
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant and other professional adviser.

If you have sold or transferred all your shares in Soundwill Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**SOUNDWILL HOLDINGS LIMITED****金朝陽集團有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 878)****GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
AND
RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of Soundwill Holdings Limited to be held at 36/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong on Friday, 24 May 2019 at 2:30 p.m. is set out on pages 12 to 16 of this circular. A form of proxy for use at the Annual General Meeting is enclosed herein. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.soundwill.com.hk).

Only light refreshment will be served after the Annual General Meeting.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's principal place of business in Hong Kong at 21/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

18 April 2019

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	an annual general meeting of the Company to be held at 36/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong on Friday, 24 May 2019 at 2:30 p.m. or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 12 to 16 of this circular
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Company”	Soundwill Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries, associated companies and jointly controlled entities from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5B of the notice of the Annual General Meeting as set out on pages 12 to 16 of this circular
“Latest Practicable Date”	10 April 2019, being the latest practicable date due prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5A of the notice of the Annual General Meeting as set out on pages 12 to 16 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Future Commission in Hong Kong, as amended from time to time
“%”	per cent.



SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

Executive Directors:

FOO Kam Chu Grace (*Chairman*)
CHAN Wai Ling

Independent Non-Executive Directors:

CHAN Kai Nang
PAO Ping Wing
NG Chi Keung

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal

Place of Business in Hong Kong:
21/F, Soundwill Plaza
No. 38 Russell Street
Causeway Bay
Hong Kong

18 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
AND
RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting relating to (i) the approval of the granting of the Share Repurchase Mandate and the Issuance Mandate to the Directors; and (ii) the re-election of the retiring Directors.

* *For identification purpose only*

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 25 May 2018, the general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandates will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase Shares and to issue new Shares if and when appropriate, the ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors as follows:

- (a) to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing such ordinary resolution at the Annual General Meeting;
- (b) to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing such ordinary resolution at the Annual General Meeting; and
- (c) to extend the Issuance Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Share Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in ordinary resolutions nos. 5A and 5B set out in the notice of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company was HK\$28,330,863 comprising 283,308,635 Shares of HK\$0.1 each and subject to the passing of the ordinary resolution to approve the Issuance Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company would be allowed under the Issuance Mandate to issue up to a maximum of 56,661,727 new Shares representing 20% of the total number of issued Shares as at the date of passing such ordinary resolution.

An explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix I to this circular.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate and to issue any new Shares pursuant to the Issuance Mandate.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-Law 87(1), Mr. PAO Ping Wing (“Mr. Pao”) and Mr. NG Chi Keung, shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Pao, who has been serving as an independent non-executive director of the Company for more than 9 years, has confirmed his independence with reference to the factors set out in rule 3.13 of the Listing Rules. The Company considers Mr. Pao is still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning.

Details of the retiring Directors are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 12 to 16 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.soundwill.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and return the same to the Company’s principal place of business in Hong Kong at 21/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

5. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed granting of the Share Repurchase Mandate, the granting and extension of the Issuance Mandate and the re-election of the retiring Directors are all in the best interests of the Company and the Group as well as the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
SOUNDWILL HOLDINGS LIMITED
FOO Kam Chu Grace
Chairman

The following is an explanatory statement required by the Listing Rules, to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company comprised 283,308,635 Shares. Subject to the passing of the ordinary resolution to approve the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 28,330,863 Shares, representing 10% of the total number of issued Shares as at the date of the Annual General Meeting.

2. REASON FOR REPURCHASES

The Directors believe that the granting of Share Repurchase Mandate is in the best interest of the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-Laws, the laws of Bermuda and the Listing Rules.

The laws of Bermuda provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company which would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for the purpose. The amount of premium payable on the repurchases, if any, may only be paid out of the funds of the Company which would otherwise be available for distribution by way of dividend or out of the share premium account of the Company.

4. IMPACT OF SHARE REPURCHASES

There might be material adverse impact on the working capital and on the gearing position of the Company (as compared with the financial position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2018) in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors have no current intention to exercise the Share Repurchase Mandate to an extent as would, having regard to the relevant circumstances, have a material adverse impact on the working capital or gearing position of the Company.

5. MARKET PRICE OF SHARES

The highest and lowest market prices per Share at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Share Price (per share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	14.500	13.840
May	14.600	13.840
June	14.600	12.920
July	12.960	12.020
August	12.640	11.640
September	12.220	11.120
October	11.300	10.020
November	11.560	10.340
December	11.240	10.320
2019		
January	11.220	10.200
February	12.900	11.000
March	12.300	11.520
April (up to the Latest Practicable Date)	12.380	11.980

6. GENERAL

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the Bye-Laws and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Share Repurchase Mandate in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the interest of such Shareholder(s), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, Century Pine (PTC) Limited (the "Trustee") was interested in 207,871,528 Shares, representing approximately 73.37% of the total number of Shares in issue. The Trustee holds the said 207,871,528 Shares indirectly as trustee for a discretionary trust, the discretionary object of which includes Madam FOO Kam Chu Grace, the Chairman and executive director of the Company, and her family members (including Ms. CHAN Wai Ling, executive director of the Company). In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding interest of the Trustee in the Company will be increased to approximately 81.53% of the total number of Shares in issue.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company and the Group (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

PAO Ping Wing (“Mr. Pao”), aged 71, was appointed as an independent non-executive director of the Company on 6 November 2009, received a Master of Science degree in Human Settlements Planning and Development from the Asian Institute of Technology in Bangkok, Thailand. Mr. Pao was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. He was also an ex-Urban Councillor. In the past years, he has been actively serving on government policy committees and statutory bodies, especially those of town planning, urban renewal, public housing, culture and arts and environment matters. Mr. Pao is an Honorary Fellow of The Hong Kong Institute of Housing.

