


## SOUND GLOBAL LTD

<b>MEETING DATE</b>	Tue, 27 Oct 2015 10:00 am	<b>TYPE</b>	EGM	<b>ISSUE DATE</b>	Wed, 14 Oct 2015
<b>MEETING LOCATION</b>	United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong				
<b>CURRENT INDICES</b>	PIRC SE Asia				
<b>SECTOR</b>	Sewerage systems				

### COMPANY OVERVIEW

Sound Global Ltd. provides integrated water and wastewater treatment solutions in the People's Republic of China and internationally. It designs, constructs, operates, and maintains water and wastewater treatment facilities; and manufactures water and wastewater treatment equipment. The Company was founded in 1993 and is based in Beijing, China.

	<b>PROPOSALS</b>	<b>ADVICE</b>
<b>1</b>	<p><b>Appoint Foo Kon Tan LLP as the statutory auditors of the Company in place of Deloitte &amp; Touche LLP</b></p> <p>It is proposed to appoint Foo Kon Tan LLP as the statutory auditors of the Company as a replacement for Deloitte &amp; Touche LLP. It is considered best practice for the external auditor to rotate every five years at least. No corporate governance concerns have been identified. Acceptable proposal. Triodos support this resolution.</p>	<b>For</b>

### SUPPORTING INFORMATION FOR RESOLUTIONS

#### **Proposal 1 - Appoint Foo Kon Tan LLP as the statutory auditors of the Company in place of Deloitte & Touche LLP**

The Company has on 14 September 2015 received from Deloitte a written notice of resignation dated 10 September 2015, in which a written statement of their reasons for their resignation was appended thereto. Deloitte has, on 10 September 2015, received the consent of the Registrar of Companies for the resignation of Deloitte as statutory auditors of the Company and Epure. Deloitte confirmed in the Notice of Resignation that the Resignation took effect on 10 September 2015.

## BOARD AND COMMITTEE COMPOSITION (post-Meeting)

DIRECTORS NAME	GENDER	PIRC	COMPANY	BOARD	AC	RC	NC	TENURE
Zhang Jingzhi	M	No	No	CEO	-	-	-	2
Wen Yibo	M	No	No	Exec	-	-	Y	9
Wang Kai	M	No	No	Exec	-	-	-	4
Luo Liyang	M	No	No	Exec	-	-	-	4
Jiang Anping	M	No	No	Exec	-	-	-	4
Liu Wei	M	No	No	Exec	-	-	-	6
Ma Yuanju	M	Yes	Yes	NED	Y*	Y	Y*	<1
Luo Jianhua	M	Yes	Yes	NED	-	-	-	<1
Zhang Shuting	M	Yes	Yes	NED	-	-	-	<1
Number of Meetings				-	-	-	-	
Number of NED only Meetings				-				

## BOARD OF DIRECTORS (post-Meeting)

PIRC assesses a non-executive director's independence according to PIRC's shareholder guidelines. Comments represent PIRC's analysis based on information in the report and accounts. AC = Audit Committee, RC = Remuneration Committee, NC = Nomination Committee, C = Corporate Responsibility or Ethics Committee, \* = Committee Chairman.

ZHANG JINGZHI				CHIEF EXECUTIVE	
AGE	43	TENURE	2 Years	COMMITTEES	None
OTHER POSITION	ex-Beijing Environment Sanitation Investment Co., Ltd [Ch]; ex-Sound Environmental Resources Co., Ltd [Exec]; ex-University of Science and Technology Beijing				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
WEN YIBO				EXECUTIVE DIRECTOR	
AGE	48	TENURE	9 Years	COMMITTEES	N
OTHER POSITION	Beijing Sound Enviro [Dir & Legal Representative]; Sound Environmental Resources [Dir & Legal Representative]; ex-Mistry of Chemical Engineering [Senior Engineer]; ex-Tsinghua University [Lecturer]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
WANG KAI				EXECUTIVE DIRECTOR	
AGE	51	TENURE	4 Years	COMMITTEES	None
OTHER POSITION	Beijing Sound Environmental Engineering Company Limited [Deputy General Manager]; Lanzhou Jiaotong University [Instructor]; ex-Chengdu Institute of Methane Science of the Ministry of Agriculture, Second Design Institute [Engineer]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
LUO LIYANG				EXECUTIVE DIRECTOR	
AGE	41	TENURE	4 Years	COMMITTEES	None
OTHER POSITION	ex-Henan Luohe Huanhaiqing Environmental Protection Co., Ltd. [Vice Manager]; ex-Henan Xuchang Biochemical Co., Ltd. [Vice Manager]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	

