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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)

(Warrant Code: 1537)

DISCLOSEABLE TRANSACTION

LOAN AGREEMENT

LOAN AGREEMENT

The Board announces that on 5 January 2018, 瀋陽尚柏百貨有限公司 (Shenyang Park Outlets Management Company Limited*) (“**SPOMCL**”) as the lender, an indirect wholly-owned subsidiary of the Company, entered into a loan agreement (“**Loan Agreement**”) with 安陽國旅尚柏奧萊置業有限公司 (Anyang CITS Park Outlets Properties Limited*) (“**JVC**”).

Pursuant to the Loan Agreement, SPOMCL offered a loan facility up to RMB30,000,000 to JVC. The tenor of the loan will start from 5 January 2018 until 28 December 2018. Interest is levied at 5% per annum.

LISTING RULES IMPLICATIONS

As the applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the loan transaction is more than 5% but less than 25%, the Loan Facility constitutes 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 LOAN AGREEMENT

The Board announces that on 5 January 2018, SPOMCL, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with JVC. JVC was formed for the purpose of developing the Anyang Property and conduct the business of outlet mall operation in Anyang.

The key terms of the Loan Agreement are as follows:

Date	5 January 2018
Lender	SPOMCL
Borrower	JVC
Loan Facility	up to RMB30,000,000
Interest rate	5% per annum
Purpose	financing existing project development of Anyang CITS Park Outlets
Tenor	28 December 2018
Repayment	principal plus interest will be settled on the repayment date

FUNDING OF THE LOAN FACILITY

SPOMCL funded the Loan Facility through internal resources.

INFORMATION ON THE COMPANY

The Company is an investment holding company. Its principal businesses consists of (i) retailing and sourcing; (ii) branding; (iii) property investment and holding in Hong Kong and the PRC; (iv) management and operation of outlet malls in the PRC; (v) provision of financial services; and (vi) duty-free business.

INFORMATION ON THE JVC

The JVC is owned as to 50% by the Company (through its wholly-owned subsidiary) and 50% by a Joint Venture Entity. The Joint Venture Entity is wholly-owned by a PRC company which in turn was held as to 25% by the Group with the remaining 75% held by third parties independent of the Company and its connected persons. The Group thus has an effective interest of 62.5% in the JVC. The JVC is accounted for as a joint venture and not a subsidiary of the Group. The JVC was formed in the PRC to develop the Anyang Property and conduct the business of outlet mall operation in Anyang.

Save as disclosed aforesaid, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, JVC is a third party independent of the Company and its connected persons.

REASONS AND BENEFITS FOR THE LOAN AGREEMENT

The terms of the Loan Agreement were negotiated on an arm's length basis between SPOMCL and JVC with reference to the base rate of the People's Bank of China. Since (a) the Group will be receiving interest from the provision of the Loan Facility and further (b) the Group has an effective interest of 62.5% in the JVC, the Directors consider the provision of

Loan Facility beneficial for the furtherance of the commercial interests of the Company. The Directors further believe that the terms of the Loan Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the Loan Agreement is more than 5% but less than 25%, the Loan Facility constitutes 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:

“Anyang Property”	a site located west of Zhonghau Road, north of Anbao main Road and south of Wenyi Street at Baoliansi Zhen, Wenfeng District, Anyang, Henan Province, the PRC
“Board”	board of directors of the Company
“Company”	Symphony Holdings Limited, a company incorporated in Bermuda with limited liability, the shares and warrants of which are listed on the main board of the Stock Exchange (Stock code : 1223 and Warrant code : 1537)
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“JVC”	安陽國旅尚柏奧萊置業有限公司 (Anyang CITS Park Outlets Properties Limited*), a company incorporated in the PRC, the principal business of which is to develop the property in Anyang and conduct the business of outlet mall operation in Anyang
“Joint Venture Entity”	安陽國旅實業發展有限公司 (Anyang Guolu Industrial Development Company Limited*), a company incorporated in the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Facility”	the loan facility of up to RMB30,000,000
“Loan Agreement”	the loan agreement entered into between SPOMCL and JVC on 5 January 2018

“PRC”	the People’s Republic of China
“RMB”	renminbi, the lawful currency of the PRC
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“SPOMCL”	瀋陽尚柏百貨有限公司 (Shenyang Park Outlets Management Company Limited*), an indirect wholly-owned subsidiary of the Company incorporated in the PRC
“%”	per cent

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

Hong Kong, 5 January 2018

As at the date of this announcement, the Directors are:

Executive Directors:	Mr. Cheng Tun Nei (<i>Chairman & Chief Executive Officer</i>) 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

* For identification purpose only