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SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED **銀建國際控股集團有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 171)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Silver Grant International Holdings Group Limited (the “**Company**”) will be held at Boardroom 8, lower lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 27 June 2019 at 2:30 p.m. or any adjournment(s) thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 10 June 2019.

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the Placing Agreement entered into between the Company and the Placing Agent in relation to the placing of the Convertible Bonds in the principal amount of up to HK\$200,000,000, a copy of the Placing Agreement having been produced to the Meeting marked “A” and signed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Subscription Agreement entered into between the Company and JIC in relation to the subscription for the Convertible Bonds in the principal amount of HK\$200,000,000, a copy of the Subscription Agreement entered with JIC having been produced to the Meeting marked “B” and signed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (c) the issue by the Company of the Convertible Bonds in the principal amount of HK\$200,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with JIC together with the issuance of the bond instrument and the bond certificate to JIC be and are hereby approved;
- (d) the Directors be and are hereby granted the Placing Specific Mandate to allot and issue up to 85,836,909 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and
- (e) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with JIC, the issue of the Convertible Bonds to JIC, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the Subscription Agreement entered into between the Company and Regent Star in relation to the subscription for the Convertible Bonds in the principal amount of HK\$450,000,000, a copy of the Subscription Agreement entered with Regent Star having been produced to the Meeting marked “C” and signed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company of the Convertible Bonds in the principal amount of HK\$450,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Regent Star together with the issuance of the bond instrument and the bond certificate to Regent Star be and are hereby approved;
- (c) the Directors be and are hereby granted the Subscription Specific Mandate to allot and issue up to 193,133,047 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and

- (d) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Regent Star, the issue of the Convertible Bonds to Regent Star, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.”

3. **“THAT:**

- (a) the Subscription Agreement entered into between the Company and Mr. Gao in relation to the subscription for the Convertible Bonds in the principal amount of HK\$200,000,000, a copy of the Subscription Agreement entered with Mr. Gao having been produced to the Meeting marked “D” and signed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company of the Convertible Bonds in the principal amount of HK\$200,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Mr. Gao together with the issuance of the bond instrument and the bond certificate to Mr. Gao be and are hereby approved;
- (c) the Directors be and are hereby granted the Subscription Specific Mandate to allot and issue up to 85,836,909 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and
- (d) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Mr. Gao, the issue of the Convertible Bonds to Mr. Gao, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.”

4. **“THAT:**

- (a) the Subscription Agreement entered into between the Company and Wonderfulsky in relation to the subscription for the Convertible Bonds in the principal amount of HK\$100,000,000, a copy of the Subscription Agreement entered with Wonderfulsky having been produced to the Meeting marked “E” and signed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company of the Convertible Bonds in the principal amount of HK\$100,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Wonderfulsky together with the issuance of the bond instrument and the bond certificate to Wonderfulsky be and are hereby approved;
- (c) the Directors be and are hereby granted the Subscription Specific Mandate to allot and issue up to 42,918,454 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and
- (d) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Wonderfulsky, the issue of the Convertible Bonds to Wonderfulsky, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.”

5. **“THAT:**

- (a) the Subscription Agreement entered into between the Company and Ms. Luk in relation to the subscription for the Convertible Bonds in the principal amount of HK\$100,000,000, a copy of the Subscription Agreement entered with Ms. Luk having been produced to the Meeting marked “F” and signed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the issue by the Company of the Convertible Bonds in the principal amount of HK\$100,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Ms. Luk together with the issuance of the bond instrument and the bond certificate to Ms. Luk be and are hereby approved;
- (c) the Directors be and are hereby granted the Subscription Specific Mandate to allot and issue up to 42,918,454 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and
- (d) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Ms. Luk, the issue of the Convertible Bonds to Ms. Luk, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.”

6. **“THAT:**

- (a) the Subscription Agreement entered into between the Company and Excel Bright in relation to the subscription for the Convertible Bonds in the principal amount of HK\$100,000,000, a copy of the Subscription Agreement entered with Excel Bright having been produced to the Meeting marked “G” and signed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company of the Convertible Bonds in the principal amount of HK\$100,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Excel Bright together with the issuance of the bond instrument and the bond certificate to Excel Bright be and are hereby approved;
- (c) the Directors be and are hereby granted the Subscription Specific Mandate to allot and issue up to 42,918,454 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and

- (d) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Excel Bright, the issue of the Convertible Bonds to Excel Bright, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.”

By Order of the Board
Silver Grant International Holdings Group Limited
Huang Jiajue
Executive Director

Hong Kong, 10 June 2019

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
2. A proxy form for use at the meeting is enclosed.
3. To be valid, a proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's share registrar and transfer office, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
4. To ascertain the shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 24 June 2019 to Thursday, 27 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 21 June 2019.
5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the meeting except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
6. As at the date of this notice, the board of Directors comprises Mr. Gao Jian Min (Managing Director), Mr. Huang Jiajue, Mr. Luo Zhihai and Mr. Ma Yilin as executive Directors; Mr. Chu Hing Tsung (Chairman) and Mr. Chen Zhiwei as non-executive Directors; and Mr. Liang Qing, Mr. Zhang Lu and Mr. Hung Muk Ming as independent non-executive Directors.
7. References to time and dates in this notice are to Hong Kong time and dates.