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

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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**

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







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## DEFINITIONS

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1. "Company" shall mean the corporation organized under the laws of the State of New York, the name of which is set forth in the certificate of incorporation of the Company.

2. "Contract" shall mean any contract, agreement, lease, license, or other instrument, whether written or oral, which is entered into by the Company in the ordinary course of its business.

3. "Customer" shall mean any person or entity to whom the Company has sold or is selling its products or services.

4. "Employee" shall mean any person employed by the Company, whether full-time or part-time, and whether or not such person is entitled to receive a salary or other form of compensation.

5. "Fiscal Year" shall mean the fiscal year of the Company, which shall be the period from January 1 to December 31 of each year.

6. "Gross Revenue" shall mean the total amount of revenue received by the Company from its customers, before the deduction of any discounts, allowances, or other reductions.

7. "Net Revenue" shall mean the total amount of revenue received by the Company from its customers, after the deduction of all discounts, allowances, and other reductions.

8. "Operating Expenses" shall mean all expenses incurred by the Company in the ordinary course of its business, including but not limited to salaries, rent, utilities, and depreciation.

9. "Profit" shall mean the net revenue of the Company, less all operating expenses.

10. "Shareholder" shall mean any person or entity who owns or holds any shares of the common stock of the Company.

11. "Stock" shall mean the common stock of the Company.

12. "Term" shall mean the term of this agreement, which shall be for a period of five (5) years, commencing on the date hereof and terminating on the date which is five (5) years after the date hereof.

13. "This Agreement" shall mean the agreement between the Company and the Shareholder, which is set forth in the attached exhibits.

14. "We" shall mean the Company and the Shareholder, and "us" shall mean the Company and the Shareholder.

15. "You" shall mean the Shareholder.

16. "Your" shall mean the Shareholder's.

17. "Our" shall mean the Company's.

18. "Their" shall mean the Shareholder's.

19. "Its" shall mean the Company's.

20. "Theirs" shall mean the Shareholder's.

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**SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED**  
**銀建國**

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## LETTER FROM THE BOARD

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### Assets to be disposed of:

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\$ ( )

( Interest-bearing Loan ) ( )

\$ ( )

### First Consideration:

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... ( )

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( ) ... ( )

( ) ... ( )













## LETTER FROM THE BOARD

	For the year ended 31 December 2022 (audited) '000	For the year ended 31 December 2021 (audited) '000
Revenue	( )	( )
Operating profit	( )	( )
Profit before tax	( )	( )
Profit after tax	( )	( )
Dividend	( )	( )
Basic earnings per share	( )	( )
Diluted earnings per share	( )	( )
Operating profit per share	( )	( )
Profit before tax per share	( )	( )
Profit after tax per share	( )	( )
Dividend per share	( )	( )
Basic earnings per share	( )	( )
Diluted earnings per share	( )	( )
Operating profit per share	( )	( )
Profit before tax per share	( )	( )
Profit after tax per share	( )	( )
Dividend per share	( )	( )

### 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 (SPA) with [Name of Buyer] for the sale of [Name of Business/Asset]. The SPA is subject to certain conditions precedent, including the completion of due diligence and the approval of the relevant regulatory authorities. The Board believes that the SPA represents a strategic opportunity for the Company to realize value from its investment in [Name of Business/Asset] and to focus on its core business operations. The proceeds from the sale are expected to be used for [Purpose of Proceeds].

The Board has considered the SPA and believes that it is in the best interests of the Company and its shareholders. The SPA is subject to the approval of the shareholders at a general meeting of the Company. The Board will continue to provide updates on the progress of the SPA as it moves forward.







**ADDITIONAL INFORMATION**

1. The first part of the document is a list of items, including a table with columns for 'Item', 'Description', and 'Quantity'. The table contains several rows of data, including items like 'Office Supplies', 'Travel Expenses', and 'Miscellaneous'. The second part of the document is a summary table with columns for 'Category', 'Total', and 'Percentage'. The summary table shows the total for each category and the percentage of the total. The third part of the document is a list of items, including a table with columns for 'Item', 'Description', and 'Quantity'. The table contains several rows of data, including items like 'Office Supplies', 'Travel Expenses', and 'Miscellaneous'. The fourth part of the document is a summary table with columns for 'Category', 'Total', and 'Percentage'. The summary table shows the total for each category and the percentage of the total.



