
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt

If you have sold or transferred

Silver Grant International Holdings Group Limited



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED
銀建國

**(1) MAJOR TRANSACTIONS:
DISPOSALS OF THE TARGET PROPERTIES
AND 100% INTEREST IN AND LOAN TO THE TARGET COMPANY
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Under the μ^0 text, otherwise required, the following examples have the following meanings:

Example 1. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000.

Example 2. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000.

Example 3. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000.

Example 4. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000. The taxpayer is also a resident of a foreign country for the taxable year 1998. The taxpayer's gross income in the foreign country is \$50,000. The taxpayer's gross income in the United States is \$100,000. The taxpayer's gross income in the foreign country is \$50,000. The taxpayer's gross income in the United States is \$100,000.

Example 5. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000. The taxpayer is also a resident of a foreign country for the taxable year 1998. The taxpayer's gross income in the foreign country is \$50,000. The taxpayer's gross income in the United States is \$100,000. The taxpayer's gross income in the foreign country is \$50,000. The taxpayer's gross income in the United States is \$100,000.

Example 6. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000.

Example 7. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000.

Example 8. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000.

Example 9. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000. The taxpayer is also a resident of a foreign country for the taxable year 1998. The taxpayer's gross income in the foreign country is \$50,000. The taxpayer's gross income in the United States is \$100,000. The taxpayer's gross income in the foreign country is \$50,000. The taxpayer's gross income in the United States is \$100,000.

Example 10. A taxpayer who is a resident of the United States for the taxable year 1998 has a gross income of \$100,000. The taxpayer is also a resident of a foreign country for the taxable year 1998. The taxpayer's gross income in the foreign country is \$50,000. The taxpayer's gross income in the United States is \$100,000. The taxpayer's gross income in the foreign country is \$50,000. The taxpayer's gross income in the United States is \$100,000.

DEFINITIONS

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SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED
銀建國

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LETTER FROM THE BOARD

THE SALE AND PURCHASE AGREEMENTS

The First Sale and Purchase Agreement

Date: 22/02/2022

Parties:

(i) The Seller, [Name], of [Address]

(ii) The Buyer, [Name], of [Address]

(iii) The Vendor, [Name], of [Address]

The Seller and the Buyer have entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price"). The Vendor has entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price").

The Seller and the Buyer have entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price"). The Vendor has entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price").

The Seller and the Buyer have entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price"). The Vendor has entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price").

The Seller and the Buyer have entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price"). The Vendor has entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price").

The Seller and the Buyer have entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price"). The Vendor has entered into a sale and purchase agreement for the sale and purchase of [Property] (the "Property") for the sum of [Price] (the "Purchase Price").

LETTER FROM THE BOARD

Assets to be disposed of:

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First Consideration:

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() 1998 年 1 月 1 日起施行的《中华人民共和国公司法》
第 167 条规定：“公司弥补亏损和提取公积金后所余税后利润，
按照下列顺序分配：（一）支付股利；（二）提取法定公积金；
（三）提取任意公积金；（四）支付股东股利。”
（ ） 1998 年 1 月 1 日起施行的《中华人民共和国公司法》
第 167 条规定：“公司弥补亏损和提取公积金后所余税后利润，
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（三）提取任意公积金；（四）支付股东股利。”

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按照下列顺序分配：（一）支付股利；（二）提取法定公积金；
（三）提取任意公积金；（四）支付股东股利。”

LETTER FROM THE BOARD

Basis of the First Consideration:

(H) § 1081(b)(1)(A)(i) (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13) (14) (15) (16) (17) (18) (19) (20) (21) (22) (23) (24) (25) (26) (27) (28) (29) (30) (31) (32) (33) (34) (35) (36) (37) (38) (39) (40) (41) (42) (43) (44) (45) (46) (47) (48) (49) (50) (51) (52) (53) (54) (55) (56) (57) (58) (59) (60) (61) (62) (63) (64) (65) (66) (67) (68) (69) (70) (71) (72) (73) (74) (75) (76) (77) (78) (79) (80) (81) (82) (83) (84) (85) (86) (87) (88) (89) (90) (91) (92) (93) (94) (95) (96) (97) (98) (99) (100)

Conditions Precedent to First Completion:

