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 accompanying 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED
銀

(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

A letter from the Board is set out on pages 7 to 19 of this circular.

A notice convening the extraordinary general meeting of the Company ("**EGM**") to be held at Room 1, 26/F, Guangzhou Jiayu Center, 769 Huacheng Avenue, Tianhe District, Guangzhou, Guangdong Province, the People's Republic of China on Monday, 11 December 2023 at 11:00 a.m. or any adjournment thereof is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy form for use in the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office,

CONTENTS

Definitions 1

Letter from the Board 7

Appendix I — Financial Information of the Group . . . . . App I-1

Appendix II — Property Valuation Report . . . . . App II-1

Appendix III — General Information . . . . . App III-1

Notice of Extraordinary General Meeting EGM-1

m

"Balance of First Initial Consideration"	the balance of the First Initial Consideration after deducting the

"Facilities"	all or any credit facilities granted or to be granted by the Mortgagee at any time or from time to time in favour of the Company including without limitation a secured term loan facility in the aggregate amount of HK$180,000,000 made to the Company pursuant to the Facility Agreement, the outstanding principal amount of which amounted to HK$150,000,000 as at the Latest Practicable Date
"Facility Agreement"	the facility agreement dated 17 December 2021 and entered into between the Company and the Mortgagee (as supplemented, modified or amended by the supplemental deed dated 5 January 2023 and entered into among the Company, SG Hainan, the Target Company and the Mortgagee) in relation to a secured term loan facility in the aggregate amount of HK$180,000,000 made to the Company
"First Completion"	completion of the First Disposal
"First Completion Date"	a date falling within 10 Business Days following the fulfillment (or waiver, as the case may be) of the First Conditions, or such other date as the Group and the First Purchaser may agree in writing, which must be a Business Day
"First Completion Management Accounts"	the proforma accounts of the Target Company (comprising a proforma statement of comprehensive income and a proforma statement of financial position) for the period commencing from 1 September 2023 and ending on, and as at, the First Completion Date
"First Conditions"	the conditions precedent to which the First Completion is subject as set out in the paragraph headed "Conditions precedent to First Completion" under the section headed "The Sale and Purchase Agreements" in the Letter from the Board in this circular
"First Consideration"	the total consideration for the First Disposal, after adjustments as set out in the paragraph headed "First Consideration" under the section headed "The Sale and Purchase Agreements" in the Letter from the Board in this circular
"First Deposit"	the deposit in the amount of HK$100,000,000 to be paid by the First Purchaser pursuant to the First Sale and Purchase Agreement

"First Deposit Payment Date"	a date falling within 3 Business Days after obtaining the Shareholders' approval in relation to, the Sale and Purchase Agreements and the respective transactions contemplated thereunder at the extraordinary general meeting of the

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mortgage Amount"	all moneys, present and future obligations and liabilities (whether actual or contingent) due, owing or incurred by the Company and/or SG Hainan and/or the Target Company from time to time to the Mortgagee in respect of the Facilities and all interest thereon and all other moneys, obligations and liabilities in respect of moneys which the Target Company and/or the Company and/or SG Hainan covenant to pay to the Mortgagee under the Facility Agreement and other finance documents as referred to in the Facility Agreement, which is not expected to be more than HK$155,100,000 (which was determined by reference to (i) the outstanding principal amount of the Facilities as at the date of the First Sale and Purchase Agreement of HK$150,000,000; and (ii) the estimated amount of the outstanding interest accrued thereon up to the First Completion Date) as at the First Completion Date
"Mortgagee"	CMBC Capital Finance Limited, the person who provided the Facilities under the Facility Agreement, the mortgagee under the mortgages over the Target Properties, and the chargee under the share charge over the Sale Interest, which is a wholly-owned subsidiary of CMBC Capital Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1141) and engaged in provision of financial services
"Mr. Gao"	Mr. Gao Jian Min
"Mr. Liu"	Mr. Liu Tianni
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
"Property Valuation Report"	the property valuation report issued by Greater China Appraisal Limited in relation to the market value of the Target Properties as at which

"Sale Loan"	all amounts, including principal and interest owing by the Target Company to the Company as at the First Completion Date, which amounted to approximately HK$98,535,000 and HK$98,740,000 as at 31 August 2023 and the Latest Practicable Date, respectively
"Second Completion"	completion of the Second Disposal
"Second Completion Date"	a date falling within 10 Business Days after the fulfillment of the Second Conditions, or such other date as the Company and the Second Purchaser may agree in writing
"Second Conditions"	the conditions precedent to which Second Completion is subject as set out in the paragraph headed "Conditions precedent to Second Completion" under the section headed "The Sale and Purchase Agreements" in the Letter from the Board in this circular
"Second Consideration"	the consideration of HK$70,000,000 for the Second Disposal
"Second Deposit"	the deposit in the amount of HK$20,000,000 to be paid by the Second Purchaser pursuant to the Second Sale and Purchase Agreement
"Second Deposit Payment Date"	a date falling within 3 Business Days after obtaining the Shareholders' approval in relation to, the Sale and Purchase Agreements and the respective transactions contemplated thereunder at the extraordinary general meeting of the Shareholders to consider and if thought fit to pass and approve the resolution(s) in relation to, inter alia, the aforesaid matters (or such other date the Company and the Second Purchaser may agree in writing)
"Second Disposal"	the disposal of the Second Properties pursuant to the Second Sale and Purchase Agreement
"Second Long Stop Date"	31 December 2023 (or such other date as the Company and the Second Purchaser may agree in writing)
"Second Properties"	the duplex apartment 9B on 9/F &

"Second Sale and Purchase Agreement"	the sale and purchase agreement dated 11 October 2023 and entered into between the Company and the Second Purchaser in relation to the Second Disposal
"SG Hainan"	Silver Grant Hainan Investment (BVI) Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
"SFO"	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
"Shareholder(s)"	holder(s) of the Shares
"Shares"	shares of the Company with no par value
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Real China Development Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
"Target Properties"	the First Properties and the Second Properties
"%"	per cent.



