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SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

銀 7 禧 有 限 公 司

(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 of the annual general meeting ("Annual General Meeting") of Silver Grant International Holdings Group Limited ("Company") will be held at Room 26/F, Gateway Centre, 769 Hatched Avenue, Tai He District, Gateway Plaza, the People's Republic of China on Wednesday 25 June 2025 at 11:00 a.m. The agenda for the meeting is set out in pages AGM-1 to AGM-6 of this circular. A form of proxy for the Annual General Meeting is placed on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Company (<http://www.silvergrant.com>). If the shareholder of the Company is unable to attend the Annual General Meeting and is unable to appoint a proxy, he or she may authorize another person to attend and vote on his or her behalf, by executing a proxy form in accordance with the instructions hereon and the articles of association of the Company, and depositing the completed proxy form with the Company Secretary, Tricor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or the designated URL (<http://e.g.hk>) by the deadline specified in the circular. The Company Secretary will be responsible for the Company's website and may receive no later than 48 hours before the time of the Annual General Meeting (i.e. other than 11:00 a.m. on Monday 23 June 2025) any amendments to the proxy form and the shareholder of the Company may attend the Annual General Meeting and vote.

Hong Kong, 30 May 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Intro	4
Re-election of Directors	5
Independent Directors	5
Re-appointment of Audit	6
General Mandate to Buy-back Shares	6
General Mandate to Issue Shares	6
Annual General Meeting	7
Vote by way of proxy	8
Record date	8
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 Meeting”	the annual meeting of the Company to be held at Room 26/F, Guggo Jay Centre, 769 Hucheg Avenue, Taikoo District, Guggo Guggo Place, the PRC on Wednesday 25 June 2025 at 11:00 a.m. or here the context so admits any adjournment
“Articles of Association”	the articles of association of the Company as originally adopted, or as from time to time amended in accordance with the Companies Ordinance
“Articles”	the articles of the Board
“Authorized”	the authorized of the Company
“Board”	the board of the Directors
“Buyback Mandate”	a general mandate to the Directors to exercise the powers of the Company to buy back on the Stock Exchange Shares representing not more than 10% of the total number of Shares in issue (excluding treasury shares) from any date of the date of the resolution of the Board at the Annual 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”	Shen Guan International Holdings Group Limited, a company incorporated in Hong Kong which is 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 dollar, the lawful currency of Hong Kong
HKSCC"	Hong Kong Securities Clearing Company Limited
Hong Kong"	the Hong Kong Special Administrative Region of the PRC
Issuance Mandate"	a general mandate to the Directors to issue Shares (including any subordinated securities) of any class up to 20% of the authorized Shares in issue (excluding securities issued) at the date of the passing of the resolution at the Annual General Meeting
Latest Practicable Date"	26 May 2025, being the latest practicable date prior to the date of this circular for ascertaining certain information disclosed in this circular
Listing Rules"	the Rules Governing the Listing of Securities of the Stock Exchange
Mainland"	the mainland of the PRC
PRC"	the People's Republic of China, together with its special administrative regions of Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
Remuneration"	the remuneration 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 not been cancelled
Shareholder(s)"	the holder(s) of the Shares
Stock Exchange"	The Stock Exchange of Hong Kong Limited
Takes Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, and as amended from time to time
Unlisted Shares"	shares not listed on the Listing Rules

DEFINITIONS

Zhgag Hdigs

Zhgag HdigsGpCoyLtd, a coy
noted in Bermuda which has
been listed on the Main Board of the Stock
Exchange (stock code: 1176), which held 679,890,022
Shares representing 29.50% of the paid
up 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 禧 國 際 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 171)

Executive Directors:

Chu Hing Tin (Chairman and Co-Chief Executive Officer)

(Chairman and Co-Chief Executive Officer)

Zhang Weiguo

(Co-Chief Executive Officer)

Wong Jian

KuKa Lee

Registered Office:

