

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or should you need any advice, please contact your stockbroker or the Company Secretary.

If you have sold or transferred all your shares in Silver Grant International Holdings Group Limited, you should still receive this circular for information. If you have sold or transferred your shares, you should still receive this circular for information.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited do not accept any liability for any loss or damage caused by or resulting from any action taken in reliance on the information contained in this circular or for any loss or damage caused by or resulting from any action taken in reliance on the information contained in this circular.



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

〇 7 5 > p « 卜 " ® !

(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 full proposal at 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 shareholders of the Company do not receive the notice of the Annual General Meeting and wish to attend and vote on their behalf, they are requested to contact the Company Secretary in the manner hereinafter set out. The Company Secretary is Mr. Eric Sze, The Company Secretary, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or the designated URL (<http://www.silvergrant.com>) by the email address provided on the website of the Company and 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) on any day. Copies of the proposal can be obtained from the Company Secretary and the notice of the Annual General Meeting will be sent to you.

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
Recruitment	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, Tahe District, Guggo Guangdong Province, the PRC on Wednesday 25 June 2025 at 11:00 a.m. or here the context 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 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 after 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
Liq Rmb”	the Renminbi of the Listed Securities 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
Remittance”	the remittance of the PRC
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 Liq Rmb

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 7 禧 國 際 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 171)

Executive Directors:

ChuHig Tg (ahsZhuQig Y)

(Chairman and Co-Chief Executive Officer)

Zhag Wegug

(Co-Chief Executive Officer)

Weg Jan

KuKa Lee

Registered Office:

Room 13B

40th Floor

Office Tower

Central Plaza

1 Harbour Road

Wanchai

Hong Kong

Non-Executive Directors:

ChenZhixi

ChenYiguo

Independent Non-Executive Directors:

Liang Qig

Zhag Lu

Hg Mkmig

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 (ahs Zhu Qig 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 Yigu (“**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 the above, the executive Directors have been re-elected at the Annual General Meeting as stated above.

INDEPENDENT NON-EXECUTIVE DIRECTORS

All the independent non-executive Directors namely Mr Liang, Mr Zhang and Mr Hong, have served in 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 and shareholders of the Board, to be independent non-executive directors of the Board at the financial year end. Accordingly, the Company is pleased to announce that Mr Liang, Mr Zhang and Mr Hong are independent non-executive Directors at the Annual General Meeting. At the Last Practicable Date, the Company is in the process of identifying a suitable candidate to be an independent non-executive Director. The Company is further committed to enhance its transparency and disclosure.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

Ernst & Young (“EY”) has resigned as the Auditor with effect from November 2024. ZHONGHUI ANDA CPA Limited has been appointed as the new Auditor with effect from 22 November 2024 and the casual vacancy has been filled by the resignation of EY and the Board of Directors at the 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 Annual General Meeting.

“THAT ZHONGHUI ANDA CPA Limited be re-appointed as the Auditor of the Company and the Board of Directors at the Annual General Meeting and the Annual General Meeting 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 proposed at the Annual General Meeting. Therefore, ordinary resolution was passed at the 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 the resolution on 26 June 2024 at 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 Shares were in issue as at the date of the passing of the resolution on 26 June 2024 at the Annual General Meeting).

In accordance with the Listing Rules and applicable provisions of the Companies Ordinance, the Board of Directors will not exercise the Buyback Mandate if the Buyback Mandate is not in compliance with the relevant provisions of the Listing Rules.

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

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 Listing Rules.

RECOMMENDATION

The Directors consider that the election of the Directors to the Board at the Annual General Meeting is in the best interests of the Company and the Shareholders and accordingly recommend that the Shareholders should vote in favour of the election of the Directors 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

Mr. Zhang Wenguang, aged 56, has been appointed as an executive director of the Company effective from 27 September 2021. He has been appointed as an executive director and a member of the Remuneration Committee effective from July 2024 and as a Co-Chief Executive Officer effective from January 2025. He is currently the chairman of Taizhou East Tai Stone Co., Ltd. (Taizhou East Thai Petroleum Chemical Co., Ltd*), a wholly owned subsidiary of the Company, the chairman of the Guangdong Meihu Information Technology Co., Ltd. (Guangdong Meihu Information Technology Co., Ltd), the chairman of the Meihu Mutual Guarantee Investment Co., Ltd. (Meihu Qixing Guarantee Investment Co., Ltd), the chairman of the Meihu Mutual Guarantee Co., Ltd, the Managing Director of the Meihu Mutual Guarantee Co., Ltd and the United Front Work Department of the Meihu Mutual Guarantee Co., Ltd.