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED
銀

Chu Hing Tsung (alias Zhu Qing Yi)
(m)
Chen Yongcun *( )*
Luo Zhihai
Tang Lunfei
Weng Jian

Chen Zhiwei

Liang Qing
Zhang Lu
Hung Muk Ming

THE SALE AND PURCHASE AGREEMENTS

The First Sale and Purchase Agreement

Date: 11 October 2023

Parties:

(i) The Company, as one of the vendors;

(ii) SG Hainan, as the other vendor; and

(iii) The First Purchaser, as the purchaser.

The First Purchaser is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. The First Purchaser is owned by Mr. Gao, Mr. Liu, Mr. Sung Yeung Leon and Ms. Zhao Jane Qiao (the spouse of Mr. Gao) as to 30%, 30%, 20% and 20%, respectively.

Mr. Gao was an executive Director and the managing Director (also taking up the role as the chief executive officer of the Company) from June 1993 to September 2019 and a non-executive Director from September 2019 to December 2019. He was also a director of a number of the subsidiaries of the Company when he was a Director. He was responsible for formulating business strategies of the Group and overseeing and managing the business and operations of the Group.

Mr. Liu was appointed as (a) the deputy general manager of the Company from 1994 to 2005; and (b) an executive Director and the deputy managing Director from May 2001 to January 2019. He was also a director of a number of the subsidiaries of the Company when he was a Director. Mr. Liu was responsible for overseeing and managing the business and operations of the Group.

Mr. Sung Yeung Leon was a senior manager and deputy general manager of the Company from July 1995 to June 2006 and from July 2006 to January 2019 respectively. He was also a director of a number of the subsidiaries of the Company from October 2004 to July 2019. He was responsible for assisting in overseeing and managing the daily operations of the Group.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the First Purchaser and its ultimate beneficial owners are Independent Third Parties and as at the Latest Practicable Date, none of Mr. Gao, Mr. Liu, Mr. Sung Yeung Leon and Ms. Zhao Jane Qiao held any interests in the Company.

Assets to be disposed of:

The Company and SG Hainan have conditionally agreed to sell, and the First Purchaser has conditionally agreed to acquire, the Sale Interest (i.e. 100% of the issued shares of the Target Company). The Company has conditionally agreed to sell, and the First Purchaser has conditionally agreed to acquire, the Sale Loan. As at the Latest Practicable Date, the Sale Loan in the amount of approximately HK$98,740,000 consisted of (a) an unsecured non-interest bearing shareholder's loan of approximately HK$62,175,000, which was advanced in 1996 and repayable on demand; (b) an unsecured shareholder's loan of approximately HK$35,227,000 bearing interest at Hong Kong prime lending rate per annum, which was advanced in 1996 and repayable on demand ("**Interst-bearing Loan**"); and (c) the interest accrued on the Interest-bearing Loan of approximately HK$1,338,000. There is no loan agreement entered into between the Company and the Target Company in respect of such loans.

First Consideration:

The First Consideration shall be calculated as follows:

First Consideration = First Initial Consideration + Sum X – Sum Y

Where:

Sum X = the aggregate amount of the following tangible assets of the Target Company for the periods up to (and including) the First Completion Date as shown in the First Completion Management Accounts:

(a) the aggregate amount of any cash and bank balance as shown in the First Completion Management Accounts (if any);

(b) sums receivable on account of management fee deposits, utilities deposits, and any other deposits or funds (if any) in respect of the First Properties; and

(c) prepayments already paid on account of government rents and rates, management fees and other outgoings and expenses relating to the First Properties;

Sum Y = the aggregate of the following:

(a) the aggregate amount of the liabilities (except the Sale Loan and deferred tax liabilities) of the Target Company (whether actual or contingent) as at the First Completion Date as shown in the First Completion Management Accounts; and

(b) accruals and provisions for outstanding expenses, outgoings, charges and costs (including government rents and rate, management fees and utility charges and other administrative and operating expenses and duties, but excluding deferred tax liabilities) payable in respect of the First Properties for the periods up to (and including) the First Completion Date;

provided that the balance of Sum X after deducting Sum Y shall be capped at HK$500,000.

If (1) the First Consideration calculated with reference to the First Completion Management Accounts is less than the First Initial Consideration paid by the First Purchaser, the Company and SG Hainan shall repay to the First Purchaser the excess amount within 5 Business Days from the date of receipt of the First Completion Management Accounts; or (2) the First Consideration calculated with reference to the First Completion Management Accounts is more than the First Initial Consideration paid by the First Purchaser, the First Purchaser shall pay to the Company and SG Hainan the amount of such shortfall within

Basis of the First Consideration:

The First Consideration was determined after arm's length negotiations between the Group and the First Purchaser on normal commercial terms after taking into account (i) the First Properties Valuation; and (ii) the unaudited net asset value of the Target Company as at 31 August 2023 of approximately HK$66,351,000.

