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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Soundwill Holdings Limited (the “**Company**”) will be held at Room A, 16/F, Soundwill Plaza II — Midtown, No. 1 Tang Lung Street, Causeway Bay, Hong Kong on Friday, 14 June 2024 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the Possible Very Substantial Disposal (as defined in the circular of the Company dated 24 May 2024 of which this notice forms part (the “**Circular**”)) be and are hereby confirmed, authorized and approved;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized to effect the Possible Very Substantial Disposal (as defined in the Circular) at any public auction of the Lot (as defined in the Circular), including but not limited to, the Further Auction (as defined in the Circular), to be held by order of the Lands Tribunal, at or above the reserve price determined by the Lands Tribunal, including but not limited to, the Revised Reserve Price (as defined in the Circular) during the period of twelve (12) months from the date of passing this resolution;

* *For identification purpose only*

- (c) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts, matters or things as they may in their absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to the Possible Very Substantial Disposal (as defined in the Circular) as they may in their absolute discretion consider necessary or desirable with full power to authorize any other person to do so in the name of and as the act of the Company or its subsidiary, during the period of twelve (12) months from the date of passing this resolution; and
- (d) any action(s) taken by any Directors to give effect to and in connection with the Possible Very Substantial Disposal (as defined in the Circular) prior to the date of this resolution be and is(are) hereby approved, confirmed, ratified and adopted in all respects as fully as if such action(s) has been presented to for approval, and approved by, the shareholders of the Company prior to such actions(s) being taken.”

By Order of the Board
SOUNDWILL HOLDINGS LIMITED
CHAN Hing Tat
Chairman

Hong Kong, 24 May 2024

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business
in Hong Kong:*
21st Floor, Soundwill Plaza
No.38 Russell Street
Causeway Bay
Hong Kong

Notes:

1. A form of proxy for use at the SGM is enclosed.
2. Any shareholder (the “**Shareholder(s)**”) entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the 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 21st Floor, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for the

holding of the SGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both dates inclusive), during which period no transfer of shares will be registered. The record date for determining Shareholders entitled to attend and vote at the SGM will be the close of business on Friday, 14 June 2024. In order to be eligible to attend and vote at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 7 June 2024.
5. Where there are joint holders of any shares of the Company, any one of such holders may vote at the SGM, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of member of the Company in respect of the joint holding.
6. The above resolution will be voted by way of a poll at the SGM.
7. As at the date of this notice, the board of directors of the Company comprises (i) Executive Directors: FOO Kam Chu Grace, CHAN Wai Ling, CHAN Hing Tat and TSE Wai Hang; and (ii) Independent Non-Executive Directors: CHAN Kai Nang, PAO Ping Wing and YOUNG Chun Man, Kenneth.