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**SYMPHONY
SYMPHONY HOLDINGS LIMITED**

新灃集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 01223)

(Warrant Code : 01537)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Symphony Holdings Limited will be held at the Boardroom on the 10th Floor of Island Place Tower, 510 King's Road, North Point, Hong Kong on Friday, 9th June 2017 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements of the Company and the reports of Directors and the auditors for the year ended 31st December 2016.
2. To declare a final dividend of HKD0.0038 per ordinary share of the Company for the year ended 31st December 2016;
3.
 - (a) To accept the retirement of Mr. Cheng Tun Nei as Director pursuant to bye-law 87 of the Bye-Laws and to re-elect Mr. Cheng as Director;
 - (b) To accept the retirement of Mr. Chan Kar Lee Gary as Director pursuant to bye-law 87 of the Bye-Laws and to re-elect Mr. Chan as Director;
 - (c) To accept the retirement of Mr. Chow Yu Chun Alexander as Director pursuant to bye-law 87 of the Bye-Laws and to re-elect Mr. Chow as Director;
 - (d) To authorise the Board to fix the remuneration of Directors; and

* For identification only

4. To re-appoint auditors and to authorise the Board to fix their remuneration.

To consider as special businesses and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

5. **“THAT**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares issued by the Company and to make offers, agreements and options (including warrants) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the requirements of the Listing Rules and Bye-Laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution,

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of Shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by Bye-Laws or any applicable laws to be held.”;

6. **“THAT**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) of this resolution shall authorise Directors during the Relevant Period to make or grant offers, agreements and options (including warrants) which would or might require the exercise of the powers to allot, issue and deal with additional Shares in the capital of the Company under sub-paragraph (a) of this resolution after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or upon the exercise of rights of subscription or conversion under any outstanding warrants to subscribe for Shares or any securities which are convertible into Shares or the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, or any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with Bye-Laws, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of Shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by Bye-Laws or any applicable laws to be held; and

“**Rights Issue**” means an offer of Shares open for a period fixed by Directors to Shareholders on the register on a fixed record date in proportion to their holdings of such Shares (subject to such exclusion or other arrangements as Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”; and

7. “**THAT** conditional upon the passing of the ordinary resolutions numbers 5 and 6 set out in the notice convening this meeting being passed, the general mandate granted to Directors to allot, issue and deal with additional Shares pursuant to ordinary resolution number 6 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company under the authority granted pursuant to ordinary resolution number 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.”

8. “**THAT** the existing scheme mandate limit under the share option scheme of the Company adopted by a resolution of the Shareholders dated 10th June 2011 (the “**Share Option Scheme**”) be refreshed so that the aggregate nominal amount of share capital of the Company to be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are authorized, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all powers of the Company to allot, issue and deal with Shares of the Company pursuant to the exercise of such options.”

By order of the Board
Anna Chow
Company Secretary

Hong Kong, 27 April 2017

At the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Cheng Tun Nei (*Chairman and Chief Executive Officer*)
Mr. Chan Kar Lee Gary
Mr. Hong Kim Cheong

**Independent non-executive
Directors:**

Mr. Shum Pui Kay
Mr. Wah Wang Kei Jackie
Mr. Chow Yu Chun Alexander

Notes:

- (a) A member, who is the holder of 2 or more Shares, entitled to attend and vote at Annual General Meeting is entitled to appoint more than one proxy to attend and vote on his/her behalf. A proxy needs 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 appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is appointed.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same, and must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong ("Share Registrar"), not less than 48 hours before the time appointed for holding Annual General Meeting or any adjournment thereof.
- (c) Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at Annual General Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) The register of members will be closed for the purpose of determining the entitlements to the voting rights at Annual General Meeting from Tuesday, 6 June 2017 to Friday, 9 June 2017 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the voting rights at Annual General Meeting, all transfers of Shares accompanied by the relevant Share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Monday, 5 June 2017. Warrant holder(s) who want(s) to be entitled to attend and vote at the 2016 Annual General Meeting should subscribe their outstanding Warrants no later than 4:30 p.m. by Wednesday, 31 May 2017.
- (e) The proposed final dividend is expected to be distributed on Wednesday, 5 July 2017 to Shareholders whose names appear on the register of members of the Company as at the close of business on Tuesday, 20 June 2017. The register of members of the Company will be closed from Friday, 16 June 2017 to Tuesday, 20 June 2017 (both days inclusive) during which no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfer of shares accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Thursday, 15 June 2017. Warrant holder(s) should subscribe their outstanding Warrants no later than 4:30 p.m. on Monday, 12 June 2017 to ensure the entitlement to the proposed final dividend.
- (f) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.