

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 **New Silkroad Culturaltainment Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker 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 GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;**
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
(4) CLOSURE OF REGISTER OF MEMBERS; AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Conference Room, 8/F., Macrolink Group Building, Government Ave, Taihu Town, Tongzhou District, Beijing, the PRC on Wednesday, 8 June 2022 at 11:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the AGM is also 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 AGM, 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 AGM or any adjournment thereof. 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 and in such event, the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE AGM

In order to prevent and control the spread of the novel coronavirus (COVID-19), the Company will take certain precautionary measures at the venue of the AGM 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 AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person.

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

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DEFINITIONS

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

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| “AGM” | the annual general meeting of the Company to be convened and held on Wednesday, 8 June 2022 to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the re-election of retiring Directors and the re-appointment of auditor |
| “Audit Committee” | the audit committee of the Company |
| “Board” | the board of Directors |
| “Bye-laws” | the bye-laws of the Company, and “Bye-law” shall mean a bye-law of the Bye-laws |
| “close associate(s)” | has the same meaning ascribed thereto in the Listing Rules |
| “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 |
| “controlling shareholder” | has the same meaning ascribed thereto in the Listing Rules |
| “core connected person(s)” | has the same meaning ascribed thereto in the Listing Rules |
| “Directors” | the directors of the Company |
| “General Mandate” | the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue as at the date of passing such resolution |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | 7 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Nomination Committee” | the nomination committee of the Company |

DEFINITIONS

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| “Notice” | the notice convening the AGM as set out on pages 15 to 18 of this circular |
| “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 |
| “Remuneration Committee” | the remuneration committee of the Company |
| “Repurchase Mandate” | the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) |
| “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 |
| “substantial shareholder” | has the same meaning ascribed thereto in the Listing Rules |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

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

14 April 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;**

(2) RE-ELECTION OF RETIRING DIRECTORS;

(3) RE-APPOINTMENT OF AUDITOR; AND

(4) CLOSURE OF REGISTER OF MEMBERS

INTRODUCTION

At the AGM to be held at Conference Room, 8/F., Macrolink Group Building, Government Ave, Taihu Town, Tongzhou District, Beijing, the PRC on Wednesday, 8 June 2022 at 11:00 a.m., resolutions will be proposed, among other matters:

- (a) to grant the General Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;

LETTER FROM THE BOARD

- (c) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate;
- (d) to re-elect the retiring Directors; and
- (e) to re-appoint CCTH CPA Limited as the auditor of the Company.

The purposes of this circular are to provide you with information in relation to the resolutions to be proposed at the AGM for the proposed grant of the General Mandate and the Repurchase Mandate, the re-election of retiring Directors, the re-appointment of the auditor and to give you the Notice.

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

General Mandate

The Company had in issue an aggregate of 3,207,591,674 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate at the AGM and in accordance with the terms therein, the General Mandate would allow the Company to allot and issue up to a maximum of 641,518,334 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

Repurchase Mandate

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant to the Directors of the Repurchase Mandate. The explanatory statement as required by the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

Extension of the General Mandate

At the AGM, a resolution will also be proposed to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

According to Bye-law 87(1), one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company and every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Bye-law 87(1), Mr. Ma Chenshan, Mr. Zhang Jian, Mr. Hang Guanyu, Mr. Tse Kwong Hon shall retire by rotation and, being eligible, have offered themselves for re-election at the AGM. Particulars relating to the retiring Directors are set out in Appendix II to this circular.

Nomination process for independent non-executive Directors subject to re-election at the AGM

In reviewing the structure of the Board annually, the Nomination Committee will consider the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy. The candidates will be assessed based on criteria such as educational background and relevant skills and experience, with a view to maintaining a sound balance in the composition of the Board.

Mr. Tse Kwong Hon, who is proposed to be re-elected as independent non-executive Director at the AGM, has over 30 years of experience in corporate management and corporate legal counsel and possesses extensive knowledge in his field. With due regard for the benefits of diversity as set out in the board diversity policy of the Company, the Board is of the view that Mr. Tse Kwong Hon can contribute to the diversity of the Board, in particular, with his strong educational background and professional experience in his expertise in corporate management and corporate legal counsel which allow him to provide valuable professional independent advice in his area of expertise, bring diverse perspectives to the Board and contribute to the better corporate governance of the Company. The Nomination Committee has also assessed the annual independence confirmation of Mr. Tse Kwong Hon and considered his ability to exercise independent judgment in relation to the Company's affairs and is of the opinion that he continues to fulfil the independence requirement under Rule 3.13 of the Listing Rules.

