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If you are in doubt as to any aspect of this circular, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in Silver Grant International Holdings Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom WKH VDOH ZDV HuHFWHG IRU WUDQVPLVVLRQ WR WKH SXUFKDVHU

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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)

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting ("Annual General Meeting") of Silver Grant International Holdings Group Limited ("Company") to be held at Room 1, 26/F, Guangzhou Jiayu Centre, 769 Huacheng Avenue, Tianhe District, Guangzhou, Guangdong Province, the People's Republic of China on Thursday, 15 June 2023 at 11:00 a.m. or any adjournment thereof is set out on pages AGM-1 to AGM-6 of this circular. If the shareholders of the Company do not intend or are unable to attend the Annual General Meeting and wish to appoint a proxy/proxies to attend and vote on their behalf, they are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (https://spot-em7. ing.tricor.hk E\ XVLQJ WKH XVHUQDPH DQG SDVVZRUG SUR sent by the Company as soon as possible but and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Tuesday, 13 June 2023) or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the Annual General Meeting should they so wish.

Hong Kong, 12 May 2023

CONTENTS

Page

Definitions 1

Letter from the Board

Introduction 3

Re-election of Directors 4

Independent non-executive Directors 4

General mandate to buy back Shares 5

General mandate to issue Shares 5

Annual General Meeting 5

Voting by way of poll 6

Recommendation 6

Appendix I — Details of Directors proposed for re-election I-1

Appendix II — Explanatory statement on the Buy-back Mandate II-1

Notice of Annual General Meeting AGM-1

DEFINITIONS

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Room 1, 26/F, Guangzhou Jiayu Centre, 769 Huacheng Avenue, Tianhe District, Guangzhou, Guangdong Province, the PRC on Thursday, 15 June 2023 at 11:00 a.m. or, where the context so admits, any adjournment thereof
"Articles of Association"	the articles of association of the Company, as originally adopted, or as from time to time altered in accordance with the Companies Ordinance
"Audit Committee"	the audit committee of the Board
"Board"	the board of the Directors
"Buy-back Mandate"	a general mandate to the Directors to exercise the powers of the Company to buy back on the Stock Exchange Shares representing up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the relevant resolution at the Annual General Meeting
"CG Code"	the corporate governance code as set out in Appendix 14 to the Listing Rules
"Company"	Silver GnsG (ngAv0.d (A <FEFeA <FeA <.tolds theGroa)0Lie

"Latest Practicable Date"	8 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
"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, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Remuneration Committee"	62c1 24.mistCoe'sPC'3 t2 (Shares(t) 2 ssu273by Td (Se Lis

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)

Executive Directors:
Chu Hing Tsung (alias Zhu Qing Yi)
(Chairman and Co-Chief Executive Officer)
Chen Yongcun (Co-Chief Executive Officer)
Luo Zhihai

Registered Office:
Suite 4901
49th Floor
Office Tower

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board was comprised of eight Directors, of which Mr. Chu Hing Tsung (alias Zhu Qing Yi), Mr. Chen Yongcun, Mr. Luo Zhihai and Mr. Tang Lunfei were executive Directors; Mr. Chen Zhiwei was a non-executive Director; and Mr. Liang Qing, Mr. Zhang Lu and Mr. Hung Muk Ming were independent non-executive Directors.

Pursuant to Article 93 of the Articles of Association, Mr. Chen Yongcun who was appointed as a Director on 16 September 2022, shall hold office only until the first annual general meeting of the Company after his appointment (i.e. the Annual General Meeting). Pursuant to Article 102 of the Articles of Association, Mr. Chu Hing Tsung (alias Zhu Qing Yi), Mr. Hung Muk Ming and Mr. Chen Zhiwei shall retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election.

Pursuant to Code Provision B.2.3 of the CG Code, any further appointment of an independent non-executive director who has served more than nine years should be subject to a separate resolution to be approved by the shareholders. As Mr. Hung Muk Ming has served on the Board for 18 years, his re-election should be subject to a separate resolution to be approved by the Shareholders.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

INDEPENDENT NON-EXECUTIVE DIRECTORS

All the independent non-executive Directors, namely, Mr. Liang Qing ("Mr. Liang"), Mr. Zhang Lu ("Mr. Zhang") and Mr. Hung Muk Ming ("Mr. Hung"), have served more than nine years on the Board. Mr. Liang has been appointed as an independent non-executive Director with effect from 28 February 2014. The Company has entered into an appointment letter with Mr. Liang for a term of three years from 28 February 2023 to 27 February 2026. Mr. Zhang has

GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 22 June 2022 whereby a general mandate was granted to the Directors to buy back Shares.

