



# 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)

### FORM OF PROXY

#### FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 27 JUNE 2019 (OR ANY ADJOURNMENT THEREOF)

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares (the "Shares") of  
Silver Grant International Holdings Group Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** <sup>(3)</sup>, or

of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the "Meeting") of the Company to be held at Boardroom 8, lower lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 27 June 2019 at 2:30 p.m. (or any adjournment thereof) for the purpose of considering, and, if thought fit, passing the resolutions set out in the notice convening the Meeting dated 10 June 2019 (the "Notice") and at the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

ORDINARY RESOLUTIONS		For <sup>(4)</sup>	Against <sup>(4)</sup>
1.	<p>(a) To approve, confirm and ratify the Placing Agreement entered into between the Company and the Placing Agent in relation to the placing of the Convertible Bonds in the principal amount of up to HK\$200,000,000 and the transactions contemplated thereunder;</p> <p>(b) To approve, confirm and ratify the Subscription Agreement entered into between the Company and JIC in relation to the subscription for the Convertible Bonds in the principal amount of HK\$200,000,000 and the transactions contemplated thereunder;</p> <p>(c) To approve the issue by the Company of the Convertible Bonds in the principal amount of HK\$200,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with JIC together with the issuance of the bond instrument and the bond certificate to JIC;</p> <p>(d) To grant to the Directors the Placing Specific Mandate to allot and issue up to 85,836,909 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and</p> <p>(e) To authorise each of the Directors to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with JIC, the issue of the Convertible Bonds to JIC, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.</p>		
2.	<p>(a) To approve, confirm and ratify the Subscription Agreement entered into between the Company and Regent Star in relation to the subscription for the Convertible Bonds in the principal amount of HK\$450,000,000 and the transactions contemplated thereunder;</p> <p>(b) To approve the issue by the Company of the Convertible Bonds in the principal amount of HK\$450,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Regent Star together with the issuance of the bond instrument and the bond certificate to Regent Star;</p> <p>(c) To grant to the Directors the Subscription Specific Mandate to allot and issue up to 193,133,047 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and</p> <p>(d) To authorise each of the Directors to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Regent Star, the issue of the Convertible Bonds to Regent Star, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.</p>		
3.	<p>(a) To approve, confirm and ratify the Subscription Agreement entered into between the Company and Mr. Gao in relation to the subscription for the Convertible Bonds in the principal amount of HK\$200,000,000 and the transactions contemplated thereunder;</p> <p>(b) To approve the issue by the Company of the Convertible Bonds in the principal amount of HK\$200,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Mr. Gao together with the issuance of the bond instrument and the bond certificate to Mr. Gao be and are hereby approved;</p> <p>(c) To grant to the Directors the Subscription Specific Mandate to allot and issue up to 85,836,909 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and</p> <p>(d) To authorise each of the Directors to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Mr. Gao, the issue of the Convertible Bonds to Mr. Gao, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.</p>		

ORDINARY RESOLUTIONS		For <sup>(4)</sup>	Against <sup>(4)</sup>
4.	<p>(a) To approve, confirm and ratify the Subscription Agreement entered into between the Company and Wonderfolsky in relation to the subscription for the Convertible Bonds in the principal amount of HK\$100,000,000 and the transactions contemplated thereunder;</p> <p>(b) To approve the issue by the Company of the Convertible Bonds in the principal amount of HK\$100,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Wonderfolsky together with the issuance of the bond instrument and the bond certificate to Wonderfolsky;</p> <p>(c) To grant to the Directors the Subscription Specific Mandate to allot and issue up to 42,918,454 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and</p> <p>(d) To authorise each of the Directors to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Wonderfolsky, the issue of the Convertible Bonds to Wonderfolsky, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.</p>		
5.	<p>(a) To approve, confirm and ratify the Subscription Agreement entered into between the Company and Ms. Luk in relation to the subscription for the Convertible Bonds in the principal amount of HK\$100,000,000, and the transactions contemplated thereunder;</p> <p>(b) To approve the issue by the Company of the Convertible Bonds in the principal amount of HK\$100,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Ms. Luk together with the issuance of the bond instrument and the bond certificate to Ms. Luk;</p> <p>(c) To grant to the Directors the Subscription Specific Mandate to allot and issue up to 42,918,454 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and</p> <p>(d) To authorise each of the Directors to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Ms. Luk, the issue of the Convertible Bonds to Ms. Luk, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.</p>		
6.	<p>(a) To approve, confirm and ratify the Subscription Agreement entered into between the Company and Excel Bright in relation to the subscription for the Convertible Bonds in the principal amount of HK\$100,000,000 and the transactions contemplated thereunder;</p> <p>(b) To approve the issue by the Company of the Convertible Bonds in the principal amount of HK\$100,000,000 at an initial Conversion Price of HK\$2.33 per Share (subject to adjustments) pursuant to the Subscription Agreement entered with Excel Bright together with the issuance of the bond instrument and the bond certificate to Excel Bright;</p> <p>(c) To grant to the Directors the Subscription Specific Mandate to allot and issue up to 42,918,454 Conversion Shares upon the exercise of the Conversion Rights (subject to terms and conditions of the Convertible Bonds) attaching to the Convertible Bonds; and</p> <p>(d) To authorise each of the Directors to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement entered with Excel Bright, the issue of the Convertible Bonds to Excel Bright, the allotment and issue of the Conversion Shares upon exercise of the Conversion Rights attaching to the Convertible Bonds and any of the transactions contemplated thereunder.</p>		

The full text of the resolutions are set out in the circular of the Company dated 10 June 2019 containing the Notice.

Signature <sup>(5)</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the notarised certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the share registrar and transfer office of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- 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. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to Personal Data Privacy Officer of Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.