

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 New Silkroad Culturaltainment Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or 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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新絲路文旅有限公司
NEW SILKROAD CULTURALTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 472)

**(1) PROPOSED APPOINTMENT OF AUDITORS;
(2) CLOSURE OF REGISTER OF MEMBERS; AND
(3) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at Conference Room, 8/F., Macrolink Group Building, Government Ave, Taihu Town, Tongzhou District, Beijing, the PRC on Tuesday, 29 September 2020 at 10:30 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkex.com.hk and the Company's website at www.newsilkroad472.com.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE SGM

In view of the ongoing novel coronavirus (COVID-19) outbreak, the Company will take certain precautionary measures at the venue of the SGM to ensure the safety of attendees, including (but not limited to) requiring all attendees to have body temperature check and wear face masks. In addition, no refreshments will be served and no corporate gift will be distributed at the meeting. For the health and safety of Shareholders, the Company would like to encourage them to exercise their right to vote at the SGM by appointing the chairman of the SGM as their proxy instead of attending the SGM in person.

All times and dates specified in this circular refers to Hong Kong local times and dates.

11 September 2020

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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 held on Thursday, 18 June 2020 to consider and, if thought fit, to approve, among other things, the proposed appointment of Elite Partners as auditors of the Company to fill the vacancy following the non-reappointment of HLB Hodgson Impey Cheng Limited
“Announcement”	the announcement of the Company dated 18 June 2020 in relation to, among other things, the poll results of the AGM and the vacancy of auditors
“Baker Tilly”	Baker Tilly Hong Kong Limited, a certified public accountants firm in Hong Kong
“Board”	the board of Directors
“Company”	New Silkroad Culturaltainment Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Elite Partners”	Elite Partners CPA Limited, the proposed auditors not approved at the AGM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Taiwan and Macau Special Administrative Region of the PRC
“Proposed Appointment of Auditors”	the proposed appointment of Baker Tilly as auditors of the Company and its subsidiaries to fill the vacancy of auditors arising from the AGM

DEFINITIONS

“SGM”	a special general meeting of the Company to be held at Conference Room, 8/F., Macrolink Group Building, Government Ave, Taihu Town, Tongzhou District, Beijing, the PRC on Tuesday, 29 September 2020 at 10:30 a.m., to consider and, if thought fit, to approve the Proposed Appointment of Auditors, or any adjournment thereof
“Share(s)”	ordinary share(s) of HK\$0.01 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

LETTER FROM THE BOARD



新絲路文旅有限公司

NEW SILKROAD CULTURAL ENTERTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 472)

Executive Directors:

Mr. Ma Chenshan (Chairman)

Mr. Zhang Jian

Mr. Hang Guanyu

Mr. Liu Huaming

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors:

Mr. Ting Leung Huel, Stephen

Mr. Tse Kwong Hon

Mr. Cao Kuangyu

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

15/F., COFCO Tower

262 Gloucester Road

Causeway Bay

Hong Kong

11 September 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF AUDITORS;
(2) CLOSURE OF REGISTER OF MEMBERS; AND
(3) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement.

The purpose of this circular is to provide you with information regarding the Proposed Appointment of Auditors and to give you the notice of SGM.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITORS

As disclosed in the Announcement, the resolution in respect of the appointment of Elite Partners as auditors of the Company for the year ending 31 December 2020 was not passed at the AGM and the office of the Company's auditors became vacant with effect from the conclusion of the AGM.

After careful consideration, the Board, with the recommendation of the audit committee of the Company, has resolved to propose the appointment of Baker Tilly as auditors of the Company and its subsidiaries for the financial year ending 31 December 2020 at the SGM to fill the vacancy arising from the non-appointment of Elite Partners and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the SGM.

SGM

At the SGM, an ordinary resolution for the Proposed Appointment of Auditors will be proposed. The notice of SGM is set out on pages 6 to 7 of this circular. The resolution proposed to be approved at the SGM will be taken by poll in accordance with the Listing Rules. To the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting at the SGM. Further announcement on the poll result of the SGM will be made by the Company in compliance with the Listing Rules.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 24 September 2020 to Tuesday, 29 September 2020 (both days inclusive) for the purpose of ascertaining Shareholders who are entitled to attend and vote at the SGM or any adjournment thereof. During this period, no transfers of Shares will be registered. In order to qualify for the right to attend and vote at the SGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 September 2020.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers the Proposed Appointment of Auditors to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM.

By order of the Board
New Silkroad Culturaltainment Limited
Ma Chenshan
Chairman and Executive Director



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 the special general meeting (“SGM”) of New Silkroad Culturaltainment Limited (the “**Company**”) will be held at Conference Room, 8/F., Macrolink Group Building, Government Ave, Taihu Town, Tongzhou District, Beijing, the PRC on Tuesday, 29 September 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Baker Tilly Hong Kong Limited be and is hereby appointed as auditors of the Company and its subsidiaries for the year ending 31 December 2020 and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By order of the Board
New Silkroad Culturaltainment Limited
Ma Chenshan
Chairman and Executive Director

Hong Kong, 11 September 2020

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

*Head office and principal place of
business in Hong Kong:*
15/F., COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

NOTICE OF SGM

Notes:

1. A member of the Company entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person at the meeting of the Company to represent the member. If more than one proxy is appointed, the appointment shall specify the number and class of the Company's shares in respect of which each such proxy is so appointed.
2. 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 thereof, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding of the SGM or any adjournment thereof.
3. For the purpose of ascertaining shareholders of the Company who are entitled to attend and vote at the SGM or any adjournment thereof, the register of members of the Company will be closed from Thursday, 24 September 2020 to Tuesday, 29 September 2020 (both days inclusive) during which period no transfers 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 certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 23 September 2020.

As at the date of this notice, the Board comprises four executive Directors, namely, Mr. Ma Chenshan, 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.