Such general mandate will lapse at the conclusion of the Annual General Meeting. Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant the Buy-back Mandate (being a general mandate to enable the Directors to exercise the powers of the Company to buy back on the Stock Exchange Shares representing up to a maximum of 10% of the total number of the Shares in issue at the date of the passing of resolution no. 4 set out in the notice of Annual General Meeting (i.e. not exceeding 230,484,961 Shares based on 10% of the 2,304,849,611 Shares in issue as at the Latest Practicable Date and assuming that such issued Shares will remain the same at the date of the passing of resolution no. 4 set out in the notice of Annual General Meeting)).

In accordance with the Listing Rules, an explanatory statement to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Buy-back Mandate is set out in Appendix II to this circular.

GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions were passed at the annual general meeting of the Company held on 22 June 2022 whereby a general mandate was granted to the Directors to issue Shares and such general mandate to issue Shares be extended by adding to it the number of Shares bought back under the general mandate to buy back Shares granted to the Directors on 22 June 2022.

Such general mandate will lapse at the conclusion of the Annual General Meeting. Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate (being a general mandate to the Directors to issue Shares representing up to 20% of the total number of the Shares in issue at the date of the passing of resolution no. 5 set out in the notice of Annual General Meeting (i.e. not exceeding 460,969,922 Shares based on 20% of the 2,304,849,611 Shares in issue as at the Latest Practicable Date and assuming that the number of such issued Shares will remain the same at the date of the passing of resolution no. 5 set out in the notice of Annual General Meeting)) in order to provide flexibility and discretion to the Directors to issue any Shares. In addition, an ordinary resolution will be proposed to extend the Issue Mandate by adding to it the number of Shares bought back by the Company under the Buy-back Mandate.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages AGM-1 to AGM-6 of this circular to consider the resolutions relating to, inter alia, the re-election of Directors, the grants of the Buy-back Mandate and the Issue Mandate, and the extension of the Issue Mandate.

To ascertain the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 9 June 2023 to Thursday, 15 June 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 8 June 2023.

A form of proxy for use at the Annual General Meeting is enclosed. If you do not intend or are unable to attend the Annual General Meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy and return it to the Company's share UHJLVWUDU DQG WUDQVIHU RvFH 7ULFRU 6HFUHWDULHV /LPL Road, Hong Kong in accordance with the instructions printed thereon or via the designated URL (https://spot-emeeting.tricor.hk) by using the username and password provided on the notification letter sent by the Company by 11:00 a.m. on Tuesday, 13 June 2023 and in any event not later than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and deposit of the form of proxy will not preclude youill not p

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Chen Yongcun ("Mr. Chen YC"), aged 57, was an executive Director during the period from 25 October 2000 to 27 February 2008, and he re-joined the Company on 1 May 2016. Mr. &KHQ <& KDV EHHQ DSSRLQWHG DV D FR FKLHI H[HFXWLYH R Officer") and an executive Director with effect from 13 May 2022 and 16 September 2022, respectively. He has also been appointed as the legal representative, director and general manager of East Gate (Beijing) Property Management Co., Ltd., a wholly-owned subsidiary of the Company. He is responsible for the Group's property development and investments in Mainland China. Mr. Chen YC previously worked at China Construction Bank and China Cinda Asset Management Co., Ltd., a company the shares of which are listed on the Main Board of the Stock Exchange (stock codes: 01359 and 04621 (Preference Shares)), which is a substantial Shareholder (within the meaning ascribed to it in the Listing Rules) whose interest in the Shares falls to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO. He graduated from Tsinghua University with a bachelor's degree in engineering and a master's degree in business management. Mr. Chen YC has RYHU \HDUV RI H[SHULHQFH LQ ¿QDQFH DQG LQYHVWPHQW

The Company has entered into an employment contract with Mr. Chen YC for a term of three years from 16 September 2022 to 15 September 2025, unless terminated by not less than one month's prior notice in writing served by either party on the other. Mr. Chen YC's appointment as an executive Director is subject to retirement and re-election at the annual general meeting of the &RPSDQ\ DQG YDFDWLRQ RI RvFH LQ DFFRUGDQFH ZLWK WKH applicable rules and laws. Pursuant to his employment contract with the Company, Mr. Chen YC is entitled to remuneration consisting of a salary of RMB5,000,000 per annum, a director's fee of HK$400,000 per annum, a discretionary management bonus and discretionary share options to be JUDQWHG E\ WKH %RDUG IURP WLPH WR WLPH DV LW PD\ WKL duties and responsibilities with the Group in addition to the Company's remuneration policy, and after considering the market emoluments for directors of other listed companies. As at the Latest Practicable Date, Mr. Chen YC was interested in 700,000 Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable date, save as disclosed above, Mr. Chen YC did not hold (i) any RWKHU PDMRU DSSRLQWPHQWV DQG SURIHVVLRQDO TXDOL¿F or other members of the Group; and (iii) any interest in any Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Chen YC did not (i) hold any directorships in other listed companies in the last three years; and (ii) have any relationship with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the Listing Rules).

