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If you are in doubt

If you have sold or transferred

Silver Grant International Holdings Group Limited

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**SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED**  
**銀建國際控股集團有限公司**

**(Stock Code: 171)**

**(1) CONNECTED TRANSACTION:  
PROPOSED ALTERATION OF TERMS OF THE CONVERTIBLE BONDS  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to  
the Independent Board Committee and the Independent Shareholders**



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**EGM**

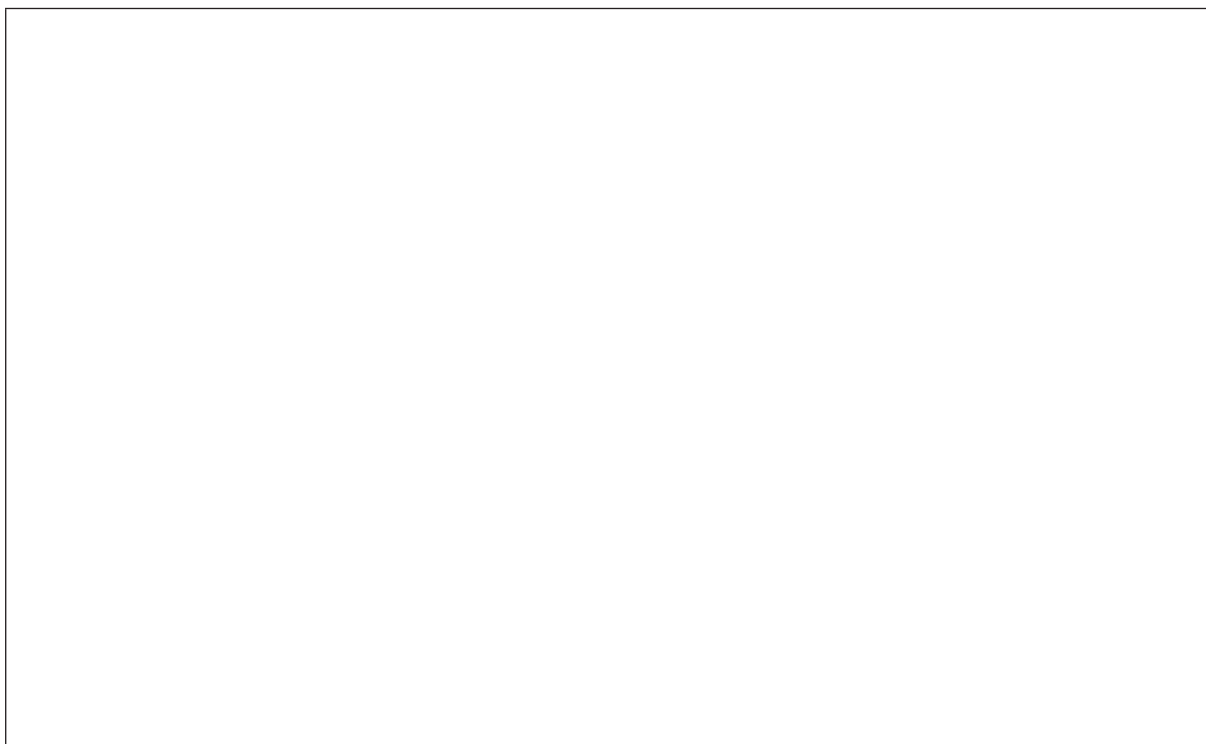
**<https://spot-emeeeting.tricor.hk>**

**Please see the section headed “PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING” in this circular for measures being taken to try to prevent and control the spread of the Coronavirus Disease (COVID-19) at the EGM.**

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**PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING**

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# **CONTENTS**

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**Definitions**

**Letter from the Board**

**Letter from the Independent Board Committee**

**Letter from the Independent Financial Adviser**

**Appendix — General Information**

**Notice of Extraordinary General Meeting**

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## DEFINITIONS

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## DEFINITIONS

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北京遠達天化科技有限公司 (English name for identification)

