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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 HEREBY GIVEN** that a special general meeting (“**SGM**”) of New Silkroad Culturaltainment Limited (the “**Company**”) will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 22 December 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments) as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the entry into by the Company of the Sale and Purchase Agreement dated 29 July 2015, as amended from time to time (a copy of which is marked “A” and has been produced to the SGM and initialled by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified (terms defined in the Company’s circular dated 4 December 2015 having the same meanings when used in these resolutions); and
- (b) any one or more directors of the Company be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as they may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Sale and Purchase Agreement.”

2. “**THAT**

- (a) the entry into by the Company of the Subscription Agreement dated 29 July 2015, as amended from time to time (a copy of which is marked “B” and has been produced to the SGM and initialled by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified (terms defined in the Company’s circular dated 4 December 2015 having the same meanings when used in these resolutions); and
- (b) any one or more directors of the Company be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as they may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Subscription Agreement.”

3. “**THAT** Mr. Che Kuong Hon be re-elected as an independent non-executive director of the Company.”

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

Hong Kong, 4 December 2015

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Suite 1501, 15th Floor  
COFCO Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

*Notes:*

- (1) A shareholder entitled to attend and vote at the SGM convened by the above notice (or at any adjournment thereof) is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A shareholder holding two or more shares is entitled to appoint more than one proxy. A proxy need not be a shareholder of the Company but must be present in person to represent the shareholder. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the SGM (or any adjournment thereof), should he so wish.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the SGM (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders are present at the SGM (or at any adjournment thereof) personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the proxy form, and any power of attorney (if any) or other authority (if any) under which it is signed (or a copy of such power or authority certified notarially), must be delivered to the Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the SGM (or any adjournment thereof).

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