

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)

(Warrant Code: 01537)

DISCLOSEABLE TRANSACTION

LOAN AGREEMENT

THE LOAN AGREEMENT

The Board announces that on 6 August 2018, China Rise Finance, an indirect wholly-owned subsidiary of the Company, entered into a loan agreement with Customer A relating to the provision of a facility of up to the amount of HK\$60,000,000 to Customer A for a period of 15 months (“**Loan Agreement**”).

LISTING RULES IMPLICATIONS

As the applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the maximum principal amount of HK\$60,000,000 is more than 5% but less than 25%, the facility granted under the Loan Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

THE LOAN AGREEMENT

The Board announces that on 6 August 2018, China Rise Finance, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with Customer A.

The key terms of the Loan Agreement were as follows :

Date 6 August 2018

Lender China Rise Finance

* For identification purpose only

| | |
|----------------|--|
| Borrower | Customer A |
| Principal | HK\$60,000,000 |
| Interest rate | 12% per annum |
| Repayment date | the date falling after 15 months from the date of the Loan Agreement |
| Repayment | Customer A shall pay the interest on a monthly basis and repay the principal on the repayment date |
| Security | a deed of guarantee and indemnity executed by a director of Customer A in favour of the Lender |
| Prepayment | provision of 7 Business Days' prior notice to the Lender |

FUNDING OF THE LOAN

China Rise Finance has funded the Loan through internal resources.

INFORMATION ON CUSTOMER A

Customer A is an investment holding company incorporated in Cayman Islands with limited liability and having a principal place of business in Hong Kong. Its principal business includes the manufacturing and sale of concrete products and trading of a variety of construction materials, including cement, sand, aggregates and pulverized fuel ash. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Customer A and the ultimate beneficial owner of Customer A are third parties independent of the Company and its connected persons.

INFORMATION ON THE COMPANY

The Company is an investment holding company. Its principal business includes (i) retailing and provision of sourcing services for branded apparel, swimwear and accessories; (ii) development and management of "PONY" brand; (iii) property investment and holding; (iv) management and operation of outlet malls; (v) provision of financial services; and (vi) operation of duty-free shops.

REASONS FOR THE LOAN AGREEMENT

The provision of the Loan to Customer A pursuant to the Loan Agreement is in the ordinary and usual course of business of the Company. The terms of the Loan Agreement were negotiated on an arm's length basis between China Rise Finance and Customer A and on normal commercial terms. Taking into account the fact that revenue income can be generated from this lending activity, the Directors believe that the terms of the Loan Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the maximum principal amount of HK\$60,000,000 is more than 5% but less than 25%, the facility granted under the Loan Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the following meanings:

| | |
|----------------------|--|
| “Board” | board of directors of the Company |
| “Business Day(s)” | a day (excluding Saturday and Sunday) on which banks are open for business in Hong Kong |
| “China Rise Finance” | China Rise Finance Co., Limited, a company incorporated in Hong Kong with limited liability with money lender licence registered under Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), which is an indirect wholly-owned subsidiary of the Company |
| “Company” | Symphony Holdings Limited, a company incorporated in Bermuda with limited liability, the shares and warrants of which are listed on the main board of the Stock Exchange (Stock code : 01223 and Warrant code : 01537) |
| “Customer A” | a third party independent of the Company and its connected persons (as defined under the Listing Rules) |
| “Directors” | the director(s) of the Company |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Loan” | the loan in the principal amount of HK\$60,000,000 |
| “Loan Agreement” | the loan agreement dated 6 August 2018 entered into between China Rise Finance and Customer A |
| “Stock Exchange” | the Stock Exchange of Hong Kong Limited |

“%”

per cent

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

Hong Kong, 6 August 2018

As at the date of this announcement, the Directors are:

Executive Directors: Mr. Cheng Tun Nei (*Chairman & Chief Executive Officer*)
 Mr. Chan Kar Lee Gary

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