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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Silver Tide Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**Silver Tide Holdings Limited**  
**銀濤控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1943)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
APPOINTMENT OF AUDITOR,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Silver Tide Holdings Limited to be held at Office Floor 29, Queen's Road Centre, 152 Queen's Road Central, Hong Kong on Wednesday, 23 August 2023 at 10:30 a.m. is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

|                                         |                                                                                                                                                                                                                                                                    |
|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “AGM”                                   | the annual general meeting of the Company to be held at Office Floor 29, Queen’s Road Centre, 152 Queen’s Road Central, Hong Kong on Wednesday, 23 August 2023 at 10:30 a.m.                                                                                       |
| “Articles of Association” or “Articles” | the amended and restated memorandum and articles of association of the Company currently in force                                                                                                                                                                  |
| “Audit Committee”                       | the audit committee of the Board                                                                                                                                                                                                                                   |
| “Board”                                 | the board of Directors                                                                                                                                                                                                                                             |
| “Company”                               | Silver Tide Holdings Limited (銀濤控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange                                                                     |
| “Director(s)”                           | the director(s) of the Company                                                                                                                                                                                                                                     |
| “Group”                                 | the Company and its subsidiaries                                                                                                                                                                                                                                   |
| “Hong Kong” or “HK”                     | the Hong Kong Special Administrative Region of the PRC                                                                                                                                                                                                             |
| “Issue Mandate”                         | a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate |
| “Latest Practicable Date” or “LPD”      | 13 July 2023, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication                                                                                                                            |
| “Listing Rules”                         | the Rules Governing the Listing of Securities on the Stock Exchange                                                                                                                                                                                                |
| “Nomination Committee”                  | the nomination committee of the Board                                                                                                                                                                                                                              |
| “PRC”                                   | the People’s Republic of China                                                                                                                                                                                                                                     |

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## DEFINITIONS

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|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Remuneration Committee” | the remuneration committee of the Board                                                                                                                                                                                                                 |
| “Repurchase Mandate”     | a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the resolution approving the Repurchase Mandate |
| “SFO”                    | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time                                                                                                                    |
| “Share(s)”               | ordinary share(s) of HK\$0.01 each in the share capital of the Company                                                                                                                                                                                  |
| “Shareholder(s)”         | registered holder(s) of the Share(s)                                                                                                                                                                                                                    |
| “Stock Exchange”         | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                 |
| “Takeovers Code”         | The Code on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time                                                                                                                                          |
| “HK\$”                   | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                     |
| “%”                      | per cent                                                                                                                                                                                                                                                |

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**LETTER FROM THE BOARD**

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**Silver Tide Holdings Limited**  
**銀濤控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1943)**

*Executive Director:*

Mr. Wang Jianfeng

*(Chairman and Chief Executive Officer)*

*Non-executive Directors:*

Mr. Cai Huihui

Ms. Liu Jingna

Mr. Ruan Dongdong

*Independent non-executive Directors:*

Mr. Wang Wenxing

Mr. Xu Da

Ms. Florence Ng

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarter and principal place of*

*business in Hong Kong registered under*

*Part 16 of the Companies Ordinance:*

Office Floor 29,

Queen's Road Centre,

152 Queen's Road Central,

Hong Kong

20 July 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
APPOINTMENT OF AUDITOR,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of Directors and appointment of auditor, and to seek your approval at the AGM in connection with, *inter alia*, the aforesaid proposals.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

On 26 August 2022, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to allot, issue and deal with Shares or other securities. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Issue Mandate will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares or securities which may be issued pursuant to the Issue Mandate will be 200,000,000 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the resolution approving the Issue Mandate.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and authorize an extension of the limit of the Issue Mandate granted by adding to it an amount representing the Shares repurchased by the Company under the Repurchase Mandate.

Details of the Issue Mandate are set out in ordinary resolutions numbers 4 and 6 in the notice of AGM.

### REPURCHASE MANDATE

On 26 August 2022, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Share on the Stock Exchange. Such general mandate will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the number of the issued Shares is 1,000,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 100,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution number 5 in the notice of AGM.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, Mr. Wang Jianfeng, Mr. Cai Huihui, Mr. Liu Jingna, Mr. Ruan Dongdong, Mr Wang Wenxing, Mr. Xu Da and Ms. Florence Ng.

