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## **SILVER GRANT INTERNATIONAL INDUSTRIES LIMITED**

### **銀建國際實業有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 171)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Silver Grant International Industries Limited (the “**Company**”) will be held at Boardroom 3 & 4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 10 May 2019 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the entering into of the merger agreement dated 28 November 2018 (the “**Merger Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into among 中海油氣(泰州)石化有限公司 (Zhong Hai You Qi (Tai Zhou) Petrochemical Company Limited\*) (“**Zhong Hai You Qi**”), 泰州東聯化工有限公司 (Tai Zhou United East Petrochemical Company Limited\*) (“**TZ United East**”) and 中海瀝青(泰州)有限責任公司 (China Offshore Bitumen (Taizhou) Co., Ltd.\*) (“**COBT**”) in respect of the merger by absorption of TZ United East and COBT by Zhong Hai You Qi (the “**Merger**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorized for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he may in his absolute discretion consider necessary, desirable or expedient for the purposes of or in relation to implementing, completing and giving effect to the Merger Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Merger Agreement as he may in his absolute discretion consider necessary or desirable.”

2. “**THAT:**

- (a) the entering into of the shareholders cooperation agreement dated 28 November 2018 (the “**Shareholders Cooperation Agreement**”, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) entered into among 中海石油煉化有限責任公司 (CNOOC Refinery Co., Ltd.\*), 泰州東泰石化有限公司 (Tai Zhou Dong Thai Petrochemical Company Limited\*), 泰州石油化工有限公司 (Taizhou Petrochemical Co., Ltd.\*), 蘇州工業園區瑞新公路物資有限公司 (Suzhou Industrial Park Ruixin Highway Materials Co., Ltd.\*), and 杭州奕陽投資合夥企業(有限合夥) (Hangzhou Yiyang Investment Limited Partnership\*) in relation to their respective rights and obligations in Zhong Hai You Qi upon the completion of the Merger and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one or more of the Directors be and is/are hereby authorized for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he may in his absolute discretion consider necessary, desirable or expedient for the purposes of or in relation to implementing, completing and giving effect to the Shareholders Cooperation Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Shareholders Cooperation Agreement as he may in his absolute discretion consider necessary or desirable.”

3. “**THAT**:

- (a) each as a separate resolution, to re-elect the following retiring directors of the Company (the “**Director(s)**”):
- (1) to re-elect Mr. Chu Hing Tsung as a non-executive Director;
  - (2) to re-elect Mr. Huang Jiajue as an executive Director;
  - (3) to re-elect Mr. Luo Zhihai as an executive Director;
  - (4) to re-elect Mr. Chen Zhiwei as a non-executive Director; and
- (b) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.”

**SPECIAL RESOLUTION**

4. “**THAT** subject to and conditional upon the issuance of the certificate of change of name by the Registrar of Companies in the Hong Kong Special Administrative Region of the People’s Republic of China, the English name of the Company be changed from “Silver Grant International Industries Limited” to “Silver Grant International Holdings Group Limited” and the Chinese name of the Company be changed from “銀建國際實業有限公司” to “銀建國際控股集團有限公司” and the Directors be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing on behalf of the Company.”

By Order of the Board  
**Silver Grant International Industries Limited**  
**Gao Jian Min**  
*Executive Director and Managing Director*

Hong Kong, 23 April 2019

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
2. A proxy form for use at the meeting is enclosed.
3. To be valid, a proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's share registrar and transfer office, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
4. To ascertain the shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 7 May 2019 to Friday, 10 May 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 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 Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 6 May 2019.
5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the meeting 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.
6. The biographical details of the retiring Directors who are proposed to be re-elected at the above meeting are set out in appendix VI to the circular of the Company dated 23 April 2019.
7. As at the date of this notice, the board of Directors comprises Mr. Gao Jian Min (*Managing Director*), Mr. Huang Jiajue, Mr. Luo Zhihai and Mr. Ma Yilin as executive Directors; Mr. Chu Hing Tsung (*Chairman*) and Mr. Chen Zhiwei as non-executive Directors; and Mr. Liang Qing, Mr. Zhang Lu and Mr. Hung Muk Ming as independent non-executive Directors.
8. References to time and dates in this notice are to Hong Kong time and dates.