
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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Renaissance Asia Silk Road Group Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee.

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復興亞洲絲路集團有限公司
RENAISSANCE ASIA SILK ROAD GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock code: 274)

**(I) VERY SUBSTANTIAL DISPOSAL AND
CONNECTED TRANSACTION
DEEMED DISPOSAL OF APPROXIMATELY 9.7%
EQUITY INTEREST IN THE TARGET COMPANY; AND
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Financial adviser to the Company



紅日資本有限公司

RED SUN CAPITAL LIMITED

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed “DEFINITIONS” in this circular, unless the context requires otherwise. A letter from the Board is set out on pages 4 to 12 of this circular. A notice convening the EGM of the Company to be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on 11 April 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular.

Whether or not you intend to attend the EGM, you are requested to complete and sign the accompanying form of proxy, in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish, in such event, the relevant form of proxy shall be deemed to be revoked.

19 March 2024

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DEFINITIONS

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

“2019 Loan”	the loan in the principal amount of up to RMB80,000,000 granted by Mr. Cai Shuo to the Company and Westralian Resources pursuant to the loan agreement dated 6 August 2019, entered into among the Company as borrower, Westralian Resources as co-borrower and Mr. Cai Shuo as the lender;
“Announcement”	the announcement of the Company dated 8 February 2024 in relation to the Deemed Disposal II;
“Board”	the board of directors of the Company;
“Capitalisation”	the capital contribution of RMB81.9 million (equivalent to approximately US\$11.4 million) to the Target Company by way of a debt-to-equity swap with RMB81.9 million of the Investor’s creditor’s right over the Target Company;
“Capitalisation Agreement”	the capitalisation agreement entered into by the Target Company and the Investor on 8 February 2024;
“Company”	Renaissance Asia Silk Road Group Limited (formerly known as “China Billion Resources Limited”), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 274);
“Completion”	completion of the Capitalisation pursuant to the terms set out in the Capitalisation Agreement;
“Conditions Precedent”	the conditions precedent to the completion of the Capitalisation set out in the Capitalisation Agreement;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Deemed Disposal I”	reference is made from the announcement dated 18 July 2023 of the Company, the deemed disposal of 10.0% equity interest in the Target Company held by Westralian Resources resulting from the dilution of its equity interest in the Target Company as a result of the Capitalisation;
“Deemed Disposal II”	the deemed disposal of 9.7% equity interest in the Target Company held by Westralian Resources resulting from the dilution of its equity interest in the Target Company as a result of the Capitalisation;

DEFINITIONS

“Dexing Yifeng”	Dexing Yifeng Regeneration Non-Ferrous Metal Co., Ltd.* (德興市益豐再生有色金屬有限責任公司), a limited liability company established in the PRC
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Thursday, 11 April 2024 for the approval of the Capitalisation Agreement and the transactions contemplated thereunder;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party”	third party independent from the Company and its connected persons;
“Investor”	Hunan Juji Win-Win Enterprise Consulting Centre (limited partnership)* (湖南鉅基共贏企業諮詢中心(有限合伙)), partnership established in the form of limited partnership in the PRC;
“Latest Practicable Date”	14 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities of the Stock Exchange;
“Mr. Cai”	Mr. Cai Pu;
“Mr. Wu”	Mr. Wu Qingchao;
“Partners”	the partners to the Partnership, including Mr. Wu, Mr. Long Yongbin, Mr. Cai, Mr. Liu Bing and Hunan Juji Enterprise Management Company Limited* (湖南鉅基企業管理有限公司);
“Partnership”	Hunan Juji Win-Win Enterprise Consulting Centre (limited partnership)* (湖南鉅基共贏企業諮詢中心(有限合伙)), a limited partnership established under the laws of the PRC;
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;

DEFINITIONS

“Remaining Group”	the Group (excluding the Target Group);
“SFO”	the Securities and Furthers Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	holder(s) of the issued shares of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Company”	Hunan Westralian Mining Co., Limited, a foreign owned enterprise established in the PRC and a non-wholly-owned subsidiary of the Company;
“Target Group”	the Target Company and its subsidiaries;
“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction;
“Westralian Resources”	Westralian Resources Pty Ltd., a wholly-owned subsidiary of the Company incorporated in Australia;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC;
“US”	United States dollars, the lawful currency of the United States; and
“%”	per cent.

