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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)

### ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2022 AND PROPOSED ADOPTION OF THE AMENDED AND RESTATE BYE-LAWS

#### FINANCIAL HIGHLIGHTS

	Year ended 31 December	
	2022 HK\$ million	2021 HK\$ million
Revenue	478	569
Profit before income tax expense excluding net fair value loss on investment properties	282	331
Net fair value loss on investment properties	(464)	(1,077)
Loss before income tax expense	(182)	(746)
Loss attributable to owners of the Company	(268)	(808)
Basic loss per share (dollars)	HK\$(0.95)	HK\$(2.85)
Dividend per share (dollars)		
— proposed final dividend	HK0.20	HK0.20
— proposed special dividend	—	—
	At	At
	31 December 2022	31 December 2021
	HK\$ million	HK\$ million
Total assets	22,223	22,277
Net assets	19,176	19,542
Total borrowings	1,775	1,872
Gearing ratio	9%	10%
Net asset value per share (dollars)	HK\$67.7	HK\$69.0

\* For identification purpose only

## RESULTS

The board (the “Board”) of directors (the “Directors”) of Soundwill Holdings Limited (the “Company”) announces the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2022 with comparative figures for the previous year as follows:

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

*For the year ended 31 December 2022*

		2022	2021
	<i>Notes</i>	<i>HK\$'000</i>	Restated <i>HK\$'000</i>
Revenue	3		
Revenue from goods and services		102,242	149,976
Rental income		<u>376,134</u>	<u>418,915</u>
Total revenue		478,376	568,891
Cost of sales		<u>(82,588)</u>	<u>(109,966)</u>
Gross profit		395,788	458,925
Other income, gains and losses	4	52,776	25,234
Selling expenses		(3,629)	(7,017)
Administrative expenses		(118,712)	(123,426)
(Loss)/gain on disposal of subsidiaries		(788)	1,864
Net fair value loss on investment properties		(464,274)	(1,077,458)
Reversal of impairment loss on loan receivables		247	400
Finance costs		<u>(43,079)</u>	<u>(24,614)</u>
Loss before income tax expense	6	(181,671)	(746,092)
Income tax expense	7	<u>(80,720)</u>	<u>(62,008)</u>
<b>Loss for the year</b>		<u><b>(262,391)</b></u>	<u><b>(808,100)</b></u>

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME (CONTINUED)**

*For the year ended 31 December 2022*

	2022	2021
<i>Note</i>	<i>HK\$'000</i>	<i>Restated HK\$'000</i>
<b>Other comprehensive (expense)/income, net of tax</b>		
<i>Item that will not be reclassified to profit or loss:</i>		
Change in fair value of financial assets at fair value through other comprehensive income ("FVTOCI")	(171)	559
<i>Item that may be reclassified subsequently to profit or loss:</i>		
Exchange (loss)/gain on translation of foreign operations	<u>(27,912)</u>	<u>18,922</u>
Other comprehensive (expense)/income for the year, net of tax	<u>(28,083)</u>	<u>19,481</u>
<b>Total comprehensive expense for the year</b>	<u><b>(290,474)</b></u>	<u><b>(788,619)</b></u>
<b>(Loss)/profit for the year attributable to:</b>		
Owners of the Company	(268,201)	(807,930)
Non-controlling interests	<u>5,810</u>	<u>(170)</u>
	<u><b>(262,391)</b></u>	<u><b>(808,100)</b></u>
<b>Total comprehensive (expense)/income for the year attributable to:</b>		
Owners of the Company	(294,353)	(788,368)
Non-controlling interests	<u>3,879</u>	<u>(251)</u>
	<u><b>(290,474)</b></u>	<u><b>(788,619)</b></u>
<b>Loss per share for loss attributable to owners of the Company for the year</b>		
Basic	8	
	<u><b>HK\$(0.95)</b></u>	<u><b>HK\$(2.85)</b></u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	<i>Notes</i>	<b>2022</b> <i>HK\$'000</i>	2021 <i>HK\$'000</i>
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Investment properties		<b>19,374,605</b>	19,808,515
Property, plant and equipment		<b>122,528</b>	135,216
Financial assets at FVTOCI		<b>39,656</b>	28,605
Deposits paid for acquisition of properties		<b>9,251</b>	16,491
Loan receivables	<i>9</i>	<b>5,906</b>	16,552
Total non-current assets		<b>19,551,946</b>	20,005,379
<b>Current assets</b>			
Properties for sale		<b>1,063,112</b>	888,704
Trade and other receivables	<i>9</i>	<b>174,070</b>	151,757
Financial assets at fair value through profit or loss ("FVTPL")		<b>38,884</b>	2,815
Restricted bank deposits		—	16,110
Short-term bank deposits		<b>272,400</b>	251,181
Cash and cash equivalents		<b>1,122,544</b>	885,358
Assets classified as held for sale		<b>2,671,010</b>	2,195,925
		—	75,300
Total current assets		<b>2,671,010</b>	2,271,225
<b>Current liabilities</b>			
Trade and other payables	<i>10</i>	<b>855,326</b>	545,888
Contract liabilities		<b>120,568</b>	47,186
Lease liabilities		<b>20,912</b>	13,729
Borrowings		<b>87,728</b>	1,396,158
Provision for income tax		<b>121,631</b>	125,595
Total current liabilities		<b>1,206,165</b>	2,128,556
<b>Net current assets</b>		<b>1,464,845</b>	142,669

