



SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

**PINK FORM OF PROXY FOR THE COURT MEETING (THE “COURT MEETING”)
OF
SOUNDWILL HOLDINGS LIMITED (THE “COMPANY”)
TO BE HELD AT 11:00 A.M. ON FRIDAY, 23 MAY 2025 (HONG KONG TIME)
AT ROOM A, 16/F, SOUNDWILL PLAZA II — MIDTOWN, NO. 1 TANG LUNG STREET,
CAUSEWAY BAY, HONG KONG
(OR ANY ADJOURNMENT THEREOF)**

**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
2025: No. 80**

**IN THE MATTER OF SOUNDWILL HOLDINGS LIMITED
AND
IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981**

I/We^(note 1) _____
of _____
being the registered holder(s) of^(note 2) _____ shares of HK\$0.10 each in the capital of
the Company, hereby appoint the chairman of the Court Meeting or^(note 3) _____
of _____
to act as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Court Meeting to be held at 11:00 a.m. on
Friday, 23 May 2025 (Hong Kong time) at Room A, 16/F, Soundwill Plaza II — Midtown, No. 1 Tang Lung Street, Causeway Bay,
Hong Kong (or at any adjournment thereof) convened at the directions of the Supreme Court of Bermuda as directed below or, if no
such indication is given, as my/our proxy thinks fit, and in respect of any other resolution(s) that may properly come before the Court
Meeting and/or any adjournment thereof.

FOR the Scheme ^(note 4)	AGAINST the Scheme ^(note 4)

Dated this _____ day of _____ 2025 Shareholder's Signature(s)^(note 5): _____

Contact Phone Number: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the Court Meeting is preferred, strike out the words **“THE CHAIRMAN OF THE COURT MEETING OR”** and insert the name and address of the desired proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK (“/”) THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK (“/”) THE BOX MARKED “AGAINST the Scheme”.** Failure to complete either box will entitle your proxy to cast or abstain your vote at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Court Meeting.
5. This proxy form must be signed under hand by you or your attorney duly authorised in writing or, in case of a corporation, under its seal or under hand of an officer, attorney or other person duly authorised to sign the same.
6. Any member entitled to attend and vote at the Court Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
7. In the case of joint holders of a share, any one of such joint holders may vote at the Court Meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto. However, if more than one of such joint holders is present at the Court Meeting, 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. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of such joint holding.
8. In order to be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, should be deposited at the Hong Kong branch share registrar of the Company, 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 Court Meeting (or any adjournment thereof). However, if this proxy form is not so lodged, it may alternatively be handed to the Chairman of the Court Meeting at the Court Meeting before the taking of the poll and the chairman of the Court Meeting shall have absolute discretion as to whether or not to accept it. Completion and return of the proxy form will not preclude any member from attending and voting in person at the Court Meeting (or any adjournment thereof), and in such event, the proxy form will be revoked by operation of law.

PERSONAL INFORMATION COLLECTION STATEMENT

Personal data under the PICS (the “Personal Data”) shall have the same meaning as defined under Personal Data (Privacy) Ordinance, Cap 486 of the Laws of Hong Kong (the “PDPO”). Your supply of the Personal Data to the Company is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting of the Company (the “Purposes”). Failure to supply sufficient information may render the Company unable to process your instructions in connection with the aforesaid Purposes. We may disclose or transfer the Personal Data to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your Personal Data will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.