THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant and other professional adviser.

If you have sold or transferred all your shares in Soundwill Holdings Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND RE-ELECTION OF THE RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an AGM of Soundwill Holdings Limited to be held at 11/F, Soundwill Plaza II — Midtown, No. 1 Tang Lung Street, Causeway Bay, Hong Kong on Wednesday, 20 May 2026 at 2:30 p.m. is set out on pages 13 to 17 of this circular. A proxy form for use at the AGM is enclosed herein. Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.soundwill.com.hk).

Whether or not you are able to attend the AGM, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's principal place of business in Hong Kong at 21/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

* *For identification purpose only*

15 April 2026

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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"AGM"	an annual general meeting of the Company to be held at 11/F, Soundwill Plaza II — Midtown, No. 1 Tang Lung Street, Causeway Bay, Hong Kong on Wednesday, 20 May 2026 at 2:30 p.m. or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 17 of this circular
"Board"	the board of Directors
"Bye-Laws"	the bye-laws of the Company
"Company"	Soundwill Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company, its subsidiaries, associated companies and jointly controlled entities from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5B of the notice of the AGM as set out on pages 13 to 17 of this circular
"Latest Practicable Date"	1 April 2026, being the latest practicable date due prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

"Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5A of the notice of the AGM as set out on pages 13 to 17 of this circular
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers approved by the Securities and Future Commission in Hong Kong, as amended from time to time
"%"	per cent

SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

Executive Directors:
FOO Kam Chu Grace
CHAN Wai Ling *(Deputy Chairman)*
CHAN Hing Tat *(Chairman)*
TSE Wai Hang

Independent Non-Executive Directors:
CHAN Kai Nang
PAO Ping Wing
YOUNG Chun Man, Kenneth

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

Head Office and Principal Place of Business in Hong Kong:
21/F, Soundwill Plaza
No. 38 Russell Street
Causeway Bay
Hong Kong

15 April 2026

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND RE-ELECTION OF THE RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to (i) the approval of the granting of the Share Repurchase Mandate and the Issuance Mandate to the Directors; and (ii) the re-election of the retiring Directors.

* *For identification purpose only*

2. GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 12 June 2025, the general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandates will lapse at the conclusion of the AGM.

In order to give the Company the flexibility to repurchase Shares and to issue new Shares if and when appropriate, the ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors as follows:

a. to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing such ordinary resolution at the AGM;

b. to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing such ordinary resolution at the AGM; and

c. to extend the Issuance Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Share Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in ordinary resolutions nos. 5A and 5B set out in the notice of the AGM.

As at the Latest Practicable Date, the issued share capital of the Company was HK$28,330,863 comprising 283,308,635 Shares of HK$0.1 each and subject to the passing of the ordinary resolution to approve the Issuance Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company would be allowed under the Issuance Mandate to issue up to a maximum of 56,661,727 new Shares representing 20% of the total number of issued Shares as at the date of passing such ordinary resolution.

An explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix I to this circular.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate and to issue any new Shares pursuant to the Issuance Mandate.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-Law 87(1), Mr. CHAN Hing Tat, Mr. TSE Wai Hang and Mr. PAO Ping Wing, shall retire at the AGM. All of the above Directors, being eligible, will offer themselves for re-election at the AGM.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, relevant skills, experience, professional expertise and qualification, breadth of relevant knowledge, integrity and reputation, willingness to commit and ability to devote sufficient time and to assume the fiduciary duties and responsibilities) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the nomination committee of the Company (the "**Nomination Committee**") has reviewed the re-election of the Directors through:

(a) evaluating the perspectives, skills, experience, performance and contribution of the retiring Directors that can bring to the Board; and

(b) assessing the independence of the independent non-executive directors of the Company to be re-elected and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

i. all the retiring Directors contribute effectively to the operation of the Board;

ii. the retiring independent non-executive director of the Company fulfills the requirements of independent non-executive directors of the Company under Rule 3.13 of the Listing Rules; and

iii. are the persons of integrity and have independent personality and judgement.

Accordingly, the Nomination Committee has recommended to the Board, and the Board has reviewed and resolved, to propose to re-elect each of the retiring Directors at the AGM.

Mr. PAO have confirmed his independence with reference to the factors set out in rule 3.13 of the Listing Rules. The Company considers Mr. PAO is still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning.

Details of the retiring Directors are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 13 to 17 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A proxy form for use at the AGM is enclosed with this circular and such form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.soundwill.com.hk). To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and return the same to the Company's principal place of business in Hong Kong at 21/F, Soundwill Plaza, No. 38 Russell Street, Causeway Bay, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

5. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors consider that all resolutions to be proposed at the AGM are all in the best interests of the Company and the Group as well as the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
SOUNDWILL HOLDINGS LIMITED
CHAN Hing Tat
Chairman and Executive Director

The following is an explanatory statement required by the Listing Rules, to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company comprised 283,308,635 Shares. Subject to the passing of the ordinary resolution to approve the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 28,330,863 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

2. REASON FOR REPURCHASES

The Directors believe that the granting of Share Repurchase Mandate is in the best interest of the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with Bye-Laws, the laws of Bermuda and the Listing Rules.