Conditions Precedent to First Completion:

First Completion is conditional upon and subject to the following First Conditions:

(1) the obtaining of the approval of the Shareholders in relation to the First Sale and Purchase Agreement and the transactions contemplated thereunder in accordance with the Listing Rules;

(2) the obtaining of all necessary consents and approvals from third party in respect of the First Sale and Purchase Agreement and the transactions contemplated thereunder, if applicable;

(3) the Company and SG Hainan having shown, given and proved that the Target Company has a good title to the First Properties in accordance with Sections 13 and 13A of the Conveyancing and Property Ordinance (Cap. 219 of the Laws of Hong Kong);

(4) the Company and SG Hainan having good title to the Sale Interest (free from all Encumbrances) and the Company having good title to the Sale Loan (free from all Encumbrances);

(5) the representations, warranties, undertakings or indemnities made or given by the Company and SG Hainan to the First Purchaser remaining true, complete and accurate and not misleading as at the First Completion in all material aspects; and

(6) the First Purchaser having completed the due diligence review on the Target Company and being reasonably satisfied with the result thereof.

First Conditions (1) and (2) set out above cannot be waived by any party to the First Sale and Purchase Agreement. The First Purchaser may in its absolute discretion at any time waive in writing any of the First Conditions (3) to (6) set out above or any part thereof.

In the event that (a) the above First Conditions are not fulfilled (unless, in the case of First Conditions (3) to (6) set out above, waived by the First Purchaser in whole or in part) on or before the First Long Stop Date, or (b) the First Sale and Purchase Agreement becomes unconditional but the Second Sale and Purchase Agreement does not become unconditional on or before the First Long Stop Date, or (c) the Second Sale and Purchase Agreement is terminated (whichever the earlier), the First Sale and Purchase Agreement and the transactions contemplated thereunder shall terminate and be null and void, and that the First Sale and Purchase Agreement shall have no further effect and no party to the First Sale and Purchase Agreement shall have any liability to any other party, save with respect to any antecedent breaches of the First Sale and Purchase Agreement.

First Completion:

Subject to the fulfilment or (as the case may be) waiver of the First Conditions, First Completion shall take place on the First Completion Date.

As at the Latest Practicable Date, the Group owned 100% of the issued shares of the Target Company. Immediately after First Completion, the Group will cease to own any issued share of the Target Company and the Target Company will cease to be a subsidiary of the Company and its financial results will cease to be consolidated into the results of the Group.

If the First Purchaser fails to complete the purchase of the Sale Interest or the Sale Loan in accordance with the terms and conditions of the First Sale and Purchase Agreement (other than as a result of the default of the Company and SG Hainan), the Company and SG Hainan may forthwith determine the First Sale and Purchase Agreement and the Company and SG Hainan shall be entitled to forfeit out of the First Deposit paid a sum equivalent to 10% of the First Initial Consideration as liquidated damages and the Company and SG Hainan shall have no further claim against the First Purchaser.

If the Company and SG Hainan fail to complete the sale of the Sale Interest or the Sale Loan in accordance with the terms and conditions of the First Sale and Purchase Agreement (other than as a result of the default of the First Purchaser), the First Purchaser may forthwith determine the First Sale and Purchase Agreement and the Company and SG Hainan shall immediately compensate the First Purchaser with a refund of all the First Deposit paid by the First Purchaser, together with a sum equivalent to 10% of the First Initial Consideration as liquidated damages and the First Purchaser shall have no further claim against the Company and SG Hainan.

The Second Sale and Purchase Agreement

Date: 11 October 2023

Parties:

(i) The Company, as the vendor; and

(ii) The Second Purchaser, as the purchaser.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Second Purchaser is an Independent Third Party and did not hold any interest in the Company as at the Latest Practicable Date.

Assets to be disposed of:

The Company has conditionally agreed to sell, and the Second Purchaser has conditionally agreed to acquire, the Second Properties.

Second Consideration:

The Second Consideration is HK$70,000,000, which shall be paid by the Second Purchaser in the following manner:

(1) the Second Deposit in the amount of HK$20,000,000 shall be paid as deposit and in part payment of the Second Consideration by the Second Purchaser to the Company on the Second Deposit Payment Date upon the Company producing satisfactory documentary proof issued by the Mortgagee or its solicitors, at least 5 Business Days prior to the Second Deposit Payment Date showing that the Mortgage Amount shall not be more than HK$155,100,000 as at the Second Deposit Payment Date; and

(2) the Balance of Second Consideration in the amount of HK$50,000,000 shall be paid by the Second Purchaser to the Company on the Second Completion Date upon the Company producing satisfactory documentary proof issued by the Mortgagee or its solicitors at least 5 Business Days prior to the Second Completion Date showing that the Mortgage Amount shall not be more than HK$155,100,000 as at the Second Completion Date.

Basis of the Second Consideration:

The Second Consideration was determined after arm's length negotiations between the Company and the Second Purchaser on normal commercial terms after taking into account the preliminary valuation of the Second Properties as at 31 August 2023 of HK$80,500,000 as assessed by an independent qualified valuer using the comparison approach.

