

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**SYMPHONY  
SYMPHONY HOLDINGS LIMITED**

**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 Symphony Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 25 March 2022 at the Boardroom, 10/F., Island Place Tower, 510 King’s Road, North Point, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions which would be proposed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

**“THAT:**

- (1) the share purchase agreement (the “**Agreement**”) dated 7 January 2022 entered into between Tian Feng (Shanghai) Apparel and Accessory Trading Co., Ltd.\* (添峯(上海)服飾貿易有限公司) (a wholly-owned subsidiary of the Company) (the “**Seller**”), the Company, Descente, Ltd. (the “**Purchaser**”) and Shanghai Descente Commercial Co. Ltd. (上海迪桑特商業有限公司) (“**Shanghai Descente**”) in relation to the disposal (the “**Disposal**”) by the Seller of 70% of the equity interests in the registered capital of Arena Shanghai Industrial Co., Limited (阿瑞娜(上海)實業有限公司) (“**Arena Shanghai**”) to the Purchaser for an aggregate consideration of RMB22,129,691.74, 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, and the transactions contemplated thereunder (including but not limited to the Disposal, the Termination Agreement for the JV Agreement and the Extension and Termination Agreement for the Distribution Agreement as described in the circular of the Company dated 24 February 2022), be and are hereby approved, ratified and confirmed;

- (2) the deed of guarantee (the “**Deed of Guarantee by the Company**”) in the form prescribed by the Agreement executed by the Company as guarantor and the Purchaser as guarantee on 7 January 2022, 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, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (3) the deed of guarantee (the “**Deed of Guarantee by the Seller**”) in the form prescribed by the Agreement executed by the Seller as guarantor and Arena Shanghai as guarantee on 7 January 2022, a copy of which has been produced to the meeting, marked “**C**” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (4) any director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement, the Deed of Guarantee by the Company, the Deed of Guarantee by the Seller and/or the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Agreement, the Deed of Guarantee by the Company and/or the Deed of Guarantee and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the directors of the Company, in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 24 February 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. On a poll vote may be given either personally or by proxy. A proxy needs not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. To be valid, the proxy form must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Share Registrar**") not less than 48 hours before the time for holding the SGM (i.e. Wednesday, 23 March 2022 at 10:30 a.m.) or adjourned meeting or poll (as the case may be) at which the person named in such proxy form proposes to vote, and in default the proxy form shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
5. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 22 March 2022 to Friday, 25 March 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar for registration not later than 4:30 p.m. on Monday, 21 March 2022.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, the resolutions set out in this notice will be voted by poll at the SGM.
7. As at the date of this notice, the board of directors of the Company comprises three executive directors, namely, Mr. Cheng Tun Nei, Mr. Chan Kar Lee Gary and Mr. Lee Cheung Ming; and three independent non-executive directors, namely, Mr. Shum Pui Kay, Mr. Wah Wang Kei Jackie and Mr. Chow Yu Chun Alexander.
8. In the event Typhoon Signal No. 8 (or above) or a Blackstorm Warning Signal is hoisted in Hong Kong on Friday, 25 March 2022:
  - (a) but lowered at or before 7:30 a.m., the SGM will be held at 10:30 a.m. on the same day at the same venue; or
  - (b) but lowered at or before 2:00 p.m., the SGM will be adjourned to 5:00 p.m. on the same day at the same venue; or
  - (c) but lowered after 2:00 p.m., the SGM will be adjourned to 10:30 a.m. on Monday, 28 March 2022 at the same venue.

## PRECAUTIONARY MEASURES FOR THE SGM

To safeguard the health and safety of the shareholders of the Company and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the SGM of the Company:

- (1) compulsory body temperature check will be taken for every shareholder or proxy at the entrance of the venue and anyone with a body temperature of more than 37.3 degrees Celsius will not be given access to the venue;
- (2) every shareholder or proxy is required to submit a Health Declaration Form before entering into the venue;
- (3) every shareholder or proxy is required to wear surgical face mask before entering into the venue and during their attendance of this meeting; and
- (4) no refreshment and souvenir will be served and distributed.

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the SGM venue, at the absolute discretion of the Company as permitted by law.

In light of the latest pandemic controlling measures adopted by the Hong Kong government, including the restriction on conducting physical general meeting of companies, as well as the uncertainty of the development of COVID-19 pandemic and other corresponding restrictions, the SGM may be a hybrid meeting and the Company will make further announcement for the hybrid arrangement when necessary. For the health and safety of the shareholders of the Company, the Company would like to encourage shareholders to exercise their right to vote at the SGM by appointing the chairman of the SGM as their proxy and to return their proxy forms by the time specified above, instead of attending the SGM in person.

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

*Executive Directors:*

Mr. Cheng Tun Nei  
(Chairman and Chief Executive Officer)  
Mr. Chan Kar Lee Gary  
Mr. Lee Cheung Ming

*Independent non-executive Directors:*

Mr. Shum Pui Kay  
Mr. Wah Wang Kei Jackie  
Mr. Chow Yu Chun Alexander

\* For identification purpose only