<b>JIANG ANPING</b>		<b>EXECUTIVE DIRECTOR</b>			
<b>AGE</b>	42	<b>TENURE</b>	4 Years	<b>COMMITTEES</b>	None
<b>OTHER POSITION</b>	Beijing Municipal Science and Technology Government Project; Beijing Puresino-Boda Environmental Engineering Co., Ltd.; Beijing Sound Environmental Engineering Co., Ltd. [Head of R&D]; ex-Beijing China Union Engineering Company Limited [Project Manager]; ex-Beijing Municipal Engineering Professional Design Institute [Engineer]; ex-Washington State University [Researcher]				
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>	N		
<b>COMMENT</b>	Chief Engineer.				
<b>LIU WEI</b>		<b>EXECUTIVE DIRECTOR</b>			
<b>AGE</b>	n/d	<b>TENURE</b>	6 Years	<b>COMMITTEES</b>	None
<b>OTHER POSITION</b>	ex-Water Research Centre, National University of Singapore [Assistant Researcher]				
<b>INDEPENDENT BY PIRC</b>	N	<b>INDEPENDENT BY COMPANY</b>	N		
<b>MA YUANJU</b>		<b>NON-EXECUTIVE DIRECTOR</b>			
<b>AGE</b>	58	<b>TENURE</b>	<1 Years	<b>COMMITTEES</b>	A*,R,N*
<b>OTHER POSITION</b>	Jinhe Biotechnology Co., Ltd [Dir]; ex-Qinghai Huading Industrial Co., Ltd [Dir]; ex-Tibet Cheezheng Tibetan Medicine Co., Ltd [Dir]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>	Y		
<b>LUO JIANHUA</b>		<b>NON-EXECUTIVE DIRECTOR</b>			
<b>AGE</b>	n/d	<b>TENURE</b>	<1 Years	<b>COMMITTEES</b>	None
<b>OTHER POSITION</b>	China Environment Chamber of Commerce [Secretary general]; ex-China Geological Society of Youth Working Committee [Secretary General]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>	Y		
<b>ZHANG SHUTING</b>		<b>NON-EXECUTIVE DIRECTOR</b>			
<b>AGE</b>	n/d	<b>TENURE</b>	<1 Years	<b>COMMITTEES</b>	None
<b>OTHER POSITION</b>	ex-Sound Environmental Resources Co., Ltd. [Dir]				
<b>INDEPENDENT BY PIRC</b>	Y	<b>INDEPENDENT BY COMPANY</b>	Y		

## BOARD COMPOSITION

### BOARD COMPOSITION FOLLOWING THE EGM

	CURRENT YEAR		- MEAN	
	Number	% of Board	Number	% of Board
Executive Director	6	66.67	n/a	n/a
Independent NED's	3	33.33	n/a	n/a
Connected NED's	0	0.0	n/a	n/a
Other	0	0.0	n/a	n/a

### BOARD COMMITTEES FOLLOWING THE EGM

	CURRENT YEAR			- MEAN	
	Number of Members	% Independent by PIRC	% Independent by Company	Number of Members	% Independent by PIRC
Whole Board	9	33.33	33.33	-	-
Audit	1	100.0	100.0	-	-
Remuneration	1	100.0	100.0	-	-
Nomination	2	50.0	50.0	-	-



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