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. Accordingly, Mr. Wang Jianfeng, Mr. Cai Huihui, Mr. Liu Jingna, Mr. Ruan Dongdong, Mr Wang Wenxing, Mr. Xu Da and Ms. Florence Ng, who were appointed as an executive Director by the Board with effect from 20 October 2022, will retire from office at the AGM and, being eligible, will offer himself for re-election.

The Board, upon the recommendation of the Nomination Committee, proposed Mr. Wang Jianfeng, Mr. Cai Huihui Mr. Liu Jingna, Mr. Ruan Dongdong, Mr Wang Wenxing, Mr. Xu Da and Ms. Florence Ng the retiring Directors, to stand for re-election as Directors at the AGM.

Brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### Explanatory statement provided under Code Provision B.3.4 of Appendix 14 of the Listing Rules

According to the Listing Rules and the board diversity policy adopted by the Company (the “**Board Diversity Policy**”), the Nomination Committee will, among other things, undertake the nomination and selection of independent non-executive Director candidates on the completion of their specified terms and make relevant recommendations to the Board.

Furthermore, when changes to composition of the Board or members of any committee of the Company are required or when casual vacancies arise, the Nomination Committee shall adhere to the principles stated in the Board Diversity Policy. The Nomination Committee will take into account the existing composition of the Board and the business requirements of the Group, and nominate potential candidates by reference to their capacity and the selection criteria to the Board for approval.

Mr. Wang Wenxing, Mr. Xu Da and Ms. Florence Ng have met the independence criteria under the Listing Rules. Moreover, Mr. Wang Wenxing, Mr. Xu Da and Ms. Florence Ng have given confirmation of independence respectively to the Company. With due consideration on the above factors, the Board believes that Mr. Wang Wenxing, Mr. Xu Da and Ms. Florence Ng are independent.

In view of the diversified knowledge, experience and skills of Mr. Wang Wenxing, Mr. Xu Da and Ms. Florence Ng in finance, operation, financial accounting, corporate governance and compliance, the Board believes that their expertise will enable them to fulfill their role as an independent non-executive Director effectively and can provide useful and constructive opinion and make contribution to the Board and future development of the Company.

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## LETTER FROM THE BOARD

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Based on the background of Mr. Wang Wenxing, Mr. Xu Da and Ms. Florence Ng including but not limited to gender, cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that Mr. Wang Wenxing, Mr. Xu Da and Ms. Florence Ng can contribute to diversity of the Board.

Having considered the above aspects and in view of the contribution that Mr. Wang Wenxing, Mr. Xu Da and Ms. Florence Ng have made to the Board, his re-election will be in the best interests of the Company and its Shareholders as a whole.

### **APPOINTMENT OF THE AUDITOR**

As disclosed in the Company's announcement dated 20 July 2023, the Board announced that BDO Limited ("**BDO**") will retire as the auditor of the Company for the year ending 31 March 2024. Upon the recommendation of the Audit Committee, the Board has resolved to propose the appointment of HLB Hodgson Impey Cheng Limited as the new auditor of the Company at the AGM following the retirement of BDO. BDO will retire as the auditor of the Group upon the conclusion of the AGM and subject to the approval by the Shareholders of Resolution 3 set out in the AGM Notice, HLB Hodgson Impey Cheng Limited will hold office as the Group's auditor until the next annual general meeting of the Company.

The Board and the Audit Committee confirm that to the best of their understanding and knowledge, there is no other disagreement between the Company and BDO and there is no matter regarding the retirement of BDO which needed to be brought to the attention of the Shareholders. BDO has also provided its confirmation to the Board and the Audit Committee to confirm that from their perspective, there is no matter which needed to be brought to the attention of the Shareholders.

### **ANNUAL GENERAL MEETING**

The notice convening the AGM, which contains, *inter alia*, ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the appointment of auditor and the re-election of the Directors is set out on pages 14 to 18 of this circular.

### **VOTING BY WAY OF POLL**

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, except where the chairman may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 66 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares, at any general meeting every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for each Share registered in his name in the Company's register of members. Where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.



