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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)**

# DISCLOSEABLE TRANSACTIONS: DISPOSAL OF PROPERTIES

**DISPOSAL OF PROPERTIES**

The Board is pleased to announce that after trading hours on 25 March 2025, the Vendor and the Purchaser entered into (1) the First SPA, pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to sell, the First Property at the consideration of RMB10,438,000 (equivalent to approximately HK$11,302,000); and (2) the Second SPA, pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to sell, the Second Property at the consideration of RMB16,611,000 (equivalent to approximately HK$17,986,000).

**IMPLICATIONS UNDER THE LISTING RULES**

As one of the relevant percentage ratios (as defined under the Listing Rules) in respect of the Disposals on an aggregated basis exceeds 5% but all of the relevant percentage ratios are less than 25%, the Disposals constitute discloseable transactions for the Company and are subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

The Board is pleased to announce that after trading hours on 25 March 2025, the Vendor and the Purchaser entered into (1) the First SPA, pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to sell, the First Property at the consideration of RMB10,438,000 (equivalent to approximately HK$11,302,000); and (2) the Second SPA, pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to sell, the Second Property at the consideration of RMB16,611,000 (equivalent to approximately HK$17,986,000).

Major terms of the Disposals are set out below:

**THE FIRST SPA AND THE SECOND SPA**

**Date**

25 March 2025

**Parties**

Vendor: 東環(北京)物業管理有限公司 (English for identification purpose only, East Gate (Beijing) Property Management Co., Ltd.), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company.

Purchaser: 杭州光曜致新正澤企業管理諮詢合夥企業(有限合夥)(English for identification only, Hangzhou Guangyao Zhixin Zhengze Enterprise Management Consulting Partnership (Limited Partnership)). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser is a limited partnership established in the PRC, principally engaged in the provision of corporate advisory and management services and is wholly and beneficially owned by 中國東方資產管理股份有限公司 (China Orient Assets Management Corporation), which is in turn ultimately, wholly and beneficially owned by the State Council of the PRC; and each of the Purchaser and its ultimate beneficial owner is an Independent Third Party.

**Assets to be disposed of**

Pursuant to the First SPA, the Vendor has agreed to dispose of, and the Purchaser has agreed to acquire, the First Property, and pursuant to the Second SPA, the Vendor has agreed to dispose of, and the Purchaser has agreed to acquire, the Second Property.

**Consideration**

The consideration for the First Disposal is RMB10,438,000 (equivalent to approximately HK$11,302,000) and the consideration for the Second Disposal is RMB16,611,000 (equivalent to approximately HK$17,986,000), both of which shall be satisfied by setting off against the Outstanding Payable before 30 April 2025. The vacant possession of each of the Properties will be delivered by the Vendor to the Purchaser within three business days after the Vendor has received the consideration for each of the Disposals in full.

The total consideration for the Disposals was determined after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to the valuation of the First Property and the Second Property as at 7 February 2025 of RMB10,438,000 (equivalent to approximately HK$11,302,000) and RMB16,611,000 (equivalent to approximately HK$17,986,000), respectively, as assessed by an independent qualified valuer using the comparison approach.

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Completion of the Disposals shall take place before 30 April 2025.

## INFORMATION IN RELATION TO THE PROPERTIES

The Properties are classified as investment properties of the Group and are currently vacant.

The Properties are currently charged in favour of the sole shareholder of the Purchaser to secure the Outstanding Payable. The unaudited carrying value of the First Property and the Second Property as at 30 June 2024 was approximately RMB4,519,000 (equivalent to approximately HK$4,893,000) and approximately RMB7,081,000 (equivalent to approximately HK$7,667,000), respectively.

## REASONS FOR AND BENEFITS OF THE DISPOSALS

The Group is principally engaged in property leasing and investments.

Due to the prevailing global economic volatility and the sluggish rental market demand for residential properties in the area in which the Properties are located, the Properties, being investment properties held by the Group for rental purposes, have remained vacant during the past two financial years of the Company. As such, the Board considers that the Disposals represent a good opportunity for the Group to realise its investment in the Properties for settling the Outstanding Payable which would reduce the borrowings of the Group.

