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## **SOUNDWILL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 878)**

### **SALE AND PURCHASE OF SHARES BY A CONTROLLING SHAREHOLDER**

Ko Bee, being the controlling shareholder of the Company, has sold (1) the First Sale Shares at the Sale Price to ASM Asia and ASM Hudson and (2) the Second Sale Shares at the Sale Price to Insight China and (3) the Third Sale Shares at the Sale Price to Doric Capital on 4 January 2011.

The Sale Price of HK\$9.50 represents a discount of approximately 1.25% to the closing price of HK\$9.62 per share as quoted on the Stock Exchange at 4:00 p.m. on 3 January 2011.

The aggregate of the First Sale Shares, the Second Sale Shares and the Third Sale Shares represent approximately 0.83% of the entire issued share capital of the Company.

#### **INTRODUCTION**

The board (the “Board”) of directors (the “Directors”) of Soundwill Holdings Limited (the “Company”) announces that Ko Bee Limited (“Ko Bee”), being the controlling shareholder of the Company, has sold (1) 500,000 shares (the “First Sale Shares”) of HK\$0.10 each in the capital of the Company to ASM Asia Recovery (Master) Fund and ASM Hudson River Fund (“ASM Asia and ASM Hudson”), (2) 500,000 shares (the “Second Sale Shares”) of HK\$0.10 each in the capital of the Company to Insight China Focus Fund (“Insight China”) and (3) 1,000,000 shares (the “Third Sale Shares”) of HK\$0.10 each in the capital of the Company to Doric Capital Corporation (“Doric Capital”), all at a price of HK\$9.50 per share (the “Sale Price”) on 4 January 2011 (the “Sale and Purchase”).

#### **SALE AND PURCHASE**

Pursuant to the Sale and Purchase, (1) Ko Bee agreed to sell and ASM Asia and ASM Hudson agreed to purchase the First Sale Shares at the Sale Price, (2) Ko Bee agreed to sell and Insight China agreed to purchase the Second Sale Shares at the Sale Price and (3) Ko Bee agreed to sell and

Doric Capital agreed to purchase the Third Sale Shares at the Sale Price. The Sale Price of HK\$9.50 represents a discount of approximately 1.25% to the closing price of HK\$9.62 per share of the Company as quoted on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) at 4:00 p.m. on 3 January 2011. The aggregate of the First Sale Shares, the Second Sale Shares and the Third Sale Shares represent approximately 0.83% of the entire issued share capital of the Company as at the date of this announcement.

ASM Asia and ASM Hudson, Insight China and Doric Capital are independent third parties not connected with any of the Directors, substantial shareholders or chief executives of the Company or any of its subsidiaries or their respective associates (as defined in the Rules (“Listing Rules”) Governing the Listing of Securities on the Stock Exchange).

The entire issued share capital of Ko Bee is beneficially owned by Madam Foo Kam Chu, Grace (“Mrs. Chan”), who is a director of the Company. Mrs. Chan is deemed to be interested in the shares of the Company held by Ko Bee by virtue of the Securities and Futures Ordinance. Therefore, the Sale and Purchase is regarded as a deemed disposal of shares of the Company made by Mrs. Chan. Immediately prior to the Sale and Purchase, Ko Bee was interested in 173,772,028 shares, representing approximately 71.97% of the entire issued share capital of the Company. Immediately following the Sale and Purchase, the interests of Ko Bee has been reduced to 171,772,028 shares, representing approximately 71.14% of the entire issued share capital of the Company.

Immediately prior to the Sale and Purchase, Mrs. Chan was interested in 176,268,630 shares (including 2,400,000 share options), representing approximately 73% of the entire issued share capital of the Company. Immediately following the Sale and Purchase, the interests of Mrs. Chan has been reduced to 174,268,630 shares (including 2,400,000 share options), representing approximately 72.17% of the entire issued share capital of the Company.

By Order of the Board  
**Soundwill Holdings Limited**  
**Tse Wai Hang**  
*Company Secretary*

Hong Kong, 4 January 2011

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