Conditions Precedent to Second Completion:

Second Completion is conditional upon and subject to the following Second Conditions:

(1) the obtaining of the approval of the Shareholders in relation to the Second Sale and Purchase Agreement and the transactions contemplated thereunder in accordance with the Listing Rules; and

(2) the obtaining of all necessary consents and approvals from third party in respect of the Second Sale and Purchase Agreement and the transactions contemplated thereunder, if applicable.

Neither of the Second Conditions set out above can be waived by the Second Purchaser or the Company.

In the event that (a) the above Second Conditions are not fulfilled on or before the Second Long Stop Date, or (b) the Second Sale and Purchase Agreement becomes unconditional but the First Sale and Purchase Agreement does not become unconditional on or before the Second Long Stop Date, or (c) the First Sale and Purchased Agreement is terminated (whichever the earlier), the Second Sale and Purchase Agreement and the transactions contemplated thereunder shall terminate and be null and void, and the Second Sale and Purchase Agreement shall have no further effect, in which case the parties to the Second Sale and Purchase Agreement shall at their own costs enter into a cancellation agreement to rescind the Second Disposal and

all the deposits paid to the Company will be refunded to the Second Purchaser in full within 7 days after the lapse of the Second Sale and Purchase Agreement but without any interest costs or compensation and neither party to the Second Sale and Purchase Agreement shall have any other claim against the other thereon, save with respect to any antecedent breaches of the Second Sale and Purchase Agreement.

Second Completion:

Subject to the fulfilment of the Second Conditions, Second Completion shall take place on the Second Completion Date.

If the Second Purchaser fails to complete the purchase of the Second Properties in accordance with the terms and conditions of the Second Sale and Purchase Agreement (other than for the default of the Company), the Company may forthwith determine the Second Sale and Purchase Agreement by giving notice of termination in writing to the Second Purchaser or the Second Purchaser's solicitors to such effect and the Company shall thereupon be entitled to re-enter upon the Second Properties and repossess the same if possession shall have been given to the Second Purchaser free from any right or interest of the Second Purchaser therein and the Company shall be entitled to forfeit out of the Second Deposit a sum equivalent to 10% of the Second Consideration as liquidated damages (and not as a penalty) and to recover from the Second Purchaser such further damages (if any) which the Company may sustain by reason of such failure on the part of the Second Purchaser.

If the Company fails to complete the sale of the Second Properties in accordance with the terms and conditions of the Second Sale and Purchase Agreement, the Second Purchaser may forthwith determine the Second Sale and Purchase Agreement by giving notice of termination in writing to the Company or the Company's solicitors to such effect and all moneys paid by the Second Purchaser to the Company pursuant to the provisions of the Second Sale and Purchase Agreement shall be forthwith returned to the Second Purchaser who shall also be entitled to recover from the Company a sum equivalent to 10% of the Second Consideration as liquidated damages and such further damages (if any) which the Second Purchaser may sustain by reason of such failure on the part of the Company.

INFORMATION ON THE TARGET COMPANY AND THE TARGET PROPERTIES

2021 and 31 December 2022:

	For the year ended 31 December 2022	For the year ended 31 December 2021
	( )	*( )*
	000	*000*
Net loss before taxation and extraordinary items	(22,360)	(458)
Net loss after taxation and extraordinary items	(19,066)	(779)

The unaudited net assets and the unaudited total assets of the Target Company as at 31 August 2023 were approximately HK$66,351,000 and approximately HK$180,641,000, respectively.

The Second Properties, which are residential properties that are currently vacant, are subject to a mortgage executed in favour of the Mortgagee. The Second Properties were leased to an Independent Third Party for a term from 16 April 2017 to 15 April 2019 at the monthly rental of HK$110,000. The Second Properties have been vacant since the expiry of such tenancy. The Second Properties are classified as investment properties of the Group. The carrying value of the Second Properties as shown in the unaudited financial statements of the Company for the eight months ended ,351,000

The Group expects to recognise (i) an unaudited gain of approximately HK$34,435,000 from the First Disposal, which is calculated with reference to the difference between (a) the First Consideration; and (b) the aggregate of (aa) the estimated unaudited net assets of the Target Company as recorded in the Group's unaudited financial statements at First Completion (which have taken into account of the Sale Loan); and (bb) the estimated costs, expenses and taxes to be incurred in connection with the First Disposal; and (ii) an unaudited loss of approximately HK$11,000,000 from the Second Disposal, which is calculated with reference to

LISTING RULES IMPLICATION

As 50% of the issued shares of the First Purchaser are owned by Mr. Gao and his spouse, and the Second Purchaser is a son of Mr. Gao, the First Purchaser and the Second Purchaser are connected or otherwise associated with each other and thus

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM or any adjournment thereof, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (**https://spot-emeeting.tricor.hk**) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not later than 48 hours (excluding any part of a day that is48

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully
On behalf of the Board

1. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 September 2023, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this circular, the Group had the following outstanding indebtedness:

Secured bank loans

As at 30 September 2023, the Group had outstanding secured bank loans of approximately RMB118,500,000 (equivalent to approximately HK$129,085,000), which were secured by the following: (i) certain properties owned by the Group; and (ii) corporate guarantees executed by E ¾ o ¿ J Э ₦ (East Gate (Beijing) Property Management Co., Ltd.*) ("**East Gate**") and the Company.

Unsecured bank loans

As at 30 September 2023, the Group had outstanding unsecured bank loans of approximately RMB58,600,000 (equivalent to approximately HK$63,834,000).