RE-APPOINTMENT OF CCTH CPA LIMITED AS THE AUDITOR OF THE COMPANY

The Board proposes to re-appoint CCTH CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting. The resolution will also be proposed to authorize the Board to fix the auditor's remuneration for the ensuing year. CCTH CPA Limited have indicated their willingness to be re-appointed as the auditor of the Company for the said period.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Friday, 3 June 2022 to Wednesday, 8 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the AGM or any adjournment thereof, all 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 Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4: 30 p.m. on Thursday, 2 June 2021.

ACTION TO BE TAKEN

The Notice is set out on pages 15 to 18 of this circular.

Whether or not you intend to attend the AGM, 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 later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. 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 and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions proposed to be approved at the AGM (except for those relating purely to a procedural or administrative matter which may be voted on by a show of hands) will be taken by poll. Further announcement on the poll results of the AGM will be made by the Company in compliance with the Listing Rules.

RECOMMENDATIONS

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate, the proposed extension of the General Mandate, the proposed re-election of retiring Directors and the re-appointment of auditor are in the best interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

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| LETTER FROM THE BOARD |
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GENERAL

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

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

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,207,591,674 Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate at the AGM and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 320,759,167 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cashflow or working capital facilities which are legally available for such purpose in accordance with the laws of Bermuda, the memorandum of association of the Company and the Bye-laws.

An exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2021, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in the circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date were as follows:

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2021 | | |
| April | 0.187 | 0.160 |
| May | 0.215 | 0.160 |
| June | 0.212 | 0.180 |
| July | 0.200 | 0.147 |
| August | 0.179 | 0.131 |
| September | 0.172 | 0.140 |
| October | 0.160 | 0.130 |
| November | 0.136 | 0.122 |
| December | 0.132 | 0.112 |
| 2022 | | |
| January | 0.167 | 0.110 |
| February | 0.119 | 0.082 |
| March | 0.106 | 0.078 |
| April (up to the Latest Practicable Date) | 0.105 | 0.090 |

5. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

The Listing Rules prohibit a company from knowingly purchasing Shares on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its Shares to the Company.

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 nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved at the AGM and exercised.

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the same is approved at the AGM and exercised.

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 repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Macro-Link International Land Limited and the persons acting in concert with it (as defined in the Takeovers Code) are interested in 1,973,439,079 Shares in total, representing approximately 61.52% of the issued share capital of the Company which has already exceeded the threshold for making a mandatory general offer under Rule 26 of the Takeovers Code. As such, any subsequent increase in voting rights of the Company by Macro-Link International Land Limited and the persons acting in concert with it will not trigger such obligation.

Based on the current shareholding of the Company, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

The Company has no present intention to repurchase Shares to such extent as to result in the number of Shares held by the public being reduced to less than 25%.

7. SHARES REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has repurchased any of the Company's listed securities during the six months immediately preceding the Latest Practicable Date.

The details of the Directors who will retire from office by rotation at the AGM and being eligible, offer themselves for re-election at the AGM pursuant to Bye-law 87(1), are set out below:

Mr. Ma Chenshan, aged 46, executive Director

Mr. Ma Chenshan (“**Mr. Ma**”) was appointed as the executive Director, chairman of the Board and authorised representative of the Company on 30 December 2019. He holds a bachelor degree in Chinese Literature from Shanxi University. From July 1998 to December 2003, he was a reporter of CCTV. From January 2004 to May 2006, he served as the deputy director of All China Federation of Supply and Marketing Cooperatives – Audio-visual Center. From June 2006 to January 2009, he was an editor for journals of China Cooperative Times*. From February 2009 to October 2011, he was the deputy president of China Cooperative Times* and the executive deputy director of All China Federation of Supply and Marketing Cooperatives – Audio-visual Center. From November 2011 to December 2017, he served as the general manager in the manager department, and the director in each of the Group Office, the distribution department and the photography art department of Guang Ming Daily. From January 2014 to May 2016, he was a member of the Standing Committee of the Guangyuan Municipal Committee of Sichuan Province and the deputy secretary of the Party Group of the Municipal Government. Since January 2018, he has been the director and executive vice president of Macro-Link Holding Company Limited, the controlling shareholder of the Company. Since January 2018, he has been the director and executive vice president of Macro-Link Holding Company Limited (“**Macro-Link Holding**”), the ultimate controlling shareholder of the Company. Mr. Ma is now the chairman and the director of Macrolink Culturaltainment Development Co., Ltd. (“**Macrolink Culturaltainment**”) which is a company listed on the Shenzhen Stock Exchange (stock code: 000620) and is a non-wholly owned subsidiary of Macro-Link Holding, and also a director of Macro-Link International Land Limited (“**MIL**”) which is a wholly-owned subsidiary of Macrolink Culturaltainment and the controlling shareholder of the Company.

Mr. Ma is the member of the Remuneration Committee and the chairman of the Nomination Committee. Save as disclosed above, Mr. Ma does not hold any other positions within the Company or other members of the Group, nor did he act as directors in any listed public companies in the past three years immediately preceding the Latest Practicable Date.

Save as disclosed above, Mr. Ma does not have any other relationships with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Ma has accepted an appointment from the Company for a term of three years which is subject to retirement and re-election in accordance with the Bye-laws. He is entitled to an annual emolument of HK\$120,000 which is determined by the Board based on the recommendation of the Remuneration Committee with reference to his qualification, experience and responsibilities with the Company.

Save as disclosed above, there is no other information relating to the re-election of Mr. Ma which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rule

* The English name is not the official name and is translated for reference purpose only

Mr. Zhang Jian, aged 48, executive Director

Mr. Zhang Jian (“**Mr. Zhang**”) was appointed as an executive Director on 25 February 2004. He serves as the senior vice-president of Macro-Link Holding, the ultimate controlling shareholder of the Company. Mr. Zhang is now the executive director of Dongyue Group Limited (stock code: 189) and Macrolink Capital Holdings Limited (stock code: 758), the vice-chairman of Keda Clean Energy Co., Ltd. which is a company listed on the Shanghai Stock Exchange (stock code: 600499) and the director of Macrolink Culturaltainment, a company listed on the Shenzhen Stock Exchange (stock code: 000620) and is a non-wholly owned subsidiary of Macro-Link Holding. He has many years of experience in investment banking and corporate finance. He holds a bachelor degree in law and economics from Jiangxi University of Finance and Economics and a master degree in business administration from The Chinese University of Hong Kong.

Save as disclosed above, Mr. Zhang does not hold any position within the Company or other members of the Group, nor did he act as directors in any other listed public companies in the past three years immediately preceding the Latest Practicable Date.

Save as disclosed above, Mr. Zhang does not have any other relationships with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, he has 7,850,400 share options granted under the share option scheme adopted by the Company on 23 August 2012 (the “**Share Option Scheme**”) entitling him to subscribe for 7,850,400 Shares. Save as disclosed above, he does not have any other interests in the Shares within the meaning of Part XV of the SFO.

There is a service agreement entered into between the Company and Mr. Zhang. His term of service with the Company is three years subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. He is entitled to an annual emolument of HK\$120,000 which is determined by the Board based on the recommendation of the Remuneration Committee with reference to his respective qualification, duties and responsibilities with the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Zhang.

Mr. Hang Guanyu, aged 56, executive Director

Mr. Hang Guanyu (“**Mr. Hang**”) was appointed as an executive Director on 8 June 2015. Mr. Hang holds a master degree in business administration from Asia International Open University (Macau). He also holds Chinese Securities Practising Certificate and Chinese Career Manager Qualification Certificate. From January 2007 to June 2008, Mr. Hang was the director of UBS Securities Co., Ltd. He has been the vice-president of Beijing Macrolink Land Ltd. since December 2009. He now acts as the vice-president and secretary to the board of Macrolink Culturaltainment. Mr. Hang is also a director of Macro-Link International Land Limited which is the wholly-owned subsidiary of Macrolink Culturaltainment.

