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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: 1537)**

**DISCLOSEABLE TRANSACTION**

**SUPPLEMENTAL LOAN AGREEMENT**

**THE SUPPLEMENTAL LOAN AGREEMENT**

The Board announces that on 28<sup>th</sup> April 2017, China Rise Finance, an indirect wholly-owned subsidiary of the Company, entered into a supplemental loan agreement with Customer A relating to the revision of the loan repayment date under a facility agreement entered into between China Rise Finance and Customer A on 28<sup>th</sup> April 2016 (“**Facility Agreement**”).

Pursuant to the Facility Agreement, China Rise Finance provided a term loan in the maximum aggregate principal amount of HK\$30,000,000 to Customer A for a period of 12 months. Under the Supplemental Loan Agreement, the repayment date of the Loan was revised to the date after 24 months from the Drawdown Date of the Facility Agreement.

**LISTING RULES IMPLICATIONS**

As the applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the maximum aggregate principal amount of HK\$30,000,000 is more than 5% but less than 25%, the Loan granted under the Supplemental Loan Agreement constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

**THE SUPPLEMENTAL LOAN AGREEMENT**

The Board announces that on 28<sup>th</sup> April 2017, China Rise Finance, an indirect wholly-owned subsidiary of the Company, entered into the Supplemental Loan Agreement with Customer A.

The key terms of the Supplemental Loan Agreement are as follows :

\* For identification purpose only

|                |  |
|----------------|--|
| Date           | 28 <sup>th</sup> April 2017  |
| Lender         | China Rise Finance   |
| Borrower       | Customer A   |
| Principal      | HK\$30,000,000   |
| Interest rate  | 24% per annum  |
| Repayment date | the date falling after 24 months from the Drawdown Date  |
| Security       | (i) deed of guarantee provided by a company beneficially owned by the Customer A; and<br><br>(ii) charge over the shares of two companies listed on the Stock Exchange |
| Prepayment     | if Customer A prepay the Loan 18 months after the Drawdown Date but before the repayment date, Customer A shall pay a fee that equals to one month interest            |
| Repayment      | Customer A shall pay the interest on a monthly basis and repay the principal on the repayment date   |

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Customer A is a third party independent of the Company and connected persons of the Company.

### **FUNDING OF THE LOAN**

China Rise Finance has funded the Loan through internal resources.

### **INFORMATION ON THE COMPANY**

The Company is an investment holding company. Its principal business includes (i) retailing and sourcing; (ii) branding; (iii) property investment and holding in Hong Kong and the PRC; (iv) management and operation of outlet malls in the PRC; (v) provision of financial services; and (vi) duty-free business.

### **REASONS FOR THE AGREEMENT**

The provision of the Loan to Customer A pursuant to the Supplementary Loan Agreement is in the ordinary and usual course of business of the Company. The terms of the Supplemental Loan Agreement were negotiated on an arm's length basis between China Rise Finance and Customer A and on normal commercial terms. Taking into account (i) the satisfactory repayment record of Customer A under the Facility Agreement and that (ii) revenue income can be generated from this lending activity, the Directors believe that the terms of the Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## LISTING RULES IMPLICATIONS

As the applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the maximum aggregate principal amount of HK\$30,000,000 is more than 5% but less than 25%, the Loan granted under the Supplemental Loan Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

## DEFINITIONS

In this announcement, the following expressions have the following meanings:

|                               |  |
|-------------------------------|--|
| “Supplemental Loan Agreement” | the supplemental loan agreement dated 28 <sup>th</sup> April 2017 entered into between China Rise Finance and Customer A   |
| “Board”                       | board of directors of the Company  |
| “China Rise Finance”          | China Rise Finance Co., Limited, a company incorporated in Hong Kong with limited liability with money lender licence registered under Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), which is an indirect wholly-owned subsidiary of the Company |
| “Company”                     | Symphony Holdings Limited, a company incorporated in Bermuda with limited liability, the shares and warrants of which are listed on the main board of the Stock Exchange (Stock code : 1223 and Warrant code : 1537)   |
| “Customer A”                  | a third party independent of the Company and its connected persons (as defined under the Listing Rules)  |
| “Drawdown Date”               | the day on which the Loan is made to Customer A pursuant to the Facility Agreement   |
| “Directors”                   | the director(s) of the Company   |
| “HK\$”                        | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”                   | the Hong Kong Special Administrative Region of the PRC   |
| “Listing Rules”               | the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited   |
| “Loan”                        | the loan in the principal amount of HK\$30,000,000   |
| “PRC”                         | the People’s Republic of China   |

“Stock Exchange”

the Stock Exchange of Hong Kong Limited

“%”

per cent

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

Hong Kong, 5 May 2017

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

Executive Directors:

Mr. Cheng Tun Nei (*Chairman & Chief Operating Officer*)  
Mr. Chan Kar Lee Gary  
Mr. Hong Kim Cheong

Independent non-executive  
Directors:

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