



SOUNDWILL HOLDINGS LIMITED

(金朝陽集團有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 17 MAY 2017

I/We¹ _____ of _____

being the registered holder(s) of _____² shares of HK\$0.10 each in the share capital of SOUNDWILL HOLDINGS LIMITED (the "Company"), HEREBY APPOINT the Chairman of the meeting or³ _____ of _____ a s my/our proxy to attend, act and vote for me/us at the annual general meeting of the Company, to be held at 36th Floor, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong on Wednesday, 17 May 2017 at 2:30 p.m. (or at any adjournment thereof).

RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") and the reports of the directors and independent auditor for the year ended 31 December 2016.		
2.	To declare a final and special dividend for the year ended 31 December 2016.		
3.	A To re-elect Madam FOO Kam Chu Grace as an executive director of the Company (the "Director").		
	B To re-elect Mr. KONG Siu Man Kenny as an executive Director.		
	C To re-elect Mr. PAO Ping Wing as an independent non-executive Director.		
	D To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. BDO Limited as auditor of the Company and authorise the Board to fix their remuneration.		
5.	A To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total number of shares of the Company (the "Shares") as at the date of passing this resolution.		
	B To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares as at the date of passing this resolution.		
	C To extend the general mandate to the Directors to allot, issue and deal with additional Shares in the capital of the Company by the aggregate number of Shares repurchase by the Company.		

Shareholder's Signature⁶: _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 registered in your name(s).
- 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** 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.
- 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 deposited at the Company's principal place of business in Hong Kong at 21st Floor, Soundwill Plaza, No. 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.
- 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.
- 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only