	<b>2022</b> <i>HK\$'000</i>	2021 <i>HK\$'000</i>
<b>Total assets less current liabilities</b>	<b><u>21,016,791</u></b>	<u>20,148,048</u>
<b>Non-current liabilities</b>		
Borrowings	<b>1,686,799</b>	475,343
Lease liabilities	<b>29,703</b>	15,699
Deferred tax liabilities	<b><u>124,655</u></b>	<u>115,306</u>
Total non-current liabilities	<b><u>1,841,157</u></b>	<u>606,348</u>
<b>Net assets</b>	<b><u><u>19,175,634</u></u></b>	<u><u>19,541,700</u></u>
<b>EQUITY</b>		
<b>Equity attributable to owners of the Company</b>		
Share capital	<b>28,331</b>	28,331
Reserves	<b><u>19,145,878</u></b>	<u>19,496,893</u>
	<b>19,174,209</b>	19,525,224
<b>Non-controlling interests</b>	<b><u>1,425</u></b>	<u>16,476</u>
<b>Total equity</b>	<b><u><u>19,175,634</u></u></b>	<u><u>19,541,700</u></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. BASIS OF PREPARATION

The consolidated financial statements of the Group for the year ended 31 December 2022 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

### 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### 2.1 Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual framework
Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKFRS 16	Property, Plant and Equipment — Proceeds Before Intended Use
Amendments to HKFRS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 2.2 New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts and the related Amendments <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to HK Interpretation 5 (2020) <sup>3</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>3</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined

<sup>3</sup> Effective for annual periods beginning on or 1 January 2024

Except for the amendments to HKAS mentioned below, the Directors anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### ***Amendments to HKAS 1 and HKFRS Practice Statement 2 “Disclosure of Accounting Policies”***

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies. The impacts of application, if any, will be disclosed in the Group's future consolidated financial statements.

***Amendments to HKAS 8 “Definition of Accounting Estimates”***

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty — that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.

***Amendments to HKAS 12 “Deferred Tax related to Assets and Liabilities arising from a Single Transaction”***

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 “Income Taxes” so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

The Group applies HKAS 12 requirements to the relevant assets and liabilities as a whole. Temporary differences relating to relevant assets and liabilities are assessed on a net basis.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the investment properties, right-of-use assets and the lease liabilities.

The amendments are effective for the Group's annual reporting periods beginning on 1 January 2023. The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.



### 3. REVENUE

An analysis of the Group's revenue from its principal activities is as follows:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
<b>Revenue from contracts with customers under HKFRS 15</b>		
<b>Property development</b>		
— Sales of completed properties for sale	78,611	127,048
<b>Building management and other services</b>		
— Property repairs and maintenance service income	8,711	8,381
— Building management service income	14,920	14,547
Revenue from contracts with customers under HKFRS 15	102,242	149,976
<b>Property leasing</b>		
— Rental and signage rental income	376,134	418,915
<b>Total revenue</b>	<u>478,376</u>	<u>568,891</u>

### 4. OTHER INCOME, GAINS AND LOSSES

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
<b>4a. Other income</b>		
Interest income from financial assets at FVTPL	2,456	6,586
Interest income from loan receivables	533	1,058
Other interest income	25,162	7,401
Government grants ( <i>note 1</i> )	7,714	3,091
Forfeiture of deposits ( <i>note 2</i> )	5,093	—
Miscellaneous income	11,794	6,981
	<u>52,752</u>	<u>25,117</u>
<b>4b. Other gains and losses</b>		
Reversal of impairment loss on trade receivables, net	24	182
Loss on disposal of property, plant and equipment	—	(65)
	<u>24</u>	<u>117</u>
<b>Total income, gains and losses</b>	<u>52,776</u>	<u>25,234</u>

*Note:*

1. During the year ended 31 December 2022, the Group recognised government grants of approximately HK\$7,714,000 (2021: HK\$3,091,000) in respect of Employment Support Scheme provided by the Hong Kong government.
2. The amounts represents forfeiture of deposits upon the termination of the sale and purchase agreement on sale of properties during the year ended 31 December 2022.

## **5. SEGMENT INFORMATION**

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resource allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major business lines.

The Group has identified the following operating and reportable segments:

Property development	:	Development of residential, commercial and industrial properties
Property leasing	:	Property rental including signage rental and rental under mini-storage operation
Building management and other services	:	Provision of building management, property repairs and maintenance services

Each of these operating and reportable segments is managed separately as each of the business lines requires different resources as well as operating approaches.

Also, the Group engaged in properties assembly and sales of properties business. There is no project under property assembly business in both years. Thus, this is not constitute a reportable segment during both years.

These operating and reportable segments are monitored and strategic decisions are made on the basis of segment operating results.

