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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)**

**(Warrant Code : 01537)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting of Symphony Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 3 March 2017 at the Boardroom on the 10th Floor of Island Place Tower, 510 King’s Road, North Point, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions which would be proposed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

**1. THAT:**

- (a) the conditional sale and purchase agreement dated 9 December 2016 (the “**Agreement**”) entered into between Cosmo Group Holdings Limited, a wholly-owned subsidiary of the Company (the “**Purchaser**”), and GoldSilk Capital Limited (the “**Vendor**”) in relation to the acquisition of 42% of the issued share capital of Giant Eagle Enterprises Limited not already owned by the Purchaser and the Sale Loan (defined in the Agreement) for an aggregate consideration of HK\$215,300,000 payable partly by the issue of shares in the Company and partly in cash, a copy of which has been produced to the meeting, marked “**A**” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved;
- (b) the allotment and issue by the Company of 250,000,000 new shares of HK\$0.10 each (the “**Consideration Shares**”) to the Vendor or its nominee credited as fully paid at an issue price of HK\$0.80 each in accordance with the Agreement be and is hereby approved; and

*\* For identification purposes only*

- (c) the Directors of the Company be and are hereby authorised to exercise all powers of the Company and to take such actions, do such things, agree to such amendments, variations or extensions to the Agreement and execute such documents or deeds as in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares).

2. **THAT**, subject to and conditional upon:

- (a) the passing of the resolution numbered 1 in the notice of this meeting; and
- (b) the granting of the waiver by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director of any obligation on the part of the Vendor to make general offers for all the issued securities of the Company not already owned or agreed to be acquired by the Vendor and parties acting concert with it which might otherwise arise as a result of the issue of the Consideration Shares pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”) and any conditions that may be imposed thereon be and is hereby approved; and
- (c) the Directors of the Company be and are hereby authorised to exercise all powers of the Company and to take such actions, do such things, agree to such thing and execute such documents or deeds as in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the Whitewash Waiver.

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

Hong Kong, 15 February 2017

*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 meeting 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 notorially 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 are:

**Executive Directors:** Mr. Cheng Tun Nei (*Chairman and Chief Executive Officer*)  
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