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EARNING EASE LIMITED

(Incorporated in the British Virgin Islands with limited liability)

SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

**JOINT ANNOUNCEMENT
(1) PROPOSED PRIVATISATION OF
SOUNDWILL HOLDINGS LIMITED
BY EARNING EASE LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 99 OF THE COMPANIES ACT;
(2) PROPOSED WITHDRAWAL OF LISTING OF
SOUNDWILL HOLDINGS LIMITED;
(3) PROPOSED SPECIAL DIVIDEND**

DELAY IN DESPATCH OF THE SCHEME DOCUMENT

Financial Adviser to the Offeror

ANGLO CHINESE 英
CORPORATE FINANCE, LIMITED 高

Independent Financial Adviser to the Independent Board Committee

ALTUS CAPITAL LIMITED

Reference is made to the announcement jointly published by Earning Ease Limited (the “**Offeror**”) and Soundwill Holdings Limited (the “**Company**”) dated 7 March 2025 (the “**Joint Announcement**”) in relation to, among other things, the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 99 of the Companies Act 1981 of Bermuda. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive’s consent is obtained, the Scheme Document including, among other things, further details of the Proposal, further details of the Special Dividend, an explanatory statement, the expected timetable relating to the Proposal, the recommendation of the Independent Board Committee, the letter of advice from the Independent Financial Adviser and notices of the Court Meeting and the SGM, should normally be despatched to the Shareholders within 21 days of the Joint Announcement (i.e., on or before 28 March 2025) or such later date as the Executive may approve.

As (i) additional time is required to finalise the information contained in the Scheme Document including, amongst others, the letter of advice from the Independent Financial Adviser, the indebtedness statement of the Company and the property valuation reports; and (ii) certain key dates of the Proposal are subject to, among other things, the hearing by the Court for the application to convene the Court Meeting and the directions given thereat, an application for consent has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code, and the Executive has indicated that it is minded to grant its consent, for an extension of the latest date for the despatch of the Scheme Document to on or before 30 April 2025.

Further announcement(s) will be made by the Company and the Offeror as and when appropriate in compliance with the Takeovers Code upon the despatch of the Scheme Document. A detailed timetable for the Proposal and the Scheme will be set out in the Scheme Document and in the announcement to be jointly issued by the Company and the Offeror upon the despatch of the Scheme Document.

WARNING: Shareholders and/or potential investors should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and/or potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of
EARNING EASE LIMITED
Foo Kam Chu Grace
Director

By order of the board of
SOUNDWILL HOLDINGS LIMITED
Chan Hing Tat
Chairman

Hong Kong, 28 March 2025

As at the date of this joint announcement, the Board 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, PAO Ping Wing and Young Chun Man Kenneth.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by directors of the Offeror in their capacity as the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are FOO Kam Chu Grace, CHAN Hing Tat and TAN Benny Min Tack.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors in their capacity as the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

** For identification purpose only*