For illustrative purpose of this circular only, conversion of US\$ in to RMB is at the rate of US\$1.0=RMB7.1798.

** For identification purpose only*

LETTER FROM THE BOARD



復興亞洲絲路集團有限公司
RENAISSANCE ASIA SILK ROAD GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock code: 274)

Executive Directors:

Mr. Qiu Zhenyi (*Chairman of the Board*)

Mr. Pan Feng

Mr. Xie Qiangming

Non-executive Directors:

Ms. Ng Ching

Mr. Xu Huiqiang

Independent non-executive Directors:

Dr. Liu Ka Ying Rebecca

Mr. Tse Sze Pan

Mr. Yang Jingang

Mr. Zhang Zhen

*Registered office in the
Cayman Islands:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Head office and principal place
of business:*

Room 1208, 12/F

West Tower, Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

19 March 2024

To the Shareholders

Dear Sir/Madam,

**VERY SUBSTANTIAL DISPOSAL AND
CONNECTED TRANSACTION
DEEMED DISPOSAL OF APPROXIMATELY 9.7%
EQUITY INTEREST IN THE TARGET COMPANY**

INTRODUCTION

Reference is made to the Announcement in relation to, among others, the Capitalisation.

LETTER FROM THE BOARD

On 8 February 2024, the Target Company (a non-wholly owned subsidiary of the Company) entered into the Capitalisation Agreement with the Investor, pursuant to which the Investor agreed to make a capital contribution of RMB81.9 million (equivalent to approximately US\$11.4 million) by way of a debt-to-equity swap with RMB81.9 million of the Investor's creditor's rights over the Target Company. Upon the Completion, the registered capital of the Target Company will increase from approximately US\$36.9 million to approximately US\$48.3 million.

Immediately after the Completion, the Target Company will be owned as to approximately 31.3% by Westralian Resources (a wholly-owned subsidiary of the Company), approximately 23.6% by the Investor, approximately 17.8% by Mr. Cai Shuo, approximately 15.0% by Mr. Wu and approximately 12.3% by Mr. Cai. Accordingly, the Group's equity interest in the Target Company will be diluted from approximately 41.0% to approximately 31.3% as a result of the Capitalisation.

The purpose of this circular is to provide you with the information, among other things, (i) further details of the Capitalisation Agreement and the transactions contemplated thereunder; (ii) the notice of EGM; and (iii) other information required under the Listing Rules.

THE CAPITALISATION AGREEMENT

The principal terms of the Capitalisation Agreement are set out as follows:

Date

8 February 2024

Parties

- (1) The Target Company; and
- (2) the Investor.

Subject matter

Pursuant to the Capitalisation Agreement, the Investor agreed to make a capital contribution of RMB81.9 million (equivalent to approximately US\$11.4 million) to the Target Company by way of a debt-to-equity swap with RMB81.9 million of the Investor's creditor's right over the Target Company, representing approximately 23.6% of the enlarged registered capital of the Target Company. Upon the Completion, the registered capital of the Target Company will increase from US\$36.9 million to approximately US\$48.3 million.

Immediately after the Completion, the Target Company will be owned as to approximately 31.3% by Westralian Resources (a wholly-owned subsidiary of the Company), approximately 23.6% by the Investor, approximately 17.8% by Mr. Cai Shuo, approximately 15.0% by Mr. Wu and approximately 12.3% by Mr. Cai. Accordingly, the Group's equity interest in the Target Company will be diluted from 41.0% to approximately 31.3% as a result of the Capitalisation. The Target Company will continue to be a non-wholly

LETTER FROM THE BOARD

owned subsidiary of the Company taking into account, among others, the corporate governance procedures implemented and the entrustment of voting rights as set out in the paragraph headed “Corporate governance and entrustment of voting rights” in this circular.