Save as disclosed above, there are no other matters relating to Mr. Chen YC's re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Chu Hing Tsung (alias Zhu Qing Yi) ("Mr. Chu"), aged 53, was appointed as a non-executive Director and the chairman of the Board ("Chairman") on 29 January 2019. He has been re-designated from a non-executive Director to an executive Director and appointed as the chief executive officer ("Chief Executive Officer") of the Company and one of the authorised UHSUHVHQWDWLYHV RI WKH &RPSDQ\ XQGHU 5XOH RI WKH Mr. Chu has been re-designated from the Chief Executive Officer to a Co-Chief Executive Officer ZLWK HuHFW IURP 0D\ +H LV DOVR WKH FKDLUPDQ RI W chairman and an executive director of Zhuguang Holdings, which is a substantial Shareholder (within the meaning ascribed to it in the Listing Rules) whose interest in the Shares falls to be disclosed

Mr. Chen Zhiwei ("Mr. Chen ZW"), aged 38, has been appointed as a non-executive 'LUHFWRU ZLWK HuHFW IURP -DQXDU\ 0U &KHQ =: LV V of Zhongchang International Holdings Group Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 859). He is the assistant general manager and managing director of the investment department of China Cinda (HK) Holdings Company Limited ("Cinda HK"), responsible for managing Cinda HK's investment and financing businesses. Cinda HK is a substantial Shareholder (within the meaning ascribed to it in the Listing Rules), whose interest in the Shares falls to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO. As at the Latest Practicable Date, Cinda HK held 438,056,000 Shares through its wholly-owned subsidiary, Regent Star International Limited. Mr. Chen ZW graduated from Tsinghua University with a bachelor's degree in economics in 2004. He then graduated from the National University of Singapore with a master's degree in science (estate management) in 2009. Mr. Chen ZW was the executive assistant to the chairman of TIG Group in Singapore between 2007 and 2010, responsible for TIG Group's private equity investment business in the Greater China region. Between 2005 and 2007, he was a research scholar at the National University of Singapore. 0U &KH¬Ú Ë¬Ú' • q qÀÚ%' p

Save as disclosed above, there are no other matters relating to Mr. Chen ZW's re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

As at the Latest Practicable Date, Mr. Hung has served as an independent non-executive Director for more than nine years since his initial appointment to the Board as an independent non-executive Director in December 2004. Mr. Hung has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair his independent judgment. He has consistently demonstrated his abilities to provide independent, balanced and REMHFWLYH DGYLFH DQG LQVLJKW RQ WKH &RPSDQ\¶V DuDLU discharge his duties and role as an independent non-executive Director. The Board has reviewed Mr. +XQJ¶V DQQXDO ZULWWHQ FRQ¿UPDWLRQ RI LQGHSHQGHQFH VDWLV¿HG DOO WKH LQGHSHQGHQFH FULWHULD DV VHW RXW

The Company has entered into an appointment letter with Mr. Hung for a term of three years from 23 December 2022 to 22 December 2025, unless terminated by not less than one month's prior notice in writing served by either party on the other. Mr. Hung's appointment as an independent non-executive Director is subject to retirement by rotation and re-election at the annual general PHHWLQJ RI WKH &RPSDQ\ DQG YDFDWLRQ RI RvFH LQ DFFRU Association and applicable rules and laws. Pursuant to his appointment letter with the Company, Mr. Hung's emoluments comprise a director's fee of HK$300,000 per annum which were determined by reference to his duties and responsibilities with the Company and the Company's remuneration policy, and after considering the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, save as disclosed above, Mr. Hung did not hold (i) any other PDMRU DSSRLQWPHQWV DQG SURIHVVLRQDO TXDOL¿FDWLRQ in the last three years; and (iii) any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Hung did not have (i) any interest in any Shares within the meaning of Part XV of the SFO; and (ii) any relationship with any other Directors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the Listing Rules).