Room 1013B

40th Floor

Office Tower

Central Plaza

1 Harbour Road

Wanchai

Hong Kong

Non-Executive Directors:

Chen Zhixi

Chen Yiguo

Independent Non-Executive Directors:

Liang Qigang

Zhang Lu

Hong Mooking

30 May 2025

To the Shareholders

Dear Sir/Madam

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

INTRODUCTION

The proposals to be considered at the Annual General Meeting and the Extraordinary General Meeting are: (i) the re-election of the Directors; (ii) the re-appointment of the Auditor; (iii) the grant of the Buyback Mandate; (iv) the grant of the Issuance Mandate; and (v) the grant of the Issuance Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

At the Last Practicable Date, the Board consisted of six Directors of which Mr Chu Hing Tung (alias Zhu Qing Yi) (“**Mr. Chu**”), Mr Zhang Weigang (“**Mr. Zhang WG**”), Mr Weg Janad Ms KuKa Lee (“**Ms. Ku**”) were executive Directors Mr Chen Zhiwei (“**Mr. Chen ZW**”) and Mr Chen Yiguo (“**Mr. Chen YC**”) were non-executive Directors and Mr Liang Qig (“**Mr. Liang**”), Mr Zhang Lu (“**Mr. Zhang**”) and Mr Hong Maiming (“**Mr. Hung**”) were independent non-executive Directors.

Paragraph 93 of the Articles of Association Mr Zhang WG has been appointed as an executive Director in effect from July 2024 and Ms Ku has been appointed as an executive Director in effect from 10 September 2024, both held office by virtue of the financial year ending of the Company after their appointment (i.e. the Annual General Meeting). Paragraph 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 executive Directors being eligible, offer themselves for re-election.

Before signing this letter, the executive Directors have been re-elected at the Annual General Meeting as stated in this circular.

INDEPENDENT NON-EXECUTIVE DIRECTORS

All the independent non-executive Directors namely Mr Liang, Mr Zhang and Mr Hong, have served in that capacity on the Board. Mr Liang has been appointed as an independent non-executive Director in effect from 28 February 2014. The Company has renewed his appointment as 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 in effect from 4 May 2000. The Company has renewed his appointment as Mr Zhang for a term of three years from 15 April 2023 to 14 April 2026. Mr Hong has been appointed as an independent non-executive Director in effect from 23 December 2004. The Company has renewed his appointment as Mr Hong for a term of three years from 23 December 2022 to 22 December 2025.

Paragraph Cde Part B2.4(b) of the CG Code, requires all the independent non-executive directors to have served in that capacity on the board, to be independent and to have been appointed to the board at the first annual general meeting. Accordingly, the Company is pleased to announce that the independent non-executive Directors at the Annual General Meeting. At the Last Practicable Date, the Company is in the course of identifying a suitable candidate to be an independent non-executive Director. The Company will further announce 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 1st November 2024. ZHONGHUI ANDA CPA Limited has been appointed as the new Auditor with effect from 2nd November 2024 and the casual vacancy has been filled by the resignation of EY and the Board of Directors at the 10th Annual General Meeting.

A Shareholders’ Circular is being sent to the Company’s 400 and 578 shareholders of the Company and the Board of Directors for their consideration at the 11th Annual General Meeting:

“THAT ZHONGHUI ANDA CPA Limited be re-appointed as the Auditor of the Company and the Board of Directors at the 11th Annual General Meeting and the Board of Directors of the Company at a meeting to be fixed by the Board of Directors of the Company’

GENERAL MANDATE TO BUY BACK SHARES

Ordinary Resolution was passed at the annual general meeting of the Company held on 26 June 2024, whereby general mandate was granted to the Directors to buy back Shares

Such general mandate was passed at the 10th Annual General Meeting. Therefore, ordinary resolution was passed at the 11th Annual General Meeting to grant the Buyback Mandate, being a general mandate to enable the Directors to exercise the power of the Company to buy back the Stock Exchange Shares up to a maximum of 10% of the authorized Shares in issue (excluding treasury shares) as at the date of the passing of resolution 4 at the 11th 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 Shares were in issue as at the date of the passing of resolution 4 at the 11th Annual General Meeting).