Other borrowings – secured

As at 30 September 2023, the Group had outstanding secured other borrowings of approximately HK$149,200,000 and RMB3,084,452,000 (equivalent to approximately HK$3,359,970,000), which were secured by the following: (i) certain properties owned by the Group; (ii) corporate guarantees executed by (a) East Gate; and (b) the Company; and (iii) personal guarantee executed by Mr. Chu Hing Tsung ("**Mr. Chu**") and Mr. Chen Yongcun ("**Mr. Chen**").

Other borrowings – unsecured

As at 30 September 2023, the Group had outstanding unsecured other borrowings of approximately RMB25,481,000 (equivalent to approximately HK$27,757,000).

Lease liabilities

As at 30 September 2023, the Group had outstanding lease liabilities amounting to RMB39,296,000 (equivalent to approximately HK$42,806,000).

Charge on assets

As at 30 September 2023, the Group pledged certain investment properties and leasehold land and buildings with an aggregate carrying value of approximately HK$2,157,507,000 and approximately HK$179,942,000, respectively, to secure general banking facilities granted to the Group, other loans and other payables to an independent third party.

* *m*

Contingent liabilities

As at 30 September 2023, the Group provided corporate guarantees of approximately HK$3,084,215,000 in respect of the loans granted to a joint venture of the Company. Save as disclosed above, the Group did not have any other significant contingent liabilities as at 30 September 2023.

Save as the aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade and other payables in its ordinary course of business, the Group did not have any other loan capital issued or agreed to be issued, or any outstanding bank overdrafts, loans, debt

3. FINANCIAL AND TRADING PROSPECTS

Looking forward to the coming six months, it is expected that China's economy will still face various difficulties and challenges, such as insufficient domestic demand, difficult local business environment and pressures from geopolitical tensions. On 19 July 2023, the Opinions of the Central Committee of the Chinese Communist Party and the State Council on

Upon First Completion and Second Completion, the unaudited consolidated total assets of the Group would decrease by approximately HK$261.1 million and the unaudited consolidated total liabilities of the Group would decrease by approximately HK$24.7 million as a result of the Disposals.

Earnings

The Group expects to recognise (i) an unaudited gain of approximately HK$34,435,000 from the First Disposal, which is calculated with reference to the difference between (a) the First Consideration; and (b) the aggregate of (aa) the estimated unaudited net assets of the Target Company as recorded in the Group's unaudited financial statements at First Completion (which have taken into account of the Sale Loan); and (bb) the estimated costs, expenses and taxes to be incurred in connection with the First Disposal; and (ii) an unaudited loss of approximately HK$11,000,000 from the Second Disposal, which is calculated with reference to the difference between (a) the Second Consideration; and (b) the aggregate of (aa) the estimated carrying value of the Second Properties as recorded in the Group's unaudited financial statements at Second Completion; and (bb) the estimated costs, expenses and taxes to be incurred in connection with the Second Disposal. The actual amounts of the respective gain(s) or loss(es) as a result of the Disposals to be recorded by the Group are subject to the audit to be performed by the Company's auditors.

As the Target Company and the Second Properties did not generate any revenue from third party in the year ended 31 December 2022, save as disclosed above, there will not be any other impact on the earnings of the Group as a result of any of the Disposals.

The actual amounts of the consolidated assets and liabilities of the Group upon First Completion and/or Second Completion and the gain or loss as a result of the Disposals to be recorded by the Group are subject to the audit to be performed by the Company's auditors.

mm

m G *m*

31 *2023*

G

[redacted]

Room 304, 3/F
Shui On Centre
6-8 Harbour Road
Wanchai, Hong Kong

22 November 2023

The Board of Directors
Silver Grant International Holdings Group Limited
Suite 4901, 49th Floor, Office Tower
Convention Plaza Office Tower
1 Harbour Road
Wanchai
Hong Kong

Dear Sirs,

Re: Valuation of various real properties in Hong Kong

In accordance with your instructions to value certain real property interests to be disposed of by Silver Grant International Holdings Group Limited (referred to as the [redacted]

V. TITLESHIP INVESTIGATION

We have caused searches made at the Land Registry in Hong Kong in respect of the real property interests. However, we have not searched the original documents to verify ownership or to ascertain the existence of any amendments which do not appear on the copy handed to us.

All legal documents disclosed in this report, if any, are for reference only and no responsibility is assumed for any legal matters concerning the legal title to the real property interests set out in this report.

VI. LIMITING CONDITIONS

We have inspected the exterior and, where possible, the interior of the Real Properties. However, no structural survey has been made and we are therefore unable to report as to whether the Real Properties are free from rot, infestation or any other structural defects. No tests were carried out on any of the services.

We have not carried out detailed site measurements to verify the correctness of the areas in respect of the Real Properties but have assumed that the areas shown on the relevant documents provided to us are correct. Based on our experience of valuation of similar real properties, we consider the assumptions so adopted are reasonable. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

In the course of our valuation, we have examined all relevant documentation, we have relied to a very considerable extent on the information given by the Group and have accepted advice given to us by it on ttTdfajfDFDPP3SzSTdf”matters)Tj3’FzjPDSzSTdf”as)Tjf’F:z30SzSplancerning

In valuing the real property interests, we have complied with the requirements contained in the HKIS Valuation Standards (2020 Edition) published by The Hong Kong Institute of Surveyors and the RICS Valuation – Global Standards (effective from 31 January 2022) published by The Royal Institution of Chartered Surveyors.

