
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Silk Road Energy Services Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

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Silk Road Energy Services Group Limited

絲路能源服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8250)

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GRANT OF GENERAL MANDATES FOR ISSUING AND REPURCHASING SHARES, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Unit 3501, 35th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 22 November 2019 at 11:00 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least seven (7) days from the date of its publication and is available for reference on the website of the Company at www.silkroadenergy.com.hk.

24 October 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange.

Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Letter from the Board	3
Introduction	3
Re-election of Directors	4
Issue Mandate, Repurchase Mandate and Extension Mandate	4
Annual General Meeting	5
Closure of Register of Members	6
Voting at the Annual General Meeting	6
Recommendation	6
Responsibility Statement	6
General Information	6
Appendices	
I. Details of Directors Proposed to be Re-elected at the AGM	7
II. Explanatory Statement for the Repurchase Mandate	10
Notice of Annual General Meeting	13

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit 3501, 35th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong, on Friday, 22 November 2019 at 11:00 a.m., or any adjournment thereof; the notice of which is set out on pages 13 to 16 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Silk Road Energy Services Group Limited 絲路能源服務集團有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 additional Shares up to a maximum of 20% of the number of the issued Shares as at the date of passing of the relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	17 October 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to enable them to repurchase Shares not exceeding 10% of the number of the issued Shares at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.05 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 Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



Silk Road Energy Services Group Limited

絲路能源服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8250)

Executive Directors:

Mr. CAI Da (Co-Chairman)

Mr. LI Xianghong (Co-Chairman)

Mr. CHEN Youhua (Chief Executive Officer)

Mr. HU Guoan

Mr. LI Wai Hung

Mr. WANG Tong Tong

Independent non-executive Directors:

Ms. WONG Na Na

Mr. WANG Zhixiang

Ms. FENG Jibei

Mr. CHEN Xier

Registered Office:

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Principal place of business
in Hong Kong:*

Unit 3501, 35th Floor

West Tower, Shun Tak Centre

168–200 Connaught Road Central

Hong Kong

24 October 2019

To the Shareholders

Dear Sirs or Madams,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GRANT OF GENERAL MANDATES FOR ISSUING AND
REPURCHASING SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposals for (i) the re-election of Directors at the AGM; (ii) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (iii) to give you notice of the AGM.

LETTER FROM THE BOARD

Resolutions to be proposed at the AGM include, in addition to the ordinary business, (a) ordinary resolutions relating to the re-election of Directors, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 95 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to article 112 of the Articles. Pursuant to the above, Mr. Hu Guoan who was appointed by the Board as Director will hold office until the AGM, being the first general meeting of the Company following his respective appointment, and will be subject to re-election by Shareholders at the AGM. Mr. Hu Guoan, being eligible, will offer himself for re-election as Director at the AGM.

In accordance with article 112 of the Articles, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one third, shall retire from office by rotation at each annual general meeting of the Company. In addition, the GEM Listing Rules provide that every Director should be subject to retirement by rotation at least once every three years. Pursuant to the above, Ms. Wong Na Na, Mr. Wang Zhixiang and Ms. Feng Jibei will retire by rotation at the AGM. Ms. Wong Na Na, Mr. Wang Zhixiang and Ms. Feng Jibei, being eligible, will offer themselves for re-election as Directors at the AGM.

Biographical details of Ms. Wong Na Na, Mr. Wang Zhixiang, Ms. Feng Jibei and Mr. Hu Guoan, the Directors who are proposed to be re-elected at the AGM, are set out in Appendix I to this circular.

ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 19 December 2018, the Directors were granted a general mandate to allot, issue and deal with shares in the share capital of the Company. This mandate will expire at the conclusion of the AGM. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Board will seek the approval of the Shareholders for the grant of the Issue Mandate at the AGM.

On the basis of 7,492,562,338 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to allot and issue a maximum of 1,498,512,467 new Shares, representing 20% of the aggregate number of the issued Shares as at the date of passing of the resolution.

The Directors have no immediate plans to allot and issue any new Shares pursuant to the Issue Mandate to be granted.

LETTER FROM THE BOARD

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate to allow the Directors to exercise all powers of the Company to repurchase on GEM or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing of the resolution.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the end of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable laws of the Cayman Islands to be held; or
- (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 13 to 16 of this circular. At the AGM, resolutions will be proposed to consider and, if thought fit, the re-election of Directors, approve the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

Form of proxy for use by the Shareholders at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. 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

CLOSURE OF REGISTER OF MEMBERS

To ascertain the eligibility of the members of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 19 November 2019 to Friday, 22 November 2019 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is Monday, 18 November 2019. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. (Hong Kong time) on Monday, 18 November 2019.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of poll pursuant to article 76 of the Articles. An announcement on the results of the poll will be published by the Company after the AGM.

