

SYMPHONY INTERNATIONAL HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at 8 Place Bel-Air, CH-1260 Nyon, Switzerland (Telephone: (41-22) 365-8111) on Monday, 30 April 2012 at 11.30 a.m. for the purpose of the following matters:

Ordinary Business

To receive the annual report which includes the financial statements for the year ended 31 December 2011.

Ordinary Resolutions

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

1. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 59 of the BVI Business Companies Act 2004 (as amended) to make market purchases of its own Shares at the discretion of the Directors and on such terms and in such manner as the Directors may from time to time determine provided that:

- (a) the maximum number of Shares hereby authorised to be purchased shall be 14.99 per cent. of the Shares in issue (equivalent to 51,940,193 Shares) at the date of this notice;
- (b) the maximum price which may be paid for any such Share shall not exceed the higher of:
 - (i) 5 per cent. above the average market value of the Company's Shares for the five business days prior to the day the purchase is made; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid at the time of the purchase on the trading venues where the purchase is carried out; and
- (c) the authority hereby confirmed shall expire at the conclusion of the Company's next annual general meeting.

2. THAT the Company be and is hereby generally and unconditionally authorised in accordance with the Company's Warrant Instrument dated 31 July 2007 to extend the term of the exercise period of the existing warrants to subscribe for new Company Shares (the "**Warrants**") for an additional three years, such that unexercised Warrants would expire on 3 August 2015.

By order of the Board,

Anil Thadani
Director

Dated this 30 day of March 2012

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy (who need not be a member of the Company) to attend and to vote in his place. The instrument appointing a proxy should be deposited with Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom no later than 48 hours before the Annual General Meeting. If the appointee is a corporation, this form must be executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

2. In order to qualify for attending the above Meeting, all instruments of transfers must be lodged with Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom not less than 48 hours before the time appointed for holding the Meeting or the adjourned Meeting (as the case may be).

3. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

4. The resolution of the Annual General Meeting will be passed by a simple majority of the votes validly cast, whatever be the number of shareholders present or represented at the Annual General Meeting. Each share is entitled to one vote.

5. Holders of Depository Interests should complete the Form of Direction enclosed with their Notice of Annual General Meeting.

6. Holders of Depository Interests can instruct Capita IRG Trustees Limited, the Depository, or amend an instruction to a previously submitted direction, via the CREST system. The CREST message must be received by the issuer's agent RA10 by 11 a.m. (BST) on Thursday, 26 April 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with instructing Capita IRG Trustees Limited via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a direction appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. In any case your form of direction must be received by the Company's registrars no later than 11 a.m. (BST) on Thursday, 26 April 2012.

EXPLANATORY NOTES TO RESOLUTIONS OF THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Company was granted authority by Shareholders at a General Meeting held on 12 August 2009 to establish a share purchase programme that would allow the Company to purchase up to 14.99 per cent of its own Shares. The Company is seeking Shareholders' approval to renew the authority for the Company to make market purchases of its own Shares.

The purpose of the share purchase programme would allow the Company to seek to address any imbalance between supply and demand for the Shares that may have reflected the difference between the published Net Asset Value per share and the price quoted for the Shares.

The resolution proposed in relation to this programme provides the authority of the Directors to purchase Shares that will last until the conclusion of the next Annual General Meeting, which is anticipated to take place in April 2013. The Company will utilise the authority to purchase Shares by either a single purchase or a series of purchases, when market conditions allow, with the aim of maximising the benefit to Shareholders.

Resolution 2

The exercise period of the Company's Warrants will expire on 3 August 2012. The Company's Share price has consistently been below the exercise price of the Warrants of US\$1.25. Accordingly, the Company's Warrantholders are currently unable to realise any value from the Warrants they hold, and it is unlikely they will be able to do so prior to the current expiration of the Warrant exercise period. The Warrants are therefore unlikely to be exercised.

The purpose of the extension of the Warrant exercise period is to allow more time for the Company's Share price to increase such that the Company's Warrantholders might exercise the Warrants they hold and the Company might have the opportunity to receive additional funds arising from the exercise of the Warrants. Given the Company's current NAV per Share (and assuming the Shares no longer trade at a discount to NAV), an exercise of the Warrants would provide the Company with additional capital without being economically dilutive to current Shareholders.

The resolution proposed in relation to the Warrants provides the Company with the authority to extend the exercise period of the Warrants by three years, such that the exercise period of the Warrants would expire on 3 August 2015. There is no guarantee that by extending the Warrant exercise period, the Company's Warrantholders will be able to realise value from the Warrants they hold or that the Company's Warrantholders will exercise their Warrants.