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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Silver Base Group Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Silver Base

Silver Base Group Holdings Limited

銀基集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 886)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Salon II & III, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Thursday, 27 August 2009 at 2:00 p.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

29 July 2009

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Thursday, 27 August 2009 at 2:00 p.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate; and the proposed re-election of Directors
“Article(s)” or “Articles of Association”	the articles of association of the Company
“associate”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Company”	Silver Base Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 July 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



Silver Base

Silver Base Group Holdings Limited

銀基集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 886)

Executive Directors:

Mr. Liang Guoxing (*Chairman*)

Mr. Chen Sing Hung Johnny

Mr. Chung Wai Man

Ms. Cheung Mei Sze

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Non-Executive Director:

Mr. Wu Jie Si

*Head office and principal place
of business in Hong Kong:*

27th Floor, The Sun's Group Centre

200 Gloucester Road

Wanchai

Hong Kong

Independent Non-Executive Directors:

Mr. Hung Sui Kwan

Mr. Guan Huanfei

Mr. Ma Lishan

29 July 2009

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors and the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued Shares as at the date of granting the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 1,200,000,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 240,000,000 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 120,000,000 Shares.

LETTER FROM THE BOARD

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate 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 Articles of Association, the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to article 83(3) of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. As all Directors were appointed by the Board, all of them shall retire and, being eligible, offer themselves for re-election at the AGM. Particulars of all the Directors are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at Salon II & III, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Thursday, 27 August 2009 at 2:00 p.m. is set out on pages 17 to 21 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

By order of the Board
Silver Base Group Holdings Limited
Mr. Liang Guoxing
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. Repurchase of securities from connected parties

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,200,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 120,000,000 fully paid Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

3. Reasons for the repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders as a whole.

4. Funding of repurchases

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum of association of the Company and the Articles of Association and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2009, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from 8 April 2009, being the date of listing of the Shares on the Stock Exchange, and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
April	3.50	2.34
May	3.08	2.53
June	3.36	2.77
July (up to the Latest Practicable Date)	3.14	2.85

6. Disclosure of interests and minimum public holding

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an 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 obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding
Yinji Investments Limited	900,000,000 (L) <i>(Note 1)</i>	75.00%

Note:

- Mr. Liang Guoxing ("Mr. Liang") is the beneficial owner of 100% of the issued share capital of Yinji Investments Limited and is deemed to be interested in the Shares held by Yinji Investments Limited by virtue of Mr. Liang being entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of Yinji Investments Limited.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding
Yinji Investments Limited	83.33%

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of the Yinji Investments Limited in the Company would increase to approximately 83.33%. Such an increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

At as the Latest Practicable Date, the Directors have no intention to exercise any of the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. Shares repurchase made by the Company

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) since 8 April 2009, being the date of listing of the Shares on the Stock Exchange up to and including the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Liang Guoxing (“Mr. Liang”) – Chairman and Executive Director

Mr. Liang Guoxing, aged 43, is our founder and Chairman. Mr. Liang is primarily responsible for the overall corporate strategies, planning and business development of our Group. Mr. Liang has over 10 years of experience in the sales and distribution of Chinese liquor and cigarettes. Mr. Liang is a standing committee member of the 11th Session of the Chinese People’s Political Consultative Conference, Zhanjiang and a member of the 10th Session of the Chinese People’s Political Consultative Conference, Guangdong Province. He is also a fellow member of the Hong Kong Institute of Directors.

Mr. Liang is also director of certain subsidiaries of the Group. Other than acting as an executive Director or director of other companies within the Group as disclosed herein, Mr. Liang did not hold any directorship in any other listed companies in the past three years.

Mr. Liang is appointed for an initial term of three years commencing from 12 September 2007 and his annual remuneration is HK\$20.76 million (since March 2008) which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr. Liang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date. Mr. Liang is interested in 900,000,000 Shares, representing 75.00% of the existing issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Liang that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Liang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(2) Mr. Chen Sing Hung Johnny (“Mr. Chen”) – Executive Director

Mr. Chen Sing Hung Johnny, aged 41, is our Chief Executive Officer. Mr. Chen joined us in January 2007. He is responsible for the overall strategic implementation, business development and daily operations and management of our Group. Mr. Chen has extensive knowledge and experience in business development, international trade and project management in sales and distribution of electrical, mechanical and consumer products. Prior to joining our Group, Mr. Chen was the general manager of Faithful Trading (H.K.) Limited and the operations controller of GOME Home Appliances (H.K.) Ltd (國美電器(香港)有限公司). Further, Mr. Chen held a number of executive positions with the subsidiaries of Chevalier International Holdings Limited (其士國際集團有限公司) (stock code: 00025), which is listed

on the Main Board of the Stock Exchange, from September 1993 to July 2002 during which he was responsible for the China market and different overseas markets such as the United States, Vietnam, Myanmar, Philippines and Japan. Mr. Chen is a member of the 13th Session of the Chinese People's Political Consultative Conference, Yueshou District, Guangzhou City. He is also a fellow member of the Hong Kong Institute of Directors. Mr. Chen obtained a bachelor's degree in Arts in 1990, and a bachelor's degree in Administrative Studies and a certificate in Management in 1992, all from York University.