In accordance with the Listing Rules and applicable provisions of the Companies Ordinance, the Board of Directors hereby confirms that the Buyback Mandate is set out in Appendix B to this circular.

GENERAL MANDATE TO ISSUE SHARES

Ordinary Resolution was passed at the annual general meeting of the Company held on 26 June 2024, whereby general mandate was granted to the Directors to issue Shares and such general mandate to issue Shares being extended by adding to the authorized Shares bought back by the Company under the general mandate to buy back Shares as granted to the Directors on 26 June 2024.

LETTER FROM THE BOARD

Such general meeting will be held at the call of the Annual General Meeting. Therefore, and in accordance with the provisions of the Companies Act, 2013, the Board of Directors of the Company, being a general meeting of the Company, has resolved to call a general meeting of the Company to be held on the 23rd day of June 2025 at 11:00 a.m. at the registered office of the Company, 16 Harbour Road, Hong Kong. The meeting will be held in person and by means of video conference. The meeting will be held on the 23rd day of June 2025 at 11:00 a.m. at the registered office of the Company, 16 Harbour Road, Hong Kong. The meeting will be held in person and by means of video conference. The meeting will be held on the 23rd day of June 2025 at 11:00 a.m. at the registered office of the Company, 16 Harbour Road, Hong Kong. The meeting will be held in person and by means of video conference.

ANNUAL GENERAL MEETING

The annual general meeting of the Company is scheduled to be held on the 23rd day of June 2025 at 11:00 a.m. at the registered office of the Company, 16 Harbour Road, Hong Kong. The meeting will be held in person and by means of video conference. The meeting will be held on the 23rd day of June 2025 at 11:00 a.m. at the registered office of the Company, 16 Harbour Road, Hong Kong. The meeting will be held in person and by means of video conference.

To ascertain the shareholders entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed on 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 shares to be transferred must be accompanied by the relevant certificates lodged with the Company's registered office, Tricor Services Limited, at 17/F, Far East Finance Centre, 16 Harbour Road, Hong Kong on or before 4:30 p.m. on Thursday 19 June 2025.

A form of proxy for the Annual General Meeting is placed on the website of the Stock Exchange (www.hkex.com.hk) and the Company (<http://www.egat.com>). If you do not have a proxy for the Annual General Meeting and you wish to attend and vote in person, you are requested to bring the form of proxy to the Company's registered office, Tricor Services Limited, at 17/F, Far East Finance Centre, 16 Harbour Road, Hong Kong in accordance with the instructions on the designated URL (<http://egat.com>) by the same date and time as the instructions by the Company as published and in any event not later than 48 hours before the time of holding the Annual General Meeting (i.e. on or before 11:00 a.m. on Monday 23 June 2025) on any adjournment. Copies of the form of proxy are available for inspection and use at the Annual General Meeting if you wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Paragraph 13.39(4) of the Listing Rules and the Shareholders at the Annual General Meeting will be asked to elect the chairman and the members of the board of directors by a poll pursuant to the provisions of the Companies Ordinance and the provisions of the Listing Rules.

RECOMMENDATION

The Directors consider that the election of the Directors to the Board and the granting of the Bye-law Mandate and the Issuance Mandate, and the election of the Issuance 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 resolutions to be put 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

Ms. Ku Ka Lee, aged 54, has been appointed as an executive Director effective from 10 September 2024. Ms. Ku was born in Hebei Province, China in 1989. She holds a Diploma in Business Management awarded by The Hong Kong Management Association Limited in July 2005. Ms. Ku was appointed as the Executive Director of the Hong Kong Securities and Futures Commission in October 2013 and December 2013, respectively. Ms. Ku is a member of the Canadian Institute of Chartered Accountants.

