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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 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 the sale was effected for transmission to the purchaser and transferee.

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SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

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(Incorporated in Hong Kong with limited liability)

(Stock Code: 171)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
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 Wednesday, 25 June 2025 at 11:00 a.m. or any adjournment thereof is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the Annual General Meeting is published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.silvergrant.com.cn>), respectively. 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 form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible 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 Monday, 23 June 2025) 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, 30 May 2025

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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 Wednesday, 25 June 2025 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
“Auditor”	the auditor of the Company
“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 (excluding treasury shares, if any) at the date of the passing of the relevant resolution at the Annual General Meeting
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CG Code”	the corporate governance code as set out in Part 2 of Appendix C1 to the Listing Rules
“Company”	Silver Grant International Holdings Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate to the Directors to issue Shares (including any sale or transfer of treasury shares (if any) out of treasury) representing up to 20% of the total number of Shares in issue (excluding treasury shares, if any) at the date of the passing of the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	26 May 2025, 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”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shares”	the shares of the Company which have no par value
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, and as amended from time to time
“treasury shares”	has the meaning ascribed to it in the Listing Rules

DEFINITIONS

“Zhuguang Holdings”	Zhuguang Holdings Group Company Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1176), which held 679,890,022 Shares, representing approximately 29.50% of the issued share capital of the Company as at the Latest Practicable Date
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

銀 7 益 有 限 公 司 謹 啟

(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)
Zhang Wenguang
(Co-Chief Executive Officer)
Weng Jian
Ku Ka Lee

Registered Office:

Room 4013B
40th Floor
Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

Non-Executive Directors:

Chen Zhiwei
Chen Yongcun

Independent Non-Executive Directors:

Liang Qing
Zhang Lu
Hung Muk Ming

30 May 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
AND
GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES**

INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting and the information relating to (i) the re-election of the Directors; (ii) the re-appointment of the Auditor; (iii) the grant of the Buy-back Mandate; (iv) the grant of the Issue Mandate; and (v) the extension of the Issue Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board was comprised of nine Directors, of which Mr. Chu Hing Tsung (alias Zhu Qing Yi) (~~Mr. Chu~~), Mr. Zhang Wenguang (~~Mr. Zhang WG~~), Mr. Weng Jian and Ms. Ku Ka Lee (~~Ms. Ku~~) were executive Directors; Mr. Chen Zhiwei (~~Mr. Chen ZW~~) and Mr. Chen Yongcun (~~Mr. Chen YC~~) were non-executive Directors; and Mr. Liang Qing (~~Mr. Liang~~), Mr. Zhang Lu (~~Mr. Zhang~~) and Mr. Hung Muk Ming (~~Mr. Hung~~) were independent non-executive Directors.

Pursuant to Article 93 of the Articles of Association, Mr. Zhang WG who has been appointed as an executive Director with effect from 1 July 2024 and Ms. Ku who has been appointed as an executive Director with effect from 10 September 2024, shall hold office only until the first annual general meeting of the Company after their appointments (i.e. the Annual General Meeting). Pursuant to Article 102 of the Articles of Association, Mr. Chu, Mr. Chen ZW and Mr. Chen YC shall retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election.

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, Mr. Zhang and 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 been appointed as an independent non-executive Director with effect from 4 May 2000. The Company has entered into an appointment letter with Mr. Zhang for a term of three years from 15 April 2023 to 14 April 2026. Mr. Hung has been appointed as an independent non-executive Director with effect from 23 December 2004. 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.

Pursuant to Code Provision B2.4(b) of the CG Code, where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director on the board at the forthcoming annual general meeting. As such, the Company is required to appoint a new independent non-executive Director at the Annual General Meeting. As at the Latest Practicable Date, the Company was still in the course of identifying a suitable candidate to be an independent non-executive Director. The Company will publish further announcement(s) when the relevant appointment is made.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

Ernst & Young (“EY”) has resigned as the Auditor with effect from 8 November 2024. ZHONGHUI ANDA CPA Limited has been appointed as the new Auditor with effect from 22 November 2024 to fill the casual vacancy following the resignation of EY and to hold office until the conclusion of the Annual General Meeting.

A Shareholder has given a special notice to the Company pursuant to sections 400 and 578 of the Companies Ordinance of the intention to propose the following resolution as an ordinary resolution at the Annual General Meeting:

“**THAT** ZHONGHUI ANDA CPA Limited be re-appointed as the auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company at a remuneration to be fixed by the board of directors of the Company.”

GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 26 June 2024, 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 (excluding treasury shares, if any) at the date of the passing of resolution no. 4 set out in the notice of the 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 the 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 26 June 2024, whereby a general mandate was granted to the Directors to issue Shares, and such general mandate to issue Shares being extended by adding to it the number of Shares bought back by the Company under the general mandate to buy back Shares was granted to the Directors on 26 June 2024.

LETTER FROM THE BOARD

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 (including any sale or transfer of treasury shares (if any) out of treasury) representing up to 20% of the total number of the Shares in issue (excluding treasury shares, if any) at the date of the passing of resolution no. 5 set out in the notice of the 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 the Annual General Meeting) in order to provide flexibility and discretion to the Directors to issue 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 the Directors, the re-appointment of the Auditor, 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, 20 June 2025 to Wednesday, 25 June 2025, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 19 June 2025.

A form of proxy for use at the Annual General Meeting is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.silvergrant.com.cn>), respectively. 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 registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon or via the designated URL (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible 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 Monday, 23 June 2025) or any adjournment thereof. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting will be taken by poll 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 and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5)(A) of the Listing Rules.

RECOMMENDATION

The Directors consider that the re-election of the Directors, the re-appointment of the Auditor, the grants of the Buy-back Mandate and the Issue Mandate, and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders, and accordingly, the Directors recommend that the Shareholders should vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully

On behalf of the Board

Silver Grant International Holdings Group Limited

Chu Hing Tsung

Chairman, Co-Chief Executive Officer and Executive Director

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

Mr. Chu Hing Tsung (alias Zhu Qing Yi), aged 55, 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 representatives of the Company under Rule 3.05 of the Listing Rules with effect from 1 August 2021. Mr. Chu has been re-designated from the Chief Executive Officer to a co-Chief Executive Officer (**Co-Chief Executive Officer**) with effect from 13 May 2022. He is also the chairman of the Nomination Committee. Mr. Chu is the chairman and an executive director of Zhuguang Holdings, which is a substantial Shareholder (having 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, Zhuguang Holdings, which indirectly held 679,890,022 Shares through one of its wholly-owned subsidiaries, was held as to approximately 56.25% by Rong De Investments Limited, a company owned as to 34.06% by Mr. Chu. Mr. Chu has over 20 years of extensive experience in corporate management and property development in the PRC.

The Company has entered into an appointment letter with Mr. Chu for a term of three years from 1 August 2024 to 31 July 2027, unless terminated by not less than one month's prior notice in writing served by either party on the other. Mr. Chu's appointment as an executive Director is subject to retirement and re-election at the annual general meeting of the Company and vacation of office in accordance with the provisions of the Articles of Association and applicable rules and laws. Pursuant to his appointment letter with the Company, Mr. Chu is entitled to remuneration consisting of a director's fee of HK\$600,000 per annum, a discretionary management bonus and discretionary share options to be granted by the Board from time to time as it may think fit, which was determined by reference to his duties and responsibilities with the Company, his equity interest in 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. Chu did not (i) hold any other major appointments and professional qualifications; (ii) hold any directorships in any other listed companies in the last three years; (iii) hold any other positions with the Company or other members of the Group; (iv) hold any interest in any Shares within the meaning of Part XV of the SFO; and (v) have any relationship with any 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. Chu'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. Zhang Wenguang, aged 56, has been appointed as an executive president of the Company with effect from 27 September 2021. He has been appointed as an executive Director and a member of the Remuneration Committee with effect from 1 July 2024 and a Co-Chief Executive Officer with effect from 1 January 2025. He is currently the chairman of 泰州東泰石化有限公司 (Tai Zhou Dong Thai Petrochemical Company Limited*), a non-wholly owned subsidiary of the Company, in charge of the petrochemical investment business of the Group. He graduated from the Jiaying University in foreign language. He has worked for the Beijing Office of the Meizhou Municipal Government, the Economic and Trade Bureau of Meizhou 梅州市, 信擔保投資公司 (Meizhou Qi Xin Guarantee Investment Company*), the county of the Meixian People's Government, the Meixian County Committee, the Standing Committee of the Meizhou Municipal Committee and the United Front Work Department of the Meizhou Municipal Committee.