Mr. Chen is appointed for an initial term of three years commencing from 12 September 2007 and his annual remuneration is HK\$3.12 million (since the listing of the Company) which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Mr. Chen does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chen that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(3) Mr. Chung Wai Man (“Mr. Chung”) – Executive Director

Mr. Chung Wai Man, FCCA, CPA, aged 45, is our Chief Financial Officer. Mr. Chung joined us in May 2004. He is responsible for overseeing the investment, legal and financial affairs, and general business development of our Group. Mr. Chung has over 19 years of experience in accounting, taxation and finance. Prior to joining our Group, Mr. Chung has worked for two listed companies as the position of chief financial officer. Mr. Chung had held a managerial position with Deloitte Touche Tohmatsu for about five years. He became an associate member of the Hong Kong Institute of Certified Public Accountants (then known as the Hong Kong Society of Accountants) in 1995 and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom in 1999. In December 1989, Mr. Chung obtained a bachelor's degree (honours) in Social Sciences from the University of Hong Kong, and, in November 1998, a master's degree in International Business Management from the City University of Hong Kong.

Mr. Chung was appointed for an initial term of three years commencing from 12 September 2007 and his annual remuneration is HK\$2.392 million (since the listing of the Company) which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Mr. Chung does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Chung that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(4) Ms. Cheung Mei Sze (“Ms. Cheung”) – Executive Director

Ms. Cheung Mei Sze, aged 36, is our Executive Director and the Head of Finance. Ms. Cheung joined our Group in September 2000 and is responsible for the financial and accounting affairs of the Group. Prior to joining our Group, Ms. Cheung was an assistant supervisor in Ting Ho Kwan & Chan, a CPA firm. Ms. Cheung holds a bachelor’s degree in Arts majoring in Accountancy from the Hong Kong Polytechnic University.

Ms. Cheung was appointed for an initial term of three years commencing from 6 March 2008 and her annual remuneration is HK\$1.04 million (since the listing of the Company) which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Ms. Cheung does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Ms. Cheung that need to be brought to the attention of the Shareholders nor is there any information relating to Ms. Cheung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(5) Mr. Wu Jie Si (“Mr. Wu”) – Non-Executive Director

Mr. Wu Jie Si, aged 57, is our Non-Executive Director. Mr. Wu has over 20 years of experience in finance and corporate management in the PRC. From 1984 to 1995, Mr. Wu served in numerous positions in the Industrial and Commercial Bank of China (“ICBC”), including the president of ICBC Shenzhen Branch. From 1995 to 1998, Mr. Wu served as the deputy mayor of the Shenzhen Municipal Government. From 1998 to 2000, Mr. Wu served as the assistant to the governor of Guangdong Province. From 12 February 2000 to 8 May 2001, Mr. Wu joined Guangdong Enterprise (Holdings) Limited (“GDE”) as a director during the process of assisting its debt restructuring. Mr. Wu ceased to be a director of GDE shortly after the closing of its debt restructuring on 22 December 2000. From 2000 to 2005, Mr. Wu was appointed as the chairman of Guangdong Yue Gang Investment Holdings Company Limited

