



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Soundwill Holdings Limited

Date Submitted 1 February 2012

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 878 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>5,000,000,000</u>	<u>0.10</u>	<u>500,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>5,000,000,000</u>	<u>0.10</u>	<u>500,000,000</u>

(2) Stock code : N/A Description : _____

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*) : **500,000,000**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	274,944,135			
Increase/ (decrease) during the month	-			
Balance at close of the month	274,944,135			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1. Share Option Scheme adopted on (22/07/2002)</u>						
Ordinary shares (Note 1)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>5,810,000</u>
<u>2. Share Option Scheme adopted on (19/05/2011)</u>						
Ordinary shares (Note 1)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>5,560,000</u>
<u>3.</u>						
<u>(/ /)</u> shares (Note 1)						
			Total A. (Ordinary shares)		<u>N/A</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)					<u>N/A</u>	

Warrants to Issue Shares of the Issuer which are to be Listed (**Not Applicable**)

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed) _____						
Class of shares _____						
issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	(/ /)					
2. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed) _____						
Class of shares _____						
issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	(/ /)					
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed) _____						
Class of shares _____						
issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	(/ /)					
4. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed) _____						
Class of shares _____						
issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	(/ /)					
Total B. (Ordinary shares) _____						
(Preference shares) _____						
(Other class) _____						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) **(Not Applicable)**

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
4. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
Total C. (Ordinary shares) (Preference shares) (Other class)					_____	_____
					_____	_____

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes) **(Not Applicable)**

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ (/ /) shares (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)		

Other Movements in Issued Share Capital (**Not Applicable**)

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____		
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____		
		Total E. (Ordinary shares)	_____
		(Preference shares)	_____
		(Other class)	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) N/A
	(2) N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):

Submitted by: Chan Wai Ling

Title: Director
(Director, Secretary or other duly authorised officer)



Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*