Contingent liabilities

As at 31 December 2015, the Group had no contingent liabilities. As at 31 December 2014, the Group had no contingent liabilities.

2. WORKING CAPITAL STATEMENT

The following table shows the working capital statement of the Group for the periods ended 31 December 2015 and 31 December 2014.

	2015	2014
Working capital at the beginning of the period	\$ 1,000,000	\$ 1,000,000
Working capital added during the period	1,000,000	1,000,000
Working capital used during the period	(1,000,000)	(1,000,000)
Working capital at the end of the period	\$ 1,000,000	\$ 1,000,000

The working capital statement shows that the Group's working capital remained constant at \$1,000,000 throughout the periods. The working capital added during the period was used to fund the Group's operations, resulting in no net change in working capital.

### 3. FINANCIAL AND TRADING PROSPECTS

The following table shows the financial and trading prospects for the period from 2015 to 2017. The data is presented in millions of euros.

Year	Revenue	Operating Profit	EBITDA	Operating Profit Margin	EBITDA Margin
2015	1,200	150	200	12.5%	16.7%
2016	1,300	180	220	13.8%	16.9%
2017	1,400	200	240	14.3%	17.1%

The table indicates a steady increase in both revenue and operating profit over the three-year period, with corresponding improvements in profit margins.





The following is the text of letter, memorandum and valuation certificate referred for the review of the report. The report received from Greater China Appraisal Limited, dated 21st November, 2023, with the valuation date of 31st August 2023 of the target real estate is included in the Report.

**GREATER CHINA APPRAISAL LIMITED**  
漢華評值有限公司



Re: Valuation of various real properties in Hong Kong

茲委聘漢華評值有限公司 (Greater China Appraisal Limited) (「評值公司」) 為本公司 (「貴公司」) 之附屬公司 (「貴集團」) 之各項物業 (「各項物業」) 進行估值。估值日期為 2023 年 8 月 31 日 (「估值日期」)。

**I. BASIS OF VALUATION**

The valuation is based on the information provided by the client and the valuation company. The valuation company has conducted a visual inspection of the properties and has reviewed the relevant documents. The valuation is based on the market value of the properties as at the valuation date.





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GREATER CHINA APPRAISAL LIMITED

Ms. Yuki Chan

... (G ),  
re\_t^r

Mr. Andy Lee

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## **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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**Market Value in  
existing state as at  
31 August 2023**  
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Adjustment Factor	Considerations
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%	...
%	...
%	...
%	...
%	...
%	...
%	...

Adjustment	Comparable 1	Comparable 2	Comparable 3	Comparable 4
%	%	%	%	%
%	%	%	%	%
%	%	%	%	%
%	%	%	%	%
%	%	%	%	%
%	%	%	%	%
%	%	%	%	%
%	%	%	%	%

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

\$







Note:

Shareholder Name	Shareholding Percentage	Shareholding Percentage of Underlying Shares
China Resources (China) Resources Limited (China Resources)	100%	100%
China Resources (China) Resources Limited (China Resources) (Rong De)	100%	100%
China Resources (China) Resources Limited (China Resources) (Zhuguang Holdings)	100%	100%
China Resources (China) Resources Limited (China Resources) (Splendid Reach)	100%	100%
China Resources (China) Resources Limited (China Resources) (Cinda HK)	100%	100%

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

Shareholder Name	Shareholding Percentage	Shareholding Percentage of Underlying Shares
China Resources (China) Resources Limited (China Resources)	100%	100%
China Resources (China) Resources Limited (China Resources) (Rong De)	100%	100%
China Resources (China) Resources Limited (China Resources) (Zhuguang Holdings)	100%	100%
China Resources (China) Resources Limited (China Resources) (Splendid Reach)	100%	100%
China Resources (China) Resources Limited (China Resources) (Cinda HK)	100%	100%

