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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Silver Tide Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**Silver Tide Holdings Limited**  
**銀濤控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1943)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
RE-APPOINTMENT OF AUDITOR,  
PROPOSED CHANGE OF COMPANY NAME,  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND  
ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Silver Tide Holdings Limited to be held at Office Floor 29, Queen's Road Centre, 152 Queen's Road Central, Hong Kong on Wednesday, 21 August 2024 at 10:30 a.m. is set out on pages 25 to 30 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

22 July 2024

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Office Floor 29, Queen’s Road Centre, 152 Queen’s Road Central, Hong Kong on Wednesday, 21 August 2024 at 10:30 a.m.
“Articles of Association” or “Articles”	the amended and restated memorandum and articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	Silver Tide Holdings Limited (銀濤控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing M&A”	the existing amended and restated memorandum and articles of association of the Company
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	15 July 2024, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New M&A”	the second amended and restated memorandum and articles of association of the Company, which incorporates the Proposed Amendments

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## DEFINITIONS

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“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Silver Tide Holdings Limited” to “King’s Stone Holdings Group Limited” and the proposed change of the dual foreign name in Chinese of the Company from “銀濤控股有限公司” to “金石控股集團有限公司”
“Proposed Amendments”	the proposed amendments to the Existing M&A, details of which are set out in Appendix III to this circular
“Proposed Amendments and Adoption”	the proposed amendments to the Existing M&A by way of adoption of the New M&A
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### Silver Tide Holdings Limited 銀濤控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1943)

*Executive Director:*  
Mr. Wang Jianfeng  
(Chairman and Chief Executive Officer)

*Non-executive Directors:*  
Mr. Cai Huihui  
Ms. Liu Jingna  
Mr. Ruan Dongdong

*Independent non-executive Directors:*  
Mr. Wang Wenxing  
Ms. Florence Ng  
Mr. An Wen Long

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarter and principal place of  
business in Hong Kong registered under  
Part 16 of the Companies Ordinance:*  
Office Floor 29,  
Queen's Road Centre,  
152 Queen's Road Central,  
Hong Kong

22 July 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
RE-APPOINTMENT OF AUDITOR,  
PROPOSED CHANGE OF COMPANY NAME,  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND  
ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 15 July 2024 in relation to the Proposed Change of Company Name and the Proposed Amendments and Adoption.

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of Directors, re-appointment of auditor, the Proposed Change of Company Name, the Proposed Amendments and Adoption, and to seek your approval at the AGM in connection with, *inter alia*, the aforesaid proposals.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

On 23 August 2023, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to allot, issue and deal with Shares or other securities. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Issue Mandate will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares or securities which may be issued pursuant to the Issue Mandate will be 200,000,000 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the resolution approving the Issue Mandate.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and authorise an extension of the limit of the Issue Mandate granted by adding to it an amount representing the Shares repurchased by the Company under the Repurchase Mandate.

Details of the Issue Mandate are set out in ordinary resolutions numbers 4 and 6 in the notice of AGM.

### REPURCHASE MANDATE

On 23 August 2023, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Share on the Stock Exchange. Such general mandate will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the number of the issued Shares is 1,000,000,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 100,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution number 5 in the notice of AGM.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, Mr. Wang Jianfeng, Mr. Cai Huihui, Ms. Liu Jingna, Mr. Ruan Dongdong, Mr Wang Wenxing, Mr. An Wen Long and Ms. Florence Ng.

In accordance with Article 84(1) of the Existing M&A, one-third of the Directors shall retire from office by rotation. Accordingly, Mr. Wang Jianfeng, Mr. Cai Huihui, Ms. Liu Jingna shall retire at the AGM, and being eligible, offer themselves for re-election at the AGM.

In accordance with Article 83(3) of the Existing M&A, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. Accordingly, Mr. An Wen Long, who was appointed as an independent non-executive Director by the Board effect from 13 December 2023, will retire from office at the AGM and, being eligible, will offer himself for re-election.

The Board, upon the recommendation of the Nomination Committee, proposed Mr. Wang Jianfeng, Mr. Cai Huihui and Ms. Liu Jingna the retiring Directors, to stand for re-election as Directors at the AGM.

Brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **Explanatory statement provided under Code Provision B.3.4 of Appendix C1 of the Listing Rules**

According to the Listing Rules and the board diversity policy adopted by the Company (the “**Board Diversity Policy**”), the Nomination Committee will, among other things, undertake the nomination and selection of independent non-executive Director candidates on the completion of their specified terms and make relevant recommendations to the Board.