Mr. Hang is a director of certain subsidiaries of the Company. Save as disclosed above, he does not hold any other positions within the Company or other members of the Group, nor did he act as directors in any listed public companies in the past three years immediately preceding the Latest Practicable Date.

Save as disclosed above, Mr. Hang does not have any other relationships with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, he has 7,850,400 share options granted under the Share Option Scheme entitling him to subscribe for 7,850,400 Shares. Save as disclosed above, he does not have any other interests in the Shares within the meaning of Part XV of the SFO.

There is a service agreement entered into between the Company and Mr. Hang. His term of service with the Company is three years subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. He is entitled to an annual emolument of HK\$120,000 which is determined by the Board based on the recommendation of the Remuneration Committee with reference to his respective qualification, duties and responsibilities with the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Hang.

Mr. Tse Kwong Hon, aged 67, independent non-executive Director

Mr. Tse Kwong Hon (“**Mr. Tse**”) was appointed as an independent non-executive Director on 24 November 2015. Mr. Tse holds a bachelor degree in Business Administration and a diploma in Chinese Law from the University of East Asia, Macau, a bachelor degree in Law from China University of Political Science and Law, a postgraduate diploma in Macau Law from University of Macau, a master degree in International Commercial Law from Asia International Open University (Macau) and a doctor degree in Civil and Commercial Law from Xiamen University. Mr. Tse is the founder and director of ‘Che Kuong Hon Legal & Translation Service Centre’. He is now the part-time professor of Xiamen University at the Center for Social Governance and Soft Law Research, and the distinguished professor of Qilu University of Technology. He has over 30 years of experience in corporate management and corporate legal counsel. He has been awarded the ‘Diploma of Merit’ and ‘Medal of Merit in Profession’ issued by the Macau Security Forces and the Macau Governor respectively. He has also been awarded the “Medalha de Mérito Desportivo” in 2015. He is now the vice-president of Macao ASEAN International Chamber of Commerce.

Mr. Tse is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Save as disclosed above, Mr. Tse does not hold any other positions within the Company or other members of the Group, nor did he act as directors in any listed public companies in the past three years immediately preceding the Latest Practicable Date.

Mr. Tse does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is a service agreement entered into between the Company and Mr. Tse. His term of service with the Company is three years subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. He is entitled to an annual emolument of HK\$180,000 which is determined by the Board based on the recommendation of the Remuneration Committee with reference to his respective qualification, duties and responsibilities with the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Tse.

NOTICE OF AGM



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 472)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) 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 Wednesday, 8 June 2022 at 11:00 a.m. to transact the following ordinary businesses:

1. To receive and consider the audited consolidated financial statements together with the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Ma Chenshan as executive Director;
 - (b) To re-elect Mr. Zhang Jian as executive Director;
 - (c) To re-elect Mr. Hang Guanyu as executive Director; and
 - (d) To re-elect Mr. Tse Kwong Hon as independent non-executive Director; and
 - (e) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint CCTH CPA Limited as auditor of the Company and to authorise the board of Directors to fix their remuneration.

As special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions nos. 4 to 6 as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and the same is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; (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 bye-laws of the Company (the “**Bye-laws**”) 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 of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the 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 the 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 Bye-laws, the Companies Act 1981 of Bermuda (the “**Companies Act**”) or any applicable laws of Bermuda 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 by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the 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 the 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 Bye-laws, the Companies Act or any applicable laws of Bermuda 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 by this resolution.”

6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above.”

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

Hong Kong, 14 April 2022

NOTICE OF AGM

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

Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the Bye-laws, to 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 proxies are so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. 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 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 AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish and in such event, the form of proxy shall be deemed to be revoked.
3. For the purpose of ascertaining shareholders of the Company who are entitled to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Friday, 3 June 2022 to Wednesday, 8 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the AGM or any adjournment thereof, all 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 Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4: 30 p.m. on Thursday, 2 June 2022.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 14 April 2022.
6. In order to prevent and control the spread of the novel coronavirus (COVID-19), the Company will take certain precautionary measures at the venue of the AGM 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 the Company's shareholders, the Company would like to encourage them to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person.

As at the date of this notice, the board of Directors 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.