東環(北京)物業管理有限公司 (English name for identification)

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## DEFINITIONS

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潤地產有限公司

信達建

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## DEFINITIONS

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## DEFINITIONS

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## DEFINITIONS

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廣東建投嘉昱物業服務有限責任公司

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## DEFINITIONS

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銀建國際控股(廣州)有限公司

銀建國際石化有限公司

日駿國際投資有限公司

泰州東泰石化有限公司

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## DEFINITIONS

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泰州銀建能源投資有限公司

銀建能源貿易(廣州)有限公司

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**LETTER FROM THE BOARD**

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**SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED**  
**銀建國際控股集團有限公司**

**(Stock Code: 171)**

**CONNECTED TRANSACTION:  
PROPOSED ALTERATION OF TERMS OF  
THE CONVERTIBLE BONDS**

**INTRODUCTION**

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## **LETTER FROM THE BOARD**

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### **BACKGROUND**

### **AMENDMENT DEEDS**

**Date**

**Parties**

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## LETTER FROM THE BOARD

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**Proposed Amendments**

**Maturity Date**

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## LETTER FROM THE BOARD

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**Outstanding Bonds**

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## LETTER FROM THE BOARD

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### Details of the Additional Securities Documents

No.	Nature	Name of Additional Securities Documents	Value as at 30 June 2022
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# LETTER FROM THE BOARD

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信達建潤地產有限公司

LTV

Remaining Assets

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**LETTER FROM THE BOARD**

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**Consideration**

**Outstanding Interest**

**Relevant Fee**

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# LETTER FROM THE BOARD

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**Announcement**

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**LETTER FROM THE BOARD**

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**Accounts**

**Designated Bank**

**Bank**

**Termination Date**

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## **LETTER FROM THE BOARD**

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**Undertaking by the Subscribers**

**Undertaking by the Company**

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## LETTER FROM THE BOARD

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## LETTER FROM THE BOARD

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**Conditions Precedent**

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**LETTER FROM THE BOARD**

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**SUMMARY OF THE TERMS OF THE CONVERTIBLE BONDS AFTER THE  
PROPOSED AMENDMENTS**

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## LETTER FROM THE BOARD

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conversion and other offer of securities.

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**LETTER FROM THE BOARD**

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## LETTER FROM THE BOARD

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**Applicable Redemption Amount**

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## LETTER FROM THE BOARD

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### Effects on shareholding structure of the Company

Shareholders	As at the Latest Practicable Date		Upon full conversion of the Convertible Bonds under the Proposed Amendments	
	_____	_____	_____	_____
Total	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

### Information on the Subscribers and the Guarantor

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## LETTER FROM THE BOARD

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## **LETTER FROM THE BOARD**

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**Reasons for, benefits and disadvantages of the Proposed Amendments**

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## **LETTER FROM THE BOARD**

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**LISTING RULES IMPLICATION**

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## LETTER FROM THE BOARD

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EGM

<https://spot-meeting.tricor.hk>

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**LETTER FROM THE BOARD**

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**CLOSURE OF REGISTER OF MEMBERS**

**VOTING BY WAY OF POLL**

**RECOMMENDATION**

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**LETTER FROM THE BOARD**

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**ADDITIONAL INFORMATION**

**Silver Grant International Holdings Group Limited**  
**Chu Hing Tsung**

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**LETTER FROM THE INDEPENDENT BOARD COMMITTEE**

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**SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED**  
**銀建國際控股集團有限公司**

**(Stock Code: 171)**

**CONNECTED TRANSACTION:  
PROPOSED AMENDMENTS TO  
THE TERMS AND CONDITIONS OF THE CONVERTIBLE BONDS**

**Circular**

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**LETTER FROM THE INDEPENDENT BOARD COMMITTEE**

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**Independent Board Committee**

**Liang Qing**

**Zhang Lu**

**Hung Muk Ming**



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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**THE INDEPENDENT BOARD COMMITTEE**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**OUR INDEPENDENCE**