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## LETTER FROM THE BOARD

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An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **ACTION TO BE TAKEN**

A proxy form for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company ([www.silvertide.hk](http://www.silvertide.hk)). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors believe that the proposed resolutions mentioned in this circular, including the proposals to re-elect the Directors, to appoint the Company's auditor, to authorize the board of Directors to fix its remuneration and to grant to the Directors the Issue Mandate and the Repurchase Mandate are in the best interests of the Company as well as to its Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

Yours faithfully

For and on behalf of the Board of

**Silver Tide Holdings Limited**

**Wang Jianfeng**

*Chairman, Chief Executive Officer and Executive Director*

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against Ordinary Resolution 5 in respect of the approval of the Repurchase Mandate.*

### **1.      EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 1,000,000,000 Shares in issue at the Latest Practicable Date, could result in up to 100,000,000 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### **2.      REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

### **3.      FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **4.      UNDERTAKING**

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

#### **5.      EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Central Force Premium Group Limited was interested in 750,000,000 Shares, representing 75% of the issued share capital of the Company. The Shares are held by Central Force Premium Group Limited, the equity interest of which is owned as to 100% by Regal Loyalty Limited and Regal Loyalty Limited is entirely owned by Mr. Wang Jianfeng. Regal Loyalty Limited is a controlled corporation of Mr. Wang Jianfeng, an executive Director, the chairman of the Board and the chief executive officer of the Company. Ms. Xu Feng is the spouse of Mr. Wang Jianfeng and is deemed to be interested in the Shares in which Mr. Wang Jianfeng is interested under the SFO. In the event that the Repurchase Mandate was exercised in full, the aggregate percentage shareholding of Regal Loyalty Limited, a company wholly owned by Mr. Wang Jianfeng, would be increased to 83.33% of the issued Shares of the Company. Such an increase would not result in Regal Loyalty Limited having to make a mandatory offer under Rule 26 of the Takeovers Code, but would result in the aggregate amount of the issued shares of the Company in public hands being reduced to less than 25%. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

#### **6.      SHARE PURCHASED MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**7.      SHARE PRICES**

The table below is a summary of the highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months before the Latest Practicable Date.

|                                               | <b>Highest<br/>Traded Price</b> | <b>Lowest<br/>Traded Price</b> |
|-----------------------------------------------|---------------------------------|--------------------------------|
|                                               | <i>HK\$</i>                     | <i>HK\$</i>                    |
| July 2022                                     | 0.880                           | 0.750                          |
| August 2022                                   | 1.620                           | 0.820                          |
| September 2022                                | 1.340                           | 0.800                          |
| October 2022                                  | 1.150                           | 0.700                          |
| November 2022                                 | 1.090                           | 0.900                          |
| December 2022                                 | 1.050                           | 0.850                          |
| January 2023                                  | 1.000                           | 0.750                          |
| February 2023                                 | 0.900                           | 0.570                          |
| March 2023                                    | 0.750                           | 0.430                          |
| April 2023                                    | 0.770                           | 0.400                          |
| May 2023                                      | 0.700                           | 0.500                          |
| June 2023                                     | 0.750                           | 0.500                          |
| July 2023 (up to the Latest Practicable Date) | 0.690                           | 0.550                          |

*The following are the particulars of the Directors proposed to be re-elected at the AGM:*

**Mr. Wang Jianfeng** (王建峰), aged 52, is our executive director and the chairman of Nomination Committee since 20 October 2022. Mr. Wang has extensive experience in agriculture, healthcare, culture tourism, real estate development and environmentally friendly construction industries in the PRC. He has been the chairman of the board and the general manager of Jinke Investment Holding Co., Ltd.\* (金恪投資控股股份有限公司) since 2017 which is principally engaged in asset management, investment management, agriculture, healthcare, culture tourism, real estate development, environmental friendly construction in the PRC. Mr. Wang is currently a member of the executive committee of Shanghai Pudong New Area Association of Industry and Commerce\* (上海市浦東新區工商聯) and the vice president of the Shanghai Association of Enterprises (Chambers of Commerce) in Shanghai\* (上海市各地在滬企業(商會)聯合會).

Mr. Wang studied plastics engineering (塑料工程專業) in Zhejiang University of Technology and graduated in July 1994. He obtained a master's degree in accounting in December 2004 from The University of Wollongong in Australia.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Wang has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Wang is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Wang is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Wang that needs to be brought to the attention of the Shareholders.