## Segment revenue and results

	Property development		Property leasing		Building management and other services		Segment total	
	2022	2021	2022	2021	2022	2021	2022	2021
		Restated		Restated		Restated		Restated
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Revenue</b>								
External customers	78,611	127,048	376,134	418,915	23,631	22,928	478,376	568,891
Inter-segments ( <i>note</i> )	—	—	48	—	3,149	2,787	3,197	2,787
	<u>78,611</u>	<u>127,048</u>	<u>376,182</u>	<u>418,915</u>	<u>26,780</u>	<u>25,715</u>	<u>481,573</u>	<u>571,678</u>
<b>Segment revenue</b>								
	<u>78,611</u>	<u>127,048</u>	<u>376,182</u>	<u>418,915</u>	<u>26,780</u>	<u>25,715</u>	<u>481,573</u>	<u>571,678</u>
<b>Segment profits</b>								
	<u>12,618</u>	<u>18,520</u>	<u>303,430</u>	<u>353,690</u>	<u>21,626</u>	<u>19,717</u>	<u>337,674</u>	<u>391,927</u>
Certain other income, gains and losses							24,015	7,591
Certain administrative expenses							(35,466)	(45,802)
(Loss)/gain on disposal of subsidiaries							(788)	1,864
Net fair value loss on investment properties							(464,274)	(1,077,458)
Reversal of impairment loss on loan receivables							247	400
Finance costs							<u>(43,079)</u>	<u>(24,614)</u>
Loss before income tax expense							<u>(181,671)</u>	<u>(746,092)</u>

*Note:* Inter-segment sales are charged at mutual agreed terms.

The operating and reportable segment results exclude finance costs, net fair value loss on investment properties, reversal of impairment loss on loan receivables, (loss)/gain on disposal of subsidiaries, certain other income, gains and losses, certain administrative expenses and income tax expense.

## 6. LOSS BEFORE INCOME TAX EXPENSE

Loss before income tax expense is arrived at after charging/(crediting):

	2022 <i>HK\$'000</i>	2021 Restated <i>HK\$'000</i>
Auditor's remuneration	3,086	3,084
Cost of completed properties for sale recognised as expenses (note)	46,791	69,204
Depreciation of right-of-use assets	7,206	8,762
Depreciation of other property, plant and equipment	5,842	10,574
Employee compensation expense (including Directors' remuneration and defined contribution cost)	141,455	128,540
Rentals in respect of short-term leases and low-valued leases	733	794
Revaluation deficit on property, plant and equipment	120	520
Gross rental income from investment properties	(376,134)	(418,915)
Less: Direct operating expense arising from investment properties that generated rental income	16,199	19,953
Less: Direct operating expense arising from investment properties that did not generate rental income	—	93
	<u>(359,935)</u>	<u>(398,869)</u>

*Note:* During the year, no reversal of the accruals on construction works (2021: HK\$7,256,000) in respect of the completed properties for sale sold during the year upon the final payment agreed with the respective suppliers during the year ended 31 December 2022.

## 7. INCOME TAX EXPENSE

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Hong Kong Profits Tax:		
Tax for the year (note (a))	27,820	38,012
Mainland China Enterprise Income Tax ("EIT"):		
Tax for the year (note (b))	7,026	10,413
Mainland China Corporate withholding Income Tax (note (c))	5,983	—
Mainland China Land Appreciation Tax ("LAT") (note (d))	30,439	3,863
Under/(over)-provision in prior years	103	(611)
Deferred tax charge	9,349	10,331
	<u>80,720</u>	<u>62,008</u>

*Notes:*

- (a) Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

- (b) For the year ended 31 December 2022, all of the Group's Mainland China subsidiaries were subject to Mainland China EIT rate of 25% (2021: 25%).
- (c) Pursuant to the EIT Law of PRC and the Detailed Implementation Rules, distribution of the profits earned by the PRC subsidiaries since 1 January 2008 to holdings companies incorporated in Hong Kong is subjected to the PRC withholding tax at the applicable tax rate of 5%.
- (d) Under the Provisional Regulations of LAT (《中華人民共和國土地增值稅暫行條例》) effective on 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the Mainland China on LAT (《中華人民共和國土地增值稅暫行條例實施細則》) effective from 27 January 1995, all income from the sale or transfer of state-owned land use rights, buildings and their attached facilities in the Mainland China is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, being the proceeds of sales of properties less deductible expenditures including borrowing costs and property development expenditures in relation to the gains arising from sales of properties in the Mainland China effective from 1 January 2004, with an exemption provided for property sales of ordinary residential properties (普通標準住宅) if their appreciation values do not exceed 20% of the sum of the total deductible items.

## 8. LOSS PER SHARE

The calculation of basic loss per share for loss attributable to the owners of the Company is based on the following data:

	Year ended 31 December	
	2022	2021
	HK\$'000	HK\$'000
<b>Loss</b>		
Loss attributable to owners of the Company	<u>(268,201)</u>	<u>(807,930)</u>
<b>Number of shares</b>		
Number of ordinary shares for the purpose of basic loss per share ( <i>note</i> )	<u>283,308,635</u>	<u>283,308,635</u>

*Note:* During the years ended 31 December 2022 and 2021, neither the Company nor any of its subsidiaries had repurchased any of the Company's shares respectively.

No diluted loss per share for the years ended 31 December 2022 and 2021 was presented as there were no potential ordinary shares in issue during the years ended 31 December 2022 and 2021.

