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SYMPHONY

SYMPHONY HOLDINGS LIMITED

新豐集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 01223)

(Warrant Code : 01537)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 3 MARCH 2017**

The Board is pleased to announce that all the ordinary resolutions were duly passed by the Independent Shareholders by way of poll at the SGM held on 3 March 2017.

Reference is made to the announcement of Symphony Holdings Limited (the “**Company**”) dated 13 December 2016 and the circular (the “**Circular**”) of the Company dated 15 February 2017 in relation to (i) the discloseable and connected transaction in relation to the proposed acquisition of the 42% equity interest in Giant Eagle Enterprises Limited not already owned by the Company involving the issue of consideration shares under specific mandate; and (ii) application for whitewash waiver. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE SPECIAL GENERAL MEETING

At the SGM held on 3 March 2017, the voting on the proposed ordinary resolutions as set out in the notice of SGM dated 15 February 2017 was taken by poll. The branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of the SGM, the Company had 2,705,753,580 Shares in issue. Mr. Cheng, the Vendor and their respective associates were required, and had abstained, from voting on resolution numbered 1 in relation to the Acquisition at the SGM in accordance with the Listing Rules. As at the date of the SGM, the Vendor is interested in 801,830,000 Shares (representing approximately 29.63% of the existing issued share capital of the Company). The total number of Shares entitling the Shareholders to attend and vote on resolution numbered 1 in relation to the Acquisition at the SGM was 1,903,923,580 Shares. The parties acting or presumed to be acting in concert with Mr. Cheng and/or the Vendor, including Mr. Chan Kar Lee Gary (an executive Director) and TFHCL (a company indirectly wholly owned by Mr. Shum Pui Kay, an independent non-executive Director), had also abstained from voting on the resolution numbered 1 in

relation to the Acquisition at the SGM. As at the date of the SGM, Mr. Chan Kar Lee Gary is interested in 6,000,000 Shares (representing approximately 0.22% of the existing issued share capital of the Company); and TFHCL is interested in 10,000,000 Shares (representing approximately 0.37% of the existing issued share capital of the Company). Both Mr. Chan Kar Lee Gary and TFHCL became parties presumed to be acting in concert with Mr. Cheng and the Vendor under presumption (6) of the definitions of acting in concert under the Takeovers Code after the signing of the Agreement.

Mr. Cheng, the Vendor and parties acting or presumed to be acting in concert with any of them, including Mr. Chan Kar Lee Gary and TFHCL, and the Shareholder(s) who is/are involved in or interested in the Whitewash Waiver, were required, and had abstained, from voting on resolution numbered 2 in relation to the Whitewash Waiver at the SGM in accordance with the Takeovers Code. The total number of Shares entitling the Shareholders to attend and vote on resolution numbered 2 in relation to the Whitewash Waiver at the SGM was 1,887,923,580 Shares.

No Shareholder was entitled to attend and required to abstain from voting in favour of the ordinary resolutions at the SGM as set out in Rule 13.40 of the Listing Rules.

The voting results in respect of the ordinary resolutions are as follows:

Ordinary resolutions (note)	Number of votes cast	
	(%)	
	For	Against
1. To approve the Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issuance of the Consideration Shares).	1,403,252,471 (99.993%)	105,000 (0.007%)
2. To approve the Whitewash Waiver.	1,403,252,471 (99.993%)	105,000 (0.007%)

Note: The full text of the ordinary resolutions was set out in the notice of SGM dated 15 February 2017.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions, all the ordinary resolutions were duly passed by the Independent Shareholders by way of poll at the SGM.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company had (i) 2,705,753,580 Shares in issue; and (ii) outstanding Warrants entitling the holders thereof to subscribe for a total of 539,732,716 Shares at HK\$1.00 per Share upon the exercise of the Warrants.

