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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting of the shareholders of Symphony Holdings Limited (the “Company”) will be held at 10:00 a.m. on Thursday, 11 September 2014 at the Boardroom on the 10th Floor of Island Place Tower, 510 King’s Road, North Point, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modification, the following ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the conditional acquisition and disposal agreement dated 2 July 2014 (supplemented by an addendum on 6 August 2014) (the “Agreement”) entered into between Cosmo Group Holdings Limited, a direct wholly-owned subsidiary of the Company (the “Purchaser”), and GoldSilk Capital Limited (the “Vendor”) in relation to the acquisition of the entire equity interest in Trillion Earning Limited for an aggregate consideration of HK\$481,545,488 (subject to adjustment), a copy of which has been produced to the meeting, marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified;
- (b) the allotment and issue by the Company of 260,260,000 new shares of HK\$0.10 each (the “Consideration Shares”) to the Vendor or its nominee at an issue price of HK\$0.66 in accordance with the Agreement be and is hereby approved;

* *For identification purposes only*

- (c) the transfer of 42 issued shares of US\$1 each in the capital of Giant Eagle Enterprises Limited (“Giant Eagle”) and 42% of all the amounts owed by Giant Eagle and its subsidiaries to the Purchaser at a consideration of HK\$215,242,085 in accordance with the Agreement be and is hereby approved; and
- (d) the directors of the Company be and are hereby authorized to exercise all powers of the Company and to take such actions, do such things, agree to such amendments, variations or extension to the Agreement and execute such documents or deeds as in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares).”

By order of the Board
Symphony Holdings Limited
Chan Ting Chuen
Chairman

Hong Kong, 25 August 2014

As at the date of this notice, the directors of the Company are:

Executive Directors:

Mr. Chan Ting Chuen (*Chairman*)
Mr. Sze Sun Sun Tony
(*Deputy Chairman & Managing Director*)
Ms. Chen Fang Mei
Mr. Chan Kar Lee Gary

Non-executive Director:

Mr. Liu George Hong-chih

Independent Non-executive Directors:

Mr. Cheng Kar Shing
Mr. Ho Shing Chak
Mr. Shum Pui Kay
Mr. Wah Wang Kei Jackie