泰州東泰石

梅州市企

As at the Latest Practicable Date, Mr Zhang WG did not (i) hold any Shares in the Company; (ii) have any rights to subscribe for or purchase any Shares of the Company; (iii) have any rights to exercise any rights to subscribe for or purchase any Shares of the Company; and (iv) hold any directorships in any other companies.

Save as disclosed above, as at the Latest Practicable Date, Mr Zhang WG did not (i) have any other interests in the Company; and (ii) hold any other positions in the Company.

The Company and Mr Zhang WG have entered into an agreement (as amended and varied), under which Mr Zhang WG has been appointed as an executive director and Co-Chief Executive Officer of the Company from July 2024 to 30 June 2027, to be terminated by either party upon the termination of the agreement. Pursuant to the agreement, Mr Zhang WG is entitled to receive a remuneration of RMB3,750,000 per annum and a discretionary bonus of RMB1,250,000 per annum, subject to the performance of the Company. In addition, Mr Zhang WG is entitled to receive a discretionary bonus of HK\$400,000 per annum, subject to the performance of the Company. The remuneration and bonus are subject to the clawback provisions set out in the agreement. The remuneration and bonus are subject to the clawback provisions set out in the agreement.

Save as disclosed above, there are no other arrangements with Mr Zhang WG relating to his remuneration and bonus that have not been disclosed in the Company's annual general meeting. The remuneration and bonus are subject to the clawback provisions set out in the agreement.

*

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 Candidates of the Director

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 (Stock Codes 01359 and 04621 (Preferred Shares)), which is a public company and listed on the stock exchange in Hong Kong. She has worked for China Cinda since 1996 and has held various positions at China Cinda, including as a Director and as the Managing Director of the Investment

pramad dse nysae pobe gnd byhe Bad frntbn asi
 nyhkf hch usdeend byfeene thids ad ephes w he
 Gpad he Coyemny ad afercileg he nktehso
 dectob herkd cons

Asat he Latst Pactabk Dae, av asdsib abo, Mr ChenZW dil n(i) hd
 ayherpansad pcal qfcais (i) hd aydecbpnay
 herkd consine hstree yas (i) hd ayherpnl he Coye
 her ntes o he Gp ad (y) hae ayehpnl ay Dectb sn
 ngeant o he Coy bnl Shaehdes(hay he mag asbed tnthe
 Lig Rb) ocdg Shaehdes(hay he mag asbed tnthe Lig
 Rb).

Asat he Latst Pactabk Dae, Mr ChenZW dil thave aytes nayShaes
 wthe mag o PatXV o he SFO.

Sae asdsib abo, hee ae nberntschlg oMr ChenZWse-ebcn
 hat ned tbe bght tbe atno he Shaehdesad hee isber fan
 ead tbe dsib pntay o he epano Rb13.51(2)(h) o13.51(2)(y)
 o he Lig Rb

Mr. Chen Yongcun, aged 59, was an excu Dectbn he pd fr 25 Ocber
 2000 t27 Febny 2008, ad he e-nd he Coyol May 2016. He was pd asa
 CeChf Excw Offcer ad an excu Dectbn effect fr 13 May 2022 ad 16
 Sepber 2022, epcly He egnad as a CeChf Excw Offcer ad has been
 e-degated fr an excu Dectbn n excu Dectbn effect fr 1 Januy
 2025. Fr 13 Ap 2015 t8 May 2025, Mr ChenYC had abbeen pd as he egal
 epcnl, dectad genal nger o East Gate (Bej) Ppy Mangent Co
 Ltd., a hlyad blday o he Coy dng hch he was eph fothe
 Gpp ydevepnad wsn n Mahd Chn. Mr ChenYC p y
 wd at Chn Cbn Bakad Chn Cila, hch sa bnl Shaehder(hay
 he mag asbed tnthe Lig Rb) wo hcsine Shaesfa tbe dsib
 the Coy derhe p o Dn 2 ad 3 o PatXV o he SFO. He gdued
 fr 1984 Unv w a bacheb degre negneig ad a ncs degre n
 bmsangent Mr Chen has o 20 yas o epcne nfane ad wsn

Asat he Latst Pactabk Dae, Mr ChenYC was hced n 700,000 Shaes wthe
 mag o PatXV o he SFO.

Asat he Latst Pactabk Dae, Mr ChenYC dil thave (i) aydecbpnay
 herkd consine hstree yas ad (i) ayehpnl ay Dectb sn
 ngeant bnl Shaehdes(hay he mag asbed tnthe Lig Rb) o
 cdg Shaehdes(hay he mag asbed tnthe 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 of its securities in its annual general meeting if the buy-back is subject to certain conditions which are listed below.

