



SYMPHONY

SYMPHONY HOLDINGS LTD.

新豐集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 01223)

(the "Company")

The procedures and process for Shareholders to propose a person for election as a director are set out below:

1. The procedures for Shareholders to propose a person for election as a Director are generally governed by the provisions of the Company's Bye-laws and applicable laws, rules and regulations. The following is only a summary and is subject to these laws, rules and regulations. Shareholders should take legal advice on these matters.
2. Shareholders may propose a person for election as a Director by the following ways:
 - (a) a Shareholder or a group of Shareholders holding paid up shares carrying not less than one-tenth of the voting rights may require the Board to call a special general meeting for any reason, including to propose a person to be elected as a Director. Such requisition shall be deposited at the registered office of the Company;
 - (b) a Shareholder or a group of Shareholders holding not less than one-twentieth of the voting rights or not less than 100 Shareholders may require the Company to give notice of a proposed resolution, including a resolution to elect a person as a Director at the next annual general meeting; or
 - (c) if the business of an annual general meeting includes the election of Directors, any Shareholder may propose the election of any person as a Director at the annual general meeting.

Provided that, in each case, notice in writing (signed by a Shareholder entitled to attend and vote at the relevant meeting other than the person to be proposed) of the

intention to propose a person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office of the Company or the Hong Kong Branch Share Registrar and Transfer Office of the Company, Tricor Tengis Limited, located at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. The period during which any such notices given, shall be at least seven days and (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of any such notices shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

3. The written requisition or notice given by the nominating Shareholder(s) pursuant to paragraph 2 must:
 - (a) be signed by the nominating Shareholder(s);
 - (b) specify the full name and address, as they appear in the Company's share registrar, of the nominating Shareholder(s); and
 - (c) specify the class and number of shares which are owned by the nominating Shareholder(s) on the date of such written requisition.

4. In order to enable Shareholders to make an informed decision on the proposed election of Directors, the written requisition or notice under paragraph 2 shall be accompanied by the following biographical information of the proposed candidate :
 - 4.1 the age and the full name;
 - 4.2 positions held with the Company and other members of the Group (if any);
 - 4.3 experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - 4.4 length or proposed length of service with the Company (if any);

- 4.5 relationships with any Directors or senior management or substantial or controlling Shareholders of the Company;
- 4.6 interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance;
- 4.7 contact details; and
- 4.8 all other information, required under Rule 13.51(2)(h) to (w) of the Listing Rules.

Hong Kong, 30 March 2012