RECOMMENDATION

The Directors consider that the resolutions, including without limitation, regarding the re-election of Directors, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, as set out respectively in the notice of the AGM are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. 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.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

By Order of the Board
Silk Road Energy Services Group Limited
Cai Da
Co-Chairman

The particulars of the retiring Directors proposed to be re-elected at the AGM are set out below:

Ms. Wong Na Na

Ms. Wong, aged 46, joined the Company as an independent non-executive Director on 9 September 2015. She is the chairman of the audit committee of the Company (“**Audit Committee**”) and remuneration committee (“**Remuneration Committee**”) of the Company. She holds a Bachelor Degree of Commerce in Accountancy and Management Studies from University of Wollongong in Australia. She is also an associate member of Certified Practising Accountant Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. Ms. Wong has accumulated over 10 years of working experience.

Ms. Wong has entered into an appointment letter with the Company on 9 September 2016, which is renewable automatically for another one-year term after the expiry of the initial term and each subsequent one-year term. Ms. Wong is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Ms. Wong is entitled to a director’s fee of HK\$60,000 per annum which is determined with reference to her experience, duties and responsibilities in the Company and the market benchmark.

As at the Latest Practicable Date, save as disclosed above, Ms. Wong had confirmed with the Company that (i) she did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules); (ii) she did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) she did not hold other positions in the Company or in other members of the Group; and (iv) she did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Mr. Wang Zhixiang

Mr. Wang, aged 61, joined the Company as an independent non-executive Director on 20 November 2014. He is the member of the member of Audit Committee, Remuneration Committee and nomination committee of the Company (“**Nomination Committee**”). Mr. Wang graduated from Hebei Radio & TV University, major in Electronic Studies. He is also a certified senior electric and mechanical engineer. Mr. Wang has been serving certain sizable coal mining companies in PRC. He has gained over 30 years of working experience in model selection, installation and design of electric and mechanical equipment, automation control system and power supply system in relation to the coal mining industry.

Mr. Wang has entered into an appointment letter with the Company on 20 November 2016, which is renewable automatically for another one-year term after the expiry of the initial term and each subsequent one-year term. Mr. Wang is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Mr.

Wang is entitled to a director's fee of HK\$60,000 per annum which is determined with reference to his experience, duties and responsibilities in the Company and the market benchmark.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang had confirmed with the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules); (ii) he did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Ms. Feng Jibei

Ms. Feng, aged 61, joined the Company as an independent non-executive Director on 16 August 2016. She is the member of Audit Committee, Remuneration Committee and Nomination Committee. She holds a bachelor's degree in Heating, Ventilation and Air-conditioning from Beijing Construction Engineering College (now known as Beijing University of Civil Engineering and Architecture). She also holds a certificate of professor level senior engineer issued by Beijing Senior Specialized Technique Qualification Evaluation Committee. Ms. Feng is currently an advisory member of Technical Committee on Heating Supply Standardization under Ministry of Housing and Urban-Rural Development of the People's Republic of China. Prior to joining the Group, she has been working over thirty years in Beijing Gas & Heating Engineering Design Institute, a state-owned enterprise which specified in gas and heating engineering design and her last position before retirement was deputy chief engineer. She has extensive experience in the heating supply industry.

Ms. Feng has entered into an appointment letter with the Company for an initial term of one year commencing from 16 August 2016, which is renewable automatically for successive terms of one year after the expiry of the term of appointment. Ms. Feng is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Ms. Feng is entitled to a director's fee of HK\$60,000 per annum which is determined with reference to her experience, duties and responsibilities in the Company and the market benchmark.

