



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 use at the special general meeting (or any adjournment thereof) to 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

I/We ^(Note 1) _____
of _____

being the registered holder(s) of _____
shares ^(Note 2) of HK\$0.10 each in the share capital of Symphony Holdings Limited (the "Company"), HEREBY APPOINT THE
CHAIRMAN OF THE MEETING ("Chairman") ^(Note 3) or _____
as my/our proxy to attend the special general meeting (the "Meeting") (and at any adjournment thereof) of the Company to 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 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 your behalf ^(Note 4).

ORDINARY RESOLUTIONS ^(Note 5)		FOR	AGAINST
1.	To approve the Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issuance of the Consideration Shares).		
2.	To approve the Whitewash Waiver.		

Dated this _____ day _____ of 2017.

Signature ^(Note 6): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 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 In that event, this form of proxy will be deemed to have been revoked.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete either box 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 properly put to the Meeting other than those referred to in the notice of the Meeting dated 15 February 2017.
5. The full text of the ordinary resolutions appears in the notice of the Meeting dated 15 February 2017.
6. 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 seal or under the hand of an officer or attorney or other person duly authorised.
7. 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 must specify the number and class of shares in respect of each such proxy.
8. 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.
9. To be valid, this form of proxy together with the 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 appointed for holding the meeting.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE SHAREHOLDER WHO SIGNS IT.**

* For identification purposes only