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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