Furthermore, when changes to composition of the Board or members of any committee of the Company are required or when casual vacancies arise, the Nomination Committee shall adhere to the principles stated in the Board Diversity Policy. The Nomination Committee will take into account the existing composition of the Board and the business requirements of the Group, and nominate potential candidates by reference to their capacity and the selection criteria to the Board for approval.

Mr. Wang Wenxing, Mr. An Wen Long and Ms. Florence Ng have met the independence criteria under the Listing Rules. Moreover, Mr. Wang Wenxing, Mr. An Wen Long and Ms. Florence Ng have given confirmation of independence respectively to the Company. With due consideration on the above factors, the Board believes that Mr. Wang Wenxing, Mr. An Wen Long and Ms. Florence Ng are independent.

In view of the diversified knowledge, experience and skills of Mr. Wang Wenxing, Mr. An Wen Long and Ms. Florence Ng in finance, operation, financial accounting, corporate governance and compliance, the Board believes that their expertise will enable them to fulfill their role as an independent non-executive Director effectively and can provide useful and constructive opinion and make contribution to the Board and future development of the Company.

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## LETTER FROM THE BOARD

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Based on the background of Mr. Wang Wenxing, Mr. An Wen Long and Ms. Florence Ng including but not limited to gender, cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that Mr. Wang Wenxing, Mr. An Wen Long and Ms. Florence Ng can contribute to diversity of the Board.

Having considered the above aspects and in view of the contribution that Mr. Wang Wenxing, Mr. An Wen Long and Ms. Florence Ng have made to the Board, his re-election will be in the best interests of the Company and its Shareholders as a whole.

### RE-APPOINTMENT OF THE AUDITOR

Messrs. HLB Hodgson Impey Cheng Limited (“**HLB**”) will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint HLB as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 15 July 2024 in relation to the Proposed Change of Company Name.

The Board proposed to change the English name of the Company from “Silver Tide Holdings Limited” to “King’s Stone Holdings Group Limited” and to adopt the Chinese name “金石控股集團有限公司” as the new dual foreign name of the Company in place of its existing Chinese name “銀濤控股有限公司”.

### CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the AGM; and
- (b) the approval of the Registrar of Companies in the Cayman Islands being obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the new English name of the Company and the new dual foreign name in Chinese are registered and a certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.



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## **LETTER FROM THE BOARD**

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### **REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME**

The Board considers that the Proposed Change of Company Name will provide the Company with a fresh new corporate image and identity. The Board is of the opinion that the Proposed Change of Company Name will benefit the Company and is in the best interests of the Company and the Shareholders as a whole.

### **EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name will not affect any of the rights of the Shareholders and the trading of the Shares of the Company on the Stock Exchange. After the Proposed Change of Company Name has become effective, all new issue of share certificates of the Company will be issued in the new English name and the new dual foreign name in Chinese of the Company. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name has become effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short name of the Company for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

As at the Latest Practicable Date, as no Shareholder has material interest in the Proposed Change of Company Name, no Shareholder will be required to abstain from voting on the resolution to approve the Proposed Change of Company Name.

The Company will make further announcement(s) to inform the Shareholders of the poll results of the special resolution to approve the Proposed Change of Company Name, the effective date of the Proposed Change of Company Name and other relevant changes as and when appropriate.

### **PROPOSED AMENDMENTS AND ADOPTION**

The Board has resolved to put forward to the Shareholders for approval of a special resolution to amend the Existing M&A and to adopt the New M&A for the purposes of, among other things, adopting the paperless regime brought by the amendments to the Listing Rules effective from 31 December 2023 and incorporating the new English name of the Company and the dual foreign name in Chinese of the Company and certain housekeeping changes. Details of the proposed amendments to the Existing M&A are set out in the comparison table of amendments to the Existing M&A of the Appendix III to this circular.

The Proposed Amendments and Adoption shall be subject to the approval of the Shareholders by way of a special resolution at the AGM. Since the Proposed Amendments and the New M&A contain the consequential amendments relating to adoption of the proposed new English name of the Company and the dual foreign name in Chinese of the Company, the Proposed Amendments and Adoption shall be effective upon the Proposed Change of Company Name taking effect.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, *inter alia*, ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the re-appointment of auditor and the re-election of the Directors is set out on pages 25 to 30 of this circular.

