

Acting in Concert Agreement

This Acting in Concert Agreement (this "**Agreement**") is entered into between the following parties on 18 September 2014:

Mr. Wen Yibo (a holder of PRC Passport No. G36939392) of Rm 422-3, No. 2 Yuhui Road, Chaoyang District ("Mr. **Wen**"; and

Green Capital Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and whose registered office is situate at P.O.Box 957, Offshore Incorporation Centre, Road Town, Tortola, BVI ("**Green Capital**").

*(each a "**Signatory**" and collectively, the "**Signatories**")*

WHEREAS:

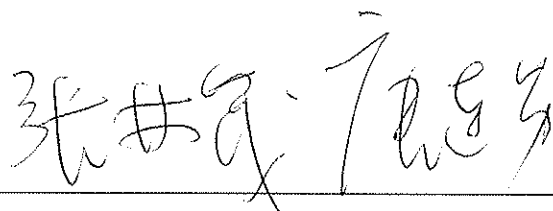
- (A) Sound Global Ltd. ("Sound Global") is a company incorporated with limited liability as a private company under the laws of Singapore on 7 November 2005, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 00967) As at the date hereof, Sound Global has a total 1,467,296,876 issued share capital;
- (B) Mr. Wen, through himself and its associate (as defined in the Hong Kong Listing Rules), holds 741,846,944 issued shares in Sound Global, which represents 50.56% issued share capital of Sound Global;
- (C) Green Capital is owned by the in-laws of Mr. Wen and is a holder of 11,505,000 issued shares in Sound Global, which represents 0.78% of the issued share capital of Sound Global.

NOW IT IS HEREBY AGREED as follows:

- (1) Since the date hereof, each of the Signatories and its associate (as defined in the Listing Rules) should communicate, consult and reach agreements with each other prior to making any material voting and/or commercial decisions (including but not limited to the financial decisions and operating policy decisions) in relation to Sound Global.
- (2) Since the date hereof, each of the Signatories and its associate should act in concert when exercising (including but not limited to related financial decisions and operating policies) proposal rights and/or voting rights in respect of Sound Global, its subsidiaries and/or its branches (if any).
- (3) Since the date hereof, if either Signatory and its associate transfers his/its shares of Sound Global, as a prerequisite he/it shall ensure that the transferee is bound by the provisions of this Agreement, and the transferee upon receiving the transfer of the shares shall be deemed as having agreed to the provisions of this Agreement and having agreed to be bound by the provisions of this Agreement.
- (4) This Agreement shall come into force from the date when the Signatories duly execute this Agreement, and be immediately terminated when any one Signatory requests this Agreement to be terminated by sending the other Signatory a written notice to such effect no less than 14 days prior to such termination.
- (5) This Agreement is governed by the laws of Hong Kong Special Administrative Region of the People's Republic of China.



Mr. Wen Yibo



Mr. Zhang Linmao and Ms. Tang Lianfang
For and on behalf of
GREEN CAPITAL HOLDINGS LIMITED