Ms. Ku has over 25 years of experience in the investment industry. She is currently the managing director of the Investment Department of China Cinda (HK) Holdings Company Limited ("China Cinda HK") (a wholly owned subsidiary of China Cinda Asset Management Co., Ltd. ("China Cinda"), a company listed on the Stock Exchange of Hong Kong (Stock Codes 01359 and 04621 (Preferred Shares)), with a net asset value of HK\$10 billion. She joined China Cinda in 1996 and has held various positions at China Cinda, the last being as the Managing Director of the Investment Department in 2018.

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Asat he Latst Pactabk Dae, Mr ChenZW dil thave aythes nay Shares
 wthe mag o Pat XV o he SFO.

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 cdg Shaehdes (hag he mag asbed ti the Lig Rb).

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 provide that a company is required to disclose the details of the Buy-back Mandate in its annual general meeting. The details of the Buy-back Mandate are set out in the circular which are set out below.

(a) Shareholders' Approval

The Listing Rules require that a company is required to disclose the details of the Buy-back Mandate in its annual general meeting. The details of the Buy-back Mandate are set out in the circular which are set out below.

(b) Source of Funds

The Buy-back Mandate is funded by the company's general reserves. The details of the Buy-back Mandate are set out in the circular which are set out below.

(c) Maximum Number of Shares to be Bought Back

A maximum of 10% of the issued shares of the company is to be bought back under the Buy-back Mandate. The details of the Buy-back Mandate are set out in the circular which are set out below.

The Buy-back Mandate is subject to the approval of the shareholders of the company. The details of the Buy-back Mandate are set out in the circular which are set out below.

2. SHARES IN ISSUE

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

Subject to paragraph 6 and any other terms of the Buyback Mandate and on the basis that other Shares are not bought back by the Annual General Meeting, the Company will be able under the Buyback Mandate to buy back in total 230,484,961 Shares

3. REASONS FOR BUY-BACK

The Directors believe that the Buyback Mandate is in the best interests of the Company and its shareholders. Such buyback may depend on market conditions and other factors at the time and on the recommendation of the independent financial adviser. The Company may also be able to buy back Shares under the Buyback Mandate if the Company is able to do so.

With effect from 1 July 2024, the Listing Rules have been amended to the effect that any Shares that are cancelled or repurchased by the Company are not eligible for inclusion in the calculation of the maximum number of Shares that may be repurchased under the Buyback Mandate. The Directors consider that such amendment is in the best interests of the Company and its shareholders. The Company may also be able to buy back Shares under the Buyback Mandate if the Company is able to do so.

Shares held by the Company are not eligible for inclusion in the calculation of the maximum number of Shares that may be repurchased under the Buyback Mandate. The Company may also be able to buy back Shares under the Buyback Mandate if the Company is able to do so.

For the Shares deposited in CCASS and the Stock Exchange, the Company will be able to buy back Shares under the Buyback Mandate if the Company is able to do so.

4. FUNDING OF BUY-BACKS

Buyback will be funded from the cash flow generated by the Company's business which will be fully available for such purposes in accordance with the Articles of Association of the Company. The Company understands that the amount payable in connection with a Share buyback may be paid out of the distributable profits of the Company/other proceeds available to the Shareholders of the Company.

There might be a material adverse effect on the capital structure of the Company as reported in the financial statements in the audited consolidated financial statements for the year ended 31 December 2024 in the event that the Buyback Mandate is to be carried out in full at any time during the period of the Buyback Mandate. However, the Directors do not believe that the Buyback Mandate will have any material adverse effect on the capital structure of the Company given the fact that the Directors intend to maintain the Company's

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the periods in the Latest Practicable Date and for the period of May 2025 to the Latest Practicable Date are 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 (to the Latest Practicable Date)	0.095	0.072

6. CONFIRMATION

The Directors exercise the power of the Company by back purchase on 4 October 2014 at the Annual General Meeting in accordance with the Listing Rules applicable to Hong Kong and the Articles of Association.