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) upon Completion and immediately after the allotment and issuance of the Consideration Shares (assuming there is no change in the issued share capital of the Company other than the issue of the Consideration Shares after the date of this announcement and up to Completion); and (iii) upon Completion and immediately

after the allotment and issuance of the Consideration Shares (assuming all the Warrants held by the holders of the Warrants are exercised and there is no other change in the issued share capital of the Company other than the issue of the Consideration Shares and new Shares upon the exercise of the Warrants after the date of this announcement and up to Completion):

	(i) As at the date of this announcement		(ii) Upon Completion and immediately after the allotment and issuance of the Consideration Shares (assuming there is no change in the issued share capital of the Company other than the issue of the Consideration Shares)		(iii) Upon Completion and immediately after the allotment and issuance of the Consideration Shares (assuming all the Warrants held by the holders of the Warrants are exercised and there is no other change in the issued share capital of the Company other than the issue of the Consideration Shares and new Shares upon the exercise of the Warrants) (Note 5)	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Vendor (Note 1)	801,830,000	29.63	1,051,830,000	35.59	1,212,196,000	34.68
Mr. Shum Pui Kay (Note 2)	10,000,000	0.37	10,000,000	0.34	12,350,000	0.35
Mr. Chan Kar Lee Gary (Note 3)	6,000,000	0.22	6,000,000	0.20	6,000,000	0.17
The Vendor and its concert parties	817,830,000	30.22	1,067,830,000	36.13	1,230,546,000	35.20
Mr. Or Ching Fai (Note 4)	470,000,000	17.37	470,000,000	15.90	564,000,000	16.14
Public Shareholders	1,417,923,580	52.41	1,417,923,580	47.97	1,700,940,296	48.66
Total	2,705,753,580	100.00	2,955,753,580	100.00	3,495,486,296	100.00

Notes

- 801,830,000 Shares and 160,366,000 Warrants were held by the Vendor as at the date of this announcement. The Vendor is wholly and beneficially owned by Mr. Cheng, the Chairman, Chief Executive Officer and an executive Director of the Company.
- 10,000,000 Shares and 2,000,000 Warrants were held by TFHCL as at the date of this announcement. TFHCL is wholly owned by Asian League Limited, which is in turn wholly owned by Mr. Shum Pui Kay, an independent non-executive Director. Together with his direct interest as beneficial owner of 350,000 Warrants, Mr. Shum Pui Kay was thus deemed to be interested in 10,000,000 Shares and 2,350,000 Warrants. As an independent non-executive Director, Mr. Shum Pui Kay became a party

presumed to be acting in concert with Mr. Cheng and the Vendor under presumption (6) of the definitions of acting in concert under the Takeovers Code after the signing of the Agreement.

3. Mr. Chan Kar Lee Gary is an executive Director, who became a party presumed to be acting in concert with Mr. Cheng and the Vendor under presumption (6) of the definitions of acting in concert under the Takeovers Code after the signing of the Agreement.
4. Mr. Or Ching Fai (“**Mr. Or**”) is the beneficial owner of 350,000,000 Shares and 70,000,000 Warrants. 120,000,000 Shares and 24,000,000 Warrants are jointly held by Mr. Or and his spouse Ms. Wong Lai Ning. Mr. Or is thus deemed to be interested in 470,000,000 Shares and 94,000,000 Warrants.
5. For illustration purpose only, this represents the shareholding structure of the Company upon Completion and immediately after the allotment and issuance of the Consideration Shares, assuming all the Warrants held by the holders of the Warrants are exercised and a total of 539,732,716 Shares are allotted and issued upon the exercise of the subscription rights attaching to the Warrants at HK\$1.00 per Share.

By order of the Board
Symphony Holdings Limited
Chow So Ying Anna
Company Secretary

Hong Kong, 3 March 2017

At the date of this announcement, the Directors are:

Executive Directors:	Mr. Cheng Tun Nei (<i>Chairman and Chief Executive Officer</i>) Mr. Chan Kar Lee Gary
Non-executive Director:	Mr. Hong Kim Cheong
Independent non-executive Directors:	Mr. Shum Pui Kay Mr. Wah Wang Kei Jackie Mr. Chow Yu Chun Alexander

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.