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**DISCLOSEABLE TRANSACTION
UNDERWRITING AGREEMENT**

THE AGREEMENT

The Board announces that on 25th August 2015, China Rise Securities, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with Megalogic and Metro Classic relating to an Open Offer of 1,036,800,000 Offer shares of HK\$0.10 each in Megalogic at HK\$0.20 per Offer Share (in the proportion of 3 Offer Shares for every 1 Share held on the Record Date). Pursuant to the Agreement, China Rise Securities agreed to underwrite a maximum of 657,800,000 Offer Shares at the Subscription Price, amounting to HK\$131,560,000 in aggregate.

LISTING RULES IMPLICATIONS

As the applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the maximum fully underwritten amount of HK\$131,560,000 is more than 5% but less than 25%, the obligations under the Agreement constitute 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 AGREEMENT

The Board announces that on 25th August 2015, China Rise Securities, an indirect wholly-owned subsidiary of the Company, Megalogic and Metro Classic, entered into the Agreement.

Pursuant to the Agreement if any of the Offer Shares has not been accepted or taken up by the Qualifying Shareholders by the Latest Time for Acceptance:-

**For identification purposes only*

- (1) Metro Classic, shall firstly underwrite up to 313,600,000 Shortfall Underwritten Shares (its obligation apart from its entitlement of 65,400,000 Offer Shares which Metro Classic undertook to take up);
- (2) if the total number of Shortfall Underwritten Shares is more than 313,600,000, China Rise Securities shall underwrite all the remaining Shortfall Underwritten Shares, the maximum being 657,800,000 Offer Shares.
- (3) the underwriting commission is 3% of the aggregate Subscription Price of the respective maximum number of Underwritten Shares of the Underwriters.

The principal terms of the Agreement include terms to the following effect:

Date	25 th August 2015
Appointment of underwriters	Megalogic appoints Metro Classic and China Rise Securities as Underwriters in respect of the Open Offer for the Underwritten Shares at the Subscription Price
Conditions precedent of the Open Offer	<ol style="list-style-type: none"> (a) the passing of an ordinary resolution to approve the Open Offer by the independent shareholders by way of poll at the extraordinary general meeting by not later than the Prospectus Posting Date; (b) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong one copy of each of the Prospectus Documents duly signed by two directors of Megalogic (or by their agents duly authorized in writing) as having been approved by resolution of the directors of Megalogic not later than the Prospectus Posting Date and otherwise in compliance with the GEM Listing Rules and the Companies Ordinance; (c) the posting of the Prospectus Documents to Qualifying Shareholders and the posting of the Prospectus stamped "For Information Only" to the Non-Qualifying Shareholders, if any, for information purpose only on or before the Prospectus Posting Date; (d) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in all the Offer Shares, either unconditionally or subject to such conditions which the Underwriter in its opinion accepts and satisfies (if any) by no later than the Prospectus Posting Date and the Stock Exchange not having withdrawn or revoked such grant of listing and permission on or before the Latest Time for Termination; (e) compliance with and performance of all the undertakings and obligations of Megalogic under the Agreement; (f) compliance with and performance of all the obligations of Underwriters under the Agreement;

	<p>(g) the performance of the undertakings of Metro Classic to subscribe in full for all its entitlement of the Offer Shares at or before the Latest Time of Acceptance; and</p> <p>(h) (if necessary) compliance with any other requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands.</p>
Underwriting commission	3% of the aggregate of the Subscription Price in respect of the number of the maximum Underwritten Shares

INFORMATION ON MEGALOGIC

The principal business of Megalogic is the provision of integrated circuit solutions and the design, development and sales of integrated circuits and moneylending business. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Megalogic and its respective ultimate beneficial owner are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

INFORMATION ON METRO CLASSIC

Metro Classic is an investment holding company incorporated in the British Virgin Islands with limited liability.

REASONS FOR THE AGREEMENT

The Company is an investment holding company. Its principal business is the provision of (i) financial services including brokerage, margin financing, underwriting and placing, consultancy and money lending; (ii) property investment and holding; (iii) management and operation of outlet mall in the People's Republic of China; and (iv) trademark rights licensing, trading and retailing.