Site inspection of the Real Properties was conducted in August 2023 by Mr. Derrick Chau (BSc). The completed real properties were maintained in a reasonable condition commensurate with their ages and uses and equipped with normal building services.

Unless otherwise stated, all monetary amounts stated herein are dominated in the currency of Hong Kong Dollars ("**HK$**").

We enclose herewith the summary of values and valuation certificates.

This valuation report is issued subject to our General Service Conditions.

Yours faithfully,
For and on behalf of
GREATER CHINA APPRAISAL LIMITED

Ms. Yuki Chan **Mr. Andy Lee**
(G)

Ms. Yuki Chan is a Chartered Surveyor who has more than 10 years of real property valuation experience in Hong Kong, the PRC and the Asia-Pacific region.

Mr. Andy Lee is a Chartered Surveyor who has more than 10 years of real property valuation experience in Hong Kong, the PRC and the Asia-Pacific region.

SUMMARY OF VALUES

No.	Real Properties	Market Value in existing state as at 31 August 2023 ( )
Group I — Real property interest held for investment and to be disposed of by the Group in Hong Kong		
1.	Duplex Apartment 9B on 9th Floor & 10th Floor and Car Parking Space No. 106 on 2nd Level Basement, No. 6A Bowen Road, Hong Kong	80,500,000
Group II — Real property interest held for owner-occupation and to be disposed of by the Group in Hong Kong		
2.	Offices 1, 2 and 9 on 49th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Hong Kong	180,500,000
	Total:	**HK$261,000,000**

VALUATION CERTIFICATES

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

No.	Real

(v) In the course of our valuation of the residential portion of the Real Property, we have made reference to various sale transactions of similar real properties within the locality having similar characteristics. The selection criteria for the comparables are as follows:–

1) Situated within Mid-levels;

2) Effective saleable area in the range of about 1,800 square feet to 3,000 square feet;

3) Situated below 40th Floor; and

4) Duplex residential unit.

Details of the comparable properties for the residential portion of the Real Property are shown as follows:

	Comparable 1	**Comparable 2**	**Comparable 3**	**Comparable 4**
Name of Development	Royal Court	Dynasty Court	The Morgan	Royal Court
Tower	–	2	–	–
Address	3 Kennedy Road	23 Old Peak Road	31 Conduit Road	3 Kennedy Road
District	Mid-Levels	Mid-Levels	Mid-Levels	Mid-Levels
Completion Year	1989	1991	2016	1989
Floor	38 and 39	22 and 23	28 and 29	36 and 37
Unit	C	B	C	B
Approximate Effective Saleable Area (sq.ft.)	1,848	2,411	2,420	2,217
Date of Instrument	28 March 2023	15 June 2022	25 March 2022	7 May 2021
Consideration (HK$)	61,000,000	110,800,000	138,000,000	81,800,000
Approximate Unit Rate on the basis of Effective Saleable Area (HK$/sq.ft.)	33,009	45,956	57,025	36,897

Appropriate adjustments have been made to reflect the differences between the selected comparables and the residential portion of the Real Property in terms of time, age, floor, location, size, facilities and view. Details of considerations for the adjustment factors are shown as follows:

Adjustment Factor	**Considerations**
Time	Adjustments have been made to reflect the changes in the market conditions over a period of time.
Age	It is generally accepted that, buildings depreciate over times, properties in more recently buil.

Adjustment Factor	Considerations
Facilities	Properties with more comprehensive facilities such as club house, landscape area etc. in the development usually command a higher unit rate.
View	Generally, properties with a better view would command a higher unit rate than those with a worse view.

List of the comparables with each of their adjustments made and the resulting adjusted unit rates are tabulated as follows:

Adjustment	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Time	-2%	-8%	-6%	-6%
Floor	-24%	-6%	-8%	-13%
Building characteristic (Age, Location, Facilities, View and size)	-1%	-16%	-29%	1%
Total Adjustment	-27%	-30%	-43%	-18%
Adjusted Unit Rate on the basis of Effective Saleable Area (HK$/sq.ft.)	24,097	32,169	32,504	30,256

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

HK$29,800

(vi) In the course of our valuation of car parking space of the Real Property, we have made reference to various sale transactions of similar real properties within the locality having similar characteristics. The selection criteria for the comparables are as follows:–

1) Private car parking space;

2) Situated within Mid-levels;

3) Situated within residential development with similar age; and

4) Unit Rate in the reasonable range of about HK$1,500,000 to HK$1,800,000 per car parking space.

