SYMPHONY

SYMPHONY HOLDINGS LTD.

新灃集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 01223)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting of 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 Tuesday, 28 May 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following, which will be proposed as ordinary resolution:

ORDINARY RESOLUTION

1. "**THAT**:

   (a) the conditional sale and purchase agreement dated 27th March 2013 entered into between Power Plus Limited, an indirect wholly-owned subsidiary of the Company ("Power Plus"), and Canstrong International Limited ("Canstrong"), in relation to the purchase of 5 shares of US$1.00 each in the issued share capital of China Ocean Resources Limited ("China Ocean Sale Shares"), representing 50% of the existing issued share capital of China Ocean Resources Limited, and the shareholders' loan owed by China Ocean Resources Limited to Canstrong at the closing of the acquisition under the acquisition agreement ("China Ocean Sale Loan"), a copy of which has been produced to the meeting, marked "A" and initialed by the chairman of the meeting for the purpose of identification, pursuant to which, amongst other things, Power Plus agreed to purchase and Canstrong agreed to sell the China Ocean Sale Shares and the China Ocean Sale Loan for an aggregate consideration of US$15.5 million, be and is hereby approved; and

   (b) the conditional sale and purchase agreement dated 27th March 2013 entered into between Power Plus and Canstrong in relation to the disposal of 5,000 ordinary shares of US$10.00 each and 2,160 preferred shares of US$5,000 each in the issued share capital of Grand Wealth Group Limited ("Grand Wealth"), representing 50% and 18% of the ordinary and preferred shares in the issued

* *For identification only*

share capital of Grand Wealth ("Grand Wealth Sale Shares"), and the shareholders' loan owed by Grand Wealth to Power Plus at the closing of the disposal under the disposal agreement ("Grand Wealth Sale Loan"), a copy of which has been produced to the meeting, marked "B" and initialed by the chairman of the meeting for the purpose of identification, pursuant to which, amongst other things, Power Plus agreed to sell and Canstrong agreed to purchase the Grand Wealth Sale Shares and the Grand Wealth Loan for an aggregate consideration of US$15.53 million, be and is hereby approved."

By order of the Board
Symphony Holdings Limited
Chan Ting Chuen
Chairman

Hong Kong, 9 May 2013

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