## 9. TRADE AND OTHER RECEIVABLES/LOAN RECEIVABLES

As at 31 December 2022 and 2021, based on invoice dates, the ageing analysis of the trade receivables, net of allowance for credit losses, was the following:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
0–30 days	16,854	10,950
31–90 days	13,669	8,863
91–180 days	8,075	2,508
Over 180 days	7,967	7,718
	<hr/>	<hr/>
Total trade receivables, net	46,565	30,039
	<hr/>	<hr/>
Loan receivables	145,680	147,191
Less: allowance for credit losses	(141,776)	(142,023)
	<hr/>	<hr/>
Total loan receivables, net	3,904	5,168
	<hr/>	<hr/>
Other receivables, utility deposits and prepayment	123,601	116,550
	<hr/>	<hr/>
Total trade and other receivables categorised as current assets	174,070	151,757
	<hr/>	<hr/>
<i>Non-current assets:</i>		
Loan receivables	5,906	16,552
	<hr/>	<hr/>
	<b>179,976</b>	<b>168,309</b>
	<hr/> <hr/>	<hr/> <hr/>

## 10. TRADE PAYABLES

Trade payables had credit periods ranging from 30 to 90 days. Based on invoice dates, the ageing analysis of trade payables was the following:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
0–30 days	4,787	4,101
31–90 days	963	3,254
Over 90 days	12,716	10,050
	<hr/>	<hr/>
Total trade payables	18,466	17,405
	<hr/> <hr/>	<hr/> <hr/>

## **OPERATIONS REVIEW AND PROSPECTS**

### **OVERVIEW**

In 2022, the global economy faced a number of severe challenges. One of the most serious of these challenges was conflict that erupted between Russia and Ukraine, which led to worldwide energy shortages and disrupted industrial production and supply chains. In the United States, the Federal Reserve raised interest rates aggressively in an effort to bring down inflation. Tightened monetary policies were also adopted by central banks, which created turmoil in globe investment markets and dampened prospects for a sustained business recovery.

In Hong Kong, social and economic activities declined during the fifth wave of COVID-19 early in the year. Along with measures designed to minimise the spread of the pandemic, Hong Kong's economy was hit hard by the deteriorating external business environment and interest rate hikes. Signs of an economic recovery began to appear, however, as COVID-19 came under control, social distancing measures were relaxed, and a new round of electronic consumption vouchers was introduced in support of local businesses. In the second half of the year, the improved unemployment rate and gradual easing of quarantine and inbound control measures also gave the economy and market sentiment a strong boost.

At the same time, investor sentiment remained cautious due to the slow recovery of certain industries and COVID-19. The Group's overall performance was thus dragged down, mainly as a result of pressures on shop rents and continuing rent support measures for tenants. Our major investment properties, including Soundwill Plaza, Soundwill Plaza II — Midtown and 10 Knutsford Terrace, recorded a drop in rental income. However, we believe the prime location and diversified tenant portfolios of our properties, together with the implementation of measures to revive the tourism industry and resumption of normal travel between Hong Kong and Mainland, will contribute to better revenue performance in 2023.

Taking advantage of the improved pandemic situation, we launched a number of marketing initiatives with local banks and business partners in 2022 to stimulate turnover and foot traffic. We also upgraded our corporate and property websites in order to consolidate the power of our big data, strong customer relationships and marketing expertise. In addition, we made improvements to our Soundwill Club mobile app by enhancing its interface and adding a restaurant reservation function. The new redemption function on this app was particularly popular among customers and contributed to a growth in membership.

To grow the value of our assets, we continued to focus on the investment opportunities that arose during the year. These included a transaction agreement to dispose of the ownership we held in Haven Court, which enabled us to realise a reasonable return on this investment. The presale of iCITY, our latest industrial project, also received a positive market response early in the year. We will continue to replenish our land reserve through different channels in a timely manner, strengthen and diversify our business according to changes in the market environment, and enhance the synergy among our different operations.

As a responsible corporate citizen, we are committed to helping the less fortunate in society. During the year, we supported various non-profit organisations and encouraged our volunteer team to assist those in need. We also encouraged the tenants of our major investment properties to reduce their energy consumption and minimise the plastic they generate.

In 2022, we made considerable progress in our environmental, social and governance (ESG) performance, which included setting long-term carbon reduction goals, promoting a governance culture of transparency, and increasing staff training. By adhering to a strong corporate governance strategy, we believe we can not only add greater value to society but also create more sustainable, long-term returns for our stakeholders.

## **PROPERTY PORTFOLIO**

Under the negative impact of the pandemic and interest rate stress, the property market in Hong Kong remained bleak in 2022, as evidenced by low investor confidence and shrinking number of transactions completed. By the fourth quarter of the year, however, business activities began to rebound as social distancing measures and inbound travel controls were lifted. With improvements in consumer sentiment and the overall business environment, the property leasing market picked up. Nevertheless, the rise in rents failed to catch up with sales, and overall property rental growth remained under pressure. On the other hand, we will use the proceeds from the disposal of our ownership in Haven Court, which was approved by the Group at a special general meeting in October, for working capital and future development.