Mr. Pao is also an independent non-executive director of several other companies listed on the Main Board of the Stock Exchange including Oriental Press Group Limited (0018.HK), Capital Environment Holdings Limited (3989.HK), Zhuzhou CRRC Times Electric Co., Ltd. (formerly known as Zhuzhou CSR Times Electric Co., Ltd.) (3898.HK), Maoye International Holdings Limited (0848.HK) and Sing Lee Software (Group) Limited (8076.HK), a company listed on the GEM of the Stock Exchange. He formerly was an independent non-executive director of UDL Holdings Limited (now known as DTXS Silk Road Investment Holdings Company Limited) (0620.HK) and InvesTech Holdings Limited (formerly known as HL Technology Group Limited) (1087.HK), shares of both of these companies are listed on the Main Board of the Stock Exchange. He formerly was also an independent non-executive director of Tonking New Energy Group Holdings Limited (formerly known as JC Group Holdings Limited) (8326.HK), which shares are listed on the GEM of the Stock Exchange.

As at the Latest Practicable Date, Mr. Pao did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Pao has not entered into service contract with the Company. Mr. Pao’s appointment is not for a specific term but subject to retirement by rotation and be eligible for re-election at the Annual General Meeting in accordance with the Bye-Laws. The emolument of Mr. Pao is determined in accordance with market conditions, his role and responsibility and performance. The total emolument of Mr. Pao for the year ended 31 December 2018 was HK\$150,375.

Save as disclosed above, Mr. Pao does not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas. Mr. Pao also does not hold any other position in the Company, does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and there is no information of Mr. Pao that is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Pao that need to be brought to the attention of the Shareholders.

NG Chi Keung (“**Mr. Ng**”), aged 70, was appointed as an independent non-executive director of the Company on 18 March 2011. Mr. Ng holds a Master Degree in Business Administration. Mr. Ng is an associate member of the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants and a fellow of the Institute of Chartered Accountants in England and Wales. He has over 30 years of financial management experience with renowned multinational corporations.

Mr. Ng was the executive director of Fairwood Holdings Limited (0052.HK) which shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited for 15 years until his retirement at the end of year 2009, re-designated as non-executive director after his retirement until mid-2017 and re-designated as an independent non-executive director thereafter.

As at the Latest Practicable Date, Mr. Ng did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Ng has not entered into service contract with the Company. Mr. Ng’s appointment is not for a specific term but subject to retirement by rotation and be eligible for re-election at the Annual General Meeting in accordance with the Bye-Laws. The emolument of Mr. Ng is determined in accordance with market conditions, his role and responsibility and performance. The total emolument of Mr. Ng for the year ended 31 December 2018 was HK\$150,375.

Save as disclosed above, Mr. Ng does not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas. Mr. Ng also does not hold any other position in the Company, does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and there is no information of Mr. Ng that is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ng that need to be brought to the attention of the Shareholders.



SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

NOTICE IS HEREBY GIVEN that an annual general meeting of Soundwill Holdings Limited (the “**Company**”) will be held at 36/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong on Friday, 24 May 2019 at 2:30 p.m. (the “**Annual General Meeting**”) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) and the reports of the directors and independent auditor for the year ended 31 December 2018.
2. To declare a final dividend for the year ended 31 December 2018.
3.
 - A To re-elect Mr. PAO Ping Wing as an independent non-executive director of the Company.
 - B To re-elect Mr. NG Chi Keung as an independent non-executive director of the Company.
 - C To authorise the board of directors (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”).
4. To re-appoint Messrs. Deloitte Touche Tohmatsu, Certified Public Accountants as auditor of the Company and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
 - A “**THAT**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (the “**Bye-Laws**”) or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.”

B “**THAT**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to Shareholders or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

C “**THAT** conditional upon the passing of resolutions set out in items 5A and 5B of the notice convening this meeting, the general mandate referred to in the resolution set out in item 5B of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company

NOTICE OF ANNUAL GENERAL MEETING

pursuant to the mandate referred to in resolution set out in item 5A of the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution.”

By Order of the Board
SOUNDWILL HOLDINGS LIMITED
FOO Kam Chu Grace
Chairman

Hong Kong, 18 April 2019

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll except where the Chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.soundwill.com.hk) in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s principal place of business in Hong Kong at 21/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Friday, 24 May 2019 (both dates inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 20 May 2019.

NOTICE OF ANNUAL GENERAL MEETING

5. For determining the entitlement to the proposed final dividend for the year ended 31 December 2018, the register of members of the Company will be closed from Thursday, 30 May 2019 to Friday, 31 May 2019 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 29 May 2019.
6. As at the date of this notice, the Board of Directors of the Company comprises (i) Executive Directors: FOO Kam Chu Grace and CHAN Wai Ling; and (ii) Independent Non-Executive Directors: CHAN Kai Nang, PAO Ping Wing and NG Chi Keung.