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## **SOUNDWILL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 878)**

### **RESULTS OF THE SPECIAL GENERAL MEETING CONNECTED TRANSACTION PROPOSED CONVERTIBLE BOND ISSUE**

The Company is pleased to announce that the ordinary resolutions set out in the notice of the SGM contained in the Circular were duly passed at the SGM held today.

The Agreement is expected to be completed on 4 August 2004.

Reference is made to the announcement dated 21 June 2004 and the circular dated 13 July 2004 (the “Circular”) of the Company containing information on, inter alia, the proposed convertible bond issue. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circular.

### **RESULTS OF THE SGM**

The Company is pleased to announce that all resolutions set out in the notice of the SGM contained in the Circular were duly passed at the SGM held today. Standard Registrars Limited, Hong Kong branch share registrar of the Company, was appointed as scrutineer in the SGM. All resolutions were voted by way of a poll of the Independent Shareholders.

Ko Bee and its associates (as defined under the Listing Rules), who are interested in approximately 67.13% of the issued capital of the Company immediately before the completion of the Agreement, abstained from voting on all the resolutions proposed at the SGM.

The total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against the resolution at the SGM was 39,945,386 Shares and the Independent Shareholders holding in aggregate 30,237,116 Shares were not present and voting at the SGM, representing approximately 32.87% and 24.88% of the existing issued share capital of the Company respectively. Accordingly, the Independent Shareholders holding in aggregate 9,708,270 shares, representing approximately 7.99% of the existing issued share capital of the Company, were present and voting in person or by proxy and were entitled to vote for or against all resolutions at the SGM. The voting results are as follows:

	<b>For</b>		<b>Against</b>	
	<i>Number of</i>		<i>Number of</i>	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Approval of the Agreement	9,701,070	99.93%	7,200	0.07%
Approval of the Instrument and the Issue	9,701,070	99.93%	7,200	0.07%
Authorization to Directors to allot, issue and deal with additional shares in the capital of the Company which may fall to be allotted and issued upon exercise of the conversion rights attached to the Instrument	9,701,070	99.93%	7,200	0.07%

By Order of the Board of  
**SOUNDWILL HOLDINGS LIMITED**  
**Kwan Chai Ming**  
*Executive Director*

Hong Kong, 30 July 2004

*As at the date of this announcement, the Board comprises of (1) Executive Directors: Foo Kam Chu, Grace, Chan Wai Ling, Tse Chun Kong, Thomas, Kwan Chai Ming; (2) Non-Executive Directors: Liu Hanbo, Meng Qinghui; and (3) Independent Non-Executive Directors: Wong Tak Leung, Charles and Yuen Hing Man.*

*Please also refer to the published version of this announcement in the (The Standard)*