As at the Latest Practicable Date, Mr. Zhang WG did not (i) hold any interest in any Shares within the meaning of Part XV of the SFO; (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); and (iii) hold any directorships in any other listed companies in the last three years.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang WG did not hold (i) any other major appointments and professional qualifications; and (ii) any other positions with the Company or other members of the Group.

The Company and Mr. Zhang WG have entered into an employment contract (as amended and supplemented), under which Mr. Zhang WG has been appointed as an executive president of the Company, an executive Director and a Co-Chief Executive Officer for a term of three years from 1 July 2024 to 30 June 2027, unless terminated by not less than one month's notice in writing served by either party on the other. Mr. Zhang WG's appointment as an executive Director is subject to retirement and re-election at the annual general meeting of the Company and vacation of office in accordance with the provisions of the Articles of Association and applicable rules and laws. Pursuant to his employment contract with the Company, Mr. Zhang WG is entitled to remuneration consisting of a salary of RMB3,750,000 per annum, a discretionary bonus of up to RMB1,250,000 per annum subject to his performance, a director's fee of HK\$400,000 per annum and discretionary share options to be granted by the Board from time to time as it may think fit, which was determined by reference to his background, experience, qualifications, duties and responsibilities with the Group and the Company's remuneration policy, and after considering the market emoluments for directors of other listed companies.

Save as disclosed above, there are no other matters relating to Mr. Zhang WG'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.

* *English name is translated for identification purposed*

Ms. Ku Ka Lee, aged 54, has been appointed as an executive Director with effect from 10 September 2024. Ms. Ku studied international trade at Hubei University in China in 1989. She subsequently obtained a Diploma in Business Management which was jointly organised by The Hong Kong Management Association and Lingnan University in Hong Kong in July 2005. Ms. Ku also completed the Licensing Examination for Securities and Futures Intermediaries from the Hong Kong Securities and Investment Institute for the practising certificate for securities and asset management in October 2013 and December 2013, respectively. Furthermore, Ms. Ku is a member of the Canadian Institute of Corporate Directors.

Ms. Ku has over 25 years of experience in the management and finance sectors. She is currently the managing director of the Investment Department of China Cinda (HK) Holdings Company Limited (**Cinda HK**) (a wholly-owned subsidiary of China Cinda Asset Management Co., Ltd. (**China Cinda**), a company the shares of which are listed on the Stock Exchange (Stock Codes: 01359 and 04621 (Preference Shares)), responsible for sourcing and execution of private and secondary market transactions valuing in excess of HK\$10 billion. She joined China Cinda in 1996 and throughout her career at China Cinda, she has worked in a variety of roles and positions. Prior to her appointment in 2018 as the managing director of the Investment

The Company has entered into an appointment letter with Ms. Ku for a term of three years from 10 September 2024 to 9 September 2027, unless terminated by not less than one month's notice in writing served by either party on the other. Ms. Ku's appointment as an executive Director is subject to retirement and re-election at the annual general meeting of the Company and vacation of office in accordance with the provisions of the Articles of Association and applicable rules and laws. Pursuant to her appointment letter with the Company, Ms. Ku is entitled to remuneration consisting of a director's fee of HK\$400,000 per annum and discretionary share options to be granted by the Board from time to time as it may think fit, which was determined by reference to her background, experience, qualifications, duties and responsibilities with the Group and the Company's remuneration policy, and after considering the market emoluments for directors of other listed companies.

Save as disclosed above, there are no other matters relating to Ms. Ku'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. Chen Zhiwei, aged 40, has been appointed as a non-executive Director with effect from 29 January 2019. Mr. Chen ZW is the chairman and an executive director of Zhongchang. He is the assistant general manager and managing director of the investment department of Cinda HK, responsible for managing Cinda HK's investment and financing businesses. Cinda HK is a substantial Shareholder (having 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. 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. Mr. Chen ZW has over 15 years of investment and research experience in the finance industry. From 30 December 2016 to 23 March 2022, he was a non-executive director of Modern Land (China) Co., Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1107). From 17 April 2018 to 11 November 2022, Mr. Chen ZW was a non-executive director of China Fortune Financial Group Limited (now named as GoFintech Innovation Limited), a company the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 290). From 13 April 2018 to 5 December 2022, he was a non-executive director of SouthGobi.

