
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



**(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**

(zEGM)

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

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LETTER FROM THE BOARD

THE SALE AND PURCHASE AGREEMENTS

The First Sale and Purchase Agreement

Date:

Parties:

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1. The Board of Directors of the Company (the "Board") has reviewed the terms and conditions of the First Sale and Purchase Agreement (the "Agreement") entered into between the Company and the Seller on the date hereof.

2. The Board has approved the Agreement and the terms and conditions thereof, and has authorized the Company to execute and deliver the Agreement to the Seller.

3. The Board has also approved the terms and conditions of the Second Sale and Purchase Agreement (the "Second Agreement") entered into between the Company and the Buyer on the date hereof.

4. The Board has approved the Second Agreement and the terms and conditions thereof, and has authorized the Company to execute and deliver the Second Agreement to the Buyer.

5. The Board has also approved the terms and conditions of the Third Sale and Purchase Agreement (the "Third Agreement") entered into between the Company and the Buyer on the date hereof.

LETTER FROM THE BOARD

Second Consideration:

§ 1.10 The Board shall have the authority to consider and take any action necessary to carry out the purposes of the Charter, including but not limited to the following:

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Basis of the Second Consideration:

§ 1.11 The Board shall have the authority to consider and take any action necessary to carry out the purposes of the Charter, including but not limited to the following:

Conditions Precedent to Second Completion:

§ 1.12 The Board shall have the authority to consider and take any action necessary to carry out the purposes of the Charter, including but not limited to the following:

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LETTER FROM THE BOARD

| | For the year ended 31 December 2022 (Note 2) HK\$, '000 | For the year ended 31 December 2021 (Note 2) HK\$, '000 |
|--|--|--|
| Revenue | () | (8) |
| Operating expenses | () | () |
| Operating profit | \$ | \$ 8 |
| Finance income | \$ | \$ |
| Finance costs | \$ | \$ |
| Share of profit of associates | \$ | \$ |
| Other income | \$ | \$ |
| Income tax expense | \$ | \$ |
| Profit before income tax | \$ | \$ |
| Income tax expense | \$ | \$ |
| Profit after income tax | \$ | \$ |
| Other comprehensive income | \$ | \$ |
| Profit after income tax and other comprehensive income | \$ | \$ |
| Dividend income | \$ | \$ |
| Other income | \$ | \$ |
| Finance income | \$ | \$ |
| Finance costs | \$ | \$ |
| Share of profit of associates | \$ | \$ |
| Other income | \$ | \$ |
| Income tax expense | \$ | \$ |
| Profit before income tax | \$ | \$ |
| Income tax expense | \$ | \$ |
| Profit after income tax | \$ | \$ |
| Other comprehensive income | \$ | \$ |
| Profit after income tax and other comprehensive income | \$ | \$ |

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

The Board is pleased to announce that the Company has entered into a Sale and Purchase Agreement (the "SPA") with the Seller, pursuant to which the Company has acquired 100% of the equity interest of the Target Company. The SPA is subject to the satisfaction of certain conditions precedent, including the completion of due diligence and the approval of the relevant regulatory authorities. The Target Company is a leading provider of [redacted] services in the [redacted] market. The acquisition is expected to enhance the Company's market presence and expand its product portfolio. The Board believes that this acquisition is in the best interests of the Company and its shareholders. The SPA is expected to be completed by [redacted].

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ADDITIONAL INFORMATION

1. The following information is provided for the purpose of illustrating the format of the information to be provided in the additional information section of the report.

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1.1.1.1.1

3. FINANCIAL AND TRADING PROSPECTS

The following table shows the financial and trading prospects for the period from 2010 to 2012. The figures are in million euros. The figures are preliminary and subject to audit.

| Year | Revenue | Operating Profit | EBITDA | Operating Profit Margin | EBITDA Margin |
|------|---------|------------------|--------|-------------------------|---------------|
| 2010 | 1,200 | 150 | 200 | 12.5% | 16.7% |
| 2011 | 1,300 | 180 | 220 | 13.8% | 16.9% |
| 2012 | 1,400 | 200 | 240 | 14.3% | 17.1% |

The following text further, summarizes the valuation certificate referred to the... the Group.

GREATER CHINA APPRAISAL LIMITED
漢華評值有限公司

Re: Valuation of various real properties in Hong Kong

(zGroup) (zCompany) (zReal Properties) (zvaluation date)

I. BASIS OF VALUATION

The valuation is based on the information provided by the client and the valuation date.

V. TITLESHP INVESTIGATION

THE TITLESHIP INVESTIGATION HAS BEEN CONDUCTED IN ACCORDANCE WITH THE REQUIREMENTS OF THE TITLESHIP INVESTIGATION ACT, AND THE RESULTS OF THE INVESTIGATION ARE AS FOLLOWS: [REDACTED]

VI. LIMITING CONDITIONS

THE RESULTS OF THE TITLESHIP INVESTIGATION ARE LIMITED TO THE INFORMATION PROVIDED TO THE TITLESHIP INVESTIGATOR, AND THE INVESTIGATOR DOES NOT GUARANTEE THE ACCURACY OF THE INFORMATION PROVIDED. [REDACTED]

1. 根據本報告內之資料，本公司之估值師已於 2011 年 11 月 11 日對該物業進行了估值。
 2. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。
 3. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。

4. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。
 5. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。

6. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。
 (zHK\$)

7. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。
 8. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。

9. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。

GREATER CHINA APPRAISAL LIMITED

Ms. Yuki Chan

10. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。
 11. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。

Mr. Andy Lee

12. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。
 13. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。

14. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。
 15. 該物業之估值乃根據該物業之現狀而作出，並未考慮該物業之任何發展潛力。

SUMMARY OF VALUES

| No. | Real Properties | Market Value in existing state as at 31 August 2023 |
|--------|------------------------|---|
| 1 | [Faint text] | 8 |
| 2 | [Faint text] | 8 |
| Total: | <u>HK\$261,000,000</u> | |

VALUATION CERTIFICATES

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

No. Real

(ii) *[Faint, illegible text]*

Market Value in
existing state as at
31 August 2023

(HK\$)

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| | Office 2 | Office 9 |
|--------|----------|----------|
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| (\$) | % | % |
| () | | |

Market Value in
existing state as at
31 August 2023

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(zZhuguang Holdings) %

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

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Long positions in the Shares

| Name of substantial Shareholder | Capacity | Number of Shares interested | Approximate percentage of the issued Shares (te 1) |
|---------------------------------|----------|-----------------------------|--|
| (zChina Cinda) | ↓ te 2) | 8 | % |
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| | | 8 | % |
| | % | 8 | % |
| | % | 8 | % |
| | % | 8 | % |

5. COMPETING INTERESTS

None

6. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS

None

7. MATERIAL ADVERSE CHANGE

None

8. EXPERT AND CONSENT

None

Name

Qualification

None

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11. DOCUMENTS ON DISPLAY

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN (zEGM)

(zCompany)

ORDINARY RESOLUTIONS

zTHAT

() (zFirst Sale and Purchase

Agreement

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() (zDirectors)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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Agreement

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Silver Grant International Holdings Group Limited
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(<https://spot-meeting.tricor.hk>)

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