*Long positions in the Shares*

Name of substantial Shareholder	Capacity	Number of Shares interested	Approximate percentage of the issued Shares (Note 1)
中國人壽保險股份有限公司 (China Cinda)	直接持有 (Note 2)	1,000,000,000	10.00%
中國人壽保險股份有限公司 (China Cinda)	間接持有 (Note 2)	1,000,000,000	10.00%
星洲星洲有限公司 (Regent Star)	直接持有 (Note 2)	1,000,000,000	10.00%
星洲星洲有限公司 (Regent Star)	間接持有 (Note 3)	1,000,000,000	10.00%
星洲星洲有限公司 (Regent Star)	間接持有 (Note 3)	1,000,000,000	10.00%
星洲星洲有限公司 (Regent Star)	間接持有 (Note 3)	1,000,000,000	10.00%
星洲星洲有限公司 (Regent Star)	間接持有 (Note 3)	1,000,000,000	10.00%

Note 1:

1. The above information is based on the information provided by the substantial shareholders (Note 2).

2. The above information is based on the information provided by the substantial shareholders (Note 2). The percentage of the issued Shares is calculated based on the total number of issued Shares of 10,000,000,000.

3. The above information is based on the information provided by the substantial shareholders (Note 2). The percentage of the issued Shares is calculated based on the total number of issued Shares of 10,000,000,000.

4. The above information is based on the information provided by the substantial shareholders (Note 2). The percentage of the issued Shares is calculated based on the total number of issued Shares of 10,000,000,000.

*Long positions in the underlying Shares*

Name of substantial Shareholder	Capacity	Number of underlying Shares interested	Approximate percentage of the issued Shares (Note 1)
	(Note 2)	(Note 3)	%
	(Note 2)	(Note 3)	%
	(Note 2)	(Note 3)	%

Note 1

1. The number of Shares held by the substantial Shareholders is based on the information provided to the Company by the substantial Shareholders. The Company has not conducted any independent verification of the information provided by the substantial Shareholders. The Company is not aware of any other persons who hold Shares in the Company.

Note 2

2. The capacity in which the substantial Shareholders hold Shares is based on the information provided to the Company by the substantial Shareholders. The Company has not conducted any independent verification of the information provided by the substantial Shareholders.

**3. DIRECTORS' SERVICE CONTRACTS**

3.1. The Company has entered into service contracts with its directors. The details of these contracts are set out in the following table:

**4. LITIGATION**

4.1. The Company is not aware of any litigation or claims against the Company or its directors, officers or employees.

**5. COMPETING INTERESTS**

None of the directors has any competing interests in relation to the proposed transaction.

**6. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS**

None of the directors has any interests in assets, contracts or arrangements that are likely to conflict with the interests of the company.

None of the directors has any interests in assets, contracts or arrangements that are likely to conflict with the interests of the company.

**7. MATERIAL ADVERSE CHANGE**

None of the directors has any knowledge of any material adverse change in the financial position of the company.

**8. EXPERT AND CONSENT**

The directors have obtained the consent of the relevant experts.

**Name**

**Qualification**

None of the directors has any knowledge of any material adverse change in the financial position of the company.

None of the directors has any knowledge of any material adverse change in the financial position of the company.

( ) None of the directors has any knowledge of any material adverse change in the financial position of the company.

None of the directors has any knowledge of any material adverse change in the financial position of the company.



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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**

that the Extraordinary General Meeting (EGM) of the Company will be held on **Monday, 11th November 2014** at **11:00 a.m.** at the **Grand Hyatt Hotel, 11th Floor, 1111 Avenue of the Stars, Kowloon, Hong Kong** for the purpose of considering and approving the following resolutions:

**ORDINARY RESOLUTIONS**

**THAT**

- (1) To approve the **First Sale and Purchase Agreement** entered into between the Company and **China Everbright Group Limited** (the "Agreement") on **10th November 2014** and to authorize the Directors to execute all such documents and to do all such things as may be necessary to give effect to the Agreement.
- (2) To authorize the Directors to do all such things as may be necessary to give effect to the Agreement.

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# NOTICE OF EXTRAORDINARY GENERAL MEETING

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THAT

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

- ( )

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

te

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



This is a list of the rules for the game of Go. The rules are as follows:

1. The board is a 19x19 grid of intersections.

2. The pieces are black and white stones.

3. The game begins with black moving first.

4. A stone can be captured if it is surrounded by stones of the opposite color.

5. A stone cannot be immediately recaptured.

6. The game ends when a player passes or resigns.

7. The player with the most stones at the end of the game wins.

(Listing Rules)

The following are the rules for the game of Go:

1. The board is a 19x19 grid of intersections.

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