Details of the comparable properties for the car parking space are shown as follows:

	Comparable 1	Comparable 2	Comparable 3	Comparable 4	Comparable 5	Comparable 6	Comparable 7	Comparable 8
Name of Development	Scenecliff	Albron Court	Jing Tai Garden Mansion	Albron Court	Peaksville	Valiant Park	Valiant Park	Grandview Tower
Address	33 Conduit Road	99 Caine Road	27 Robinson Road	99 Caine Road	74 Robinson Road	52 Conduit Road	52 Conduit Road	128-130 Kennedy Road
District	Mid-Levels	Mid-Levels	Mid-Levels	Mid-Levels	Mid-Levels	Mid-Levels	Mid-Levels	Mid-Levels
Floor	3	LG4	3	LG3	CP2	CPL1	CPL4	G3
No. of car parking space	2	1	1	1	1	1	1	1
Date of Instrument	24 August 2023	9 August 2023	5 May 2023	20 April 2023	23 March 2023	11 March 2023	20 February 2023	17 February 2023
Consideration (HK$)	3,104,000	1,800,000	1,760,000	1,600,000	1,600,000	1,638,000	1,680,000	1,628,000
Unit Rate (HK$ per car parking space)	1,552,000	1,800,000	1,760,000	1,600,000	1,600,000	1,638,000	1,680,000	1,628,000

Appropriate adjustments have been made to reflect the difference between the selected comparables and the car parking space of the Real Property in terms of time and level. Details of considerations for the adjustment factors are shown as follows:

Adjustment Factor	Considerations
Time	Adjustments have been made to reflect the changes in the market conditions over a period of time.
Level	Car parking space near ground floor enjoy better accessibility and hence command a higher unit rate.

List of the comparables with each of their adjustments made and the resulting adjusted unit rates are tabulated as follows:

Adjustment	Comparable 1	Comparable 2	Comparable 3	Comparable 4	Comparable 5	Comparable 6	Comparable 7	Comparable 8
Total Adjustment (Time and Level)	2%	2%	3%	-1%	-2%	-4%	3%	1%
Adjusted Unit Rate (HK$ per car parking space)	1,583,040	1,836,000	1,812,800	1,584,000	1,568,000	1,572,480	1,730,400	1,644,280

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

HK$1,700,000

(vii) The details breakdown of the market value of the Real Property as at valuation date is shown as follows:

	Market Value in existing state as at 31 August 2023 *( )*
Residential unit	78,800,000
Car parking space	1,700,000
Total:	80,500,000

Group II — Real property interest held for owner-occupation and to be disposed of by the Group in Hong Kong

No.	Real Property	Descriptions and Tenure	Particulars of Occupancy	Market Value in existing state as at 31 August 2023 ( )
2.	Offices 1, 2 and 9 on 49th Floor,			

(i) The registered owner of the Real Property is Real China Development Limited via Memorial Nos. UB6591799 and 08082701950062 dated 29 March 1996 and 31 July 2008 respectively.

(ii) The Real Property is subject to an Occupation Permit No. H29/90 via Memorial No. UB4501042 dated 7 March 1990.

(iii) The Real Property is subject to a Deed of Mutual Covenant

Appropriate adjustments have been made to reflect the difference between the selected comparables and the reference unit, Office 1 of the Real Property in terms of time, age, floor, location, quality, size and view. Details of considerations for the adjustment factors are shown as follows:

Adjustment Factor	Considerations
Time	Adjustments have been made to reflect the changes in the market conditions over a period of time.
Age	It is generally accepted that, buildings depreciate over times, properties in more recently built developments would command a higher unit rate.
Floor	Properties on higher floor level enjoy better ventilation, better privacy and less affected by noise from busy traffic on ground and hence command a higher unit rate.
Location	Properties in neigbourhood with better accessibility and better public security usually command a higher unit rate.
Quality	Properties with better building quality would fetch a higher unit rate.
Size	Smaller-size units usually fetch a higher unit rate whilst a quantum discount would normally be allowed for larger-size premises.
View	Generally, properties with a better view would command a higher unit rate than those with a worse view.

List of the comparables with each of their adjustments made and the resulting adjusted unit rates are tabulated as follows:

Adjustment	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Time	-3%	-2%	-8%	-8%
Floor	5.2%	4.6%	3.6%	3.8%
Building characteristic (Age, Location, Quality, View and Size)	9%	9%	8%	9%
Total Adjustment	11.2%	11.6%	3.6%	4.8%
Adjusted Unit Rate on the basis of saleable area (HK$/sq.ft.)	41,889	42,606	43,944	42,675

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

HK$42,800

Having assessed the unit rate for the reference unit, Office 1 by the above analysis, adjustments have been made to reflect the differences between it and the remaining units of the Real Property (i.e. Office 2 and Office 9) in terms of size and view. List of the remaining units of the Real Property with each of their adjustments made and the resulting adjusted unit rates are tabulated as follows:

	Office 2	**Office 9**
Saleable Area (sq.ft.)	1,462	1,067
Total adjustment (View and Size)	1%	-4%
Approximate Adjusted Unit Rate on the basis of saleable area (HK$/sq.ft.)	43,200	41,100

(ix) The details breakdown of the market value of the Real Property as at valuation date is shown as follows:

	Market Value in

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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 Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV

1. The total number of issued Shares as at the Latest Practicable Date (i.e. 2,304,849,611 Shares) had been used for the calculation of the approximate percentage of shareholdings in the Company.

2. Mr. Chu directly holds 34.06% of the issued shares of Rong De Investments Limited ("**Rong De**"), which in turn holds approximately 65.60% of the issued shares of Zhuguang Holdings Group Company Limited ("**Zhuguang Holdings**"), which in turn holds 100% of the issued shares of Splendid Reach Limited ("**Splendid Reach**"), the beneficial owner of such 680,750,022 Shares. Accordingly, Mr. Chu, Rong De and Zhuguang Holdings are deemed to be interested in such 680,750,022 Shares pursuant to Part XV of the SFO.