The laws of Bermuda provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company which would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for the purpose. The amount of premium payable on the repurchases, if any, may only be paid out of the funds of the Company which would otherwise be available for distribution by way of dividend or out of the share premium account of the Company.

4. IMPACT OF SHARE REPURCHASE

There might be material adverse impact on the working capital and on the gearing ratio of the Company (as compared with the financial position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2025) in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors have no current intention to exercise the Share Repurchase Mandate to an extend as would, having regard to the relevant circumstances, have a material adverse impact on the working capital or gearing ratio of the Company.

5. MARKET PRICE OF SHARES

The highest and lowest market prices per Share at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Share Price (per share) Highest	Lowest
	HK$	*HK$*
2025		
April	8.200	7.580
May	8.260	5.420
June	6.030	5.510
July	6.200	5.840
August	6.190	5.900
September	6.130	5.850
October	6.050	5.900
November	6.290	6.030
December	6.300	6.060
2026		
January	6.610	6.160
February	7.050	6.400
March	7.000	6.460
April (up to the Latest Practicable Date)	6.820	6.760

6. GENERAL

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the Bye-Laws and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Share Repurchase Mandate in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Company confirms that neither the explanatory statement nor the proposed Share repurchase has any unusual features.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the interest of such Shareholder(s), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, Century Pine (PTC) Limited (the "**Trustee**") was interested in 212,305,028 Shares, representing approximately 74.94% of the total number of Shares in issue. The Trustee holds the said 212,305,028 Shares indirectly as trustee for a discretionary trust, the discretionary object of which includes Madam FOO Kam Chu Grace, executive director of the Company, and her family members (including Ms. CHAN Wai Ling, Deputy Chairman and executive director of the Company and Mr. CHAN Hing Tat, Chairman and executive director of the Company). In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding interest of the Trustee in the Company will be increased to approximately 83.26% of the total number of Shares in issue.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company and the Group (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

CHAN Hing Tat ("**Mr. Chan**"), aged 45, is Chairman and executive director of the Company and a director of certain subsidiaries of the Group. He is also the chairman of Nomination Committee of the Company. He joined the Group in 2004 and is mainly responsible for the Group's business development. He graduated from the Boston University, USA with a bachelor degree in psychology. Before joining the Group, he was engaged in his own IT business. He is the son of Madam FOO Kam Chu Grace ("**Madam Foo**"), executive director of the Company and the brother of Ms. Chan Wai Ling ("**Ms. Chan**"), Deputy Chairman and executive director of the Company.

As at the Latest Practicable Date, to the best knowledge of the Company, Century Pine (PTC) Limited (the "**Trustee**") was interested in 212,305,028 Shares, representing approximately 74.94% of the total number of Shares in issue. The Trustee holds the said 212,305,028 Shares indirectly as trustee for a discretionary trust, the discretionary object of which includes Madam Foo, and her family members (including Ms. Chan and Mr. Chan). Hence, as at the Latest Practicable Date, Mr. Chan was deemed to have interest in the said 212,305,028 Shares under Part XV of the SFO, representing approximately 74.94% of the total number of Shares in issue.

Mr. Chan has not entered into service contract with the Company. Mr. Chan's appointment is not for a specific term but subject to retirement by rotation and be eligible for re-election at the AGM in accordance with the Bye-Laws. The emolument of Mr. Chan is determined in accordance with market conditions, his role and responsibility and performance. The total emolument of Mr. Chan for the year ended 31 December 2025 was HK$4,800,000.

Saved as disclosed above, Mr. Chan (i) does not have any relationship with any director, senior management or substantial or controlling shareholder (as respectively defined in the Listing Rules) of the Company; (ii) does not have any interest in the Company within the meaning of Part XV of the SFO; (iii) did not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold other major appointments and professional qualifications; (iv) does not hold any other positions with the Company or other subsidiaries of the Company; and (v) does not have any other information that needs to be disclosed pursuant to any of the requirements as set out in rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

TSE Wai Hang ("**Mr. Tse**"), aged 60, was appointed as an executive director and company secretary of the Company on 1 September 2019 and 25 January 2019 respectively. He is the head of Legal Department of the Company and in charge of the legal and company secretarial department of the Group. He holds directorship in certain subsidiaries of the Group. Mr. Tse graduated from the University of Hong Kong with a bachelor's degree in laws. He is a qualified solicitor in Hong Kong. He has over 30 years working experience in the legal field.

Mr. Tse has not entered into service contract with the Company. Mr. Tse's appointment is not for a specific term but subject to retirement by rotation and be eligible for re-election at the AGM in accordance with the Bye-Laws. The emolument of Mr. Tse is determined in accordance with market conditions, his role and responsibility and performance. The total emolument of Mr. Tse for the year ended 31 December 2025 was HK$2,638,000.

