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SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

RESTRUCTURING OF SHAREHOLDING IN THE COMPANY

The Board has been informed by Madam Foo that as part of the family estate planning undertaken by her, on 9 April 2018, Madam Foo and her spouse, Mr. Tan, have established the Trust as settlors for the benefit of, among others, Madam Foo, Mr. Tan and their issues, and Madam Foo has transferred 50% of the entire issued share capital of Ko Bee to Mr. Tan and, immediately thereafter, each of Madam Foo and Mr. Tan has transferred their respective 50% interest in Ko Bee to the trustee of the Trust by way of gift. Pursuant to note 6(a) to Rule 26.1 of the Takeovers Code, the Executive waives the obligation of the Trustee to make a general offer for the Shares arising as a result of the Restructuring.

The board (the “**Board**”) of directors (the “**Directors**”) of Soundwill Holdings Limited (the “**Company**”) has been informed by Madam Foo Kam Chu Grace (“**Madam Foo**”), the Chairman and executive Director of the Company, that as part of the family estate planning undertaken by her, on 9 April 2018,

- (i) a discretionary trust (the “**Trust**”) has been established by Madam Foo and her spouse, Mr. Tan Min Tack Benny (“**Mr. Tan**”), as settlors for the benefit of, among others, Madam Foo, Mr. Tan and their issues (including Ms. Chan Wai Ling, an executive Director); and
- (ii) Madam Foo has transferred 50% of the entire issued share capital of Ko Bee Limited (“**Ko Bee**”) to Mr. Tan and, immediately thereafter, each of Madam Foo and Mr. Tan has transferred their respective 50% interest in Ko Bee to the trustee of the Trust (the “**Trustee**”) by way of gift (the “**Restructuring**”).

As at the date of this announcement and immediately prior to the completion of the Restructuring, Ko Bee directly holds 204,881,528 shares in the Company (the “**Shares**”), and the entire issued share capital of Full Match Limited (“**Full Match**”), which in turn directly holds 2,386,000 Shares.

Prior to the completion of the Restructuring, Madam Foo was interested in 207,364,130 Shares representing approximately 73.19% of the issued share capital of the Company, among which (i) 96,602 Shares were directly held by Madam Foo; (ii) 204,881,528 Shares were held by Ko Bee, a company then wholly owned by Madam Foo; and (iii) 2,386,000 Shares were held by Full Match, a company wholly owned by Ko Bee.

As at the date of this announcement and following the completion of the Restructuring,

(i) the Trust holds the entire issued share capital of Ko Bee which in turn holds 204,881,528 Shares and the entire issued share capital of Full Match, which in turn holds 2,386,000 Shares; and

(ii) Madam Foo is personally interested in 96,602 Shares.

Pursuant to note 6(a) to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), the Executive (as defined in the Takeovers Code) of the Securities and Futures Commission of Hong Kong waives the obligation of the Trustee to make a general offer for the Shares arising as a result of the Restructuring.

By Order of the Board
SOUNDWILL HOLDINGS LIMITED
Foo Kam Chu Grace
Chairman

Hong Kong, 9 April 2018

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 and Kong Siu Man Kenny; and (ii) Independent Non-Executive Directors: Chan Kai Nang, Pao Ping Wing and Ng Chi Keung.

* *For identification only*