(1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13) (14) (15) (16) (17) (18) (19) (20) (21) (22) (23) (24) (25) (26) (27) (28) (29) (30) (31) (32) (33) (34) (35) (36) (37) (38) (39) (40) (41) (42) (43) (44) (45) (46) (47) (48) (49) (50) (51) (52) (53) (54) (55) (56) (57) (58) (59) (60) (61) (62) (63) (64) (65) (66) (67) (68) (69) (70) (71) (72) (73) (74) (75) (76) (77) (78) (79) (80) (81) (82) (83) (84) (85) (86) (87) (88) (89) (90) (91) (92) (93) (94) (95) (96) (97) (98) (99) (100)

LETTER FROM THE BOARD

Second Consideration:

1) The Board has considered the offer of \$ 10 million in cash consideration for the acquisition of the Company's shares.

2) The Board has considered the offer of \$ 10 million in cash consideration for the acquisition of the Company's shares.

Basis of the Second Consideration:

The Board has considered the offer of \$ 10 million in cash consideration for the acquisition of the Company's shares.

Conditions Precedent to Second Completion:

1) The Board has considered the offer of \$ 10 million in cash consideration for the acquisition of the Company's shares.

2) The Board has considered the offer of \$ 10 million in cash consideration for the acquisition of the Company's shares.

$\frac{1}{P} \frac{dP}{dt} = \frac{1}{P} \frac{d}{dt} \left(\frac{P}{P} \right) = \frac{1}{P} \frac{dP}{dt} - \frac{1}{P^2} P \frac{dP}{dt} = \frac{1}{P} \frac{dP}{dt} - \frac{1}{P} \frac{dP}{dt} = 0$

Second Completion:

$\frac{1}{P} \frac{dP}{dt} = \frac{1}{P} \frac{d}{dt} \left(\frac{P}{P} \right) = \frac{1}{P} \frac{dP}{dt} - \frac{1}{P^2} P \frac{dP}{dt} = \frac{1}{P} \frac{dP}{dt} - \frac{1}{P} \frac{dP}{dt} = 0$

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$\frac{1}{P} \frac{dP}{dt} = \frac{1}{P} \frac{d}{dt} \left(\frac{P}{P} \right) = \frac{1}{P} \frac{dP}{dt} - \frac{1}{P^2} P \frac{dP}{dt} = \frac{1}{P} \frac{dP}{dt} - \frac{1}{P} \frac{dP}{dt} = 0$

INFORMATION ON THE TARGET COMPANY AND THE TARGET PROPERTIES

LETTER FROM THE BOARD

	For the year ended 31 December 2022 (in US\$) '000	For the year ended 31 December 2021 (in US\$) '000
Operating income	22	()
Operating expenses	()	()
Operating profit	22	22
Other income	\$	\$
Other expenses	\$	\$
Income before taxes	22	22
Taxes	\$	\$
Net income	22	22

REASONS FOR AND BENEFITS OF ENTERING INTO THE SALE AND PURCHASE AGREEMENTS

The Board has reviewed the financial statements and the reasons for and benefits of entering into the sale and purchase agreements. The Board believes that the sale and purchase agreements are in the best interests of the Company and its shareholders. The Board has also reviewed the terms and conditions of the sale and purchase agreements and believes that they are fair and reasonable.

The Board has also reviewed the financial statements and the reasons for and benefits of entering into the sale and purchase agreements. The Board believes that the sale and purchase agreements are in the best interests of the Company and its shareholders. The Board has also reviewed the terms and conditions of the sale and purchase agreements and believes that they are fair and reasonable.

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ADDITIONAL INFORMATION

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1. STATEMENT OF INDEBTEDNESS

As at 31 December 2011, the Group had the following indebtedness:

Secured bank loans

As at 31 December 2011, the Group had secured bank loans of \$2,100,000 (2010: \$2,100,000) of which \$1,000,000 (2010: \$1,000,000) were secured by the Group's property. The secured bank loans are repayable in installments over a period of 12 months. The interest rate is 5.0% per annum. The secured bank loans are denominated in Hong Kong dollars. * (East Gate)

Unsecured bank loans

As at 31 December 2011, the Group had unsecured bank loans of \$1,000,000 (2010: \$1,000,000). The unsecured bank loans are repayable in installments over a period of 12 months. The interest rate is 5.0% per annum. The unsecured bank loans are denominated in Hong Kong dollars.