(a) Shareholders' Approval

The Listing Rules state that a buy-back of securities by a company is only permitted if the buy-back is approved in advance by an ordinary resolution of the shareholders of the company, either by way of a specific resolution or by a general mandate to the directors of the company to effect the buy-back.

(b) Source of Funds

Buy-backs must be funded by legal and available funds of the company in accordance with the provisions of the Companies Ordinance which are prescribed in the Listing Rules.

(c) Maximum Number of Shares to be Bought Back

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

The company may also be permitted to buy back securities under the buy-back of the Stock Exchange immediately after the resolution.

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 has cancelled Shares that are not eligible for inclusion in the calculation of the maximum number of Shares that may be repurchased under the Buyback Mandate. The Company has also cancelled Shares that are not eligible for inclusion in the calculation of the maximum number of Shares that may be repurchased under the Buyback Mandate.

Shares held by the Company are held in the name of the Company and are not held in the name of any other person. The Company has cancelled Shares that are not eligible for inclusion in the calculation of the maximum number of Shares that may be repurchased under the Buyback Mandate. The Company has also cancelled Shares that are not eligible for inclusion in the calculation of the maximum number of Shares that may be repurchased under the Buyback Mandate.

For the Shares deposited in CCASS and the Stock Exchange, the Company will be able to buy back Shares in HKSCC or at general meetings of the Company for the Shares deposited in CCASS; (i) in the case of

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 and the Companies Ordinance. The Companies Ordinance provides that the amount payable in connection with a Share buyback may be paid out of the distributable profits of the Company or the proceeds of a new issue of Shares made for the purpose.

There might be a material adverse impact on the capitalization of the Company as reported in the period ended in the audited consolidated financial statements and the Company's profit 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. However, the Directors do not believe that the Buyback Mandate will have any material adverse effect on the capitalization of the Company or the gearing levels with the period of the December financial statements of the Company.

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 HK\$	Lowest Price HK\$
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 2016 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 qualified independent non-executive directors (having the majority of the Listing Rules), have any personal or professional interest in the Buyback Mandate or in the Shares and by the Shareholders.

No director or officer of the Company (having the majority of the Listing Rules) of the Company has advised the Company that they have any personal or professional interest in the Buyback Mandate or in the Shares and by the Shareholders.

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

7. THE TAKEOVERS CODE

If exercise of the power of buyback Shares pursuant to the Buyback Mandate, a Shareholder is not exercising the rights of the Company as and when it is required to do so in accordance with Rule 32 of the Takeovers Code. As a result a Shareholder or a group of Shareholders acting in concert could be considered to be the Company or be 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 held by Zhiguo Holdings held 679,890,022 Shares representing approximately 29.50% of the issued Shares (Note). Zhiguo Holdings was also approximately 56.25% by Reg De Invest Limited, which was also 36.00% by Mr Lao Tegun, 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 of buyback Shares which is provided to the general meeting on 4 October 2016 at the Annual General Meeting, then (if the percentage of the Shares held by the Shareholder of Splendid Reach in the Company 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 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 public. 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 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 authorize the Board to do so.

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 resolution:

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

As special business considered, if thought fit, as to be transacted at the meeting.

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, be 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) after the passing of this resolution and the said application shall be accordingly approved;
- (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 accordingly approved;
- (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 added to the effect that the number of shares of the Company subject to the application paragraph (c)

also as a preface of the title of the said the Copy
as at the date immediately before and after the date of
the said and

(e) the word "Relevant Period" as the period of the
page of the said which is the case:

- (i) the date of the general meeting of the Company
- (ii) the date of the period in which the general meeting of
the Company was held; or
- (iii) the date of the meeting by which the directors of the Company
generally agreed to the date of the meeting of the Directors
thereof

5. "THAT:

- (a) subject to paragraph (c) of section 140 and 141
of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the
exercise by the Directors of the Relevant Period (as hereinafter defined) of
all powers of the Company in and dealing with the Company
(including any offer of shares (if any) of any kind and to
take and grant of any agreement and (including any bonds
debentures and other securities which may be issued for the
purpose of raising the Company which it might
be the exercise of which may be and is hereby generally and
indivisibly;
- (b) the application of paragraph (a) of this section to the Directors

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 include Mr Chu Hong Tang (also known as Zhu Hong Tang) (Chairman and Chief Executive Officer), Mr Zhang Weigang (Chief Executive Officer), Mr Wang Jianan, Ms Ku Ka Lee as executive Directors, Mr Chen Zhiming and Mr Chen Yuguang as non-executive Directors and Mr Liang Qiang, Mr Zhang Lu and Mr Hong Ming as independent non-executive Directors.
7. Reference is made to the information set out in the Company's 2024 Annual Report.