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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**

**銀建國際控股集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 171)**

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

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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 Monday, 29 June 2026 at 11:00 a.m. or any adjournment or postponement thereof is set out on pages AGM-1 to AGM-5 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](http://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 Saturday, 27 June 2026) or any adjournment or postponement 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 and in such case, the form of proxy should be deemed to be revoked.

Hong Kong, 1 June 2026

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## DEFINITIONS

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*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 Monday, 29 June 2026 at 11:00 a.m. or, where the context so admits, any adjournment or postponement 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) as 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
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate to the Directors to allot and issue or otherwise deal with 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) as at the date of the passing of the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	26 May 2026, 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
“%”	per cent.

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

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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**

*(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:*

Zhang Lu  
Hung Muk Ming

1 June 2026

*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.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

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

Pursuant to Article 102 of the Articles of Association, Mr. Weng, Mr. Zhang and Mr. Hung 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. Zhang and Mr. Hung, have served more than nine years on the Board. 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 2026 to 14 April 2029. 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 2025 to 22 December 2028.

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.

### RE-APPOINTMENT OF AUDITOR

It is proposed to re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company at the Annual General Meeting.

The estimated audit fee payable to ZHONGHUI ANDA CPA Limited for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately HK\$3,800,000 to HK\$4,200,000, exclusive of out-of-pocket expenses.

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## LETTER FROM THE BOARD

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The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and ZHONGHUI ANDA CPA Limited, taking into account of the size, nature and complexity of the Group's business operations, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, the number of subsidiaries, the accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

### **GENERAL MANDATE TO BUY BACK SHARES**

An ordinary resolution was passed at the annual general meeting of the Company held on 25 June 2025, 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) as 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 25 June 2025, 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 25 June 2025.

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 allot and issue or otherwise deal with 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) as 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

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## LETTER FROM THE BOARD

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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-5 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.

The record date for the purpose of determining the shareholders who are entitled to attend and vote at the Annual General Meeting shall be Monday, 29 June 2026. 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 Wednesday, 24 June 2026 to Monday, 29 June 2026, 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 Tuesday, 23 June 2026.

A form of proxy for use at the Annual General Meeting is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://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 Saturday, 27 June 2026) or any adjournment or postponement 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 and in such case, the form of proxy should be deemed to be revoked.

### 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.

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## LETTER FROM THE BOARD

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### 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. Weng Jian**, aged 43, has been appointed as an executive Director with effect from 1 July 2023. He has also been appointed as the assistant president and executive president of the Company since June 2020 and August 2021, respectively. Mr. Weng is responsible for the investment department of the Group. He is also a director of certain subsidiaries of the Company. Mr. Weng graduated from Sun Yat-sen University with a bachelor's degree in law and a master's degree in law, and holds a People's Republic of China Legal Professional Qualification Certificate. He previously worked in the Guangdong Provincial Supervisory Commission and the Office of the Guangdong Provincial Government, where he was engaged in the management of anti-corruption, legal policy and comprehensive administration. After resigning from public office, Mr. Weng had worked at 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), and successively served as the general manager of its President Office (Human Resources Centre), the general manager of its Legal Affairs Centre, a member of its Investment Decision Committee, the general manager of its Investment Centre and the chairman of its industrial real estate sector. He is also a member of the Guangdong Youth Federation, a standing member of the Guangdong Law Society, a deputy director of the Legal Committee of the Guangdong Province Old Town Old Factory Old Village Recreation Association, a practical instructor for postgraduates of the Jinan University and an arbitrator of the Guangzhou Arbitration Commission.