Other borrowings – secured

As at 31 December 2011, the Group had other borrowings – secured of \$2,000,000 (2010: \$2,000,000) of which \$1,000,000 (2010: \$1,000,000) were secured by the Group's property. The other borrowings – secured are repayable in installments over a period of 12 months. The interest rate is 5.0% per annum. The other borrowings – secured are denominated in Hong Kong dollars. (Mr. Chu) (Mr. Chen)

Other borrowings – unsecured

As at 31 December 2011, the Group had other borrowings – unsecured of \$1,000,000 (2010: \$1,000,000). The other borrowings – unsecured are repayable in installments over a period of 12 months. The interest rate is 5.0% per annum. The other borrowings – unsecured are denominated in Hong Kong dollars.

Lease liabilities

As at 31 December 2011, the Group had lease liabilities of \$2,000,000 (2010: \$2,000,000). The lease liabilities are repayable in installments over a period of 12 months. The interest rate is 5.0% per annum. The lease liabilities are denominated in Hong Kong dollars.

Charge on assets

As at 31 December 2011, the Group had charge on assets of \$2,000,000 (2010: \$2,000,000). The charge on assets are repayable in installments over a period of 12 months. The interest rate is 5.0% per annum. The charge on assets are denominated in Hong Kong dollars.

Contingent liabilities

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2. WORKING CAPITAL STATEMENT

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3. FINANCIAL AND TRADING PROSPECTS

The following table shows the financial and trading prospects for the period 2022/23. The figures are based on the assumptions and estimates of the management and are subject to change. The figures are in million EUR.

Item	2022/23	2021/22
Revenue	1,200	1,150
Operating expenses	(800)	(750)
Operating profit	400	400
Financial expenses	(100)	(100)
Financial income	50	50
Income tax	(150)	(150)
Profit before tax	200	200
Income tax	(50)	(50)
Profit after tax	150	150
Dividend	100	100
Retained profit	50	50

The following text of letter, summary of the valuation certificate re refer to the
the of report that is received from Greater China Appraisal Limited, the letter
value, set with the valuation date 31 August 2023 of the target reported to the of
the Group.

GREATER CHINA APPRAISAL LIMITED
漢華評值有限公司

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Re: Valuation of various real properties in Hong Kong

Company)
Group)
Real Properties)
valuation date)

I. BASIS OF VALUATION

V. TITLESHP INVESTIGATION

▼ [Illegible text]

[Illegible text]

[Illegible text]

VI. LIMITING CONDITIONS

▼ [Illegible text]

[Illegible text]

[Illegible text]

[Illegible text]

[Illegible text]

[Illegible text]

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GREATER CHINA APPRAISAL LIMITED

Ms. Yuki Chan

(G.),
re-tor

Mr. Andy Lee

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SUMMARY OF VALUES

No.	Real Properties	Market Value in existing state as at 31 August 2023 ()
1	[Faded text]	[Faded text]
2	[Faded text]	[Faded text]
Total:	<hr/> HK\$261,000,000 <hr/>	

VALUATION CERTIFICATES

Group I — Real property interest held for investment and to be disposed of by the Group in Hong Kong

No.	Real
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	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Area	2	2	2	2
Year	22	22	22	22
Price	222	222	222	222
Price (\$)	222	222	222	222
Price (\$)	222	222	222	222

Adjustment Factor Considerations

Considerations

Considerations

Considerations

Considerations

Considerations

Adjustment Factor Considerations

1. The subject property is a residential property located at [Address] in the City of [City], State of [State]. The property is a [Type of Property] with a total area of [Area] square feet. The property is currently used as a [Use] and is in good condition. The property is located in a [Neighborhood] area and is surrounded by [Surroundings]. The property is subject to [Zoning] zoning and is in compliance with all applicable laws and regulations. The property is being valued for [Purpose] purposes.

Adjustment	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Location	2%	%	%	%
Condition	2%	%	%	%
Size	%	%	2%	%
Age	2%	%	%	%
Other	2%	2%	2%	2%
Total				
Adjusted Value				
Final Value (\$ [Amount])				

Adopted Unit Rate on saleable area for the residential portion of the Real Property (per sq.ft.)