Basis for determination of the amount of the Capitalisation

The amount of the capital contribution and the basis of the consideration of the Capitalisation, representing that the consideration payable by the Investor for each additional US\$1.0 of the registered capital of the Target Company is US\$1.0, were determined after arm’s length negotiations between the parties after taking into account, among others, (i) the financial position of the Target Company, in particular the net liabilities position as at 31 December 2022; and (ii) the loan owing by the Target Company to the Investor in an outstanding principal amount of approximately RMB134.9 million as at the Latest Practicable Date.

Conditions Precedent

The completion of the Capitalisation by the Investor is conditional upon the fulfilment of the following Conditions Precedent:

- (1) all necessary approvals in respect of the Capitalisation Agreement and the transactions contemplated thereunder have been obtained;
- (2) all necessary Shareholders’ approval of the Target Company in respect of the capital contribution has been obtained;
- (3) all documentation in relation to the capital contribution have been duly executed; and
- (4) the financial results of the Target Company continue to be consolidated in the Company’s accounts upon Completion.

Completion

Completion of the Capitalisation will take place at 4:00 p.m. on the third business day (or any other date and time as agreed mutually by the Target Company and the Investor pursuant to the terms of the Capitalisation Agreement) after the fulfilment of the Conditions Precedent. the Target Company shall complete the change of business registration procedures for the Capitalisation within thirty (30) days from the date of the Completion.

Corporate governance and entrustment of voting rights

The Investor has entered into (i) a shareholders’ agreement with the Target Company and existing shareholders of the Target Company pursuant to which the board of directors of the Target Company shall comprise not more than three directors upon Completion, among which not more than two directors shall be nominated by Westralian Resources, providing that Westralian Resources shall be interested in not less than 30% of the equity interest in the Target Company at all times, and not more than one director shall be

LETTER FROM THE BOARD

nominated by Mr. Cai Shuo; and (ii) a voting rights entrustment agreement with Westralian Resources pursuant to which the Investor irrevocably agrees to entrust all of its voting rights in the Target Company to Westralian Resources upon Completion.

Prior to Completion, (i) Westralian Resources has the right to nominate not more than two directors of the board of directors of the Target Company; and (ii) Mr. Cai Shuo has the right to nominate not more than one director of the Target Company. Immediately upon the Completion, the voting rights arrangement will remain effective. Prior to Completion, Westralian Resources and Mr. Cai Shuo are the two largest shareholders of the Target Company and have control over the voting rights. Considering (i) Westralian Resources had been managing the Target Company for more than five years; and (ii) Westralian Resources and Mr. Cai Shuo are experienced in management of corporate governance, therefore, the Investor irrevocably agrees to entrust all of its voting rights in the Target Company to Westralian Resources upon Completion.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE TARGET COMPANY

The shareholding structure of the Target Company (i) as at the Latest Practicable Date; and (ii) immediately upon Completion is set out below:

	As at the Latest Practicable Date		Immediately upon Completion	
	Registered capital <i>US\$'000</i>	As a percentage of registered capital %	Registered capital <i>US\$'000</i>	As a percentage of registered capital %
Westralian Resources	15,147	41.0	15,147	31.3
Mr. Cai Shuo	8,613	23.3	8,613	17.8
Mr. Wu	7,234	19.6	7,234	15.0
Mr. Cai	5,940	16.1	5,940	12.3
The Investor	—	—	11,407	23.6
Total	<u>36,934</u>	<u>100.0</u>	<u>48,341</u>	<u>100.0</u>

