



## **SYMPHONY HOLDINGS LIMITED**

**( 新豐集團有限公司 ) \***

(Incorporated in Bermuda with limited liability)

(Stock code: 01223)

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of the shareholders of Symphony Holdings Limited (the "Company") ("Shareholders") will be held at the 10th Floor of Island Place Tower, 510 King's Road, North Point, Hong Kong on Thursday, 12 June 2008 at 9.30 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company and the reports of the directors of the Company ("Directors") and the auditors for the year ended 31 December 2007;
2. To approve and declare a final dividend of HK\$0.022 per ordinary share for the year ended 31 December 2007;
3.
  - (a) To accept the retirement of Mr. Chan Lu Min as a Director pursuant to Bye-law 87 of the Bye-Laws of the Company ("Bye-Laws") and to re-elect Mr. Chan as a Director;
  - (b) To accept the retirement of Mr. Chan Ting Chuen as a Director pursuant to Bye-law 87 of the Bye-Laws and to re-elect Mr. Chan as a Director;
  - (c) To accept the retirement of Dr. Ho Ting Seng as a Director pursuant to Bye-law 87 of the Bye-Laws and to re-elect Dr. Ho as a Director;
  - (d) To accept the retirement of Mr. Li I Nan as a Director pursuant to Bye-law 87 of the Bye-Laws and to re-elect Mr. Li as a Director;
  - (e) To elect Directors and to authorise the board of Directors of the Company (the "Board") to fix their remuneration.
4. To appoint auditors and to authorise the Board to fix their remuneration;

To consider as special businesses and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

5. "That
  - (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares issued by the Company and to make offers, agreements and options (including warrants) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and the Bye-Laws, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of shares of the Company to be repurchased pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the

date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (c) for the purpose of this resolution,  
“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in general meeting; and
  - (iii) 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.”;

6. “That

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares and to make or grant offers, agreements and options (including warrants) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants) which would or might require the exercise of the powers to allot, issue and deal with additional shares in the capital of the Company under sub-paragraph (a) of this resolution after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or upon the exercise of rights of subscription or conversion under any outstanding warrants to subscribe for shares or any security which are convertible into shares or the share option scheme of the Company (“**Share Option Scheme**”) or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares, or any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-Laws, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,  
“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in general meeting; and
  - (iii) 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
- “**Rights Issue**” means an offer of shares open for a period fixed by the Directors to Shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”;

7. “That conditional upon the passing of the ordinary resolutions numbers 5 and 6 set out in the notice convening this meeting being passed, the general mandate granted to the Directors to allot,

issue and deal with additional shares pursuant to ordinary resolution number 6 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company under the authority granted pursuant to ordinary resolution number 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.”; and

8. “That the existing scheme mandate limit under the Share Option Scheme adopted by a resolution of the Shareholders dated 22 October 2001 be refreshed so that the aggregate nominal amount of share capital of the Company to be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorised, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

By Order of the Board  
**Chow So Ying Anna**  
*Company Secretary*

Hong Kong, 28 April 2008

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

Executive Directors:	Mr. Li Kwok Lung Alfred Ronald, Mr. Sze Sun Sun Tony, Mr. Chang Tsung Yuan, Mr. Ku Edward Y., Mr. Chan Lu Min, Dr. Ho Ting Seng, Mr. Chan Ting Chuen
Non-executive Directors:	Mr. Li I Nan
Independent Non-executive Directors:	Mr. Cheng Kar Shing, Mr. Feng Lei Ming, Mr. Ho Shing Chak

*Notes:*

- (a) A member, who is the holder of 2 or more shares, entitled to attend and vote at the meeting is entitled to appoint more than 1 proxy to attend and vote on his behalf. A proxy needs not be a member of the Company but must be present in person at the meeting to represent the member. If more than 1 proxy being so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed provided that on a show of hands, all proxies appointed by an individual member shall, collectively, be entitled to 1 vote only.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (c) A form of proxy for the meeting is enclosed in the circular of the Company issued on 25 April 2008. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited on the 26th Floor of Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (d) Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (e) The register of members of the Company will be closed for the purpose of determining the entitlements to the proposed final dividend from Thursday, 5 June 2008 to Friday, 6 June 2008, during which period no transfer of shares shall be effected. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited on the 26th Floor of Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Wednesday, 4 June 2008.

\* *For identification purposes only*