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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)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 25 MAY 2023 AND ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS**

At the annual general meeting of Soundwill Holdings Limited (the “**Company**”) held on 25 May 2023 (the “**AGM**”), a poll was demanded by the chairman of the meeting for voting on all proposed resolutions as set out in the notice of AGM dated 21 April 2023 (the “**Resolutions**”). All directors of the Company attended the AGM in person.

The board of directors of the Company (the “**Board**”) is pleased to announce that all the Resolutions were duly passed by the shareholders of the Company by way of a poll at the AGM. The poll results in respect of the Resolutions are as follows:

		Number of Votes (%)	
		For	Against
	<b>Ordinary Resolutions</b>		
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the “ <b>Group</b> ”) and the reports of the directors and independent auditor for the year ended 31 December 2022.	213,648,946 (99.96%)	85,610 (0.04%)
2.	To declare a final dividend for the year ended 31 December 2022.	213,734,506 (99.99%)	50 (0.01%)
3.	A To re-elect Madam FOO Kam Chu Grace as an executive director of the Company.	213,649,187 (99.96%)	85,369 (0.04%)
	B To re-elect Ms. CHAN Wai Ling as an executive director of the Company.	213,646,687 (99.96%)	87,869 (0.04%)
	C To re-elect Mr. PAO Ping Wing as an independent non-executive director of the Company.	213,649,187 (99.96%)	85,369 (0.04%)

	D	To authorise the board of directors to fix the remuneration of the directors of the Company (the “ <b>Directors</b> ”).	213,734,456 (99.99%)	100 (0.01%)
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.	213,725,164 (99.99%)	9,392 (0.01%)
5.*	A	To grant a general mandate to the Directors to repurchase the Company’s shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	213,725,264 (99.99%)	9,292 (0.01%)
	B	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	210,677,235 (98.57%)	3,057,321 (1.43%)
	C	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of shares repurchased by the Company.	210,702,305 (98.58%)	3,032,251 (1.42%)
		<b>Special Resolution</b>	<b>For</b>	<b>Against</b>
6.		To approve and adopt the amended and restated bye-laws of the Company.	213,633,449 (99.96%)	76,107 (0.04%)

\* The full text of Resolution 5 is set out in the notice of AGM.

As at the date of the AGM, the total number of issued shares of the Company was 283,308,635, which was the total number of shares entitling the holders to attend and vote for or against all the Resolutions at the AGM.

There were no shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and there were no shares requiring the holders to abstain from voting at the AGM under the Listing Rules.

The Company’s branch share registrar in Hong Kong, Tricor Standard Limited, was appointed and present as the scrutineer for the vote-taking at the AGM.

#### **ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS**

The Board hereby announces that the resolution on the adoption of the amended and restated Bye-laws of the Company has been duly passed as a special resolution at the AGM. For details of the proposed amendments, please refer to Appendix III of the circular of the Company dated 21 April 2023. The amended and restated Bye-laws of the Company take effect immediately. The full text of the amended and restated Bye-laws of the Company is available on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.soundwill.com.hk](http://www.soundwill.com.hk).

By Order of the Board  
**SOUNDWILL HOLDINGS LIMITED**  
**Chan Hing Tat**  
*Chairman*

Hong Kong, 25 May 2023

*As at the date of this announcement, the Board of Directors of the Company comprises (i) Executive Directors: Foo Kam Chu Grace, Chan Wai Ling, Chan Hing Tat and Tse Wai Hang; and (ii) Independent Non-Executive Directors: Chan Kai Nang and Pao Ping Wing.*

*\* For identification purpose only*