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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)

SUPPLEMENTAL ANNOUNCEMENT DISCLOSEABLE TRANSACTION DISPOSAL OF TARGET COMPANY

Reference is made to the announcements of the Company dated 19 July 2018, 28 September 2018, 27 November 2018 and 31 January 2019 (the “**Announcements**”) in relation to the Disposal of Target Company. Capitalized terms used herein shall have the same meanings as those defined in the Announcements unless otherwise stated. The Company would like to supplement the material change to the term of the Disposal.

CHANGE TO COMPLETION DATE

The Seller and the Purchaser have agreed that Completion shall take place on or before 28 February 2019 (or such other date as the Purchaser and the Seller may agree in writing).

At the request of the Purchaser, the Seller and the Purchaser have agreed to further change Completion Date to on or before 31 May 2019, or on such an earlier day as the Vendor may name by giving not less than 7 working days’ advance notice in writing to the Purchaser (“**Fourth Extended Completion Date**”). The Seller and the Purchaser have entered into a fourth supplemental agreement (the “**Fourth Supplemental Agreement**”) on 28 February 2019.

Pursuant to the Fourth Supplemental Agreement, the Extension Payment shall be applied towards partial settlement of the balance of the Consideration if and when the Purchaser completes the Disposal with the Seller by the Fourth Extended Completion Date.

Save as disclosed above, all other terms and conditions of the Agreement (as amended and supplemented by the Supplemental Agreement, Second Supplemental Agreement, Third Supplemental Agreement and Fourth Supplemental Agreement) shall remain unchanged and continue in full force and effect.

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

Hong Kong, 28 February 2019

As at the date of this announcement, the Board of Directors of the Company comprises (i) Executive Directors: Foo Kam Chu Grace and Chan Wai Ling; and (ii) Independent Non-Executive Directors: Chan Kai Nang, Pao Ping Wing and Ng Chi Keung.

**For identification purpose only*