THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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(Incorporated in Hong Kong with limited liability)

(St⁹ck C⁹de: 171)

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

A notice 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) 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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Notice of Annual General Meeting AGM-1

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

"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.

SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

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RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board was comprised of eight Directors, of which Mr.

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

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) 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

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

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 one thanfiy'affaircetha22.4(wou43351.59ce)-cticableteeicablesufficable

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

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.

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.

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 M ain 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.

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;

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:

	Shares	
	Highest Price	**Lowest Price**
	HK$	HK$
Year 2025		
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
Year 2026		
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

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.

SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

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(Incorporated in Hong Kong with limited liability)

(St⁹ck C⁹de: 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.

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

(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

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

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6. “**THAT**

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.