



SOUNDWILL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OR ANY ADJOURNMENT THEREOF

I/We ¹ _____
of _____
being holder(s) of _____ ² shares of HK\$0.10 each in the capital of SOUNDWILL HOLDINGS LIMITED
("the Company") HEREBY APPOINT the Chairman of the meeting or ³ _____
of _____

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company, to be held at 36th Floor, Soundwill Plaza, 38 Russell Street, Causeway Bay, Hong Kong on Wednesday, 21 May 2014 at 3:00 p.m. and in particular (but without limitation) to vote for me/us and in my/our name(s) at such meeting (or any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

		For ⁴	Against ⁴
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2013.		
2.	To declare a final dividend for the year ended 31 December 2013.		
3.	A To re-elect Mr. Kong Siu Man, Kenny as director.		
	B To re-elect Mr. Pao Ping Wing as director.		
	C To authorize the board of directors to fix the directors' remuneration.		
4.	To re-appoint Messrs. BDO Limited as auditors of the Company and authorise the board of directors to fix their remuneration.		
5.	A To grant a general mandate to the directors to repurchase shares in the Company, not exceeding ten per cent. of the issued share capital of the Company at the date of this Resolution.		
	B To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company, not exceeding twenty per cent. of the issued share capital of the Company at the date of this Resolution.		
	C Conditional on the passing of Resolutions 5A and 5B, to extend the general mandate to the directors to allot, issue and deal with additional shares of the Company set out in Resolution 5B by the aggregate nominal amount of shares the Company repurchased pursuant to the general mandate set out in Resolutions 5A.		

Shareholder's Signature ⁶ : _____

Dated: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast the vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be delivered to the Company's principal office in Hong Kong at 21/F, Soundwill Plaza, 38 Russell Street, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.