



SYMPHONY
SYMPHONY HOLDINGS LIMITED

新豐集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 01223)

(Warrant Code: 01537)

**Form of Proxy for Annual General Meeting to be held on Friday, 14th June 2019
(or any adjournment thereof)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)

of HKD0.10 each in the share capital of Symphony Holdings Limited (“**Company**”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (“**Chairman**”) ^(Note 3) or _____ as my/our proxy to attend the Annual General Meeting (“**Meeting**”) (and at any adjournment thereof) of the Company to be held at the Boardroom, 10th Floor of Island Place Tower, 510 King’s Road, North Point, Hong Kong on Friday, 14th June 2019 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the meeting and at the meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

Please indicate with a “✓” in the boxes provided how you wish the proxy to vote on year behalf ^(Note 4).

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (“ Director(s) ”) and of the auditors for the year ended 31st December 2018.		
2.	To declare a final dividend for the year ended 31st December 2018.		
3.	(a) To accept the retirement of Mr. Chan Kar Lee Gary as a Director pursuant to bye-law 87 of the Bye-Laws and to re-elect Mr. Chan as a Director.	(a)	(a)
	(b) To accept the retirement of Mr. Wah Wang Kei Jackie as a Director pursuant to bye-law 87 of the Bye-Laws and to re-elect Mr. Wah as a Director.	(b)	(b)
	(c) To authorise the board of directors (“ Board ”) to fix the Directors’ remuneration.	(c)	(c)
4.	To re-appoint auditors and to authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total nominal amount of the existing issued share capital.		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the existing issued share capital.		
7.	To extend the general mandate granted to the Directors to allot, issue and deal with Shares by the number of shares repurchased.		
8.	To refresh the Scheme Mandate Limit of the Share Option Scheme not exceeding 10% of the existing total number of issued Shares.		

Dated this _____ day of _____ 2019.

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is desired, please delete the words “the Chairman of the meeting or” and insert the full name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but one must attend the meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS PROXY.** Completion and return of this form of proxy will not preclude you from attending and voting at the meeting. In that event, this form of proxy will be deemed to have been revoked.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to complete any or all boxes will entitle your proxy to cast your votes or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution property put to the Meeting other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- If you are the holder of two or more shares entitled to attend and vote at the meeting, you are entitled to appoint more than one proxy to attend and vote on your behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of each such proxy.
- In the case of joint holders of a share, any one of such joint holders may vote at the meeting either in person or by proxy in respect of such share, but if more than one of such joint holders is present at the meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holders.
- To be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited 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 not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE SHAREHOLDER WHO SIGNS IT.**

* For identification only