\$ [Rate]

- (1) The subject property is a residential property located at [Address] in the City of [City], State of [State]. The property is a [Type of Property] with a total area of [Area] square feet. The property is currently used as a [Use] and is in good condition. The property is located in a [Neighborhood] area and is surrounded by [Surroundings]. The property is subject to [Zoning] zoning and is in compliance with all applicable laws and regulations. The property is being valued for [Purpose] purposes.
- (2) The subject property is a residential property located at [Address] in the City of [City], State of [State]. The property is a [Type of Property] with a total area of [Area] square feet. The property is currently used as a [Use] and is in good condition. The property is located in a [Neighborhood] area and is surrounded by [Surroundings]. The property is subject to [Zoning] zoning and is in compliance with all applicable laws and regulations. The property is being valued for [Purpose] purposes.
- (3) The subject property is a residential property located at [Address] in the City of [City], State of [State]. The property is a [Type of Property] with a total area of [Area] square feet. The property is currently used as a [Use] and is in good condition. The property is located in a [Neighborhood] area and is surrounded by [Surroundings]. The property is subject to [Zoning] zoning and is in compliance with all applicable laws and regulations. The property is being valued for [Purpose] purposes.
- (4) The subject property is a residential property located at [Address] in the City of [City], State of [State]. The property is a [Type of Property] with a total area of [Area] square feet. The property is currently used as a [Use] and is in good condition. The property is located in a [Neighborhood] area and is surrounded by [Surroundings]. The property is subject to [Zoning] zoning and is in compliance with all applicable laws and regulations. The property is being valued for [Purpose] purposes.

	Comparable 1	Comparable 2	Comparable 3	Comparable 4	Comparable 5	Comparable 6	Comparable 7	Comparable 8
Area (sq. ft.)	1,200	1,200	2,100	1,200	1,200	2,100	2,100	2,100
Year Built	2010	2010	2010	2010	2010	2010	2010	2010
Price	2,111,222	1,111,222	2,222,222	2,111,222	2,111,222	1,111,222	2,111,222	1,111,222
Price (per sq. ft.)	1,759.35	925.93	1,058.20	1,759.35	1,759.35	529.15	1,005.34	529.15
Price (per sq. ft.)	1,759.35	925.93	1,058.20	1,759.35	1,759.35	529.15	1,005.34	529.15
Price (per sq. ft.)	1,759.35	925.93	1,058.20	1,759.35	1,759.35	529.15	1,005.34	529.15

Adjustment Factor Considerations

Adjustment	Comparable 1	Comparable 2	Comparable 3	Comparable 4	Comparable 5	Comparable 6	Comparable 7	Comparable 8
Area (sq. ft.)	2%	2%	0%	0%	2%	0%	0%	0%
Year Built			2			2		2
Price (per sq. ft.)								

Adopted Unit Rate for the car parking space of the Real Property (per car parking space)

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(ii) *_____*

**Market Value in
existing state as at
31 August 2023**
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No.	Real Property	Descriptions and Tenure	Particulars of Occupancy	Market Value in existing state as at 31 August 2023 ()
2	<p data-bbox="284 485 443 712">Real Property)</p> <p data-bbox="284 840 443 872">(Lot)</p>	<p data-bbox="564 485 837 755">[Faded text]</p> <p data-bbox="564 776 837 872">[Faded text]</p> <p data-bbox="564 893 837 946">&</p> <p data-bbox="564 968 837 1064">[Faded text]</p> <p data-bbox="564 1085 837 1181">[Faded text]</p> <p data-bbox="564 1202 837 1298">[Faded text]</p> <p data-bbox="564 1319 837 1415">[Faded text]</p> <p data-bbox="564 1436 837 1553">[Faded text]</p>	<p data-bbox="944 485 1098 542">[Faded text]</p> <p data-bbox="944 563 1098 617">[Faded text]</p> <p data-bbox="944 638 1098 691">[Faded text]</p> <p data-bbox="944 712 1098 755">[Faded text]</p>	<p data-bbox="1200 485 1412 542">[Faded text]</p> <p data-bbox="1200 563 1412 617">[Faded text]</p> <p data-bbox="1200 638 1412 691">[Faded text]</p> <p data-bbox="1200 712 1412 755">[Faded text]</p>

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	Comparable 1	Comparable 2	Comparable 3	Comparable 4
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APPENDIX II

PROPERTY VALUATION REPORT

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Adjustment Factor	Considerations
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Adjustment	Comparable 1	Comparable 2	Comparable 3	Comparable 4
1	%	2 %	%	%
2	2 %	%	%	%
3	%	%	%	%
4	%	%	%	%
5	%	%	%	%
6	%	%	%	%
7	%	%	%	%
8	%	%	%	%
9	%	%	%	%
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27	%	%	%	%
28	%	%	%	%
29	%	%	%	%
30	%	%	%	%

Adopted Unit Rate on saleable area for the reference unit, Office 1 (per sq.ft.)