**BASIS OF OUR OPINION**

**2021 Annual Report**

**FY**

**Management**

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## **LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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### **PRINCIPAL FACTORS AND REASONS CONSIDERED**

#### **1. Background information of the Group**

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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**Table 1: Highlight of the financial results of the Group**

**Audited**  
**FY2021      FY2020**

**Pandemic**

other borrowings compared to FY2020; (ii) a decline in the financial performance of Cinda Jianrun  
信達建潤地產有限公司      **Cinda Jianrun**

mainly attributable to a decrease in the fair value of the financial assets at fair value through profit or

中海油氣(泰州)石化有限公司      **Zhong Hai You Qi**

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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**Table 2: Highlight of the financial position of the Group**

**Audited**  
**As at 31 December**  
**2021                      2020**

NAV

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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## **LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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### **2. Information of the Subscribers and the Guarantor**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**Maturity Date**

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## **LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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#### **4. The Amendment Deeds**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**Outstanding Bonds**

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## **LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**Relevant Fee**

**Announcement**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**Termination Date**

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# LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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**IRR**

**Securities**

信達建潤地產有限公司

**Xinda Jianrun**

**Pledge**

**HK Share Charge**

**Share**

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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**Table 3: List of securities of the Convertible Bonds**

No.	Nature	Item	Value as at 30 June 2022
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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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信達建潤地產有限公司

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## **LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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### **5. Comparable analysis**

#### **Comparable Amendments**

#### **Comparison Period**

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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**Table 4: Analysis of the Comparable Amendments**

Date of announcement	Stock code	Company name	Guarantee provided	Security provided	Principal amount	Extension period	Interest rate
					Maximum	36	15.0%
					Minimum	6	Nil
					Average	15	6.8%
4 July 22	171	The Company	Yes	Yes	HK\$1,150,000,000	6	12.0%

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**RECOMMENDATION**

**Opus Capital Limited**  
**Koh Kwai Yim**

**1. RESPONSIBILITY STATEMENT****2. DISCLOSURE OF INTERESTS**

- (a) **Directors' and chief executives' interests and short positions in the securities of the Company or its associated corporations**

**Code''**), to be notified to the

<b>Name of Director</b>	<b>Capacity</b>	<b>Number of Shares interested</b>	<b>Approximate percentage of the issued Shares</b>
-------------------------	-----------------	--	--

**Zhuguang Holdings  
Splendid Reach**

**Rong De**

notified to the Company and the Stock Exchange.

**Cinda HK**

**(b) Substantial Shareholders' interests and short positions in Shares and underlying Shares**

<b>Name of substantial Shareholder</b>	<b>Capacity</b>	<b>Number of Shares interested</b>	<b>Approximate percentage of issued Shares</b>
<b>China Cinda</b>			
Regent Star	Beneficial owner		
Splendid Reach	Beneficial owner		

<b>Name of substantial Shareholder</b>	<b>Capacity</b>	<b>Number of underlying Shares interested</b>	<b>Approximate percentage of issued Shares</b>
Regent Star	Beneficial owner	193,133,047	8.38%

### **3. DIRECTORS' SERVICE CONTRACTS**

**4. LITIGATION****5. COMPETING INTERESTS****6. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS**

audited consolidated financial statements of the Group were made up, acquired or disposed of by or

significant in relation to the business of the Group.

**7. MATERIAL ADVERSE CHANGE**

in the financial or trading position of the Group since 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Group were made up.

**8. EXPERT AND CONSENT**

The following sets out the qualification of the expert who has given an opinion or advice which

**Name**

**Qualification**

and Type 6 (advising on corporate finance) regulated activities as defined under the SFO





**SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED**  
**銀建國際控股集團有限公司**

(Stock Code: 171)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN**

**EGM**

**Company**

**ORDINARY RESOLUTION**

**THAT**

**Amendment Deeds**

**Circular**

**Stock Exchange**

**Directors**

**Rules**

**Listing**