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**SYMPHONY
SYMPHONY HOLDINGS LTD.**

新豐集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 01223)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of the shareholders (the “**Shareholders**”) of Symphony Holdings Limited (the “**Company**”) will be held at the Boardroom on the 10th Floor of Island Place Tower, 510 King’s Road, North Point, Hong Kong on Monday, 25 July 2011 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**, the appointment of BDO Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting be approved, confirmed and ratified and the board of directors of the Company (the “**Board**”) be and is hereby authorised to fix the auditor’s remuneration.”
2. “**THAT**, conditional upon (i) the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Exchange**”) granting approval for the listing of, and permission to deal in, new shares of HK\$0.10 each (each a “**New Share**”) in issue with effect from the business day immediately following the day on which this resolution is passed; and (ii) the passing of the ordinary resolutions numbers 3 and 4 and the special resolutions numbers 5 and 6 set out in the notice convening this meeting, every two (2) existing issued and unissued ordinary shares of HK\$0.25 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) consolidated share of HK\$0.50 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company.”

3. **“THAT**, conditional upon the passing of the ordinary resolutions numbers 2 and 4 and the special resolutions numbers 5 and 6 set out in the notice convening this meeting, the authorised but unissued Consolidated Shares of HK\$0.50 in the share capital of the Company be and are hereby sub-divided (the **“Sub-Division”**) into five (5) New Shares of HK\$0.10 each (the **“Sub-Divided Shares”**) immediately following the completion of the Capital Reduction referred to in the special resolution number 5.”
4. **“THAT**, any one or more Directors be and is/are hereby authorised for and on behalf of the Company to sign, execute, perfect, and/or deliver any document and to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the Share Consolidation, Capital Reduction, Sub-Division and the Authorisation.”

To consider and, if thought fit, passing the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

5. **“THAT**, conditional upon (i) compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (as amended) (the **“Companies Act”**) to effect the Capital Reduction (as defined below), with effect from 9:00 a.m. on the business day (as defined in the Rules Governing the Listing of Securities on the Exchange) next following the day on which this resolution is passed by the Shareholders; and (ii) the passing of the ordinary resolutions numbers 2, 3 and 4 and the special resolution number 6 set out in the notice convening this meeting, immediately following the Share Consolidation, the issued share capital of the Company shall be reduced through the cancellation of the paid-up capital of the Company to the extent of HK\$0.40 on each of the issued Consolidated Shares so that the nominal value of each issued Consolidated Share shall be reduced from HK\$0.50 to HK\$0.10 (the **“New Shares”**) (the aforesaid capital reduction to be referred to as the **“Capital Reduction”**); and
6. **“THAT**, conditional upon the passing of the ordinary resolutions numbers 2, 3 and 4 and the special resolution number 5 set out in the notice convening this meeting, the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company and the Directors be and are hereby authorised to apply the entire amount standing to the credit of the contributed surplus account of the Company in such manner (subject to the Companies Act and the bye-laws of the Company) as they consider appropriate, including but not limited to setting off the accumulated losses (if any) of the Company from time to time.

By order of the Board
Chu Lai Shan Sammie
Company Secretary

Hong Kong • 30 June 2011

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Chan Ting Chuen (Chairman)
Mr. Sze Sun Sun Tony (Deputy Chairman & Managing Director)
Mr. Chang Tsung Yuan (Deputy Chairman)
Mr. Chan Lu Min
Ms. Chen Fang Mei
Dr. Ho Ting Seng

Non-executive Director:

Mr. Li I Nan

Independent Non-executive Directors:

Mr. Cheng Kar Shing
Mr. Feng Lei Ming
Mr. Ho Shing Chak
Mr. Huang Shenglan

** For identification purposes only*