## **PROPERTY ASSEMBLY**

Due to interest rate hikes and the lagging economy, property transactions in 2022 dropped significantly, which affected the pace of property assembly. Looking beyond 2022, we will continue to acquire older properties and invest in projects with high appreciation potential in order to regenerate Hong Kong's older districts. We will also elevate the quality of the buildings in these areas, improve their facilities and eliminate the structural risks of old buildings for the benefit of both new and existing owners. In addition, we will replenish our land reserves in a timely manner to capture business opportunities according to developments in the market.



## **PROPERTY LEASING**

For the year ended 31 December 2022, the Group's property leasing business segment recognised revenue of approximately HK\$376,134,000 (2021: HK\$418,915,000), representing approximately 79% (2021: 74%) of the Group's total revenue for the year.

The Group's major investment properties, including Soundwill Plaza, Soundwill Plaza II — Midtown and 10 Knutsford Terrace, recorded a decrease in overall rental income. Our business performance was mainly affected by the retail shop business, which was dragged down by the pressure on rents and our rent support measures for tenants. However, since our diversified tenant portfolio is situated in prime locations across Hong Kong, we are confident that the government's tourism revival measures and the resumption of travel from the Mainland will contribute to the stability of our leasing operation.

### **Soundwill Plaza**

Soundwill Plaza is located on Russell Street in the heart of Causeway Bay, one of Hong Kong's core shopping districts and a centre for international flagship brands. As a premium Grade A commercial building, Soundwill Plaza enjoys high footfall and convenient transport links.

### **Soundwill Plaza II — Midtown**

Soundwill Plaza II — Midtown is located in Causeway Bay at 1 Tang Lung Street in a local hotspot for food and beverage and leisure activities.

### **10 Knutsford Terrace**

10 Knutsford Terrace is located at 10–11 Knutsford Terrace, Tsim Sha Tsui, one of the most prominent tourist and leisure districts in Hong Kong.

### **Kai Kwong Commercial Building**

Kai Kwong Commercial Building is an integrated commercial project located at 332–334 Lockhart Road, Wan Chai.

## **THE SHARP**

Located at 11–13 Sharp Street East and 1–1A Yiu Wa Street in Causeway Bay, THE SHARP is an integrated commercial property project with space for retail, beauty, food & beverage and commercial businesses. The ground floor to the second floor are the Group's rental properties.

## **One Storage Management Company Limited**

One Storage, a wholly-owned subsidiary of the Group, offers secure and comfortable storage space to customers as well as professional management services. The storage facility is equipped with fire safety devices that comply with the latest regulatory guidelines. The existing branches of One Storage are strategically located in key residential and industrial areas all over Hong Kong. By the end of 2022, the number of branches had grown to 40, and brought an increase in the leasable area and earnings. In 2023, the branch coverage will be increased progressively as additional shops will be opened in suitable locations, allowing more customers to enjoy the high-quality, professional storage services we offer.

During the year, One Storage launched various promotional campaigns tailored to different service users and cooperated with several business partners to enhance brand awareness. By leveraging on our mature marketing strategies and back-end management system, the team was able to help the Group enhance its business synergy and revenue.

## **PROPERTY DEVELOPMENT**

For the year ended 31 December 2022, the Group's property development business segment recognised revenue of approximately HK\$78,611,000 in the Mainland China (2021: HK\$127,048,000), representing approximately 16% (2021: 22%) of the Group's total revenue for the year.

## **INDUSTRIAL PROJECT**

### **iCITY**

iCITY is a new round-the-clock digital industrial landmark located at 111 Ta Chuen Ping Street, Kwai Chung. This 20-storey building provides 601 workshops in total, each with a gross floor area of about 335 square feet to 510 square feet on a typical floor. The estimated material date for this project is the fourth quarter of 2023.

Featuring advanced digital technology and a full curtain wall facade, iCITY is destined to become an iconic industrial project in the district.

## **REAL ESTATE IN THE MAINLAND CHINA**

During the year, the property development and sales dropped significantly in Mainland China, as the debt crisis among property developers and large number of unfinished property projects gravely undermined market confidence. Following the principle that “houses are built to be inhabited, not for speculation”, the property market in Mainland China also focused on “project delivery guarantee”. In addition to the policies enacted by individual cities across the country, China’s financial authorities optimised lending policies to ensure rational and stable development of the property market. The central government also defined the real estate sector “as a pillar of the national economy” at the end of the year. We expect that the relaxation of anti-epidemic measures and improvements in the general economy will give a further boost to the property market.

Grand Capital (Shan Shui Xiang Ri Hao Ting), the Group’s project in Doumen District, Zhuhai, the Greater Bay Area, is currently in the stock clearance stage. At Lakeview Bay • VOGUE, an integrated project of the Group comprising villas and high-rise residences in Gaoyao District, Zhaoqing, all villas were sold out, with only a few high-rise residences left for sale. The sales performance was generally stable.

## **BUILDING MANAGEMENT AND OTHER SERVICES**

For the year ended 31 December 2022, the Group’s building management business segment recognised revenue of approximately HK\$23,631,000 (2021: HK\$22,928,000), representing approximately 5% (2021: 4%) of the Group’s total revenue for the year.

