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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Soundwill Holdings Limited (the “**Company**”) will be held at Room A, 16/F, Soundwill Plaza II — Midtown, No. 1 Tang Lung Street, Causeway Bay, Hong Kong on Friday, 23 May 2025 at 11:30 a.m. (Hong Kong time) or immediately after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document hereinafter mentioned) for the purposes of considering and, if thought fit, passing with or without modification, the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning ascribed to them in the composite scheme document of the Company dated 30 April 2025 (the “**Scheme Document**”) of which this notice forms part.

SPECIAL RESOLUTION

1. “**THAT** for the purposes of giving effect to the Scheme between the Company and the Scheme Shareholders as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting:
 - (a) on the Effective Date, any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares be and is hereby approved;
 - (b) subject to and contemporaneously with the cancellation of the Scheme Shares, the issued share capital of the Company shall be maintained by the allotment and issue to the Offeror of such number of new shares of the Company, credited as fully paid, as is equal to the number of the Scheme Shares cancelled; and the

* For identification purpose only

credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares shall be applied in paying up in full the new shares of the Company so allotted and issued to the Offeror;

- (c) subject to the Scheme taking effect, the withdrawal of listing of the shares of the Company on The Stock Exchange of Hong Kong Limited be and is hereby approved, and any one of the Directors be and is hereby authorised to make application to The Stock Exchange of Hong Kong Limited in respect of such withdrawal; and
- (d) any one of the Directors be and is hereby authorised to do all such acts and things as considered by him/her to be necessary or desirable in connection with the implementation of the Proposal, including without limitation, the giving of consent to any modification of, or addition to, the Scheme, which the Court may see fit to impose and to do all other acts and things as considered by him/her to be necessary or desirable in connection with the Proposal or in order to give effect to the Proposal.”

ORDINARY RESOLUTION

2. “**THAT** conditional upon the passing of special resolution 1 above:

- (a) subject to and conditional upon the Scheme becoming binding and effective in accordance with its terms and conditions, a special dividend of HK\$1.0 per share in the Company (the “**Special Dividend**”) be and is hereby declared payable to the shareholders of the Company whose name appear on the register of members of the Company as at the Record Date on the terms as contained in the Scheme Document; and
- (b) any one of the Directors be and is hereby authorised to do all such acts and things as considered by him/her to be necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.”

By order of the Board
SOUNDWILL HOLDINGS LIMITED
CHAN Hing Tat
Chairman

Hong Kong, 30 April 2025

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of Business
in Hong Kong:*
21st Floor, Soundwill Plaza
No. 38 Russell Street
Causeway Bay
Hong Kong

Notes:

1. For the purpose of determining the entitlements of the Shareholders to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025 (both days inclusive) and, during such period, no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the SGM, all the transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by no later than 4:30 p.m. on Monday, 19 May 2025.
2. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is appointed.
3. In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the SGM either in person or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto, but if more than one of such joint holders is present at the SGM in person or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of such joint holding.
5. The **white** form of proxy for use in connection with the SGM is enclosed.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. As at the date of this notice, 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, PAO Ping Wing and YOUNG Chun Man, Kenneth.