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SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

銀建國際控股集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 171)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

This announcement is made by Silver Grant International Holdings Group Limited (“**Company**”) pursuant to Rule 13.51(1) of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to make certain amendments (“**Proposed Amendments**”) to the existing articles of association (“**Articles of Association**”) of the Company and to adopt a set of amended and restated articles of association (“**New Articles of Association**”) of the Company in order to (i) bring the Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022; (ii) allow hybrid general meetings of the Company to be convened; and (iii) make other consequential and house-keeping amendments.

Major changes brought about by the Proposed Amendments are set out below:

1. to modify the definitions of “associate” and “close associate” and to make corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote (nor be counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested in accordance with the requirements under Rule 13.44 of the Listing Rules);
2. to insert the definitions of “electronic communication”, “electronic form”, “electronic means”, “Hong Kong”, “hybrid meeting”, “Meeting Location”, “physical meeting”, “Principal Meeting Place” and “reporting documents”, so as to align the relevant provisions in the New Articles of Association with the Listing Rules, and to make corresponding changes to the relevant provisions in the Articles of Association;
3. to delete the clause relating to the capacity and powers of the Company;
4. to provide that the Company’s registers of members (i) shall be open for inspection by the shareholders of the Company (“**Shareholders**”); and (ii) may be closed in accordance with section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Companies Ordinance**”);

5. to provide for the procedures to conduct general meetings of the Company which may be held at one or more locations, or as a hybrid meeting, and the powers of the Board and the chairman of the meeting in relation thereto;
6. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, the Companies Ordinance and/or any applicable laws, rules, codes and regulations to abstain from voting to approve the matter under consideration;
7. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
8. to provide that the removal of the auditor of the Company shall be regulated in accordance with the provisions of the Companies Ordinance;
9. to provide that the signature to any written notice or document to be given by the Company may be written, printed or made in electronic form;
10. to provide that not less than seventy-five per cent. of the total voting rights of the Shareholders in a general meeting shall be required to approve a voluntary winding up of the Company;
11. to provide that not less than seventy-five per cent. of the total voting rights of the Shareholders in a general meeting shall be required to approve amendments to the Articles of Association; and
12. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments to the Articles of Association and other house-keeping amendments.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting (“**Annual General Meeting**”) of the Company, and will become effective upon the approval by the Shareholders at the Annual General Meeting.

A circular of the Annual General Meeting containing, among other matters, details of the Proposed Amendments, together with a notice of the Annual General Meeting will be despatched to the Shareholders in due course.

On behalf of the Board
Silver Grant International Holdings Group Limited
Chu Hing Tsung
Chairman, Co-Chief Executive Officer and Executive Director

Hong Kong, 13 May 2022

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 Mr. Hung Muk Ming as independent non-executive Directors.