(廣東粵港投資控股有限公司) and GDH Limited (廣東控股有限公司). Mr. Wu has been appointed in various positions in companies listed on the Stock Exchange and the New York Stock Exchange. Mr. Wu served as the chairman of Guangdong Investment Limited (粵海投資有限公司) (stock code: 00270) (“GDI”) from March 2000 to March 2001, as a director of GDI from March 2000 to April 2005 and as the honorary president of GDI from March 2001 to April 2005. Mr. Wu also served as a director and honorary president of Guangdong Tannery Limited (粵海制革有限公司) (stock code: 01058) from February 2004 to April 2005. Both companies are listed on the Main Board of the Stock Exchange. While Mr. Wu was serving as the chairman and then an honorary president of GDI, GDI and its subsidiaries underwent a debt restructuring, details of which were included in GDI’s announcements dated 23 December 2000 and 6 May 2003. From April 2005 to January 2008, Mr. Wu was appointed as the Executive Director and from June 2005 to January 2008, Mr. Wu was appointed as the managing director and the chief executive officer of Hopson Development Holdings Limited (合生創展集團有限公司) (stock code: 00754) which is listed on the Main Board of the Stock Exchange. From May 2007 to August 2008, Mr. Wu also served as an independent Non-Executive Director of Yingli Green Energy Holding Company Limited (英利綠色能源控股有限公司) (Stock Code: YGE) which is listed on the New York Stock Exchange. Mr. Wu is currently an independent Non-Executive Director of Beijing Enterprises Holdings Limited (北京控股有限公司) (stock code: 00392), China Merchants Bank Co., Ltd. (招商銀行股份有限公司) (stock code: 03968) and China Insurance International Holdings Company Limited (中保國際控股有限公司) (stock code: 00966), companies listed on the Main Board of the Stock Exchange. Mr. Wu is also a Non-Executive Director of China Water Affairs Group Limited (中國水務集團有限公司) (stock code: 00855) and Shenzhen Investment Limited (深圳控股有限公司) (stock code: 00604), and an Executive Director and vice chairman of China Aoyuan Property Group Limited (中國奧園地產集團股份有限公司) (stock code: 3883), all of which are companies listed on the Main Board of the Stock Exchange. Mr. Wu obtained a master’s degree in Economics in 1984 and a doctor’s degree in Economics in 1996, both from Research Institution of the People’s Bank of China. Mr. Wu completed post-doctoral research work in Theoretical Economics at Nankai University in 1998-2000 and was qualified as a professor in theoretical economics (理論經濟) in Nankai University in 2001.

Mr. Wu was appointed for an initial term of three years commencing from 6 March 2008 and his annual director’s fee is HK\$0.48 million (since the listing of the Company) which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Mr. Wu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Wu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(6) Mr. Hung Sui Kwan (“Mr. Hung”) – Independent Non-Executive Director

Mr. Hung Sui Kwan, aged 40, was appointed as an Independent Non-Executive Director on 6 March 2008. From January 1995 to April 1997, Mr. Hung worked with the audit division of Coopers & Lybrand Certified Public Accountants (now known as PricewaterhouseCoopers) and was a Supervisor. In 1997, he started his own practice under the name “Hung Sui Kwan Certified Public Accountant”. In March 2000, Mr. Hung joined Get Nice Securities Limited (“Get Nice Securities”) (formerly known as “Get Nice Investment Limited”, a subsidiary of Get Nice Holdings Limited (結好控股有限公司) (“Get Nice”) (stock code: 00064), a company listed on the Main Board of the Stock Exchange) as a senior management. During the period from January 2001 to September 2002, he was appointed as an Executive Director of Get Nice. He is currently a director of Venture Partners CPA Limited, the company secretary of Get Nice and is registered as Responsible Officer of Get Nice Capital Limited (a subsidiary of Get Nice) under the SFO (for regulated activity “advising on corporate finance”). From January 2005 to August 2006, Mr. Hung was appointed as an independent Non-Executive Director of Century Legend (Holdings) Limited (世紀建業(集團)有限公司) (stock code: 00079), a company listed on the Main Board of the Stock Exchange. In 1991, Mr. Hung obtained a Bachelor of Science degree from the University of Hong Kong. In 1996, he became an associate member of the Hong Kong Institute of Certified Public Accountants (then known as the Hong Kong Society of Accountants). In 1997, he became an associate member of The Association of Chartered Certified Accountants in the United Kingdom. Mr. Hung currently holds a practising certificate issued by the Hong Kong Institute of Certified Public Accountants.

Mr. Hung was appointed for an initial term of three years commencing from 6 March 2008 and his annual director’s fee is HK\$0.36 million (since the listing of the Company) which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Mr. Hung does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Hung that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Hung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(7) Mr. Guan Huanfei (“Mr. Guan”) – Independent Non-Executive Director

Mr. Guan Huanfei, aged 52, was appointed as an Independent Non-Executive Director on 6 March 2008. Mr. Guan is experienced in the finance and insurance industry in Hong Kong and the PRC. Mr. Guan served various senior managerial positions in the People’s Insurance Company of China (Jilin Branch) (中國人民保險公司吉林省分公司), the business department of Hong Kong and Macao Regional Office of China Insurance Group (中國保險港澳管理處), Ming An Insurance Company (Hong Kong) Limited (香港民安保險有限公司) and China Pacific Insurance Co., (HK) Ltd. (中國太平洋保險(香港)有限公司). Mr. Guan also held offices with the Bank of Communications, including the deputy chairman of the risk asset management committee (風險資產管理委員會副主任委員), deputy chairman of credit asset management committee (信貸資產管理委員會副主任委員), chairman of loan verification committee (貸款審查委員會主任委員) and deputy general manager of the Bank of Communications Hong Kong Branch, the director of Bank of Communications Trustee Limited (交通銀行信託有限公司) and the chairman and chief executive of China BOCOM Insurance Co., Ltd. (中國交銀保險有限公司). Mr. Guan is also an economic and technical adviser to the People’s Government of Jilin province, the PRC (吉林省人民政府經濟技術顧問). Mr. Guan obtained a doctor’s degree in Economics in 2000 from Wuhan University and was a post-doctoral researcher in Theoretical Economics with Fudan University from 2000 to 2002. Mr. Guan has been a part-time researcher (兼職研究員) of the Insurance Research Centre of Fudan University since 2004.