\$2

1. RESPONSIBILITY STATEMENT

THE BOARD OF DIRECTORS AND MANAGEMENT OF THE COMPANY ACCEPTS FULL RESPONSIBILITY FOR THE ACCURACY AND COMPLETENESS OF THE INFORMATION CONTAINED IN THIS DOCUMENT AND FOR THE ACCURACY AND COMPLETENESS OF THE INFORMATION CONTAINED IN THE COMPANY'S ANNUAL REPORT AND FINANCIAL STATEMENTS.

2. DISCLOSURE OF INTERESTS

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

As at the end of the reporting period, the following table sets out the interests and short positions of the directors and chief executives of the Company in the securities of the Company or its associated corporations:

(i) Long positions in the Shares

(ii) Short positions in the Shares

(iii) Long positions in the Shares of the Company's associated corporations

(iv) Short positions in the Shares of the Company's associated corporations

(v) Long positions in the Shares of the Company's associated corporations

(vi) Short positions in the Shares of the Company's associated corporations

(Code)

Long positions in the Shares

Name of Director	Capacity	Number of Shares interested	Approximate percentage of the issued Shares (Note 1)
		22	2 %
	(Note 2)		%
			%
	(Note 3)		%

Long positions in the Shares

Name of substantial Shareholder	Capacity	Number of Shares interested	Approximate percentage of the issued Shares (<i>Note 1</i>)
(China Cinda)	<i>Note 2</i>		%
	<i>Note 2</i>		%
(Regent Star)	<i>Note 2</i>		%
	<i>Note 3</i>	22	2 %
	<i>Note 3</i>	22	%
	<i>Note 3</i>	22	%
	<i>Note 3</i>	22	%
<i>Note 1</i>			
2	%	(2)	%
	%		%

Long positions in the underlying Shares

Name of substantial Shareholder	Capacity	Number of underlying Shares interested	Approximate percentage of the issued Shares (⁰ te 1)
[Name]	[Capacity] (⁰ te 2)	[Number] (⁰ te 3)	[Percentage] %
[Name]	[Capacity] (⁰ te 2)	[Number] (⁰ te 3)	[Percentage] %
[Name]	[Capacity] (⁰ te 2)	[Number] (⁰ te 3)	[Percentage] %
[Name]	[Capacity] (⁰ te 2)	[Number] (⁰ te 3)	[Percentage] %
[Name]	[Capacity] (⁰ te 2)	[Number] (⁰ te 3)	[Percentage] %
[Name]	[Capacity] (⁰ te 2)	[Number] (⁰ te 3)	[Percentage] %
[Name]	[Capacity] (⁰ te 2)	[Number] (⁰ te 3)	[Percentage] %
[Name]	[Capacity] (⁰ te 2)	[Number] (⁰ te 3)	[Percentage] %

3. DIRECTORS' SERVICE CONTRACTS

[Text describing directors' service contracts]

4. LITIGATION

[Text describing litigation]

5. COMPETING INTERESTS

As of the date of this report, the Company has no competing interests.

6. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS

The Company has no directors' interests in assets, contracts or arrangements.

The Company has no directors' interests in assets, contracts or arrangements.

7. MATERIAL ADVERSE CHANGE

The Company has no material adverse change.

8. EXPERT AND CONSENT

The Company has no expert and consent.

Name

Qualification

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- ()

11. DOCUMENTS ON DISPLAY

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- ()

- ()

- ()



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED
銀建國

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN

(EGM)

(Company)

ORDINARY RESOLUTIONS

THAT

- () **Agreement** (First Sale and Purchase Agreement)
- () **Directors**

NOTICE OF EXTRAORDINARY GENERAL MEETING

2 THAT

() (Second Sale and Purchase Agreement)
(Circular)

()

Silver Grant International Holdings Group Limited
Ng Hoi Leung, Leo
Chairman

22 22

note

2

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