INFORMATION OF THE INVESTOR

The Investor is a Partnership established in the form of limited partnership in the PRC and is principally engaged in investment holdings. To the best of the Directors' knowledge, information and belief (having made all reasonable enquiries) and based on the information provided, the Investor is an Independent Third Party. As at the Latest Practicable Date, to the best of the Director's knowledge, the Investor is owned as to (i) 57.32% by Mr. Wu; (ii) 20.61% by Mr. Liu Bing; (iii) 14.63% by Mr. Long Yongbin; (iv) 7.32% by Mr. Cai; and (v) 0.12% by Hunan Juji Enterprise Management Company Limited* (湖南鉅基企業管理有限公司), thus Mr. Wu is a substantial shareholder of the Investor.

LETTER FROM THE BOARD

Mr. Wu, Mr. LongYongbin, Mr. Cai, Mr. Liu Bing and Hunan Juji Enterprise Management Company Limited are the Partners to the Partnership, who are creditors of the Target Company. Considering the Partners were creditors of the Company for more than three years, representing they are existing creditors of the Company, setting up the Partnership was the intention of the Partners. The investment objective, investment strategy and focus and the investment profile of the Investor are to bind everyone's debt together and provide centralised support for the Target Company's business development.

INFORMATION OF THE TARGET COMPANY

The Target Company is a foreign owned enterprise established in the PRC with limited liability and a non-wholly owned subsidiary of the Company, principally engaged in gold mining, exploration and trading of gold products in the PRC.

The unaudited financial information of the Target Company for the two years ended 31 December 2022 is set out as below:

	For the year ended 31 December	
	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(unaudited)</i>	<i>(unaudited)</i>
Revenue	119,474	85,882
Loss before taxation	58,512	114,481
Loss for the year	58,512	114,481

The unaudited net liabilities of the Target Company as at 31 December 2022 was approximately HK\$426.7 million. The unaudited total assets value of the Target Company as at 31 December 2022 was approximately HK\$407.5 million. The major assets of the Target Company were intangible asset and property, plant and equipment. Intangible asset, mainly included mining right, of which the total carrying amount was approximately HK\$223.8 million as at 31 December 2022, and the total carrying amount of the property, plant and equipment was approximately HK\$151.6 million as at 31 December 2022.

FINANCIAL EFFECT OF THE DEEMED DISPOSAL II

Upon Completion, the Target Company will be owned as to approximately 31.3% by Westralian Resources (a wholly-owned subsidiary of the Company), approximately 23.6% by the Investor, approximately 17.8% by Mr. Cai Shuo, approximately 15.0% by Mr. Wu and approximately 12.3% by Mr. Cai. Accordingly, the Group's equity interest in the Target Company will be diluted from 41.0% to approximately 31.3% as a result of the Capitalisation.

Following the Deemed Disposal II, the Target Company will continue to be a non-wholly owned subsidiary of the Company and its financial results will continue to be consolidated in the Group's accounts taking into account, among others, the corporate governance procedures implemented and the entrustment of voting rights as set out in the paragraph headed "Corporate governance and entrustment of voting rights" in this circular.

LETTER FROM THE BOARD

Although the Company will only hold 31.3% shareholding in the Target Company after the Deemed Disposal II, the Company determined it still have the control of the Target Company through the entrustment of 23.6% voting rights by the Investor.

Pursuant to the Voting Rights Entrustment Agreement* (表決權委託協議), the Investor irrevocably appointed the subsidiary of the Company to act as its attorney on its behalf to exercise all rights in connection with matters concerning its right as shareholder of the Target Company, including but not limited to: (i) attending the shareholders' meeting of the Target Company as representative of Investor; (ii) exercising shareholders' voting rights on issues in respect of appointment of directors and senior management; (iii) proposing to shareholders' meetings; (iv) initiating shareholders' meetings; (v) making suggestions and inquiries about the business matters; (vi) exercising the right to apply for judicial confirmation of the invalidity, revocability, or non-establishment of shareholders' meeting resolutions and board of directors resolutions; and (vii) other rights of shareholders of the Target Company as stipulated in the articles of association of the Target Company and relevant laws and regulations of the PRC. Under the Voting Rights Entrustment Agreement, no discretion is granted to the Investor, allowing the Investor to exercise its right as a shareholder upon the Investor's request.