Mr. Guan was appointed for an initial term of three years commencing from 6 March 2008 and his annual director’s fee is HK\$0.36 million (since the listing of the Company) which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Mr. Guan does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Guan that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Guan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(8) Mr. Ma Lishan (“Mr. Ma”) – Independent Non-Executive Director

Mr. Ma Lishan, aged 57, was appointed as an Independent Non-Executive Director on 6 March 2008. Mr. Ma is experienced in corporate management. Prior to joining our Group, Mr. Ma served various senior managerial positions in the PRC food, edible oils and wine industries. Mr. Ma was appointed as an Executive Director from January 1996, was appointed as director and managing director from May 1997 and was appointed from April 2002 to June 2003 as the managing director of China Foods Limited (中國食品有限公司) (stock code: 00506) (formerly known as “China Foods Holdings Limited (中國食品發展集團有限公司)” and “COFCO International Limited (中國糧油國際有限公司)”), which is listed on the Main Board of the Stock Exchange. In 2000, he was appointed as the deputy general manager of China Foods Import and Export (Group) Co., Ltd. (中國糧油食品進出口(集團)有限公司). From June 2003 to July 2005, Mr. Ma was the deputy managing director of COFCO (Hong Kong) Limited (中國糧油食品集團(香港)有限公司). From June 2008 to January 2009, Mr. Ma was an Executive Director of Sino Resources Group Limited (carrying on business in Hong Kong as Sino Gp Limited) (神州資源集團有限公司) (formerly known as Kenfair International (Holdings) Limited (建發國際(控股)有限公司) (stock code: 00223) which is listed on the Main Board of the Stock Exchange. In 1975, Mr. Ma graduated from the University of Foreign Languages in Beijing.

Mr. Ma was appointed for an initial term of three years commencing from 6 March 2008 and his annual director’s fee is HK\$0.36 million (since the listing of the Company) which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Mr. Ma does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Ma that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Ma that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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Silver Base

Silver Base Group Holdings Limited

銀基集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 886)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Silver Base Group Holdings Limited (the “**Company**”) will be held at Salon II & III, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Thursday, 27 August 2009 at 2:00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2009;
2.
 - (a) To re-elect Mr. Liang Guoxing as Executive Director;
 - (b) To re-elect Mr. Chen Sing Hung Johnny as Executive Director;
 - (c) To re-elect Mr. Chung Wai Man as Executive Director;
 - (d) To re-elect Ms. Cheung Mei Sze as Executive Director;
 - (e) To re-elect Mr. Wu Jie Si as Non-Executive Director;
 - (f) To re-elect Mr. Hung Sui Kwan as Independent Non-Executive Director;
 - (g) To re-elect Mr. Guan Huanfei as Independent Non-Executive Director;
 - (h) To re-elect Mr. Ma Lishan as Independent Non-Executive Director;
 - (i) To authorise the Board of Directors to fix the Directors’ remuneration;
3. To re-appoint Ernst & Young as the auditors of the Company and to authorise the Board of Directors to fix their remuneration;

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SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements 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 in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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, the Companies Law (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable law of Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and, if thought fit, to pass with or without modification the following ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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, the Companies Law or any other applicable law of Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To consider and, if thought fit, to pass with or without modification the following ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board
Silver Base Group Holdings Limited
Liang Guoxing
Chairman

Hong Kong, 29 July 2009

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

*Head office and principal place of
business in Hong Kong:*
27th Floor, The Sun's Group Centre
200 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of the Company of a General Mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed resolution no. 5 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolutions as required by the Listing Rules is set out in Appendix I to this circular.

As at the date of this notice, the executive Directors are Mr. Liang Guoxing, Mr. Chen Sing Hung Johnny, Mr. Chung Wai Man and Ms. Cheung Mei Sze; the non-executive Director is Mr. Wu Jie Si; and the independent non-executive Directors are Mr. Hung Sui Kwan, Mr. Guan Huanfei and Mr. Ma Lishan.