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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 the special general meeting of Symphony Holdings Limited (the “Company”) will be held at 10:15 a.m. on Friday, 10 June 2016 (or so soon thereafter as the annual general meeting of the Company convened for the same date and place shall have concluded or been adjourned) at the Boardroom, 10th Floor, Island Place Tower, 510 King’s Road, North Point, Hong Kong for the purpose of considering and, if thought fit, approving, with or without amendment, the following resolution:

ORDINARY RESOLUTIONS

“**THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Warrants (as defined below) and any new shares of the Company (“**Shares**”) which may be issued upon the exercise of the subscription rights attaching to the Warrants, the directors of the Company (“**Directors**”) be and are hereby authorised:–

- (a) to create warrants (“**Warrants**”), which shall be in registered form and each Warrant will carry subscription rights which will entitle the holder thereof to subscribe in cash for the Warrant Share(s) at the initial subscription price of HK\$1.00 per Warrant Share, subject to customary anti-dilutive adjustment provisions set out in the warrant instrument (“**Warrant Instrument**”) (a copy of the draft of which marked “A” is produced to this meeting and signed for the purpose of identification by the Chairman of this meeting), and shall be exercisable at any time during the period of three years commencing from the date of the first issue of the Warrants up to the date immediately

* For identification purposes only

preceding the third anniversary of the date of the first issue of the Warrants on the terms and conditions set out in the Warrant Instrument and to issue the same by way of bonus to and among the persons who are registered as shareholders of the Company as at the close of business on the date to be determined by the Directors as the record date for the determination of entitlements to the bonus issue of the Warrants (“**Record Date**”) on the basis of one (1) Warrant for every five (5) Shares held on the Record Date, provided that:–

- (i) in the case of shareholders having registered addresses outside Hong Kong and the Directors are of the view that their exclusion from the issue of Warrants is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, Warrants will not be granted to such overseas shareholders; and
 - (ii) fractional entitlements to the Warrants (if any) will not be issued to the Shareholders ~but will be aggregated and sold for the benefit of the Company;
- (b) as a specific mandate to allot and issue new Shares upon the exercise of the subscription rights attaching to the Warrants, and such new Shares shall rank pari passu in all respects with the fully paid Shares in issue on the relevant subscription date;
- (c) to execute the said Warrant Instrument, certificates for the Warrants and all other documents, deeds and instruments under hand or, where necessary, under seal of the Company in accordance with the bye-laws of the Company as the Directors consider necessary or expedient to create and give effect to the Warrant Instrument and other transactions contemplated in this resolution; and/or thereby
- (d) to do all such acts and things as the Directors consider necessary or expedient to give effect to the transactions contemplated under this resolution or the Warrant Instrument.”

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

Hong Kong, 29 April 2016

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) A proxy form for use at the meeting is enclosed. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
- (5) In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- (6) Completion and return of a proxy form shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.

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
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