The Voting Rights Entrustment Agreement shall remain effective until the Company no longer have any shareholdings in the Target Company. The Investor does not have a right to unilaterally revoke the Voting Rights Entrustment Agreement.

As a result of the entrustment of voting rights, the Company shall control 54.9% voting right even the Company only holds 31.3% shareholdings in the Target Company.

The Company considered it has retained the control of the Target Company as the Company has (i) retained the controlling power over the Target Company to direct its operations; (ii) exposure, or rights, to variable returns from the Company's involvement with the Target Company; and (iii) the ability to use the Company's power over the Target Company to affect the amount of the shareholders' returns.

The above accounting treatment has been agreed with the auditor of the Company.

The Company does not expect to record any significant gain or loss on the Deemed Disposal II. In any event, the actual gain or loss as a result of the Deemed Disposal II to be recorded by the Group is to be determined as at Completion and subject to audit. The Group will not receive any proceeds from the Deemed Disposal II.

With reference to the above, as the Company does not lose control of the Target Company and continue to consolidate the financial results into the Group's account, with reference to HKFRS10 paragraph 23, the deemed disposal of 10% ownership interest in the Target Company that do not result in the Group losing control are equity transactions. The difference between the fair value of the deemed capital injections from non-controlling shareholders of approximately HK\$90,198,000 and the carrying amount of approximately HK\$42,685,000 the Target Company attributable to the deficit non-controlling interests would recognise in the capital reserve account. Thus, the Company does not expect to record any gain or loss on the deemed disposal that would recognise in the consolidated profit or loss account.

LETTER FROM THE BOARD

Therefore, the deemed disposal should be considered as an equity transaction and hence there will have no material gain or loss arising from the deemed disposal.

REASONS AND BENEFITS FOR THE CAPITALISATION

The Company is an investment holding company. The Group is principally engaged in (i) gold mining, exploration and trading of gold products in the PRC; and (ii) trading of non-ferrous metal and wholesale and trading of frozen meat in the PRC.

As at the Latest Practicable Date, the Company does not have any intention to dispose of/downsize its business in gold mining, exploration and trading of gold products in the PRC and other existing business of the Group, nor are there any agreement, arrangement, understanding, undertaking or negotiation for the disposal or termination of the Group's business in gold mining, exploration and trading of gold products in the PRC and other existing business of the Group. The Company entered into a share transfer agreement to acquire a company which is a high-quality enterprise established for more than ten years focusing on finance leasing, transfers or acquisitions of subject assets of finance leases, please refer to the announcement of the Company dated 5 January 2024 for further details. Except from the above, the Company does not have any intention to acquire any other new business as at the Latest Practicable Date. As at the Latest Practicable Date, the Company does not have any intention to further dispose the shares of the Target Company in the upcoming 12 months.

As disclosed in the annual report of the Company for the year ended 31 December 2022, the Target Company started a mine enhancement project in 2017 to improve the output quality of its gold mine. Notwithstanding the fact that (i) the eastern mining area and the new ore processing plant (both with 100,000 tons/year capacity) have completed rectification or construction, and have obtained relevant environment impact assessment approvals and are in trial operation; and (ii) the management of the Company believes that the performance of mining product segment will gradually improve along with the rise of gold prices, as at 31 December 2022, the Company had a net current liabilities and net liabilities of approximately HK\$323.5 million and HK\$125.1 million, respectively.