**Mr. Cai Huihui** (蔡輝輝), aged 37, is our non-executive director and the member of Audit Committee and Remuneration Committee since 20 October 2022. Mr. Cai has served as the chairman of the board of Hangzhou Jiuchen Yuanke Trading Company Limited\* (杭州九辰源科商貿有限公司) since April 2018. He has also served as the chairman of the board of Shenzhen Yuanqu Technology Company Limited\* (深圳源趣科技有限公司) since October 2018. Mr. Cai worked as an analyst at Shanghai Juma Metal Material Company Limited\* (上海巨馬金屬材料有限公司) from July 2008 to September 2011 and was the general manager of Shanghai Zheyue Industrial Company Limited\* (上海哲悅實業有限公司) from November 2011 to March 2013. He was also a senior partner at Yisi Asset Management (Shanghai) Company Limited\* (一思資產管理(上海)有限公司) from March 2013 to March 2018.

Mr. Cai studied finance and insurance (金融保險專業) in Liaoning University of International Business and Economics\* (遼寧對外經貿學院) and graduated in July 2008.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Cai has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Cai is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Cai is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Cai that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Cai that needs to be brought to the attention of the Shareholders.

**Ms. Liu Jingna** (劉婧娜), aged 36, is our non-executive director since 20 October 2022. Ms. Liu has been the general manager of the purchasing management centre of Jinke Investment Holding Co., Ltd.\* (金格投資控股股份有限公司) since November 2015. She worked at Carrefour (China) Management & Consulting Service Co., Ltd.\* (家樂福(中國)管理諮詢服務有限公司) from May 2013 to September 2014 with her last position as expenses purchasing manager of non-commodity purchasing centre. She also worked as an assistant of the national fresh food department of Tesco (China) Investment Co., Ltd.\* (特易購樂購(中國)投資有限公司) from November 2009 to April 2013.

Ms. Liu obtained a bachelor's degree in finance (distance learning) from the Dongbei University of Finance & Economics in July 2020.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Ms. Liu has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Ms. Liu is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Ms. Liu is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Ms. Liu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Ms. Liu that needs to be brought to the attention of the Shareholders.

**Mr. Wang Wenxing** (王文星), aged 53, is our independent non-executive director and the chairman of Audit Committee and the member of Nomination Committee since 20 October 2022. Mr. Wang has been serving as a senior partner, the chief accountant and the quality control director of Anthony Chen CPA, PLLC since August 2008. He is also currently serving as a tax consultant of Triangle Accounting, Inc. and a senior international tax consultant of Mind & Sun Partners in Shanghai. During the period from May 1995 to March 2003, he served as a project manager in the Guangzhou Branch of the China Council for the Promotion of International Trade (中國國際貿易促進委員會廣州市分會) (also known as the Guangzhou Chamber of Commerce of the China International Chamber of Commerce (中國國際商會廣州市商會)). He was the assistant director of the high-net-worth business department of AIA Company Limited Shanghai Branch from April 2015 to June 2017. He has also been appointed as an independent non-executive director of Central Holding Group Co. Ltd. (stock code: 1735) since October 2019.

Mr. Wang obtained a Master of Science from the City University of New York in the United States in February 2008. He has been enrolled to practice before the Internal Revenue Service of the Department of the Treasury of the United States since November 2010.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Wang has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Wang is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Wang is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Wang that needs to be brought to the attention of the Shareholders.

**Mr. Xu Da** (徐達), aged 39, is our independent non-executive director and the chairman of Remuneration Committee and the member of Nomination Committee since 20 October 2022. Mr. Xu has been the partner of Shenzhen Qianhai Boyuan Asset Management Company Limited\* (深圳前海博源資產管理有限公司) since August 2020. He was the managing director of Dol-Fin International Asset Management Limited\* (大福國際資產管理有限公司) from October 2019 to July 2020. He was also the managing director of China Huarong International Holdings Limited (中國華融國際控股有限公司) and the general manager of Hong Kong subsidiary of Huarong Securities Holdings Company Limited\* (華融證券股份有限公司) from August 2016 to October 2018.

Mr. Xu obtained a bachelor's degree of management in June 2006 from the Southwestern University of Finance and Economics. He obtained a master's degree in business management in June 2013 from Wuhan University.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Xu has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Xu is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Xu is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Xu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Xu that needs to be brought to the attention of the Shareholders.