None of the Directors or the best placed holders have any material interest in the shares to be purchased (having the meaning ascribed to it in the Listing Rules), have any position in the Shares or the Company under the Buyback Mandate or are involved in the Shares.

No director or officer of the Company (having the meaning ascribed to it in the Listing Rules) of the Company has any interest in the Shares or the Company or is involved in the Buyback Mandate or is involved in the Shares.

Neither the Company nor the Buyback Mandate has any financial interests.

7. THE TAKEOVERS CODE

If exercise of the power to buy back Shares under the Buyback Mandate, a Shareholder is not exercising the rights of the Company as and when it is required to do so under Article 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert will not be deemed to be a controlling interest under Article 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Splendid Reach Limited ("Splendid Reach"), which was held by Zhiguo Holdings held 679,890,022 Shares representing approximately 29.50% of the issued Shares (Note). Zhiguo Holdings was held approximately 56.25% by Reg De Invest Limited, which was held approximately 36.00% by Mr Lao Tegpa, 34.06% by Mr Chuad, 29.94% by Mr Chu Ming Chi as at the Latest Practicable Date.

Splendid Reach), which was

In the event that the Directors exercise the power to buy back Shares which is provided to the company on 4 October 2014 at the Annual General Meeting, then (if the percentage of the Shares to be purchased by Splendid Reach in the Company is 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 Buyback Mandate in full, the Share Price may be affected. It is the intention of the Directors to exercise the Buyback Mandate in such a manner as to trigger an overall offer to the Shareholders. In addition, the Directors have no intention to exercise the Buyback Mandate to the extent that the Company is required to do so under Rule 8.08 of the Listing Rules.

Note: For the purpose of this explanatory statement, the Company has based on 2,304,849,611 Shares in issue as at the Latest Practicable Date.

8. SHARE BUY-BACK MADE BY THE COMPANY

The Company has bought back 76,000 Shares (whether on the Stock Exchange or otherwise) in the period ending at the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

銀 禧 國 際 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 26/F, Gateway City, 769 Hacheg Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday 25 June 2025 at 11:00 a.m. for the following purposes:

- To receive and consider the audited consolidated financial statements for the year ended 31 December 2024.
- (a) To elect the following directors of the Company (the “**Directors**”) each a “**Director**”, each as a separate class:
 - To elect Mr. Chu Hong Tang (also known as Zhu Qiyang) as an executive Director
 - To elect Mr. Zhang Weiguo as a non-executive Director
 - To elect Ms. KuKa Lee as a non-executive Director
 - To elect Mr. Chen Zhiyi as a non-executive Director and
 - To elect Mr. Chen Yuguang as a non-executive Director
- (b) To advise the board of Directors (the “**Board**”) to fix the date of the Meeting.
- To appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company for the coming year of the Meeting and the annual general meeting of the Company and to advise the Board to fix the remuneration.

NOTICE OF ANNUAL GENERAL MEETING

The Company has received a special notice from its shareholders pursuant to sections 400 and 578 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) of the nature of the following:

“THAT ZHONGHUI ANDA CPA Limited be and as the address of the Company office for the conduct of the Meeting at the annual general meeting of the Company to be fixed by the Board.

As special business to be considered, if thought fit, at the above meeting the following:

ORDINARY RESOLUTIONS

4. “THAT:

- (a) subject to paragraph (b) of this resolution the exercise by the Directors of the Buyback Mandate (as hereinafter defined) of all or some of the Company's buyback shares of the Company on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on any other stock exchange which the shares of the Company may be listed and is recognised by the Securities and Futures Commission (the “SFC”) and the Stock Exchange of Hong Kong, subject to and in accordance with all applicable laws and/or the rules of the Rules Governing the Listing of Securities on the Stock Exchange of any other stock exchange as amended from time to time and is hereby generally and authoritatively approved;
- (b) the number of shares of the Company which may be bought back by the Company under the application paragraph (a) of this resolution shall not exceed 10% of the number of shares of the Company (excluding treasury shares) as at the date of the passing of this resolution (which number shall be subject to adjustment in the case of any acquisition or disposal of shares of the Company) and the said application shall be made accordingly;
- (c) the number of shares of the Company which may be bought back on the Stock Exchange on any other stock exchange recognised for this purpose by the SFC under the application paragraph (a) shall not exceed 10% of the number of shares of the Company as (excluding treasury shares) as at the date of the passing of this resolution and the said application shall be made accordingly;
- (d) if, after the passing of this resolution the Company conducts a share repurchase under the number of shares of the Company subject to the application paragraph (c) above shall be adjusted to the effect that the number of shares of the Company subject to the application paragraph (c)

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as at the date immediately before and after the date of
the said and

(e) the word "Relevant Period" as the period from
the date of the said to the date of the said:

- (i) the date of the said of the Copy
- (ii) the date of the period in which the said of
the Copy is to be held; or
- (iii) the date of the said by the said of the Copy
general or any other date of the said by
the said"

5. "THAT:

- (a) subject paragraph (c) of the said Section 140 and 141
of the Copyright Ordinance (Chapter 622 of the Laws of Hong Kong), the
exercise by the Director of the Relevant Period (as hereinafter defined) of
all or part of the Copyright in and dealing with the Copy
(including any other rights (if any) of the said and to
make and grant of the said and (including any other
duties and other such which may be for the
said or otherwise in the Copy which it might
be the exercise of which may be and is hereby generally and
indivisibly;
- (b) the application paragraph (a) of the said of the Director

NOTICE OF ANNUAL GENERAL MEETING

Under any plan or arrangement for the time being adopted for the giving of shares as specified in the plan or arrangement, the company shall have the right to apply to the court for an order for the cancellation of the shares in the event that the company is not able to pay the amount of the shares in accordance with the terms of the company's articles of association (a) 20% of the value of the shares in the company (excluding any shares for any time of the year) and (b) (if the Director shall by special resolution be authorized to do so) the value of the shares in the company (excluding any shares for any time of the year) as at the date of the year of the year, and the amount payable (a) of the shares shall be paid accordingly.

- (d) If, after the year of the year the company shall have a claim against the holder of the shares in the company subject to the provisions of paragraph (c) above shall be added the effect that the holder of the shares in the company subject to the provisions of paragraph (c) above as a percentage of the value of the shares in the company as at the date immediately before and after the claim shall be the same and
- (e) for the purpose of the "Relevant Period" as the period from the year of the year to the year of the year:
- (i) the value of the annual general meeting of the company
 - (ii) the value of the period in which the annual general meeting of the company shall be held; or
 - (iii) the year of the year by the holder of the company's general meeting on the day of the year of the year by the year of the year.

"Rights Issue" means an offer of shares to be made to the holders of the company's shares as at the date of the year of the year (and, hereafter, the holders of the company's shares) on a fixed date in the year of the year (or hereafter) (subject to any other arrangements as the Director may deem necessary or expedient) to facilitate the raising of capital by the company.

NOTICE OF ANNUAL GENERAL MEETING

5. Information to be considered prior to the date of the Company's 30th Annual General Meeting on 25 May 2025 regarding the election of Directors and the appointment of the Chairman and the general meeting by way of a special resolution. The biographical details of the proposed Directors to be elected at the Meeting are set out in Appendix A.
6. As at the date of this notice, the Board consists of Directors which Mr Chu Hong Tang (Chairman and Chief Executive Officer), Mr Zhang Weiguo (Chief Executive Officer), Mr Wang Jianan, Ms KuKa Lee are executive Directors, Mr Chen Zhiming and Mr Chen Yuguang are non-executive Directors and Mr Liang Qigang, Mr Zhang Lu and Mr Hong Ming are independent non-executive Directors.
7. Reference is made to the information set out in the Company's 2024 Annual Report.