



SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 24 MAY 2019

I/We¹ _____
of _____
being the registered holder(s) of _____² shares of HK\$0.10 each in the share capital of SOUNDWILL HOLDINGS LIMITED (the "Company"), HEREBY APPOINT the Chairman of the meeting or³ _____
of _____
as my/our proxy to attend, act and vote for me/us at the annual general meeting of the Company to be held at 36/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong on Friday, 24 May 2019 at 2:30 p.m. (or at any adjournment thereof).

RESOLUTIONS		For ⁴	Against ⁴
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the "Group") and the reports of the directors and independent auditor for the year ended 31 December 2018.		
2.	To declare a final dividend for the year ended 31 December 2018.		
3.	A To re-elect Mr. PAO Ping Wing as an independent non-executive director of the Company.		
	B To re-elect Mr. NG Chi Keung as an independent non-executive director of the Company.		
	C To authorise the board of directors (the "Board") to fix the remuneration of the directors of the Company (the "Directors").		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu, Certified Public Accountants as auditor of the Company and to authorise the Board to fix their remuneration.		
5.	A To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
	B To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
	C To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of shares repurchased by the Company.		

Shareholder's Signature⁵: _____

Dated: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the capital of the Company registered in your name(s).
- Any shareholder of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company. If no name inserted, the Chairman of the meeting will act as your proxy. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast the vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In order to be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's principal place of business in Hong Kong at 21/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGN IT.**

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Share Registrars of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing and any such request should be in writing to Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

* For identification purpose only