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## **Silk Road Logistics Holdings Limited**

**絲路物流控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 988)**

### **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Silk Road Logistics Holdings Limited (the “**Company**”) will be held at Former Taihe Factory, Dongtai Village, Machong Town, Dongguan City, Guangdong Province, People’s Republic of China (transliteration of 中國廣東東莞市麻涌鎮東太村太和建材廠舊址) at 11:00 a.m. on Tuesday, 19 April 2022, for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

subject to the fulfilment of the terms and conditions set out in the loan agreement dated 27 January 2022 (the “**Loan Agreement**”) entered into between the Company and Yick Chuen Credit Limited (“**Yick Chuen**”) (a copy of the Loan Agreement together with the security documents, including the share charge and the deed of assignment by way of security, having been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) in respect of the provision of the Loan up to the maximum loan amount of HK\$10,000,000 from Yick Chuen to the Company in four tranches for a term commencing from the respective Drawdown Dates and expiring on the second anniversary of the respective Drawdown Dates at an interest rate of 10% per annum:

- (i) the Loan Agreement and the transactions contemplated thereunder, including the execution of the security documents, be and are hereby approved, confirmed and ratified;
- (ii) the share charge to be executed by City Joint Investments Limited (“**City Joint**”), a wholly-owned subsidiary of the Company, in favour of Yick Chuen, and the transactions contemplated thereunder including any possible enforcement by Yick Chuen of the share charge in the event of default on the part of the Company or City Joint, be and are hereby approved and confirmed; and
- (iii) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Loan Agreement and the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Loan Agreement and any other transactions contemplated under or incidental to the Loan Agreement”

2. “**THAT**

- (i) Mr. Ouyang Nong be re-elected as a non-executive Director;
- (ii) Mr. Chen Wai Chung Edmund be re-elected as an independent non-executive Director;
- (iii) Ms. Ang Mei Lee Mary be re-elected as an independent non-executive Director; and
- (iv) the board of Directors be authorised to fix the Directors’ remuneration.”

By order of the board  
**Silk Road Logistics Holdings Limited**  
**Cheung Ngai Lam**  
*Executive Director*

Hong Kong, 18 March 2022

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

*Head office and principal place of  
business in Hong Kong:*  
Room 1702, 17th Floor  
COFCO Tower  
262 Gloucester Road  
Causeway Bay, Hong Kong

*Notes:*

1. In view of the current COVID-19 situation in Hong Kong and the epidemic controlling measures announced by the Hong Kong Special Administrative Region Government such as the enhanced social distancing, the SGM will be (1) conducted in the PRC by the chairman of the SGM who will be physically present at the meeting venue together with the minimum number of persons as is legally required to form a quorum, subject to the relevant social-distancing policies in the PRC (if any), and (2) real-time broadcasted to the members at <https://voovmeeting.com/dm/tfPrNmGGHRX6> (meeting ID: 870-087-129) on 19 April 2022. The SGM shall be deemed to take place at the meeting venue.
2. A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company. 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. **Should you wish to vote on any resolution of the SGM, you are recommended to appoint the chairman of the SGM as proxy** to exercise the right to vote at the SGM in accordance with your instructions by completing and returning a form of proxy.
3. A form of proxy for use at the Meeting is enclosed herewith. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
4. 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 Company's branch registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from joining the online real-time broadcast of the SGM or any adjournment thereof, should he/she/it so wish.
5. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 12 April 2022 to Tuesday, 19 April 2022 (both days inclusive), during which no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 11 April 2022.
6. In the case of joint holders of shares, any one of such persons may vote at the SGM, either personally or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the SGM 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 to exclusion of the votes of the other joint holders.
7. Any voting at the Meeting shall be taken by poll.
8. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

9. PRECAUTIONARY MEASURES FOR THE MEETING

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Meeting to protect attending shareholders, staff and stakeholders from the risk of infection: -

- (i) compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius or flu-like symptoms or is otherwise unwell may be denied entry into the SGM venue or be required to leave the meeting venue;
- (ii) compulsory wearing of a surgical face mask by all attendees prior to admission to the meeting venue and throughout the SGM;
- (iii) maintenance of a safe distance between seats, and the Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding; and
- (iv) No refreshment, drinks or souvenirs will be served.

Subject to the development of the COVID-19 situation, the Company may implement revised or additional precautionary measures as and when appropriate.

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. Cheung Ngai Lam and Mr. Chung Wai Man; one non-executive Director, namely Mr. Ouyang Nong; and four independent non-executive Directors, namely Ms. Choy So Yuk, Mr. Wu Zhao, Mr. Chen Wai Chung Edmund and Ms. Ang Mei Lee Mary.*