



SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

WHITE FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 23 MAY 2025

White form of proxy for use by the shareholders of Soundwill Holdings Limited (the “Company”) at the special general meeting of the Company (the “SGM”) to 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 convened at the directions of the Supreme Court of Bermuda for the same place and day) or any adjournment thereof.

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 SGM or^(Note 3) _____
of _____
as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the SGM (or any adjournment thereof) convened for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the SGM dated 30 April 2025 (the “Notice”) and at the SGM (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, and 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 SGM and/or any adjournment thereof.

		FOR ^(Note 6)	AGAINST ^(Note 6)
1.	SPECIAL RESOLUTION “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 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.”		
2.	ORDINARY RESOLUTION “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.”		

Shareholder's Signature^(Note 5): _____ Dated: _____

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 white form of proxy will be deemed to relate to all those shares in the capital of the Company registered in your name(s).
- Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote instead of him/her. A shareholder 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. A proxy need not be a shareholder of the Company, but must attend the SGM in person to represent you. If no name inserted, the chairman of the SGM will act as your proxy. If any proxy other than the chairman of the SGM is preferred, strike out the words “the chairman of the SGM or” and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast the vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than that referred to in the Notice.
- This white form of proxy must be signed under hand 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, 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.
- In order to be valid, this 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 that power of attorney or authority, must 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 the holding of the SGM or any adjournment thereof.
- Completion and deposit of this white form of proxy will not preclude you from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be revoked by operation of law.
- ANY ALTERATION MADE TO THIS WHITE FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGN IT.**

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this white form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Share Registrars of the Company) unless it is a requirement to so do by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing and any such request should be in writing to Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

* For identification purposes only