



**SYMPHONY**  
**SYMPHONY HOLDINGS LIMITED**

**新豐集團有限公司\***

(Incorporated in Bermuda with limited liability)

(Stock Code: 01223)

**Form of Proxy for Annual General Meeting to be held on Friday, 23 June 2023  
(or any adjournment thereof)**

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of  
HK\$0.10 each in the share capital of Symphony Holdings Limited (“Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (“Chairman”) (Note 3)  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Annual General Meeting (“Meeting”) (and at any adjournment thereof) of the Company to be held at the Boardroom, 10/F., Island Place  
Tower, 510 King’s Road, North Point, Hong Kong on Friday, 23 June 2023 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as  
set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions  
as indicated below.

Please indicate with a “✓” in the boxes provided how you wish the proxy to vote on your behalf (Note 4).

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2022.		
2.	To declare a final dividend of HK\$0.005 per ordinary share of the Company for the year ended 31 December 2022.		
3.	(A) To re-elect Mr. Cheng Tun Nei as an executive director of the Company.		
	(B) To re-elect Mr. Chow Yu Chun Alexander as an independent non-executive director of the Company.		
4.	To authorize the board of directors (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”).		
5.	To re-appoint BDO Limited as the auditor of the Company and to authorize the Board to fix their remuneration.		
6.	To grant a general mandate to the Directors to allot, issue or deal with the Company’s shares not exceeding 20% of total number of shares of the Company in issue at the date of the passing of this resolution.		
7.	To grant a general mandate to the Directors to repurchase the Company’s shares not exceeding 10% of the total number of shares of the Company in issue at the date of the passing of this resolution.		
8.	To extend the general mandate granted to the Directors to issue shares in the capital of the Company pursuant to resolution numbered 6 with the aggregate number of shares of the Company repurchased pursuant to the foregoing resolution numbered 7.		
9.	(A) To approve the adoption of the New Scheme (as defined in the circular of the Company dated 28 April 2023 (“Circular”)) and termination of the Existing Scheme (as defined in the Circular).		
	(B) To approve the adoption of the Service Provider Sublimit (as defined in the Circular).		
SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
10.	To approve the proposed amendments to the existing bye-laws of the Company and to adopt the amended and restated bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company.		

Signature (Note 5): \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is desired, please delete the words “THE CHAIRMAN OF THE MEETING or” and insert the full name and address of the proxy desired in the space provided. A proxy needs not be a member of the Company, but one must attend the Meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS PROXY.** Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting. In that event, this form of proxy will be deemed to have been revoked.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to complete any or all boxes will entitle your proxy to cast your votes or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- If you are the holder of two or more shares entitled to attend and vote at the Meeting, you are entitled to appoint more than one proxy to attend and vote on your behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of each such proxy.
- In the case of joint holders of a share, any one of such joint holders may vote at the Meeting either in person or by proxy in respect of such share, but if more than one of such joint holders is present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holders.
- To be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time (i.e. Wednesday, 21 June 2023 at 11:00 a.m.) for holding the Meeting or any adjournment thereof.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE SHAREHOLDER WHO SIGNS IT.**
- The full text of the above resolutions is set out in the notice of the Meeting dated 28 April 2023.

\* For identification purpose only