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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 : 01537)

DESPATCH OF CIRCULAR

IN RELATION TO

**(1) DISCLOSEABLE AND CONNECTED TRANSACTION -
THE PROPOSED ACQUISITION OF THE 42% EQUITY INTEREST IN
GIANT EAGLE ENTERPRISES LIMITED;**

AND

(2) APPLICATION FOR WHITEWASH WAIVER

Reference is made to (a) the announcement of Symphony Holdings Limited (the “**Company**”) dated 13 December 2016 in relation to (i) the discloseable and connected transaction in relation to the proposed acquisition of the 42% equity interest in Giant Eagle Enterprises Limited not already owned by the Company involving the issue of consideration shares under specific mandate; and (ii) application for whitewash waiver (the “**Announcement**”); and (b) the announcements of the Company dated 3 January 2017 and 25 January 2017 in relation to the delay in despatch of the Circular. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

The Circular containing, among other things, (i) details of the Agreement; (ii) the recommendation of the Listing Rules Independent Board Committee to the Independent Shareholders in respect of the Acquisition; (iii) the recommendation of the Takeovers Code Independent Board Committee to the Independent Shareholders in respect of the Acquisition and the Whitewash Waiver; (iv) the letter of advice from Hercules Capital Limited, an independent financial adviser, to the Listing Rules Independent Board Committee, the Takeovers Code Independent Board Committee and the Independent Shareholders in respect of the Acquisition and the Whitewash Waiver; (v) the financial information of the Group; (vi) the valuation reports of the properties of the Group and the Target Group prepared in compliance with Chapter 5 of the Listing Rules and Rule 11 of the Takeovers Code; and (vii) the notice of the SGM has been despatched to the Shareholders on 15 February 2017.

** for identification purpose only*

The Independent Shareholders are encouraged to read the Circular carefully, in particular the recommendation of the Listing Rules Independent Board Committee to the Independent Shareholders in respect of the Acquisition, the recommendation of the Takeovers Code Independent Board Committee to the Independent Shareholders in respect of the Acquisition and the Whitewash Waiver, and the letter of advice from Hercules Capital Limited to the Listing Rules Independent Board Committee, the Takeovers Code Independent Board Committee and the Independent Shareholders in respect of the Acquisition and the Whitewash Waiver before deciding on how to vote on the resolutions approving, among other things, the Acquisition and the Whitewash Waiver at the SGM.

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

Hong Kong, 15 February 2017

At the date of this announcement, the Directors are:

Executive Directors:	Mr. Cheng Tun Nei (<i>Chairman and Chief Executive Officer</i>) Mr. Chan Kar Lee Gary
Non-executive Director:	Mr. Hong Kim Cheong
Independent non-executive Directors:	Mr. Shum Pui Kay Mr. Wah Wang Kei Jackie Mr. Chow Yu Chun Alexander

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.