



# 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)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 10 MAY 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 Industries 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 3&4, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road,  
Wanchai, Hong Kong on Friday, 10 May 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 23 April 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.	To approve, confirm and ratify the merger agreement dated 28 November 2018 entered into among 中海油氣(泰州)石化有限公司 (Zhong Hai You Qi (Tai Zhou) Petrochemical Company Limited*), 泰州東聯化工有限公司 (Tai Zhou United East Petrochemical Company Limited*) and 中海瀝青(泰州)有限責任公司 (China Offshore Bitumen (Taizhou) Co., Ltd.*) and the transactions contemplated thereunder.		
2.	To approve, confirm and ratify the shareholders cooperation agreement dated 28 November 2018 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*), 泰州石油化工有限責任公司 (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*) and the transactions contemplated thereunder.		
3.	(a) (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.		
	(b) To authorise the board of Directors to fix the Directors' remuneration.		
SPECIAL RESOLUTION			
4.	To approve the proposed change of the English name of the Company from “Silver Grant International Industries Limited” to “Silver Grant International Holdings Group Limited” and the Chinese name of the Company 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 to authorise the Directors 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.		

The full text of the resolutions are set out in the circular of the Company dated 23 April 2019 containing the Notice.

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

Date \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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).
3. 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.**
4. **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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “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**”).
- (ii) 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.
- (iii) 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.
- (iv) 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.