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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 (“**EGM**”) of Silver Grant International Holdings Group Limited (“**Company**”) will be held at Room 1, 26/F, Guangzhou Jiayu Center, 769 Huacheng Avenue, Tianhe District, Guangzhou, Guangdong Province, the People’s Republic of China on Wednesday, 24 August 2022 at 11:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the amendment deed dated 6 July 2022 (as amended and supplemented by the second amendment deed dated 15 July 2022) (collectively, “**Amendment Deeds**”, a copy of which has been produced to the EGM and marked as “A” and initialled by the chairman of the EGM for the purpose of identification) entered into between the Company as issuer, Mr. Chu Hing Tsung as guarantor and, (i) Regent Star International Limited, (ii) Mr. Gao Jian Min, (iii) Wonderful Sky Financial Group Holdings Limited, (iv) Ms. Luk Ching Sanna, (v) Excel Bright Capital Limited, (vi) JIC (Hong Kong) Holding Limited, as subscribers, in relation to the amendments to certain terms and conditions of the Convertible Bonds (as defined in the circular of the Company dated 5 August 2022 (“**Circular**”), a copy of which has been produced to the EGM and marked as “B” and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the Proposed Amendments (as defined in the Circular) and the entering into of the Additional Securities Documents (as defined in the Circular)) be and are hereby approved, confirmed and ratified;

- (b) subject to The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the Conversion Shares (as defined in the Circular), the grant to the directors of the Company (“**Directors**”) of the specific mandate to allot and issue the Conversion Shares pursuant to the exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds (as amended and supplemented by the Amendment Deeds) be and is hereby approved; and
- (c) any one or more Directors be and is hereby authorised to sign and execute all such documents, agreements, deeds, acts, matters and things, on behalf of the Company and to do all such acts and things and to take all such actions as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Amendment Deeds and the transactions contemplated thereunder (including but not limited to the Proposed Amendments, the entering into of the Additional Securities Documents and the allotment and issue of the Conversion Shares), and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Amendment Deeds and which shall be subject to the approval of the shareholders of the Company) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

By order of the Board
Silver Grant International Holdings Group Limited
Ng Hoi Leung Leo
Company Secretary

Hong Kong, 5 August 2022

Notes:

1. A member of the Company entitled to attend and vote at the EGM 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. To be valid, a form of proxy, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if lodged on or before 14 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if lodged on or after 15 August 2022) or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM (i.e. not later than 11:00 a.m. on Monday, 22 August 2022) or any adjournment thereof.

3. To ascertain the entitlement of the shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 19 August 2022 to Wednesday, 24 August 2022, both days inclusive, during which period no transfer of the shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if lodged on or before 12 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if lodged on or after 15 August 2022) not later than 4:30 p.m. on Thursday, 18 August 2022.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), all votes of the shareholders of the Company at the EGM 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.
5. As at the date of this notice, the board of Directors comprises Mr. Chu Hing Tsung (Chairman and Co-Chief Executive Officer), Mr. Luo Zhihai, Mr. Tang Lunfei and Mr. Wang Ping as executive Directors; Mr. Chen Zhiwei as a non-executive Director; and Mr. Liang Qing, Mr. Zhang Lu and Mr. Hung Muk Ming as independent non-executive Directors.
6. Precautionary measures will be taken to prevent and control the spread of the novel coronavirus pneumonia (COVID-19) at the EGM, including the following:
 - (i) mandatory body temperature screening at the entrance of the venue for each attendee. Any person with a body temperature over 37.5°C shall not be permitted to enter the venue;
 - (ii) use of a surgical face mask for each attendee;
 - (iii) no distribution of corporate souvenirs/gifts or refreshments; and
 - (iv) appropriate distancing and spacing between seats.

Any attendee who does not comply with the precautionary measures or is subject to quarantine, with any flu-like symptoms, who has had close contact with any person under quarantine, or has travelled overseas within 14 days immediately before the EGM shall not be permitted to enter the venue. All shareholders of the Company are strongly encouraged to appoint the chairman of the EGM as their meeting proxy to vote on the relevant resolutions(s) at the EGM as an alternative to attending the EGM in person and contacting the Investor Relations Department of the Company for questions to management.
7. References to time and dates in this notice are to Hong Kong time and dates.