### VOTING BY WAY OF POLL

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 66 of the Existing M&A, except where the chairman may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 66 of the Existing M&A, subject to any special rights or restrictions as to voting for the time being attached to any Shares, at any general meeting every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the Company's register of members. Where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company ([www.silvertide.hk](http://www.silvertide.hk)). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the proposed resolutions mentioned in this circular, including the proposals to re-elect the Directors, to re-appoint the Company's auditor, to authorise the board of Directors to fix its remuneration, to change the Company name, to grant to the Directors the Issue Mandate and the Repurchase Mandate and to amend the Existing M&A and adopt the New M&A are in the best interests of the Company as well as to its Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

Yours faithfully

For and on behalf of the Board of

**Silver Tide Holdings Limited**

**Wang Jianfeng**

*Chairman, Chief Executive Officer and Executive Director*

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against Ordinary Resolution 5 in respect of the approval of the Repurchase Mandate.*

### **1.      EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 1,000,000,000 Shares in issue at the Latest Practicable Date, could result in up to 100,000,000 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Existing M&A or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### **2.      REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

### **3.      FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **4.      NO UNUSUAL FEATURES**

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands. The Directors confirmed that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

### **5.      EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Central Force Premium Group Limited was interested in 750,000,000 Shares, representing 75% of the issued share capital of the Company. The Shares are held by Central Force Premium Group Limited, the equity interest of which is owned as to 100% by Regal Loyalty Limited and Regal Loyalty Limited is entirely owned by Mr. Wang Jianfeng. Regal Loyalty Limited is a controlled corporation of Mr. Wang Jianfeng, an executive Director, the chairman of the Board and the chief executive officer of the Company. Ms. Xu Feng is the spouse of Mr. Wang Jianfeng and is deemed to be interested in the Shares in which Mr. Wang Jianfeng is interested under the SFO. In the event that the Repurchase Mandate was exercised in full, the aggregate percentage shareholding of Regal Loyalty Limited, a company wholly owned by Mr. Wang Jianfeng, would be increased to 83.33% of the issued Shares of the Company. Such an increase would not result in Regal Loyalty Limited having to make a mandatory offer under Rule 26 of the Takeovers Code, but would result in the aggregate amount of the issued shares of the Company in public hands being reduced to less than 25%. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

### **6.      SHARE PURCHASED MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**7.      SHARE PRICES**

The table below is a summary of the highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months before the Latest Practicable Date.

	<b>Highest Traded Price</b>	<b>Lowest Traded Price</b>
	<i>HK\$</i>	<i>HK\$</i>
July 2023	0.690	0.550
August 2023	0.770	0.540
September 2023	1.300	0.650
October 2023	1.000	0.400
November 2023	1.230	0.860
December 2023	1.230	0.850
January 2024	1.010	0.810
February 2024	0.960	0.770
March 2024	0.820	0.710
April 2024	0.840	0.730
May 2024	0.790	0.710
June 2024	0.750	0.620
July 2024 (up to the Latest Practicable Date)	0.760	0.600

*The following are the particulars of the Directors proposed to be re-elected at the AGM:*

**Mr. Wang Jianfeng** (王建峰), aged 53, is our executive director and the chairman of Nomination Committee since 20 October 2022. Mr. Wang has over 20 years of experience in agriculture, healthcare, culture tourism, real estate development and environmentally friendly construction industries in the PRC.

Mr. Wang studied plastics engineering (塑料工程專業) in Zhejiang University of Technology and graduated in July 1994. He obtained a master's degree in accounting in December 2004 from The University of Wollongong in Australia.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Wang has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Wang is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Wang is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Wang that needs to be brought to the attention of the Shareholders.

**Mr. Cai Huihui** (蔡輝輝), aged 38, is our non-executive director and the member of Audit Committee and Remuneration Committee since 20 October 2022. Mr. Cai has served as the chairman of the board of Hangzhou Jiuchen Yuanke Trading Company Limited\* (杭州九辰源科商貿有限公司) since April 2018. He has also served as the chairman of the board of Shenzhen Yuanqu Technology Company Limited\* (深圳源趣科技有限公司) from October 2018 to April 2023. Mr. Cai worked as an analyst at Shanghai Juma Metal Material Company Limited\* (上海巨馬金屬材料有限公司) from July 2008 to September 2011 and was the general manager of Shanghai Zheyue Industrial Company Limited\* (上海哲悅實業有限公司) from November 2011 to March 2013. He was also a senior partner at Yisi Asset Management (Shanghai) Company Limited\* (一思資產管理(上海)有限公司) from March 2013 to March 2018.

Mr. Cai studied finance and insurance (金融保險專業) in Liaoning University of International Business and Economics\* (遼寧對外經貿學院) and graduated in July 2008.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Cai has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Cai is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Cai is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Cai that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Cai that needs to be brought to the attention of the Shareholders.

