a controlling interest without the prior approval of shareholders in a general meeting, pursuant to Rule 803 of the SGX-ST Listing Manual;
- (v) a duly signed undertaking in the format set out in Appendix 2.3.1 of the SGX-ST Listing Manual;
- (vi) a copy of the signed subscription agreement, agent bank agreement fiscal and agency agreement;
- (vii) submission to the SGX-ST of a written confirmation from the Company:
 - (A) that the Convertible Bonds to be allotted and issued will not be placed to any of the persons set out in Rule 812 of the SGX-ST Listing Manual;
 - (B) that the Convertible Bonds will not be issued to transfer a controlling interest without the prior approval of shareholders in a general meeting, pursuant to Rule 803 of the SGX-ST Listing Manual;
 - (C) that it will comply with Rule 830 to announce any adjustment of the terms of the Convertible Bonds made pursuant to Rule 829(1);

- (D) that it will comply with Rule 829(2) which requires the announcement of expiry of the Convertible Bonds and notice to be sent to all holders of the Convertible Bonds at least one month before the expiration date;
 - (E) that it will comply with Rule 829(3) which requires the Company to obtain shareholder approval for any material alteration to the terms of the Convertible Bonds after the Issue to the advantage of the holders of the Convertible Bonds, except where the alterations are made pursuant to the terms of the Issue;
 - (F) that the offering circular contains all information that the persons specified in Sections 274 and 275 of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA") in Singapore (or such equivalent terms in the relevant jurisdictions where the Convertible Bonds are subscribed) would customarily expect to see in introductory documents or offering circulars for similar debt issues; and
 - (G) a written confirmation from the Company that the requirements in Rule 316 and Part VI of Chapter 7 of the SGX-ST Listing Manual will be complied with; and
- (viii) submission to the SGX-ST of a written undertaking from the Company:
- (A) that to the extent Conversion Shares are required to be issued upon conversion of the Convertible Bonds pursuant to the Conditions of the Convertible Bonds, but such issue exceeds the number of Conversion Shares provided for in the SGX-ST's in-principle approval, the Company will exercise the Cash Settlement Option to satisfy such conversion right in cash;
 - (B) to make periodic announcements as and when proceeds from the Issue are materially deployed, and to provide a status report on the use of the proceeds in the Company's annual report;
 - (C) to make announcements via SGXNET on the details of the conversion of the Convertible Bonds (including the conversion price and its basis) whenever the right to convert the Convertible Bonds into Conversion Shares is exercised;
 - (D) that the Convertible Bonds will be offered only to persons specified in Sections 274 and 275 of the SFA in Singapore (or such equivalent terms in the relevant jurisdiction where the Convertible Bonds are offered); and
 - (E) that the Convertible Bonds will be traded in minimum board lot size of not less than S\$200,000, or its equivalent in foreign currencies, for so long as the Convertible Bonds are listed on SGX-ST.

The SGX-ST's approval in-principle for the listing and quotation of the Conversion Shares is not to be taken as an indication of the merits of the Convertible Bonds, the Conversion Shares, the Company and/or its subsidiaries.

By Order of the Board

Wen Yibo
Executive Chairman

9 November 2010