The Group expects to recognise (1) an unaudited gain of approximately RMB1,834,000 (equivalent to approximately HK$1,986,000) from the First Disposal, which is calculated with reference to the difference between (i) the consideration for the First Disposal; and (ii) the aggregate of (a) the estimated carrying value of the First Property of approximately RMB4,493,000 (equivalent to approximately HK$4,865,000) as recorded in the Group's unaudited financial statements at Completion; and (b) the estimated costs, expenses and taxes to be incurred in connection with the First Disposal in the aggregate amount of approximately RMB4,111,000 (equivalent to approximately HK$4,451,000); and (2) an unaudited gain of approximately RMB2,916,000 (equivalent to approximately HK$3,157,000) from the Second Disposal, which is calculated with reference to the difference between (i) the consideration for the Second Disposal; and (ii) the aggregate of (a) the estimated carrying value of the Second

Property of approximately RMB7,154,000 (equivalent to approximately HK$7,746,000) as recorded in the Group's unaudited financial statements at Completion; and (b) the estimated costs, expenses and taxes to be incurred in connection with the Second Disposal in the aggregate amount of approximately RMB6,541,000 (equivalent to approximately HK$7,083,000). The actual amount of the gain or loss as a result of the Disposals to be recorded by the Group is subject to the audit to be performed by the Company's auditors.

There will not be any net proceeds from the Disposals as the total consideration for the Disposals will be set off against the Outstanding Payable.

The Directors (including the independent non-executive Directors) are of the view that the terms of each of the First SPA and the Second SPA are on normal commercial terms and are fair and reasonable and the Disposals are in the interests of the Company and its shareholders as a whole.

**IMPLICATIONS UNDER THE LISTING RULES**

As one of the relevant percentage ratios (as defined under the Listing Rules) in respect of the Disposals on an aggregated basis exceeds 5% but all of the relevant percentage ratios are less than 25%, the Disposals constitute discloseable transactions for the Company and are subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

**DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

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| "Board" | the board of Directors |
| "Company" | Silver Grant International Holdings Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange |
| "Completion" | completion of the Disposals |
| "connected person(s)" | has the meaning as ascribed to it under the Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "Disposals" | the First Disposal and the Second Disposal |
| "First Disposal" | the disposal of the First Property by the Vendor pursuant to the terms of the First SPA |

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| "First Property" | residential property of gross area of 173.01 square metres situated at Level 4, North Apartment Tower, East Gate Plaza, 19 Dongzhong Street, Dongcheng District, Beijing, the PRC |
| "First SPA" | the sale and purchase agreement dated 25 March 2025 entered into between the Vendor and the Purchaser for the sale and purchase of the First Property |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Independent Third Party(ies)" | third party(ies) independent of the Company and the connected persons of the Company |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "PRC" | the People's Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| "Properties" | the First Property and the Second Property |
| "Purchaser" | 杭州光曜致新正澤企業管理諮詢合夥企業(有限合夥) (English for identification only, Hangzhou Guangyao Zhixin Zhengze Enterprise Management Consulting Partnership (Limited Partnership)) |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "Second Disposal | the disposal of the Second Property by the Vendor pursuant to the terms of the Second SPA |
| "Second Property | residential property of gross area of 275.48 square metres situated at Level 4, North Apartment Tower, East Gate Plaza, 19 Dongzhong Street, Dongcheng District, Beijing, the PRC |
| "Second SPA" | the sale and purchase agreement dated 25 March 2025 entered into between the Vendor and the Purchaser for the sale and purchase of the Second Property |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |

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| "Outstanding Payable" | the sum of RMB27,049,000 (equivalent to approximately HK$29,288,000) owed to the Purchaser by the Vendor and 泰州銀建能源投資有限公司 (English for identification only, Taizhou Yinjian Energy Investment Co., Ltd.), a limited liability established in the PRC and a wholly owned subsidiary of the Company as at the date of the First SPA and the Second SPA |
| "Vendor" | 東環(北京)物業管理有限公司 (English for identification purpose only, East Gate (Beijing) Property Management Co., Ltd.), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company |
| "%" | per cent. |

*For the purpose of this announcement, unless otherwise indicated, amounts quoted in RMB have been converted into HK$ at the rate of RMB1 to HK$1.0828. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates at all.*

On behalf of the Board
**Sino-Ocean Group Holding Limited**
**Chu Hing Tsung**
*Chairman, Co-Chief Executive Officer*
*and Executive Director*

Hong Kong, 25 March 2025

*As at the date of this announcement, the Board comprises Mr. Chu Hing Tsung (alias Zhu Qing Yi) (Chairman and Co-Chief Executive Officer), Mr. Zhang Wenguang (Co-Chief Executive Officer), Mr. Weng Jian and Ms. Ku Ka Lee as executive Directors; Mr. Chen Zhiwei and Mr. Chen Yongcun as non-executive Directors; and Mr. Liang Qing, Mr. Zhang Lu and Mr. Hung Muk Ming as independent non-executive Directors.*