The Company has entered into an appointment letter with Mr. Chen ZW for a term of three years from 29 January 2025 to 28 January 2028, unless terminated by not less than one month's prior notice in writing served by either party on the other. Mr. Chen ZW's appointment as a non-executive Director is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the provisions of the Articles of Association and applicable rules and laws. Pursuant to his appointment letter with the Company, Mr Chen ZW is entitled to remuneration consisting of a director's fee of HK\$400,000

per annum and discretionary share options to be granted by the Board from time to time as it may think fit, which was determined by reference to his duties and responsibilities with the Group 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. Chen ZW did not (i) hold any other major appointments and professional qualifications; (ii) hold any directorships in any other listed companies in the last three years; (iii) hold any other positions with the Company or other members of the Group; and (iv) have any relationship with any 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).

As at the Latest Practicable Date, Mr. Chen ZW did not have any interest in any Shares within the meaning of Part XV of the SFO.

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.

Mr. Chen Yongcun, aged 59, 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. He was appointed as a Co-Chief Executive Officer and an executive Director with effect from 13 May 2022 and 16 September 2022, respectively. He resigned as a Co-Chief Executive Officer and has been re-designated from an executive Director to a non-executive Director with effect from 1 January 2025. From 13 April 2015 to 8 May 2025, Mr. Chen YC had 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, during which he was responsible for the Group's property development and investments in Mainland China. Mr. Chen YC previously worked at China Construction Bank and China Cinda, which is a substantial Shareholder (having 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 has over 20 years of experience in finance and investment.

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, Mr. Chen YC did not have (i) any directorships in any other listed companies in the last three years; and (ii) 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, as at the Latest Practicable Date, Mr. Chen YC did not hold (i) any other major appointments and professional qualifications; (ii) any other positions with the Company or other members of the Group; and (iii) any Shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Mr. Chen YC as a non-executive Director for a term of three years from 1 January 2025 to 31 December 2027, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Chen YC's appointment as a non-executive Director is subject to retirement and re-election at the annual general meeting of the Company and vacation of office in accordance with the provisions of the Articles of Association and applicable rules and laws. Pursuant to his appointment letter with the Company, Mr. Chen YC is entitled to remuneration consisting of a director's fee of HK\$400,000 per annum and discretionary share options to be granted by the Board from time to time as it may think fit, which was determined by reference to his background, experience, qualifications, duties and responsibilities with the Group and the Company's remuneration policy, and after considering the market emoluments for directors of other listed companies.

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.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

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 primary listing on the Main Board of the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-backs.

(b) Source of Funds

Buy-backs must be made out of funds which are legally available for such purpose in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(c) Maximum Number of Shares to be Bought Back

A maximum of 10% of the issued shares of the company (excluding treasury shares, if any) at the date of the passing of the resolution granting the general mandate may be bought back on the Stock Exchange.

The company must report the outcome of the general meeting called to consider the proposed buy-backs to the Stock Exchange immediately following the meeting.

2. SHARES IN ISSUE

As at the Latest Practicable Date, the Shares in issue comprised 2,304,849,611 Shares.

Subject to the passing of an ordinary resolution for the grant of the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 230,484,961 Shares.

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 will only be made when the Directors believe that such a buy-back will benefit the Company and its shareholders.

With effect from 11 June 2024, the Listing Rules have been amended to the effect that, among others, the requirements to cancel repurchased shares has been removed such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents, and a framework in the Listing Rules to govern the resale of treasury shares has been adopted. With effect from 17 April 2025, the Companies Ordinance has been amended to enable issuers incorporated in Hong Kong to adopt the new treasury share regime under the amended Listing Rules. The Directors consider that such amendments provide greater flexibility to the Company in repurchasing and reselling Shares, thereby allowing the Company an additional channel to manage its capital structure. The Company may cancel Shares repurchased or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee. Any resale or transfer of treasury shares (if any) will be subject to the ordinary resolution in respect of the Issue Mandate set out in resolution no. 5 in the notice of the Annual General Meeting and made in accordance with the Listing Rules and the Companies Ordinance.

