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新絲路文旅有限公司
NEW SILKROAD CULTURALTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 472)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HERE BY GIVEN that a special general meeting (the “SGM”) of New Silkroad Culturaltainment Limited (the “Company”) will be held at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 30 July 2018 at 11:30 a.m., as special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the conditional sale and purchase agreement dated 13 October 2017 (the “**Agreement**”, details of which are disclosed in the circular of the Company dated 29 June 2018 entered into between the Company as purchaser and 派生科技集團有限公司 (Paison Technology Group Ltd.*) (the “**Vendor**”) as vendor in relation to, among other matters, the proposed acquisition (the “**Acquisition**”) of the controlling right and the entire economic benefits in 深圳市你我金融信息服務有限公司 (Shenzhen Niiwoo Financial Information Services Ltd.*) by the Company subject to the terms and conditions of the Agreement (a copy of the Agreement is marked “A” and produced to the meeting and signed by the chairman of the SGM (the “**Chairman**”) for identification purpose) (as supplemented by the supplemental sale and purchase agreements dated 3 November 2017, 28 December 2017, 31 January 2018, 28 March 2018 and 27 June 2018, copies of which are marked “B” and produced to the meeting and signed by the Chairman for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the allotment and issue of 1,086,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”) to be issued at HK\$1.30 per Consideration Share to the Vendor (or its nominee) credited as fully paid, to satisfy the consideration for the Acquisition be and are hereby approved; and
- (c) any one director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement and the transactions contemplated

thereunder, including but not limited to the allotment and issue of the Consideration Shares, and to make and agree to make such variations of the terms of the Agreement as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.”

By the order of the Board
New Silkroad Culturaltainment Limited
Ng Kwong Chue, Paul
Executive Director

Hong Kong, 29 June 2018

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:

15/F., COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

* The English translation of Chinese names or words in this circular, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.

Notes:

- (1) *A member of the Company (“Shareholder”) entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxies (if such Shareholder is a holder of more than one share) to attend and vote in his stead. A proxy need not be a Shareholder.*
- (2) *For determining the entitlement to attend and vote at the above SGM, the register of members of the Company will be closed from Wednesday, 25 July 2018 to Monday, 30 July 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Progressive Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 July 2018.*
- (3) *In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company’s share registrar, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof.*

- (4) *In the case of joint holders of share(s) of the Company, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share(s) as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.*
- (5) *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.*
- (6) *Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM if the Shareholder so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.*

As at the date of this notice, the Board comprises five executive Directors, namely, Mr. Su Bo, Mr. Ng Kwong Chue, Paul, Mr. Zhang Jian, Mr. Hang Guanyu and Mr. Liu Huaming, and three independent non-executive Directors, namely Mr. Ting Leung Huel, Stephen, Mr. Tse Kwong Hon and Mr. Cao Kuangyu.