**Ms. Florence Ng** (吳翠蘭), aged 59, is our independent non-executive director and the member of Audit Committee and the member of Remuneration Committee since 20 October 2022. is a solicitor qualified in Hong Kong Special Administrative Region since 2011, specializing in international cross border mergers and acquisitions transactions, and corporate commercial matters. Ms. Ng is currently an independent non-executive director at China Internet Investment Finance Holdings Limited since 2013, a company listed on the Hong Kong Stock Exchange (stock code: 810). Ms. Ng served as an executive director from October 2021 to September 2022, as the general counsel from October 2021 to November 2021, as the vice president of the operations and business development from November 2021 to March 2022 and as the chief operating officer from March 2022 to September 2022 and as a consultant since October 2022 for Mega Matrix Corp., a company listed in the New York Stock Exchange American LLC. (stock code: MTMT).

Ms. Ng holds a bachelor's degree in art from San Francisco State University, a bachelor's degree in law from the University of London, a master's degree in law from the City University of Hong Kong with distinction award, and a fintech certification from the University of Oxford.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Ms. Ng has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Ms. Ng is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Ms. Ng is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Ms. Ng that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Ms. Ng that needs to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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### Silver Tide Holdings Limited

### 銀濤控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1943)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Silver Tide Holdings Limited (the “Company”) will be held at Office Floor 29, Queen’s Road Centre, 152 Queen’s Road Central, Hong Kong on Wednesday, 23 August 2023 at 10:30 a.m. for the following purposes:

### ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor of the Company for the year ended 31 March 2023.
2.
  - (a) To re-elect Mr. Wang Jianfeng as an executive director of the Company;
  - (b) To re-elect Mr. Cai Huihui as a non-executive director of the Company;
  - (c) To re-elect Ms. Liu Jingna as a non-executive director of the Company;
  - (d) To re-elect Mr. Ruan Dongdong as a non-executive director of the Company;
  - (e) To re-elect Mr. Wang Wenxing as an independent non-executive director of the Company;
  - (f) To re-elect Mr. Xu Da as an independent non-executive director of the Company;
  - (g) To re-elect Ms. Florence Ng as an independent non-executive director of the Company; and
  - (h) To authorise the board of directors of the Company to fix the remuneration of directors.
3. To appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and its subsidiaries and to authorize the Board of Directors to fix its remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares or securities in the capital of the Company and to make or grant offers and agreements which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers and agreements which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares or securities allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any convertible securities or similar rights which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities by way of rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of the Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolutions nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued Shares or securities pursuant to Resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to Resolution no. 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of total number of Shares in issue as at the date of passing of the said Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By order of the Board  
**Silver Tide Holdings Limited**  
**Wang Jianfeng**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 20 July 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Headquarters and principal place of  
business in Hong Kong registered under  
Part 16 of the Companies Ordinance:*

Office Floor 29,  
Queen's Road Centre,  
152 Queen's Road Central,  
Hong Kong

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

- (1) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.

In order to be valid, a proxy form and 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 branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or the adjourned meeting (as the case may be).

- (2) Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.
- (3) The register of members will be closed from Sunday, 20 August 2023 to Wednesday, 23 August 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Saturday, 21 August 2023.
- (4) With regard to Resolution no. 2 in this notice, the board of directors of the Company proposes that the directors of the Company, namely Mr. Wang Jianfeng, Mr. Cai Huihui, Ms. Liu Jingna, Mr. Ruan Dongdong, Mr. Wang Wenxing, Mr. Xu Da and Ms. Florence Ng be re-elected as directors of the Company. Particulars of the said directors of the Company are set out in Appendix II to the circular to the shareholders of the Company dated 20 July 2023.
- (5) An explanatory statement containing further details regarding Resolution no. 5 as required by the Stock Exchange is set out in Appendix I to the circular to the shareholders of the Company dated 20 July 2023.
- (6) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all votes of shareholders at the AGM will be taken by poll except where the chairman of the meeting, 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. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

*As at the date of this notice, the Board of the Company comprises Mr. Wang Jianfeng (Chief Executive Officer and Chairman), as executive Director, and Mr. Cai Huihui, Ms. Liu Jingna and Mr. Ruan Dongdong as non-executive Directors, and Mr. Wang Wenxing, Mr. Xu Da and Ms. Florence Ng as independent non-executive Directors.*