**Ms. Liu Jingna** (劉婧娜), aged 37, is our non-executive director since 20 October 2022. Ms. Liu has been the general manager of the purchasing management centre of Jinke Investment Holding Co., Ltd.\* (金格投資控股股份有限公司) since November 2015. She worked at Carrefour (China) Management & Consulting Service Co., Ltd.\* (家樂福(中國)管理諮詢服務有限公司) from May 2013 to September 2014 with her last position as expenses purchasing manager of non-commodity purchasing centre. She also worked as an assistant of the national fresh food department of Tesco (China) Investment Co., Ltd.\* (特易購樂購(中國)投資有限公司) from November 2009 to April 2013.

Ms. Liu obtained a bachelor's degree in finance (distance learning) from the Dongbei University of Finance & Economics in July 2020.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Ms. Liu has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Ms. Liu is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Ms. Liu is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Ms. Liu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Ms. Liu that needs to be brought to the attention of the Shareholders.

**Mr. An Wen Long** (安文龍), aged 40, is our independent non-executive Director and the chairman of Remuneration Committee and the member of Nomination Committee since 13 December 2023.

Mr. An has been working in Mutualwell Incorporated (康同企業有限公司) as a managing director of North America since March 2016. Previously, Mr. An worked in Pacific Construction Group Company Limited (太平洋建設集團有限公司) from June 2010 to October 2015 as a vice general manager of the financial investment department, Vanpeople Network Ltd. from February 2008 to September 2011 as a director of investment department and Raydwell Consulting Inc. as observer from January 2007 to January 2008.

Mr. An obtained a bachelor's degree in business administration from The Beedie School of Business at Simon Fraser University in December 2006.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. An has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. An is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. An is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. An that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. An that needs to be brought to the attention of the Shareholders.



## COMPARISON TABLE OF THE PROPOSED AMENDMENTS

	Existing M&A	New M&A
	N/A	All references to the existing Company name “Silver Tide Holdings Limited (銀濤控股有限公司)” in the Existing M&A shall be replaced with the new proposed Company name “King’s Stone Holdings Group Limited (金石控股集團有限公司)”

Article No.	Original Article	Amended Article
2	N/A	Adding the following new defined term:  “ <b>electronic communication</b> ” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.
17(2)	Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.	Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of <del>notices</del> <u>Notices</u> and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.

44	<p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed for inspection at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>	<p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given to Shareholders in accordance with the Listing Rules or by advertisement in a newspaper circulating generally in Hong Kong <u>or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect</u>, be closed for inspection at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares, which may be extended for no more than 30 days in respect of any year by an ordinary resolution of the Shareholders passed in that year.</p>
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<p>57</p>	<p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board.</p>	<p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. <u>A general meeting (including an annual general meeting or an extraordinary general meeting) may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</u></p>
<p>76</p>	<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</p>	<p>The instrument appointing a proxy shall be <u>in such form as the Board may determine and in the absence of such determination, shall be</u> in writing <del>under the hand of</del> <u>signed by</u> the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or <del>under the hand of</del> <u>signed by</u> an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</p>

77	N/A	<p>Insert the following new clause as Article 77(1):</p> <p>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</p>
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77	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified,</u> not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
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112	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine.	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or <del>via electronic mail</del> <u>by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website</u> or by telephone or in such other manner as the Board may from time to time determine.
129	N/A	Insert the following new clause as Article 129(3):  Any such minutes and the accompanying attendance sheet may be signed by hand or electronically by the Directors.

<p>158</p>	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the Member a notice stating that the Notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>	<p>Article 158 in its entirety and replace with the following clause:</p> <p>Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and, subject to the rules of the Designated Stock Exchange, any such Notice and document may be given or issued by the following means:</p> <ul style="list-style-type: none"> <li>(a) by serving it personally on the relevant person;</li> <li>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</li> <li>(c) by delivering or leaving it at such address as aforesaid;</li> <li>(d) by placing an advertisement in appropriate newspaper or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</li> <li>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(4);</li> <li>(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange; or</li> <li>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulation.</li> </ul>
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158(2)	N/A	<p>Insert the following clause as Article 158(2):</p> <p>In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>
158(3)	N/A	<p>Insert the following clause as Article 158(3):</p> <p>Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every Notice in respect of such share, which, prior to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</p>
158(4)	N/A	<p>Insert the following clause as Article 158(4):</p> <p>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company in such manner as stipulated by the Company an electronic address to which Notices can be served upon him.</p>