The Company and Mr. Weng have entered into an employment contract, under which Mr. Weng has been appointed as the executive president of the Company and an executive Director for a term of three years from 1 July 2023 to 30 June 2026, unless terminated by not less than one month's prior notice in writing served by either party on the other. Mr. Weng's appointment as an 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 employment contract with the Company, Mr. Weng is entitled to remuneration consisting of a salary of RMB3,000,000 per annum, a director's fee of HK\$400,000 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 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. Weng did not (i) hold any other major appointments and professional qualifications; and (ii) hold any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Weng did not (i) hold any directorships in other listed companies in the last three years; and (ii) hold any interest in any Shares within the meaning of Part XV of the SFO; and (iii) 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. Weng'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 Lu**, aged 73, has been appointed as an independent non-executive Director with effect from 4 May 2000. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Mr. Zhang graduated from the Sichuan International Studies University in 1979. He was the General Manager of CITIC Central Tanshi Money Brokering Company Limited, which is a joint venture of CITIC Trust Co., Ltd. engaged in the money brokering business for financial institutions. From 1987 to 2000, Mr. Zhang was the executive vice president and treasurer of CITIC Ka Wah Bank Limited, responsible for both the Treasury and International Business. From 1974 to 1987, he worked for Bank of China and CITIC Industrial Bank. Mr. Zhang has experience in the banking sector for over 35 years.

The Nomination Committee has recommended Mr. Zhang for re-election, after considering various factors, including but not limited to age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the nomination policy, the independent view policy and the board diversity policy of the Company. The Board has taken into account the abundance of the banking experience of Mr. Zhang which is helpful to the Company. He is expected to provide the Board with a professional perspective constantly and bring further contribution to the Board and its diversity. The Board is satisfied that Mr. Zhang has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board has reviewed the time Mr. Zhang has spent for performing his duties and considered that he is able to devote sufficient time and attention to the Company's affairs. The Board believes that the re-election of Mr. Zhang as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, Mr. Zhang has served as an independent non-executive Director for more than 26 years since his initial appointment to the Board as an independent non-executive Director in May 2000. Mr. Zhang has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair his independent judgment. He has consistently demonstrated his abilities to provide independent, balanced and objective advice and insight on the Company's affairs. He would be able to allocate sufficient time to discharge his duties and role as an independent non-executive Director. The Board has reviewed Mr. Zhang's annual written confirmation of independence and considers that he is

independent as he has satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Company has entered into an appointment letter with Mr. Zhang for a term of three years from 15 April 2026 to 14 April 2029, unless terminated by not less than one month's prior notice in writing served by either party on the other. Mr. Zhang's appointment as an independent 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. Zhang's emoluments comprise a director's fee of HK\$400,000 per annum which were determined by reference to his duties and responsibilities with the Company and the Company's remuneration policy, and after considering the market emoluments for directors of other listed companies.

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

As at the Latest Practicable Date, Mr. Zhang did not (i) hold any directorships in any other listed companies in the last three years; (ii) have any interest in the Shares within the meaning of Part XV of the SFO; and (iii) 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. Zhang'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. Hung Muk Ming**, aged 61, has been appointed as an independent non-executive Director with effect from 23 December 2004. He is also the chairman of the Audit Committee and a member of the Nomination Committee. Mr. Hung is a Certified Public Accountant (Practicing) and a Fellow CPA of the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of the Association of Chartered Certified Accountants and an associate of each of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Mr. Hung received his bachelor's degree in social sciences from the University of Hong Kong in 1990, and a master's degree in corporate governance from the Hong Kong Polytechnic University in 2008. He has over 25 years of experience in the accounting and audit sector. Mr. Hung was an independent non-executive director of Century Sage Scientific Holdings Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1450) from 13 June 2014 to 28 September 2021. He was an independent non-executive director of Cinda International Holdings Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 111) from 2 December 2008 to 30 November 2022 and IBO Technology Company Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2708) from 6 December 2017 to 8 December 2025.

Mr. Hung is also an independent non-executive director of CA Cultural Technology Group Limited (stock code: 1566), a company the shares of which are listed on the Main Board of the Stock Exchange.

