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SYMPHONY

SYMPHONY HOLDINGS LTD.

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 ("**Symphony**" or "**Company**", together with its subsidiaries "**Group**") will be held at the Boardroom on the 10th Floor of Island Place Tower, 510 King's Road, North Point, Hong Kong on Thursday, 17 June 2010 at 11.30 a.m. for the following purposes:

Ordinary Resolutions

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 2009;
2. To approve and declare a final dividend of HK\$0.013 for the year ended 31 December 2009;
3.
 - (a) To accept the retirement of Mr. Ho Shing Chak as Director pursuant to bye-law 87 of the Bye-laws of the Company ("**Bye-Laws**") and to re-elect Mr. Ho as Director;
 - (b) To accept the retirement of Dr. Ho Ting Seng as Director pursuant to bye-law 87 of the Bye-Laws and to re-elect Dr. Ho as Director;
 - (c) To accept the retirement of Mr. Li I Nan as Director pursuant to bye-law 87 of the Bye-Laws and to re-elect Mr. Li as Director;
 - (d) To accept the retirement of Mr. Sze Sun Sun Tony as Director pursuant to bye-law 87 of the Bye-Laws and to re-elect Mr. Sze as Director;
 - (e) To authorise the board of Directors of the Company ("**Board**") to fix the remuneration of Directors; and

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 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 and Bye-Laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares 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 of the Company (**“Shareholders”**) in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by Bye-Laws or any applicable laws to be held.”;

6. **“THAT**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by Directors during the Relevant Period (as hereinafter defined) of all the power 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 power be and is hereby generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) of this resolution shall authorise 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 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 securities which are convertible into shares or the share option scheme of the Company 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 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 Shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by Bye-Laws or any applicable laws to be held; and

"Rights Issue" means an offer of shares open for a period fixed by Directors to Shareholders on the register on a fixed record date in proportion to their holdings of such shares (subject to such exclusion or other arrangements as 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)."; and

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 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."

By order of the Board
Chu Lai Shan Sammie
Company Secretary

Hong Kong • 22 April 2010

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

Executive Directors:

Mr. Chan Ting Chuen (Chairman)
Mr. Sze Sun Sun Tony (Deputy Chairman & Managing Director)
Mr. Chang Tsung Yuan (Deputy Chairman)
Mr. Chan Lu Min
Ms. Chen Fang Mei
Dr. Ho Ting Seng

Non-executive Director:

Mr. Li I Nan

Independent Non-executive Directors:

Mr. Cheng Kar Shing
Mr. Feng Lei Ming
Mr. Ho Shing Chak
Mr. Huang Shenglan