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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)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 27 JUNE 2019**

The Board is pleased to announce that the resolutions as set out in the Notice of EGM were duly passed by the Shareholders as ordinary resolutions by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”) of Silver Grant International Holdings Group Limited (the “**Company**”) dated 10 June 2019 and the notice of extraordinary general meeting of the same date (the “**Notice of EGM**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolutions as set out in the Notice of EGM were duly passed by the Shareholders as ordinary resolutions by way of poll at the EGM held on 27 June 2019.

Tricor Secretaries Limited, the share registrar and transfer office of the Company, was appointed as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM, there were a total of 2,304,849,611 Shares in issue. Other than resolution no.2 as set out below, the total number of Shares entitling the holders to attend and vote on the other resolutions at the EGM was 2,304,849,611 Shares. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions (other than resolution no.2) at the EGM as set out in rule 13.40 of the Listing Rules.

As stated in the Circular, Regent Star and its associate(s) were entitled to exercise control over the voting rights in respect of a total of 438,056,000 Shares (held by HKSCC Nominees Limited on behalf of Regent Star and its associate(s)), and shall abstain from voting on resolution no.2 as set out in the Notice of EGM. Accordingly, the total number of Shares entitling the holders to attend and vote on resolution no.2 at the EGM is 1,866,793,611 Shares. There were no Shares entitling the holders to attend and abstain from voting in favour of resolution no.2 at the EGM as set out in rule 13.40 of the Listing Rules.

The following are the poll results of the resolutions proposed at the EGM:

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	(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; (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; (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;	1,010,981,136 (99.71%)	2,954,720 (0.29%)	1,013,935,856

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
	(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 (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.			
2.	(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; (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;	572,925,136 (99.49%)	2,954,720 (0.51%)	575,879,856

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
	(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 (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.			
3.	(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; (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;	1,010,981,136 (99.71%)	2,954,720 (0.29%)	1,013,935,856

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
	(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 (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.			
4.	(a) To approve, confirm and ratify the Subscription Agreement entered into between the Company and Wonderfulsky in relation to the subscription for the Convertible Bonds in the principal amount of HK\$100,000,000 and the transactions contemplated thereunder; (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 Wonderfulsky together with the issuance of the bond instrument and the bond certificate to Wonderfulsky;	1,010,981,136 (99.71%)	2,954,720 (0.29%)	1,013,935,856

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
	(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 (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 Wonderfulsky, the issue of the Convertible Bonds to Wonderfulsky, 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.			
5.	(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; (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;	1,010,981,136 (99.71%)	2,954,720 (0.29%)	1,013,935,856

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
	(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 (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.			
6.	(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; (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;	1,010,981,136 (99.71%)	2,954,720 (0.29%)	1,013,935,856

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
	(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			
	(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.			

The full text of the resolutions are set out in the Circular containing the Notice of EGM.

As more than 50% of the votes were cast in favour of each of the resolutions nos. 1 to 6, all the resolutions proposed at the EGM were duly passed as ordinary resolutions of the Company.

By Order of the Board
Silver Grant International Holdings Group Limited
Huang Jiajue
Executive Director

Hong Kong, 27 June 2019

As at the date of this announcement, the Board 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.