



## 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 BUY-OUT OFFER

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, 2 January 2024, 5 February 2024, 4 March 2024, 3 April 2024, 13 May 2024, 18 June 2024, 16 July 2024, 20 August 2024, 20 September 2024, 17 October 2024, 18 November 2024, 18 December 2024, 20 January 2025, 17 February 2025, 18 March 2025, 23 April 2025, 10 July 2025, 12 August 2025, 15 September 2025, 10 October 2025, 11 November 2025, 11 December 2025 and 8 January 2026 (the “**Announcements**”). Unless otherwise specified, capitalised terms used in the Announcements shall have the same meanings when used herein.

## MONTHLY UPDATE IN RELATION TO THE BUY-OUT OFFER

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. A substantive hearing was held on 9 and 10 April 2025 to determine the terms of the Buy-out Offer, including the Share Purchase Price.

On 15 May 2025, the Court handed down its judgment for the said substantive hearing, which ordered that: (a) Mr. Wen shall make the Buy-out Offer to the minority shareholders of the Company at a price of HK\$2.98 per share; and (b) interest at 1% above the prime lending rate published by HSBC, calculated from 12 April 2016 (being the last trading date) to the date of actual payment, shall be added to the purchase price.

Reference is made to the Company’s voluntary announcement dated 3 June 2025, regarding updates on ongoing litigation matters in Mainland China. On 26 November 2025, the Beijing No. 1 Intermediate People’s Court (北京市第一中级人民法院) (the “**Beijing No. 1 Intermediate People’s Court**”) ruled to commence the reorganisation proceedings of Beijing Sound Environmental Engineering Co., Ltd. (北京桑德环境工程有限公司)、Sound Group Limited. (桑德集團有限公司)、Linzhi Sound Water Co., Ltd. (林芝桑德水務有限公司)、Xizang Sound Water Co., Ltd. (西藏桑德水務有限公司)、Sound Investment Holdings Limited (桑德投資控股有限公司)、Beijing Epure International Water Co., Ltd. (北京伊普國際水務有限公司) and Beijing Hi-Standard Water Treatment Equipment Co., Ltd. (北京海斯頓水處理設備有限公司). On 5 December 2025, the Beijing No. 1 Intermediate People’s Court appointed an administrator for the reorganisation of the aforementioned seven companies.

As at the date of this announcement, there are no further material updates regarding the status or timing of the Buy-out Offer.

The Company will continue to monitor developments relating to the implementation of the Buy-out Offer.

**Further announcement(s) will be made by the Company on major developments relating to the status of the Company as and when appropriate.**

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

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

Hong Kong, 13 February 2026

*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*