### **Goldwell Property Management Limited**

Goldwell Property Management Limited, a subsidiary of the Group, specialises in high-quality property management and maintenance as well as facilities management services for A-Grade large-scale commercial buildings, industrial buildings and small- and medium-sized estates. Its highly experienced building management team which has achieved ISO9001, ISO14001 and ISO45001 certifications for the Group’s properties. To improve the quality of its property management, customer and maintenance services, the building management team conducts regular internal assessments. The latest technology is also utilised to improve service quality. In addition to serving the Group’s existing properties, the team has begun bidding for different property and facility management projects to expand its business portfolio.

An environmental management and energy saving team has also been established to reduce carbon emissions and ensure compliance with government environmental policies. In addition, this team is responsible for implementing energy-saving measures and setting appropriate strategies and annual targets for improving energy efficiency. In future, Goldwell Property Management will cooperate with the government to implement municipal solid waste charging and assist all stakeholders in reducing their waste at source as well as sorting and recycling waste. During the COVID-19 pandemic, the

building management team provided regular training to staff on how to combat the spread of the virus. Measures implemented included applying photocatalyst coating technology in our buildings, providing contact-free equipment and air purifiers, and using internationally certified sanitizing spray. Robots were also introduced for delivering meals and packages. The team continued to improve its management services throughout the year by regularly reviewing the needs of customers, tenants, business partners and employees in order to provide a safe, worry-free living and working environment.

### **Soundwill Club**

Soundwill Club is a popular one-stop platform for distributing marketing and promotional materials among the major investment properties of the Group. During the year, the Group's marketing team used data analysis to provide customers with tailored products and services and maintain customer loyalty during the pandemic. Soundwill Club also offered additional services, such as restaurant reservation and greater accessibility for customers with special needs.

### **CORPORATE CITIZENSHIP**

We are committed to sustainability as one of the vital elements in our development and operation, and strive to create a positive impact on the environment and community in our daily operation. In addition to setting up an environmental management system, we have established long-term carbon reduction goals for our major investment properties. We have also optimised our facilities and equipment and reduced plastic waste in line with our commitment to enhance sustainability and protect the environment.

To help society and people in need, we promote social investment by making use of our professional capabilities and resources. During the year, our Soundwill Volunteer Team helped the disadvantaged through activities that included providing support for non-profit organisations, paying visits and helping underserved students via workplace internship.

To reduce waste, we recycle different types of materials and offer the use of our properties to green groups for their recycling activities. We also publish an annual Environmental, Social and Governance report, with key performance indicators, to disclose our efforts to meet our sustainability targets and increase corporate transparency.

In recognition of our sustainability performance, the Group and its subsidiaries received the Caring Company award from the Hong Kong Council of Social Service, the Industry Cares Recognition Scheme award and BOCHK Corporate Environmental Leadership Awards during the year. In addition to these awards, we received a number of environmental and accessibility certifications for our property projects. The group will continue to create value for the society and serve the people in need.

## PROSPECTS

The path to economic recovery in the coming year will be undoubtedly challenging as the global financial market and supply chain will continue to be affected by the uncertainties of high inflation, monetary tightening and geopolitical risks. We believe that in the year ahead Hong Kong will benefit from the reopening of the boundary with Mainland China and that interest rate hikes in the United States will not have a material adverse impact on the local economy.

With the full resumption of normal travel and the return to a state of normalcy, investor confidence in Hong Kong should be restored. The local and global economic recovery will likely gather pace, with small- and medium-size enterprises expected to relaunch their business expansion plans. The improvement in tourism demand and consumer sentiment will also benefit Hong Kong's business environment and support a cyclical economic recovery, which could significantly improve our potential economic growth and revaluation results.

However, property investors will probably remain conservative due to rising borrowing costs and concerns over inflation and a potential global economic downturn. As the impact of the pandemic weakens and the economic recovery continues, we believe the profound industrial adjustments we have witnessed are coming to an end and the market will finally bottom out. This, along with government reforms on the acquisition of old premises, give us confidence in our property investment and development operations. We will also continue to monitor the local property market and take appropriate measures to enrich our land reserves.

In our leasing operation, the market has become active again thanks to the lifting of travel restrictions between Hong Kong and the Mainland. We are particularly happy to see the rebound in the consumer market, which will facilitate the recovery of Hong Kong's tourism and retail sectors. The prime locations and outstanding tenant portfolio of our properties, coupled with our proactive promotional campaigns, will help our properties attract more local and foreign visitors and contribute to a turnaround in our business performance.

Although the economy this year is better than that of the previous year, we must still closely monitor the stability of the economic rebound in the post-pandemic era, particularly as the foundation for economic recovery requires further consolidation. We will also use our business acumen and take pre-emptive action to capitalize on business opportunities that arise from the recovery of the local and global markets. The Group will also explore different means of investment into other business and venture to broaden and increase returns of its available funds and resources. In addition to property related business and venture, the Group may also invest into other business and venture should the opportunities arise. Against this backdrop, the Group will make every effort to continue building on its past successes, achieve better performance and maximise future returns for our investors.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **FINANCIAL REVIEW**

#### **Results of Operations**

During the year, the Group recorded a revenue of approximately HK\$478,376,000 (2021: HK\$568,891,000), representing a decrease of approximately HK\$90,515,000 as compared with last year. The decrease in revenue was mainly due to the decrease in rental income due to the rental waivers to its tenants in response to the adverse impact to their business brought by COVID-19 outbreak and the sales of properties sold.

