
IS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt

If you have sold or transferred

Silver Grant International Holdings Group Limited



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED
銀建國際控股集團有限公司

(Stock Code: 171)

**(1) CONNECTED TRANSACTION:
PROPOSED ALTERATION OF TERMS OF THE CONVERTIBLE BONDS
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**



PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

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CONTENTS

Definitions

Letter from the Board

Letter from the Independent Board Committee

Letter from the Independent Financial Adviser

Appendix — General Information

Notice of Extraordinary General Meeting

DEFINITIONS

2019 Circular

DEFINITIONS

北京遠達天化科技有限公司 (English name for identification)

東環(北京)物業管理有限公司 (English name for identification)

DEFINITIONS

潤地產有限公司

信達建

DEFINITIONS

DEFINITIONS

DEFINITIONS

廣東建投嘉昱物業服務有限責任公司

DEFINITIONS

銀建國際控股(廣州)有限公司

銀建國際石化有限公司

日駿國際投資有限公司

泰州東泰石化有限公司

DEFINITIONS

泰州銀建能源投資有限公司

銀建能源貿易(廣州)有限公司

LETTER FROM THE BOARD



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED
銀建國際控股集團有限公司

(Stock Code: 171)

**CONNECTED TRANSACTION:
PROPOSED ALTERATION OF TERMS OF
THE CONVERTIBLE BONDS**

INTRODUCTION

LETTER FROM THE BOARD

BACKGROUND

AMENDMENT DEEDS

Date

Parties

LETTER FROM THE BOARD

Proposed Amendments

Maturity Date

LETTER FROM THE BOARD

Outstanding Bonds

LETTER FROM THE BOARD

Details of the Additional Securities Documents

No.	Nature	Name of Additional Securities Documents	Value as at 30 June 2022
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LETTER FROM THE BOARD

LETTER FROM THE BOARD

Consideration

Outstanding Interest

Relevant Fee

LETTER FROM THE BOARD

Announcement

LETTER FROM THE BOARD

Accounts	Bank	Designated Bank
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Termination Date

LETTER FROM THE BOARD

Undertaking by the Subscribers

Undertaking by the Company

LETTER FROM THE BOARD

LETTER FROM THE BOARD

Conditions Precedent

LETTER FROM THE BOARD

SUMMARY OF THE TERMS OF THE CONVERTIBLE BONDS AFTER THE PROPOSED AMENDMENTS

LETTER FROM THE BOARD

conversion and other offer of securities.

LETTER FROM THE BOARD

LETTER FROM THE BOARD

Applicable Redemption Amount

LETTER FROM THE BOARD

Effects on shareholding structure of the Company

Shareholders	As at the Latest Practicable Date		Upon full conversion of the Convertible Bonds under the Proposed Amendments	
Total	<hr/>	<hr/>	<hr/>	<hr/>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Information on the Subscribers and the Guarantor

LETTER FROM THE BOARD

LETTER FROM THE BOARD

Reasons for, benefits and disadvantages of the Proposed Amendments

LETTER FROM THE BOARD

LISTING RULES IMPLICATION

LETTER FROM THE BOARD

EGM

<https://spot-emeeting.tricor.hk>

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

VOTING BY WAY OF POLL

RECOMMENDATION

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Silver Grant International Holdings Group Limited
Chu Hing Tsung

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED
銀建國際控股集團有限公司

(Stock Code: 171)

**CONNECTED TRANSACTION:
PROPOSED AMENDMENTS TO
THE TERMS AND CONDITIONS OF THE CONVERTIBLE BONDS**

Circular

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Independent Board Committee

Liang Qing

Zhang Lu

Hung Muk Ming

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

THE INDEPENDENT BOARD COMMITTEE

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

OUR INDEPENDENCE

BASIS OF OUR OPINION

2021 Annual Report

FY

Management

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

1. Background information of the Group

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Table 1: Highlight of the financial results of the Group

	Audited
	FY2021 FY2020

Pandemic

other borrowings compared to FY2020; (ii) a decline in the financial performance of Cinda Jianrun
信達建潤地產有限公司 **Cinda Jianrun**

mainly attributable to a decrease in the fair value of the financial assets at fair value through profit or

中海油氣(泰州)石化有限公司 **Zhong Hai You Qi**

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Table 2: Highlight of the financial position of the Group

Audited
As at 31 December
2021 2020

NAV

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Information of the Subscribers and the Guarantor

Subscribers

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Guarantor

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Maturity Date

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

4. The Amendment Deeds

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Outstanding Bonds

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Relevant Fee

Announcement

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Termination Date

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

IRR

Securities

信達建潤地產有限公司

Xinda Jianrun

Pledge

HK Share Charge

Share

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Table 3: List of securities of the Convertible Bonds

No.	Nature	Item	Value as at 30 June 2022
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LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

信達建潤地產有限公司

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

5. Comparable analysis

Comparable Amendments

Comparison Period

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Table 4: Analysis of the Comparable Amendments

Date of announcement	Stock code	Company name	Guarantee provided	Security provided	Principal amount	Extension period	Interest rate
4 July 22	171	The Company	Yes	Yes	Maximum	36	15.0%
					Minimum	6	Nil
					Average	15	6.8%
					HK\$1,150,000,000	6	12.0%

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Extension period

Redemption rate

Interest rate

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Securities

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Liquidity

Gearing ratio and NAV

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

RECOMMENDATION

Opus Capital Limited
Koh Kwai Yim

1. RESPONSIBILITY STATEMENT**2. DISCLOSURE OF INTERESTS**

- (a) **Directors' and chief executives' interests and short positions in the securities of the Company or its associated corporations**

Code''), to be notified to the

Long positions in the Shares

Name of Director	Capacity	Number of Shares interested	Approximate percentage of the issued Shares
------------------	----------	--------------------------------	---

Rong De

**Zhuguang Holdings
Splendid Reach**

notified to the Company and the Stock Exchange.

Cinda HK

(b) **Substantial Shareholders' interests and short positions in Shares and underlying Shares**

Long position in the Shares

Name of substantial Shareholder	Capacity	Number of Shares interested	Approximate percentage of issued Shares
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China Cinda

Regent Star	Beneficial owner
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Splendid Reach	Beneficial owner
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Long positions in the underlying Shares

Name of substantial Shareholder	Capacity	Number of underlying Shares interested	Approximate percentage of issued Shares
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Regent Star	Beneficial owner	193,133,047	8.38%
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3. DIRECTORS' SERVICE CONTRACTS

4. LITIGATION**5. COMPETING INTERESTS****6. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS**

audited consolidated financial statements of the Group were made up, acquired or disposed of by or

significant in relation to the business of the Group.

7. MATERIAL ADVERSE CHANGE

in the financial or trading position of the Group since 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Group were made up.

8. EXPERT AND CONSENT

The following sets out the qualification of the expert who has given an opinion or advice which

Name

Qualification

and Type 6 (advising on corporate finance) regulated activities as defined under the SFO



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED
銀建國際控股集團有限公司

(Stock Code: 171)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN

EGM

Company

ORDINARY RESOLUTION

THAT

Amendment Deeds

Circular

Stock Exchange

Directors

Rules

Listing