Save as disclosed above, there are no other matters relating to Mr. Hung's re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following is the explanatory statement as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.

The circular also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.

1. LISTING RULES

The Listing Rules permit companies whose primary listings are on the Main Board of the Stock Exchange to buy back their fully paid-up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' Approval

The Listing Rules provide that all on-market share buy-backs by a company with its

3. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and its shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or earnings per Share and ZLOO RQO\ EH PDGH ZKHQ WKH 'LUHFWRUV EHOLHYH WKDW V shareholders.

4. FUNDING OF BUY-BACKS

Buy-backs would be financed from available cash flow or working capital facilities of the Company and its subsidiaries, which will be funds legally available for such purpose in accordance with the Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a Share buy-back may only be paid out of the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for the year ended 31 December 2022 in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date and for the month of May 2023 up to the Latest Practicable Date were as follows:

	Shares	
	Highest Price HK$	Lowest Price HK$
Year 2022		
May	0.460	0.385
June	0.470	0.375
July	0.500	0.390
August	0.580	0.395
September	0.500	0.400
October	0.465	0.360
November	0.425	0.325
December	0.390	0.325
Year 2023		
January	0.510	0.450
February	0.510	0.450
March	0.495	0.355
April	0.330	0.255
May (up to the Latest Practicable Date)	0.300	0.270

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, they will exercise the powers of the Company to make buy-backs pursuant to ordinary resolution no. 4 set out in the notice of Annual General Meeting in accordance with the Listing Rules, the applicable laws of Hong Kong and the Articles of Association.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (having the meaning ascribed to it in the Listing Rules), have any present intention to sell any Shares to the Company under the Buy-back Mandate if such is approved by the Shareholders.

No other core connected persons (having the meaning ascribed to it in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

7. THE TAKEOVERS CODE

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

As at the Latest Practicable Date, Splendid Reach Limited ("Splendid Reach"), which was wholly-owned by Zhuguang Holdings, held 681,240,022 Shares, representing approximately 29.56% of the issued Shares (Note)

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of Silver Grant International Holdings Group Limited (the "Company") will be held at Room 1, 26/F, Guangzhou Jiayu Centre, 769 Huacheng Avenue, Tianhe District, Guangzhou, Guangdong Province, the People's Republic of China on Thursday, 15 June 2023 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the directors' report and the independent auditor's report of the Company for the year ended

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

4. "THAT:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on wd11h the securities of the Company may be listed and is recognised by the Securities and Futures Commission (the "SFC") and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company wd11h may be bought back by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (su1h total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly;

(c) the number of shares of the Company wd11h may be bought back on the Stock Exchange or any other stock exchange recognised for this purpose by the SFC pursuant to the approval in paragraph (a) shall not exceed 10% of the number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of the shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of the shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of the shares of the Company in issue as at the date immediately before and after su1h consolidation or subdivision shall be the same; and

(e) 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; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

5. "THAT:

(a) subject to paragraph (c) of this resolution and pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares of the Company to be allotted be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares of the Company to be allotted after the end of the Relevant Period;

(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into shares of the Company; or (iii) the exercise of options under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed the aggregate of (aa)

20% of the total number of the shares of the Company in issue at the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of the shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of the shares of the Company in issue as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of the shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of the shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of the shares of the Company in issue as at the date immediately before and after such consolidation or subdivision shall be the same; and

(e) 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; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general

6. “THAT subject to the passing of resolution nos. 4 and 5 set out in the notice convening this Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution no. 5 set out in the notice convening this Meeting be and is hereby extended by the addition thereto of the total number of the shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 4 set out in the notice convening this Meeting, provided that such extended number shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution).”

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

Hong Kong, 12 May 2023

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.

5. With regard to items 2 to 6 set out in this notice, a circular giving details of the re-election of the Directors and the grant of the general mandates to buy back shares of the Company and issue shares of the Company will be despatched to the shareholders of the Company on 12 May 2023. The biographical details of the retiring Directors who are proposed to be re-elected at the Meeting are set out in Appendix I to the circular.

6. As at the date of this notice, the Board comprises eight Directors, of which Mr. Chu Hing Tsung (alias Zhu Qing Yi), Mr. Chen Yongcun, Mr. Luo Zhihai, Mr. Tang Lunfei are executive Directors; Mr. Chen Zhiwei is a non-executive Director; and Mr. Liang Qing, Mr. Zhang Lu and Mr. Hung Muk Ming are independent non-executive Directors.

7. References to time and dates in this notice are to Hong Kong time and dates.