For the treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; (ii) in the case of

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 2024 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 2025 up to the Latest Practicable Date were as follows:

	Shares	
	Highest Price	Lowest Price
	<i>HK\$</i>	<i>HK\$</i>
Year 2024		
May	0.170	0.123
June	0.150	0.108
July	0.175	0.100
August	0.130	0.100
September	0.119	0.090
October	0.330	0.106
November	0.130	0.098
December	0.110	0.086
Year 2025		
January	0.096	0.076
February	0.102	0.082
March	0.095	0.076
April	0.110	0.065
May (up to the Latest Practicable Date)	0.095	0.072

6. CONFIRMATION

The Directors will only exercise the powers of the Company to make buy-backs pursuant to ordinary resolution no. 4 set out in the notice of the 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.

Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Splendid Reach Limited (**Splendid Reach**"), which was wholly-owned by Zhuguang Holdings, held 679,890,022 Shares, representing approximately 29.50% of the issued Shares (Note). Zhuguang Holdings was owned as to approximately 56.25% by Rong De Investments Limited, which was owned as to 36.00% by Mr. Liao Tengjia, 34.06% by Mr. Chu and 29.94% by Mr. Chu Muk Chi as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to ordinary resolution no. 4 set out in the notice of the Annual General Meeting, then (if the present shareholdings otherwise remain the same) the attributable shareholding of Splendid Reach in the Company would be increased from approximately 29.50% to approximately 32.78% of the issued Shares.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

In the event that the Directors exercise the Buy-back Mandate in full, Splendid Reach would become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. It is not the present intention of the Directors to exercise the Buy-back Mandate in such a manner as to trigger off any general offer obligations. In addition, the Directors have no present intention to exercise the Buy-back Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

Note: For the purpose of this section, the shareholding percentage in the Company was calculated on the basis of 2,304,849,611 Shares in issue as at the Latest Practicable Date.

8. SHARE BUY-BACK MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

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(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 Wednesday, 25 June 2025 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 31 December 2024.
2. (a) To re-elect the following retiring directors of the Company (the **Directors**), each a **Director**), each as a separate resolution:
 - (1) To re-elect Mr. Chu Hing Tsung (alias Zhu Qing Yi) as an executive Director;
 - (2) To re-elect Mr. Zhang Wenguang as an executive Director;
 - (3) To re-elect Ms. Ku Ka Lee as an executive Director;
 - (4) To re-elect Mr. Chen Zhiwei as a non-executive Director; and
 - (5) To re-elect Mr. Chen Yongcun as a non-executive Director.
- (b) To authorise the board of Directors (the **Board**) to fix the Directors' remuneration.
3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company to hold office from the conclusion of the Meeting until the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

The Company has received a special notice from one of its shareholders pursuant to sections 400 and 578 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) of the intention to propose the following resolution as an ordinary resolution:

“THAT ZHONGHUI ANDA CPA Limited be re-appointed as the auditor of the Company to hold office from the conclusion of the Meeting until the next annual general meeting of the Company at a remuneration to be fixed by the Board.

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 which 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 which 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 (excluding treasury shares, if any) 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) and the said approval shall be limited accordingly;
- (c) the number of shares of the Company which 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 (excluding treasury shares, if any) 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 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 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 shares of the Company (including any sale or transfer of treasury shares (if any) out of treasury) 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 the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors

NOTICE OF ANNUAL GENERAL MEETING

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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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 meeting revoking or varying the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Directors 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 of the Company (or, where appropriate such other securities) (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under

NOTICE OF ANNUAL GENERAL MEETING

the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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 shares of the Company (including any sale or transfer of treasury shares (if any) out of treasury) 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 (excluding treasury shares, if any) 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, 30 May 2025

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. To be valid, a completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be deposited at the Company's share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting (i.e. not later than 11:00 a.m. on Monday, 23 June 2025) or any adjournment thereof.
3. To ascertain the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 20 June 2025 to Wednesday, 25 June 2025, 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 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 19 June 2025.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong (“**Listing Rules**”), all votes of the shareholders of the Company at the Meeting except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5)(A) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

5. Information in relation to items 2 to 6 set out in this notice is provided in the circular of the Company dated 30 May 2025 giving details of the re-election of the Directors, the re-appointment of the auditor of the Company and the grant of the general mandates to buy back shares of the Company and issue shares of the Company. 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 nine Directors, of which Mr. Chu Hing Tsung (alias Zhu Qing Yi) (Chairman and Co-Chief Executive Officer), Mr. Zhang Wenguang (Co-Chief Executive Officer), Mr. Weng Jian and Ms. Ku Ka Lee are executive Directors; Mr. Chen Zhiwei and Mr. Chen Yongcun are non-executive Directors; 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.