Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take

the E f ective Date, the transactions contemplated under the Convertible Bonds held by Regent

Taking into consideration that as at the date of this announcement, Mr. Tang Lunfei, an

associates of Regent Star, both Mr. Tang Lunfei and Mr. Chen Zhiwei are considered to have

General

The Independent Board Committee, comprising all the independent non-executive Directors,

The Independent Financial Adviser has been appointed by the Company to advise the

EGM

The EGM will be convened and held for the Independent Shareholders to consider and, if

advice from the Independent Financial Adviser to the Independent Board Committee and the

The transactions contemplated under the Amendment Deed (including the Proposed Amendments) are subject to the fulfillment of the Conditions Precedent under the Amendment Deed, which may or may not proceed. Shareholders and potential investors are therefore reminded to exercise caution when dealing in the securities of the Company.

announcement shall have the same meanings as those defined in the Circular.

BACKGROUND

date of issue of the Convertible Bonds, and if that is not a Trading Day, the first Trading Day after

AMENDMENT DEED

Date

Parties

Issuer:		The Company
(ii)	Mr. Gao:	Mr. Gao Jian Min, who is an Independent Third Party
(iii)	Wonderfulsky:	Wonderful Sky Financial Group Holdings Limited, a company
		is an Independent Third Party
(iv)	Ms. Luk:	Ms. Luk Ching Sanna, who is an Independent Third Party
		Independent Third Party

Third Party

Instrument shall be adjusted from “The Convertible Bonds constitute direct, guaranteed,

pari passu
pari passu
unconditional obligations of the Company” to “The Convertible Bonds constitute direct,

pari passu
pari passu

Consideration

Announcement

Undertaking by the Subscribers

Outstanding Interest and the Relevant Fee by the Company within the respective prescribed

of the Amendment Deed and until the earlier of the Termination Date, the Long Stop Date,

(exclusive of the Termination Date, the Long Stop Date, the E f ective Date or the date when

2. subject to the full payment of the Relevant Fee by the Company on or before the prescribed

of the Relevant Fee by the Company, it shall not exercise the Conversion Rights, provided

Relevant Fee has been made by the Company, it shall refund the Relevant Fee in full to the

Conditions Precedent

The Proposed Amendments are subject to the following Conditions Precedent being ful f lled:

5. full payment of the Outstanding Interest and the Relevant Fee by the Company to the

If any of the Conditions Precedent shall not have been fulfilled at or before 11:59 p.m. on the Long

INFORMATION ON THE SUBSCRIBERS AND THE GUARANTOR

Excel Bright is an Independent Third Party.

Independent Third Party.

o f cer of the Company and an executive Director, who owns 34.06% of the issued share capital of

To the best of the knowledge, information and belief of the Directors having made all reasonable

Independent Third Party.

REASONS AND BENEFITS OF THE PROPOSED AMENDMENTS

The Company is an investment holding company, which is engaged in property investment and securities trading. The Group is principally engaged in property leasing and investments.

The Proposed Amendments, which are arrived at after arm's length negotiations between the

without the need to incur substantial additional fnancing costs to ful f l its obl atio, withe

Mr. Chu joined the Amendment Deed as a guarantor to confirm that the Guarantees shall continue

GENERAL

The Independent Board Committee, comprising all the independent non-executive Directors, has

The Independent Financial Adviser has been appointed by the Company to advise the Independent

EGM

The EGM will be convened and held for the Independent Shareholders to consider and, if thought

To the best of the Directors' knowledge, information and belief, having made all reasonable

from the Independent Financial Adviser to the Independent Board Committee and the Independent

DEFINITIONS

Precedent" under the section headed "AMENDMENT DEED" in

	respective bond certificates issued to the Subscribers in respect
“Guarantor” or “Mr. Chu”	Mr. Chu Hing Tsung, the chairman of the Board, a co-chief

”Independent Financial Adviser”	Opus Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong),

	or arrangement having a similar effect
"Trading Day"	a day when the Stock Exchange is open for dealing business,

Silver Grant International Holdings Group Limited
Chu Hing Tsung
Chairman, Co-Chief Executive Officer
and Executive Director

As at the date of this announcement, the Board comprises Mr. Chu Hing Tsung (Chairman and Co-Chief Executive Officer), Mr. Luo Zhihai, Mr. Tang Lunfei and Mr. Wang Ping as executive Directors; Mr. Chen Zhiwei as a non-executive Director; and Mr. Liang Qing, Mr. Zhang Lu and