As at the Latest Practicable Date, save as disclosed above, Ms. Feng had confirmed with the Company that (i) she did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules); (ii) she did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) she did not hold other positions in the Company or in other members of the Group; and (iv) she did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Mr. Hu Guoan

Mr. Hu, aged 50, joined the Company as an executive Director on 9 April 2019. Mr. Hu graduated from Beijing Information Technology Institute with a bachelor's degree in business administration in 1994. He has extensive experience in corporate management. He is currently the chairman of Resgreen Biological Engineering Group Limited (“**Resgreen**”). Mr. Hu has been the executive director of Future Bright Mining Holdings Limited (stock code: 2212), a company which shares are listed on Main Board of the Stock Exchange from 30 October 2017 to 8 June 2018. Save as disclosed above, Mr. Hu has not held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Hu has entered into a service contract with the Company, for a term commencing from 9 April 2019 until terminated by either party by giving the other party not less than one month's written notice, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company and applicable laws and regulations. Mr. Hu is entitled to a monthly remuneration of HK\$100,000 and a discretionary bonus at the sole determination of the Board. His emolument is determined with reference to his experience, duties and responsibilities in the Company and the market benchmark.

As at the Latest Practicable Date, save as disclosed above, Mr. Hu had confirmed with the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules); (ii) he did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their shares on GEM or any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,492,562,338 Shares. Subject to the passing of resolution no. 6 approving the Repurchase Mandate as set out in the notice convening the AGM on pages 13 to 16 of this circular, and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 749,256,233 Shares, representing approximately 10% of the number of issued Shares as at the date of passing of resolution no. 6, until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors, whichever is the earliest.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on the 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 and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares pursuant to the Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles, the Companies Law and other applicable laws of the Cayman Islands.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

On the basis of the financial position of the Company as at 30 June 2019 and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or gearing position of the Company. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

6. SHARE PRICES

In each of the previous twelve months and up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on GEM are as follows:

Year	Month	Per Share	
		Highest (HK\$)	Lowest (HK\$)
2018	November	0.033	0.027
	December	0.029	0.025
2019	January	0.029	0.025
	February	0.028	0.025
	March	0.037	0.024
	April	0.035	0.025
	May	0.030	0.020
	June	0.028	0.024
	July	0.029	0.021
	August	0.028	0.020
	September	0.025	0.017
	October (up to and including the Latest Practicable Date)	0.021	0.015

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate, in the event that the Repurchase Mandate is approved at the AGM by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company and no such person has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the AGM by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Law, any other applicable laws of the Cayman Islands, and the memorandum of association of the Company and the Articles.

9. TAKEOVERS CODE CONSEQUENCES

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

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to 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 the public falling below the prescribed minimum percentage of 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase has been made by the Company of the Shares (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



Silk Road Energy Services Group Limited

絲路能源服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8250)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Silk Road Energy Services Group Limited (“**Company**”) will be held at Unit 3501, 35th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong, 22 November 2019, Friday at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditors’ report of the Company for the year ended 30 June 2019;
2. To re-elect Ms. Wong Na Na, Mr. Wang Zhixiang, Ms. Feng Jibei and Mr. Hu Guoan as directors of the Company (the “**Directors**”);
3. To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration;
4. To re-appoint Shinewing (HK) CPA Limited as auditors of the Company and authorise the Board to fix their remuneration;

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions or, as the case may be, special resolution:

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.05 each (each a “**Share**”) in the share capital of the Company 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 is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as defined below); or (ii) the exercise of any option granted under any share option scheme or similar arrangements adopted by 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, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the number of Shares in issue as at the date of passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of Shares in issue as at the date of passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 laws of the Cayman Islands to be held; or
 - (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 under this resolution;

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on the GEM of The Stock Exchange of Hong Kong Limited (“**GEM**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and GEM for such purpose, be and is hereby generally and unconditionally approved;
- (b) the number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of 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 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 laws of the Cayman Islands to be held; or
 - (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 under this resolution.”

7. “**THAT**

conditional upon the passing of resolutions nos. 5 and 6 above and subject to the availability of unissued share capital, the general mandate granted to the Directors pursuant to resolution no. 5 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an

NOTICE OF ANNUAL GENERAL MEETING

amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under resolution no. 6 above.”

By order of the Board
Silk Road Energy Services Group Limited
Cai Da
Co-Chairman

Hong Kong, 24 October 2019

Registered Office:
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*
Unit 3501, 35th Floor
West Tower, Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

Notes:

- (1) A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the 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/her/its behalf. A proxy needs not be a shareholder of the Company but must be present in person at the Meeting to represent the Shareholder. 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) To ascertain the eligibility of the members of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 19 November 2019 to Friday, 22 November 2019 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. (Hong Kong time) on Monday, 18 November 2019.
- (3) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof should he/she/it so wish.
- (4) As required under the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited, the above resolutions will be voted by way of poll.
- (5) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof if they so wish and in such event, such form of proxy shall be deemed to be revoked.