Save as disclosed above, Mr. Tse (i) does not have any relationship with any director, senior management or substantial or controlling shareholder (as respectively defined in the Listing Rules) of the Company; (ii) does not have any interest in the Company within the meaning of Part XV of the SFO; (iii) did not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold other major appointments and professional qualifications; (iv) does not hold any other positions with the Company or other subsidiaries of the Company; and (v) does not have any other information that needs to be disclosed pursuant to any of the requirements as set out in rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

PAO Ping Wing ("**Mr. Pao**"), aged 78, was appointed as an independent non-executive director of the Company on 6 November 2009, received a Master of Science degree in Human Settlements Planning and Development from the Asian Institute of Technology in Bangkok, Thailand. Mr. Pao is also a member of Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. Pao was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. He was also an ex-Urban Councillor. In the past years, he has been actively serving on government policy committees and statutory bodies, especially those of town planning, urban renewal, public housing, culture and arts and environment matters. Mr. Pao is an Honorary Fellow of The Hong Kong Institute of Housing. He is also an independent non-executive director of several other companies listed on the Main Board of the Stock Exchange including Capital Environment Holdings Limited (3989.HK), Maoye International Holdings Limited (0848.HK), Global International Credit Group Limited (1669.HK) and Sing Lee Software (Group) Limited (8076. HK), a company listed on the GEM of the Stock Exchange. He formerly was an independent non-executive director of Tonking New Energy Group Holdings Limited (formerly known as JC Group Holdings Limited) (8326.HK), which shares are listed on the GEM of the Stock Exchange. He formerly was also an independent non-executive director of Oriental Enterprise Holdings Limited (formerly known as Oriental Press Group Limited) (0018.HK), which shares are

listed on the Main Board of the Stock Exchange and an independent non-executive director of Zhuzhou CRRC Times Electric Co., Ltd. (formerly known as Zhuzhou CSR Times Electric Co., Ltd.), which shares are listed on both the Main Board of the Stock Exchange and the Science and Technology Innovation Board of the Shanghai Stock Exchange (3898.HK, 688187.SSE).

Mr. Pao has not entered into service contract with the Company. Mr. Pao's appointment is not for a specific term but subject to retirement by rotation and be eligible for re-election at the AGM in accordance with the Bye-Laws. The emolument of Mr. Pao is determined in accordance with market conditions, his role and responsibility and performance. The total emolument of Mr. Pao for the year ended 31 December 2025 was HK$200,000.

Save as disclosed above, Mr. Pao (i) does not have any relationship with any director, senior management or substantial or controlling shareholder (as respectively defined in the Listing Rules) of the Company; (ii) does not have any interest in the Company within the meaning of Part XV of the SFO; (iii) did not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold other major appointments and professional qualifications; (iv) does not hold any other positions with the Company or other subsidiaries of the Company; and (v) does not have any other information that needs to be disclosed pursuant to any of the requirements as set out in rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

SOUNDWILL HOLDINGS LIMITED

金朝陽集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 878)

NOTICE IS HEREBY GIVEN that an annual general meeting of Soundwill Holdings Limited (the "**Company**") will be held at 11/F, Soundwill Plaza ll — Midtown, No. 1 Tang Lung Street, Causeway Bay, Hong Kong on Wednesday, 20 May 2026 at 2:30 p.m. (the "**AGM**") for the following purposes:

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 2025.

2. To declare a final dividend for the year ended 31 December 2025.

3. A To re-elect Mr. CHAN Hing Tat, as an executive director of the Company.

   B To re-elect Mr. TSE Wai Hang, as an executive director of the Company.

   C To re-elect Mr. PAO Ping Wing, as an independent non-executive director of the Company.

   D To authorise the board of directors of the Company (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. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

   A "**THAT**

   (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited

* *For identification purpose only*

(the "**Stock Exchange**"), subject to and in accordance with the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (the "**Bye-Laws**") or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by ordinary resolution of the shareholders of the Company (the "**Shareholder**") in general meeting."

B "**THAT**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period,

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Right Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to Shareholders or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange)."

C "**THAT** conditional upon the passing of resolutions set out in items 5A and 5B of the notice convening this meeting, the general mandate referred to in the resolution set out in item 5B of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5A of the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution."

By Order of the Board
SOUNDWILL HOLDINGS LIMITED
Chan Hing Tat
Chairman and Executive Director

Hong Kong, 15 April 2026

Notes:

1. All resolutions at the AGM will be taken by poll except where the Chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.soundwill.com.hk) in accordance with the Listing Rules.

2. Any Shareholder entitled to attend and vote at the AGM 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 proxy form. 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 proxy form 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 AGM or any adjournment thereof. Delivery of the proxy form shall not precluded a Shareholder from attending and voting in person at the AGM 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 AGM, the register of members of the Company will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date for determining Shareholders entitled to attend the AGM will be Wednesday, 20 May 2026. 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 Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 14 May 2026.

5. For determining the entitlement to the proposed final dividend for the year ended 31 December 2025, the register of members of the Company will be closed from Wednesday, 27 May 2026 to Thursday, 28 May 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date for determining Shareholders entitled to receive the proposed final dividend will be Thursday, 28 May 2026. 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 Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 26 May 2026.

6. As at the date of this notice, the Board 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.