158(5)	N/A	<p>Insert the following clause as Article 158(5):</p> <p>Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only, the Chinese language only, or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.</p>
159(b)	<p>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p>	<p>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, <u>documents or publication</u> placed on the Company's website or the website of the Designated Stock Exchange, is deemed given <u>or served</u> by the Company to a Member on the day <del>following that on which a notice of availability is deemed served on the Member</del> <u>it first so appears on the relevant website, unless the rules of the Designated Stock Exchange specify a different date. In such case, the deemed date of service shall be as provided or required by the rules of the Designated Stock Exchange;</u></p>
159(d)	<p>may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</p>	<p>Article 159(d) in its entirety and replace with the following clause:</p> <p>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears</p>

161	For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.	For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. <u>The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.</u>
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## NOTICE OF ANNUAL GENERAL MEETING

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### Silver Tide Holdings Limited 銀濤控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1943)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Silver Tide Holdings Limited (the “Company”) will be held at Office Floor 29, Queen’s Road Centre, 152 Queen’s Road Central, Hong Kong on Wednesday, 21 August 2024 at 10:30 a.m. for the following purposes:

#### ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor of the Company for the year ended 31 March 2024.
2.
  - (a) To re-elect Mr. Wang Jianfeng as an executive director of the Company;
  - (b) To re-elect Mr. Cai Huihui as a non-executive director of the Company;
  - (c) To re-elect Ms. Liu Jingna as a non-executive director of the Company;
  - (d) To re-elect Mr. An Wen Long as an independent non-executive director of the Company;
  - (e) To authorise the board of directors of the Company to fix the remuneration of directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and its subsidiaries and to authorise the Board of Directors to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares or securities in the capital of the Company and to make or grant offers and agreements which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers and agreements which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares or securities allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any convertible securities or similar rights which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities by way of rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of the Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolutions nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued Shares or securities pursuant to Resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to Resolution no. 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of total number of Shares in issue as at the date of passing of the said Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTIONS

7. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Silver Tide Holdings Limited” to “King’s Stone Holdings Group Limited” and the dual foreign name in Chinese of the Company be changed from “銀濤控股有限公司” to “金石控股集團有限公司” (the “**Proposed Change of Company Name**”) with effect from the date on which the new English name of the Company and the new dual foreign name in Chinese are registered and a certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands, and that any director or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents and (where required) under seal of the Company as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
8. “**THAT** subject to the passing of the resolution numbered 7 above, and the new Company name being entered into the register by the Registrar of Companies in the Cayman Islands,
- (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”) as set out in the circular of the Company dated 22 July 2024 be and are hereby approved; and
- (b) the second amended and restated memorandum and articles of association of the Company which contain all the Proposed Amendments and in the form tabled at the AGM, marked “A” and for the purpose of identification signed by a Director, be approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company and that any director of the Company be and are hereby authorised to do all such acts and things and execute all such documents and (where required) under seal of the Company as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the adoption of the second amended and restated memorandum and articles of association of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**Silver Tide Holdings Limited**  
**Wang Jianfeng**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 22 July 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Headquarters and principal place of  
business in Hong Kong registered under  
Part 16 of the Companies Ordinance:*

Office Floor 29,  
Queen's Road Centre,  
152 Queen's Road Central,  
Hong Kong

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

- (1) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.

In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or the adjourned meeting (as the case may be).

- (2) Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.
- (3) The register of members will be closed from Friday, 16 August 2024 to Wednesday, 21 August 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Thursday, 15 August 2024.
- (4) With regard to Resolution no. 2 in this notice, the board of directors of the Company proposes that the directors of the Company, namely Mr. Wang Jianfeng, Mr. Cai Huihui, Ms. Liu Jingna and Mr. An Wen Long be re-elected as directors of the Company. Particulars of the said directors of the Company are set out in Appendix II to the circular to the shareholders of the Company dated 22 July 2024.
- (5) An explanatory statement containing further details regarding Resolution no. 5 as required by the Stock Exchange is set out in Appendix I to the circular to the shareholders of the Company dated 22 July 2024.
- (6) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all votes of shareholders at the AGM will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

*As at the date of this notice, the Board of the Company comprises Mr. Wang Jianfeng (Chief Executive Officer and Chairman), as executive Director, and Mr. Cai Huihui, Ms. Liu Jingna and Mr. Ruan Dongdong as non-executive Directors, and Mr. Wang Wenxing, Mr. An Wen Long and Ms. Florence Ng as independent non-executive Directors.*