The Nomination Committee is responsible for, among others, identifying individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships in the Company. The Nomination Committee has recommended Mr. Hung for re-election, after considering various factors, including but not limited to age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the nomination policy, the independent views policy and the board diversity policy of the Company. The Board has taken into account Mr. Hung's professional experience as a public accountant, and his executive experience and extensive industry knowledge in accounting and financial investment, which can bring further contribution to the Board and its diversity. The Board is satisfied that Mr. Hung has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. Given the Company is required to have at least one independent non-executive Director and one member of the Audit Committee with appropriate professional qualifications or accounting or related financial management expertise in accordance with Rule 3.21 and Rule 3.10(2) of the Listing Rules, the Board is satisfied that Mr. Hung meets such requirements. The Board has reviewed the time Mr. Hung has spent for performing his duties and considered that he is able to devote sufficient time and attention to the Company's affairs. The Board believes that the re-election of Mr. Hung as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, Mr. Hung has served as an independent non-executive Director for more than 21 years since his initial appointment to the Board as an independent non-executive Director in December 2004. Mr. Hung has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair his independent judgment. He has consistently demonstrated his abilities to provide independent, balanced and objective advice and insight on the Company's affairs. He would be able to allocate sufficient time to discharge his duties and role as an independent non-executive Director. The Board has reviewed Mr. Hung's annual written confirmation of independence and considers that he is independent as he has satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Company has entered into an appointment letter with Mr. Hung for a term of three years from 23 December 2025 to 22 December 2028, unless terminated by not less than one month's prior notice in writing served by either party on the other. Mr. Hung's appointment as an independent non-executive Director is subject to retirement by rotation and re-election at the annual general 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. Hung's emoluments comprise a director's fee of HK\$300,000 per annum which were determined by reference to his duties and responsibilities with the Company and the

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**APPENDIX I                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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Company's remuneration policy, and after considering the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, save as disclosed above, Mr. Hung did not hold (i) any other major appointments and professional qualifications; (ii) any directorships in other listed companies in the last three years; and (iii) any other positions with the Company or other members of the Group.

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

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

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## APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

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*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) as 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.

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## **APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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Under the Listing Rules, listed issuers are not required to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents. The Directors consider that this arrangement will 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 Shares repurchased as treasury Shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchase(s).

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 dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and
- (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury 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.

### **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 2025 in the event that the Buy-back Mandate was to be carried out in full at any time during the

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**APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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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 2026 up to the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest Price</b>	<b>Lowest Price</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>Year 2025</b>		
May	0.095	0.072
June	0.099	0.074
July	0.133	0.075
August	0.118	0.094
September	0.107	0.092
October	0.105	0.094
November	0.114	0.096
December	0.107	0.083
<b>Year 2026</b>		
January	0.088	0.081
February	0.093	0.080
March	0.087	0.078
April	0.079	0.060
May (up to the Latest Practicable Date)	0.070	0.059

**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

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## **APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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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, 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, held 679,890,022 Shares, representing approximately 29.50% of the issued Shares (*Note*).

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 Rong De Investments Limited in the Company would be increased from approximately 29.50% to approximately 32.78% of the issued Shares.

In the event that the Directors exercise the Buy-back Mandate in full, Rong De Investments Limited 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

### 銀建國際控股集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 171)**

### 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 Monday, 29 June 2026 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 2025.
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. Weng Jian as an executive Director;
  - (2) To re-elect Mr. Zhang Lu as an independent non-executive Director; and
  - (3) To re-elect Mr. Hung Muk Ming as an independent 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 (excluding treasury Shares, if any) as 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) 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 (b) above shall be adjusted to the effect that the number of the shares of the Company subject to the limit set out in paragraph (b) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) 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 shares of the Company to be allotted and issued be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares of the Company to be allotted and issued after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued, or otherwise be dealt with (including any sale or transfer of treasury Shares (if any) out of treasury) (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into shares of the Company; or (iii) the exercise of options under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares

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## NOTICE OF ANNUAL GENERAL MEETING

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

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## NOTICE OF ANNUAL GENERAL MEETING

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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) as 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, 1 June 2026

*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 Saturday, 27 June 2026) or any adjournment or postponement thereof.
3. The record date for the purpose of determining the shareholders who are entitled to attend and vote at the Meeting shall be Monday, 29 June 2026. 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 Wednesday, 24 June 2026 to Monday, 29 June 2026, 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 Tuesday, 23 June 2026.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**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.
5. Information in relation to items 2 to 6 set out in this notice is provided in the circular of the Company dated 1 June 2026 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As at the date of this notice, the Board comprises eight 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. 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.