#### **Loss Attributable to Owners of the Company**

During the year, the Group has recorded a loss attributable to owners of the Company of approximately HK\$268,201,000 (2021: HK\$807,930,000), a decrease in loss of 66.8% as compared with last year. The decrease in loss was mainly due to valuation loss on investment properties of HK\$464,274,000 (2021: HK\$1,077,458,000) was recorded as of 31 December 2022.

#### **Net Assets**

The net assets of the Group as at 31 December 2022 amounted to HK\$19,175,634,000 (2021: HK\$19,541,700,000). Net asset value per share as at 31 December 2022 is HK\$67.7 (2021: HK\$69.0).

### **FINANCIAL RESOURCES AND LIQUIDITY**

As at 31 December 2022, the Group's cash and bank balances (including short-term bank deposits and cash and cash equivalents) amounted to HK\$1,394,944,000 (2021: HK\$1,136,539,000). Total borrowings of the Group amounted to HK\$1,774,527,000 (2021: HK\$1,871,501,000) as at 31 December 2022.

As at 31 December 2022, the Group's gearing ratio (which was expressed as a percentage of total borrowings over total equity) was 9% (2021: 10%).

The Group mainly operates and invests in Hong Kong and the Mainland China with most of the transactions denominated and settled in Hong Kong Dollars and Renminbi respectively. Therefore, any Mainland China operations are translated from RMB into Hong Kong dollars at the year end date and the exchange differences will be reflected in the consolidated income statement at average rate and exchange reserve in other comprehensive income at closing rate. During the year, the Group did not engage in any derivative activities or use any financial instruments to hedge its balance sheet exposures.

Acquisition and development of properties are financed partly by internal resources and partly by bank borrowings. Repayment of bank loans are scheduled to match asset lives and project completion dates. Borrowings are denominated in Hong Kong Dollars and bear interest at floating rates.

## **SIGNIFICANT INVESTMENTS HELD**

Save as those disclosed under the sections headed “Operations Review and Prospects” and “Management Discussion and Analysis”, the Group did not have any significant investment during the financial year ended 31 December 2022.

## **MATERIAL ACQUISITION AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

On 9 August 2022, Wonder Earning Limited, an indirect wholly-owned subsidiary of the Company (the “Seller”), Tang Lung Investment Properties Limited, an indirect wholly-owned subsidiary of the Company (the “Seller Guarantor”), United Endeavors Limited (the “Purchaser”) and Tsui Yee, the ultimate beneficial owner of the Purchaser (the “Purchaser Guarantor”), entered into a sale and purchase agreement (the “SPA”), pursuant to which the Seller has conditionally agreed to sell and assign, and the Purchaser has conditionally agreed to purchase and take assignment of, the entire issued share capital of Linking Smart Limited (the “Target Company”) and the entire shareholders loan owed by the Target Company to the Seller at a consideration of HK\$3,208,815,000, subject to adjustments (the “Disposal”). The Target Company is the indirect beneficial owner of property units in Haven Court.

In the special general meeting of the Company held on 20 October 2022, ordinary resolution was duly passed by the shareholders of the Company by way of poll to approve the Disposal.

Details of the Disposal are set out in the announcement of the Company dated 11 August 2022 and the circular of the Company dated 23 September 2022.

In 2022, the Group entered into certain sales and purchases agreements to dispose the entire equity interests in certain other wholly-owned subsidiaries of the Group (collectively the “Disposed Subsidiaries”) to different independent third parties at an aggregate total consideration of HK\$95,300,000. The disposal of Disposed Subsidiaries were completed during the year ended 31 December 2022.

Save as disclosed above, there was no material acquisition or disposal of subsidiaries, associates and joint ventures by the Group for the year ended 31 December 2022.

## **EVENTS AFTER REPORTING PERIOD**

On 19 January 2023, the Seller, the Purchaser, the Seller Guarantor and the Purchaser Guarantor entered into a supplemental agreement (the “Supplemental Agreement”) to the SPA (defined as above), pursuant to which the Seller agreed to extend the date of the Purchaser’s payment of the further deposit of HK\$320,881,500 (the “Further Deposit”) for six 6 months from 9 February 2023 to 9 August 2023 with the interest of HK\$11,200,083 agreed to be paid and paid on 8 February 2023.

Details of the Supplemental Agreement are set out in the announcement of the Company dated 19 January 2023.

## **PLEDGE OF ASSETS**

As at 31 December 2022, certain investment properties and property, plant and equipment of the Group with a total carrying value of approximately HK\$12,661,647,000 (31 December 2021: approximately HK\$12,796,497,000) were pledged to secure banking facilities for the Group.

## **CONTINGENT LIABILITIES**

As at 31 December 2022, the Group provided guarantees amounted to approximately HK\$51,166,000 (2021: HK\$90,564,000) to banks with respect to mortgage loans procured by the purchasers of the Group’s properties. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of the registration of the mortgage with the relevant mortgage registration authorities or settlement of the outstanding mortgage loan. In the opinion of the Directors, the fair value of the financial guarantee is not significant.