3. Weng Jian is the spouse of Yang Jingxiu and under Part XV of SFO, he is deemed to be interested in all the shares in which Yang Jingxiu is interested or deemed to be interested.

g :t : th h r :

Name of substantial Shareholder	Capacity	Number of Shares interested	Approximate percentage of the issued Shares *(1)*
China Cinda Asset Management Co., Ltd. ("**China Cinda**")	Interest of controlled corporations *(2)*	438,056,000	19.01%
Cinda HK	Interest of a controlled corporation *(2)*	438,056,000	19.01%
Regent Star International Limited ("**Regent Star**")	Beneficial owner *(2)*	438,056,000	19.01%
Liao Tengjia	Interest of controlled corporations *(3)*	680,750,022	29.54%
Rong De	Interest of controlled corporations *(3)*	680,750,022	29.54%
Zhuguang Holdings	Interest of a controlled corporation *(3)*	680,750,022	29.54%
Splendid Reach	Beneficial owner *(3)*	680,750,022	29.54%

1. The total number of issued Shares as at the Latest Practicable Date (i.e. 2,304,849,611 Shares) has been used for the calculation of the approximate percentage of shareholdings in the Company.

2. China Cinda directly holds 100% of the issued shares of Cinda HK, which in turn holds 100% of the issued shares of Regent Star. Therefore, China Cinda and Cinda HK are deemed to be interested in the number of Shares held by Regent Star pursuant to Part XV of the SFO.

3. Liao Tengjia directly holds 36% of the issued shares of Rong De, which in turn holds approximately 65.60% of the issued shares of Zhuguang Holdings, which in turn holds 100% of the issued shares of Splendid Reach. Therefore, Liao Tengjia, Rong De and Zhuguang Holdings are deemed to be interested in the number of Shares held by Splendid Reach pursuant to Part XV of the SFO.

g :t : th d r g h r :

Name of substantial Shareholder	Capacity	Number of underlying Shares interested	Approximate percentage of the issued Shares (1)
China Cinda	Interest of controlled corporations (2)	180,257,511 (3)	7.82%
Cinda HK	Interest of a controlled corporation (2)	180,257,511 (3)	7.82%
Regent Star	Beneficial owner (2)	180,257,511 (3)	7.82%

1. The total number of issued Shares as at the Latest Practicable Date (i.e. 2,304,849,611 Shares) has been used for the calculation of the approximate percentage of shareholdings in the Company.

2. China Cinda directly holds 100% of the issued shares of Cinda HK, which in turn holds 100% of the issued shares of Regent Star, the beneficial owner of such 180,257,511 underlying Shares. Therefore, China Cinda and Cinda HK are deemed to be interested in the number of underlying Shares held by Regent Star pursuant to Part XV of the SFO.

3. These represent unlisted physically settled derivatives of the Company.

Save as disclosed above, as at the Latest Practicable Date, the Directors and the chief executive officers of the Company were not aware of any other person (other than the Directors or the chief executives of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Part XV of the SFO or was recorded in the register required to be kept by the Company under section 366 of the SFO.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which was not expiring or determinable by the employer within one year without payment of compensation other than statutory compensation.

4. LITIGATION

So far as the Directors are aware, as at the Latest Practicable Date, no member of the Group was engaged in any litigation or claim of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

5. COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or any of their respective close associates (having the meaning ascribed to it under the Listing Rules) were interested in any business apart from the business of the Group, which competes or is likely to compete either directly or indirectly with the business of the Group.**yde**

(c) The company secretary of the Company is Mr. Ng Hoi Leung, Leo, who is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Certified Practising Accountants of Australia.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be on display on the website of the Stock Exchange at (www.hkexnews.hk) and the website of the Company at (http://www.silvergrant.com.cn) for not less than 14 days from the date of this circular:

(a) the Sale and Purchase Agreements;

(b) the Property Valuation Report, the text of which is set out in Appendix II to this circular; and

(c) the written consent referred to in the section headed "8. Expert and Consent" in this appendix.

2. "**THAT**

(a) the sale and purchase agreement dated 11 October 2023 ("**Second Sale and Purchase Agreement**", a copy of which has been produced to the EGM and marked as "B" and initialled by the chairman of the EGM for the purpose of identification) entered into between the Company and Gao Jimmy Z., in relation to the sale and purchase of the Second Properties (as defined in the circular of the Company dated 22 November 2023 ("**Circular**"), a copy of which has been produced to the EGM and marked as "C" and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any one or more Directors be and are hereby authorised to sign and execute all such documents, agreements, deeds, acts, matters and things, on behalf of the Company and to do all such acts and things and to take all such actions as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Second Sale and Purchase Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Second Sale and Purchase Agreement and which shall be subject to the approval of the shareholders of the Company) as are, in the opinion of such Director or Directors, in the interests of the Company and its shareholders as a whole."

By Order of the Board

vote at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 5 December 2023.

4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"), all votes of the shareholders of the Company at the EGM except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. As at the date of this notice, the board of Directors comprises Mr. Chu Hing Tsung (alias Zhu Qing Yi) (the chairman of the Company and a co-chief executive officer of the Company), Mr. Chen Yongcun (a co-chief executive officer of the Company), Mr. Luo Zhihai, Mr. Tang Lunfei and Mr. Weng Jian as executive Directors; Mr. Chen Zhiwei as a non-executive Director; and Mr. Liang Qing, Mr. Zhang Lu and Mr. Hung Muk Ming as independent non-executive Directors.

6. References to time and dates in this notice