The provision of underwriting services to Megalogic pursuant to the Agreement is in the ordinary and usual course of business of the Company. The Directors believe that the terms of the Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The terms of the Agreement were negotiated on an arm's length basis between China Rise Securities, Megalogic and Metro Classic and on normal commercial terms.

SOURCE OF FUNDING

The aggregate value of the maximum fully underwritten amount, if any of the Offer Shares has not been accepted or taken up by the Qualifying Shareholders, is HK\$131,560,000. This amount will be satisfied from internal resources.

LISTING RULES IMPLICATIONS

As the applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the maximum fully underwritten amount is more than 5% but less than 25%, the obligations under the Agreement constitute 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:

“Agreement”	the underwriting agreement dated 25 th August 2015 entered into between China Rise Securities, Megalogic and Metro Classic relating to the Open Offer
“Application Form(s)”	the application form(s) for use by Qualifying Shareholders to apply for the Offer Shares
“Board”	board of directors of the Company
“China Rise Securities”	China Rise Securities Asset Management Company Limited, a company incorporated in Hong Kong principally engaged in the business of securities investment. It is a licensed corporation to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities Futures Ordinance
“Company”	Symphony Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (HKSE:1223)
“Companies Ordinance”	The Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Directors”	the director(s) of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“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
“Latest Time for Acceptance”	4:30 p.m. on 29 th October 2015 or such other time as may be agreed between Megalogic and the Underwriters, being the latest time for acceptance of the offer of Offer Shares as described in the Prospectus

“Latest Time for Termination”	4:30 p.m. on 30 th October 2015, or such other time as may be agreed between Megalogic and the Underwriters, being the first business day after (but excluding) the Latest Time for Acceptance
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Megalogic”	Megalogic Technology Holdings Limited, a company incorporated under the laws of the Cayman Islands whose shares are listed on GEM of the Stock Exchange (HKSE:8242)
“Metro Classic”	Metro Classic Limited, a company incorporated under the laws of the British Virgin Islands, a 6.31% shareholder of Megalogic
“Non-Qualifying Shareholders”	shareholders whose registered addresses are outside Hong Kong to whom the board of Megalogic, based on legal opinions provided by legal advisers, considers it necessary or expedient not to offer the Offer Shares to such Shareholders on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body of stock exchange in that place
“Open Offer”	the offer to be made by Megalogic of Offer Shares at HK\$0.20 per Offer Share payable in full on acceptance (in the proportion of 3 Offer Shares for every 1 share in Megalogic held on the Record Date)
“Posting Date”	6 th October 2015 or such later date as may be agreed between the Underwriters and the Company, for the despatch of the Prospectus Documents
“Prospectus”	the prospectus to be issued by Megalogic in relation to the Open Offer
“Prospectus Documents”	the Prospectus and the Application Form(s)
“Offer Shares”	1,036,800,000 shares of HK\$0.10 each in Megalogic proposed to be offered to the Shareholders by way of Open Offer
“Record Date”	13 th October 2015 or such other date as may be agreed between the Company and the Underwriters

“Qualifying Shareholders”	shareholders whose names appear on the register of members of Megalogic on the Record Date, other than the Non-Qualifying Shareholders
"Shareholders"	holders of shares in Megalogic
“Shortfall Underwritten Shares”	any Underwritten Shares not accepted by Qualifying Shareholders
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Subscription Price”	the issue price of HK\$0.20 per Offer Share at which Offer Shares are proposed to be offered for acceptance
“Underwriters”	Metro Classic, China Rise Securities
“Underwritten Shares”	1,036,800,000 Offer Shares
“%”	per cent

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

Hong Kong, 25 August 2015

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

Executive Directors:	Mr. Cheng Tun Nei (<i>Chairman</i>) Mr. Sze Sun Sun Tony (<i>Managing Director</i>) Mr. Chan Kar Lee Gary
Independent non-executive Directors:	Mr. Ho Shing Chak Mr. Shum Pui Kay Mr. Wah Wang Kei Jackie Mr. Chow Yu Chun Alexander