## **EMPLOYEES REMUNERATION**

The Group employed an annual average of 308 people and 36 people in Hong Kong and Mainland China respectively for the year (2021: 263 and 40 employees). Employees were remunerated on the basis of their performance, experience and market practice. Remuneration packages comprise salary, medical insurance, mandatory provident fund and year end discretionary bonus. Total salaries and wages incurred in 2022 were approximately HK\$141,455,000 (2021: HK\$128,540,000) and no share option expenses (2021: Nil) during the year.

## **DIVIDEND**

The Board recommends a payment of a final dividend of HK\$0.20 (2021: HK\$0.20) per share and no payment of special dividend (2021: Nil) for the year ended 31 December 2022, subject to the approval of the shareholders at the forthcoming annual general meeting to be held on Thursday, 25 May 2023. The final dividend will be payable on or about Thursday, 15 June 2023 to shareholders whose names appear on the register of members on Friday, 2 June 2023.



## **ANNUAL GENERAL MEETING**

The annual general meeting of the Company (the “AGM”) will be held on Thursday, 25 May 2023 and the notice of AGM will be published and dispatched in the manner as required by the Listing Rules.

## **CLOSURE OF REGISTER OF MEMBERS**

The Register of Members of the Company will be closed for the following periods:

- (a) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023 (both dates inclusive), during which period no transfer of shares will be registered. The record date for determining shareholders of the Company entitled to attend the AGM will be Thursday, 25 May 2023. In order to be eligible to attend and vote at the AGM, 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, 19 May 2023.
- (b) For determining the entitlement to the proposed final dividend for the year ended 31 December 2022, the register of members of the Company will be closed from Thursday, 1 June 2023 to Friday, 2 June 2023 (both dates inclusive), during which period no transfer of shares will be registered. The record date for determining shareholders of the Company entitled to receive the proposed final dividend will be Friday, 2 June 2023. In order to qualify for the final dividend, 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 Wednesday, 31 May 2023.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES**

During the year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is public available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of the Company’s shares in the market as at the date of this announcement.

## **REVIEWED BY AUDIT COMMITTEE**

The audited consolidated results of the Group for the year ended 31 December 2022 and the financial and accounting policies adopted by the Group have been reviewed by the audit committee of the Company.

## **SCOPE OF WORK OF MESSRS. DELOITTE TOUCHE TOHMATSU**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2022 as set out in the preliminary announcement have been agreed by the Group's auditor, Messrs. Deloitte Touche Tohmatsu, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement and consequently no assurance has been expressed by Messrs. Deloitte Touche Tohmatsu on the preliminary announcement.

## **COMPLIANCE WITH CORPORATE GOVERNANCE CODE**

The Company has complied with the applicable code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules on the Stock Exchange during the year ended 31 December 2022 except for the following deviation:

### **CODE PROVISION C.2.1**

Code provision C.2.1 provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The roles of the chairman and chief executive officer are neither separated nor performed by two different individuals. Madam Foo Kam Chu Grace is the founder and the Chairman of the Group. She is responsible for the Group's overall development direction and strategies. Upon Madam Foo Kam Chu Grace ceasing to be the Chairman of the Group, Mr. Chan Hing Tat has held the position of the Chairman of the Group with effect from 30 January 2023. The Chairman ensures the Board functions effectively and discharges its responsibilities. There is no chief executive officer appointed and the daily operations of the Group are delegated to other executive directors and various department heads with clearly defined authority policy. The Board is of the view that the current management structure can effectively facilitate the Group's operation and business development.

## **COMPLIANCE WITH MODEL CODE**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Having made specific enquiries with all Directors, the Company confirms that all of them have complied with the Model Code throughout the year.

The Company has also adopted the written guidelines on no less exacting terms than the Model Code for those relevant employees (as defined in the CG Code) in respect of their dealings in the securities of the Company in compliance with the Code Provision C.1.3 of the CG Code.

## **PROPOSED ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS**

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protection. As such, the Board proposes to amend and restate the bye-laws of Company (the “Bye-Laws”) for the purposes of, among others, (i) bringing the Bye-Laws in line with amendments made to the Listing Rules and applicable Bermuda laws; and (ii) making other consequential and housekeeping changes (collectively, the “Amendments”). Accordingly, the Board proposes to adopt the amended and restated Bye-Laws in substitution for, and to the exclusion of, the existing Bye-Laws.

The proposed adoption of the amended and restated Bye-Laws shall be subject to the passing of a special resolution by the shareholders of the Company at the AGM. A circular containing, among others, details of the proposed Amendments and a notice convening the AGM will be despatched to shareholders of the Company as soon as practicable.

## **PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT**

This annual results announcement is published on the Company’s website at [www.soundwill.com.hk](http://www.soundwill.com.hk) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk). The 2022 annual report will be despatched to the shareholders of the Company and will be made available on the websites of the Company and the Stock Exchange in due course in accordance with the Listing Rules.

## **APPRECIATION**

As a final note, I wish to take this opportunity to thank the Directors and staff for their contributions and good performance in the past financial year.

By Order of the Board  
**SOUNDWILL HOLDINGS LIMITED**  
**Chan Hing Tat**  
*Chairman*

Hong Kong, 23 March 2023

*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, Chan Hing Tat and Tse Wai Hang; and (ii) Independent Non-Executive Directors: Chan Kai Nang and Pao Ping Wing.*