

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SYMPHONY
SYMPHONY HOLDINGS LIMITED

新豐集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 01223)

CLARIFICATION ANNOUNCEMENT

The Company refers to its Annual Report of 25 April 2019 for the year ended 31 December 2018 relating to the acquisition of 60% equity interests in Aggressive Resources Limited (“**Aggressive Resources**”).

The Company acquired 60% equity interests in Aggressive Resources in 2016. The vendor guaranteed to the Company that the annualized net profit of Aggressive Resources shall be at least HK\$10 million and HK\$11 million for the year ended 31 December 2017 and 2018 respectively (“**Previous Profit Guarantee**”).

If the Previous Profit Guarantee is fulfilled, the Company does not have any right or obligation. If the Previous Profit Guarantee is not fulfilled, however, the vendor is obliged to pay to the Company the full amount of the shortfall in cash.

On 12 October 2018, the Company acquired the remaining 40% equity interests in Aggressive Resources. According to the agreement, the vendor undertakes with the Company that for the financial year ended 31 December 2018, the consolidated net profit of Aggressive Resources shall not be less than HK\$11 million (“**the Profit Guarantee**”). In the event of shortfall to the consolidated net profit of Aggressive Resources for 2018, the Company shall deduct the shortfall from the second installment of HK\$10 million payable to the vendor.

In relation to 2018, there is no difference between the Previous Profit Guarantee and the Profit Guarantee. The net profit for 2018 for the Previous Profit Guarantee and the Profit Guarantee is the same - HK\$11 million.

The consolidated net profit of Aggressive Resources in 2017 is HK\$10,081,791 and in 2018 is HK\$11,043,340 respectively.

The Previous Profit Guarantee and the Profit Guarantee were fulfilled in both 2017 and 2018.

The vendor fulfilled its rights and obligations under the Previous Profit Guarantee and the Profit Guarantee for 2017 and 2018.

By order of the Board
Symphony Holdings Limited
Cheng Tun Nei
Chairman

Hong Kong, 17 September 2019

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

Executive Directors:	Mr. Cheng Tun Nei (<i>Chairman & Chief Executive Officer</i>) Mr. Chan Kar Lee Gary Mr. Lee Cheung Ming
----------------------	---

Independent non-executive Directors:	Mr. Shum Pui Kay Mr. Wah Wang Kei Jackie Mr. Chow Yu Chun Alexander
---	---