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## **SOUNDWILL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 878)

### **APPOINTMENT OF EXECUTIVE DIRECTOR**

**AND**

### **CHANGE IN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that with effect from 6 November 2009 (i) Mr. Kong Siu Man Kenny has been appointed as an executive director of the Company, (ii) Mr. Pao Ping Wing has been appointed as an independent non-executive director, a member of the audit committee and remuneration committee of the Company, and (iii) Ms. Ho Suk Yin has resigned as an independent non-executive director, a member of the audit committee and remuneration committee of the Company.

### **APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (the "Board") of Soundwill Holdings Limited (the "Company", together with its subsidiaries, collectively the "Group") announces that with effect from 6 November 2009, (i) Mr. Kong Siu Man Kenny has been appointed as an executive director, and (ii) Mr. Pao Ping Wing has been appointed as an independent non-executive director, a member of the audit committee and remuneration committee of the Company.

The details of Mr. Kong Siu Man Kenny and Mr. Pao Ping Wing as required pursuant to Rule 13.51 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") are set out below.

**Mr. Kong Siu Man Kenny**, aged 47, is the General Manager (Projects) of the Company and is responsible for the property development of the Group. He graduated from the Hong Kong Polytechnic University. He is a Chartered Surveyor of Royal Institution of Chartered Surveyors of Hong Kong, a Registered Professional Surveyor and an Authorized Person under Buildings Ordinance of Hong Kong SAR Government. Prior to joining the Company in 2009, Mr. Kong has over 21 years experience in the Mainland and Hong Kong property market.

Mr. Kong has entered into an employment contract with the Company. He is entitled to receive a basic salary of HK\$120,000 per month and bonus equivalent to one-month salary. Mr. Kong's emolument is determined by reference to his individual performance and contribution, the overall performance of the Company and the prevailing economic situation and market practice. Mr. Kong has no designated length of service with the Company but he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company.

Save as disclosed above, Mr. Kong (1) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, (2) does not have any interests in shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance), (3) did not hold any directorships in listed public companies in the last three years, and (4) does not have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the shareholders of the Company.

**Mr. Pao Ping Wing**, aged 61, received a Master of Science degree in Human Settlements Planning and Development from the Asian Institute of Technology in Bangkok, Thailand in 1980.

Mr. Pao was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. He was also an ex-Urban Councillor. In the past 20 years plus, he has been actively serving on government policy committees and statutory bodies, especially those of town planning, urban renewal, public housing, culture and arts and environment matters. Mr. Pao is an Hon. Fellow of The Hong Kong Institute of Housing. Mr. Pao was appointed as a Justice of the Peace in 1987 and was a member of the 9th and 10th session of the Guangzhou Committee of the Chinese People's Political Consultative Conference.

Currently, Mr. Pao is also an independent non-executive director of Oriental Press Group Ltd. (stock code: 18), UDL Holdings Limited (stock code: 620), Sing Lee Software (Group) Limited (stock code: 8076), Hembly International Holdings Limited (stock code: 3989), Zhuzhou CSR Times Electric Co., Ltd. (stock code: 3898) and Maoye International Holdings Limited (stock code: 848), all of which are companies listed on the Stock Exchange of Hong Kong.

During his directorship in UDL Holdings Limited (“UDL”), a company incorporated in Bermuda, being a holding company for its subsidiaries (UDL together with its subsidiaries, the “UDL Group”), had 4 main areas of businesses : namely building services, machine engineering, contracts and structural steel. In February 2000, the UDL Group commenced a scheme of arrangement (“The Scheme”) under S.166 of the Companies Ordinance (Chapter 32, Laws of Hong Kong). The Scheme came into effect on 28 April 2000.

Save as disclosed above, Mr. Pao did not hold any directorship in other public listed company or any other position with the Company or any other members of its group in the past three years.

Mr. Pao has not entered into any service contract with the Company and has no fixed term of service but will be subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provision of the bye-laws of the Company. He is entitled to annual remuneration of HK\$80,000 (subject to review from time to time by the remuneration committee and the Board) which is determined in accordance with his job duties and responsibilities.

Save as disclosed herein, Mr. Pao does not (1) have any relationship with any directors, senior management or substantial or controlling shareholder of the Company, (2) have any interests in shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance) and (3) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Mr. Kong and Mr. Pao for joining the Board.

## RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Ms. Ho Suk Yin has resigned as an independent non-executive director, a member of the audit committee and remuneration committee of the Company with effect from 6 November 2009 so as to concentrate on her own business.

Ms. Ho has confirmed that she had no disagreement with the Board and that there is no matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Ms. Ho for her valuable contribution to the Company during her terms of services.

By Order of the Board  
**Soundwill Holdings Limited**  
**Foo Kam Chu Grace**  
*Chairman*

Hong Kong, 6 November 2009

*As at the date of this announcement, the Board of Directors of the Company comprises (i) Executive Directors: Foo Kam Chu, Grace, Chan Wai Ling, Tse Chun Kong, Thomas, Kong Siu Man, Kenny; (ii) Non-Executive Directors: Liang Yanfeng, Meng Qinghui; and (iii) Independent Non-Executive Directors: Chan Kai Nang, Kwan Kai Cheong and Pao Ping Wing.*