In view of the consolidated net liability position of the Group, the management of the Company has implemented certain measures to improve the Group's working capital and cash flow position and mitigate the liquidity pressure, including but not limited to (i) negotiating with the Group's creditors with a view to extend the repayment terms of the Group's current liabilities as they fall due or by other methods to repay the debts as at the Latest Practicable Date, as the Group's current liabilities will fall due within one year from the Latest Practicable Date, the Company will further decide with the Group's creditors whether to extend the repayment terms or by other methods to repay the debts when current liabilities fall due; (ii) the issue of new shares under general mandate to raise approximately HK\$24.9 million, the details of which were disclosed in the announcement of the Company dated 1 June 2023; (iii) the disposal of 10.8915% equity interest in Dexing Yifeng for an aggregate consideration of HK\$42.0 million, details of which were disclosed in the announcement of the Company dated 12 June 2023; (iv) the Deemed Disposal I, details of which were disclosed in the announcement of the Company dated 18 July 2023; and (v) entered into supplemental loan agreement to extend the maturity date of the 2019 Loan, details of which were disclosed in the announcement of the Company dated 6 December 2023. The Capitalisation is an indication of the Directors' continuous effort to improve the Group's liquidity and financial position by capitalising a portion of the Group's indebtedness owed by the Group to the Investor.

LETTER FROM THE BOARD

The terms of the Capitalisation were arrived at after arm's length negotiations between the Target Company and the Investor. The Board is of the view that the terms of the Capitalisation Agreement and the transaction contemplated thereunder were negotiated on an arm's length basis between the parties to the Capitalisation Agreement and are on normal commercial terms. The Directors believe that the terms of the Capitalisation Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATION UNDER THE LISTING RULES

As at the Latest Practicable Date, the Target Company is owned as to (i) 41.0% by Westralian Resources, a wholly-owned subsidiary of the Company; (ii) 19.6% by Mr. Wu; and (iii) 16.1% by Mr. Cai, thus Mr. Wu and Mr. Cai are the substantial shareholders of the subsidiary of the Company under the Listing Rules and accordingly, connected persons of the Company at the subsidiary level. As at the Latest Practicable Date, the Investor is owned as to 57.32% by Mr. Wu, thus Mr. Wu is a substantial shareholder of the Investor. Accordingly, the Capitalisation Agreement constitutes a connected transaction of the Company. The Board of the Company (including the independent non-executive Directors) has approved the Capitalisation Agreement and the transactions contemplated thereunder and the Directors (including the independent non-executive Directors) have confirmed that the Capitalisation Agreement has been made on normal commercial terms, its terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Pursuant to Rule 14A.101 of the Listing Rules, the Capitalisation Agreement will constitute a connected transaction only subject to the reporting and announcement requirements, but exempt from the circular, independent financial advice and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Immediately following the Completion, the equity interest of the Group in the Target Company will be diluted from approximately 41.0% to approximately 31.3%, representing a decrease of approximately 9.7% of the Group's equity interest in the Target Company. Accordingly, such dilution of the Group's equity interest in the Target Company immediately after Completion is regarded as a deemed disposal by the Group (through Westralian Resources) of its equity interest in the Target Company pursuant to Rule 14.29 of the Listing Rules. Pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules for the classification of the transactions, as the dilution of the Group's equity interest from the announcement of the Company dated 18 July 2023 and the current dilution involve the deemed disposal within a 12-month period, all transactions respectively contemplated thereunder are considered and are aggregated as one transaction.

As one or more of the applicable percentage ratios (as set out in the Listing Rules) in relation to the Deemed Disposal I and Deemed Disposal II on an aggregated basis exceed 75%, the Deemed Disposal I and Deemed Disposal II constitute a very substantial disposal of the Company and is therefore subject to the reporting, announcement, circular and shareholder's approval requirements under Chapter 14 of the Listing Rules.

EGM

The EGM will be convened by the Company to seek the approval from the Shareholders for the Capitalisation Agreement and the transactions contemplated thereunder by way of poll. None of the Directors have any material interest in the Capitalisation Agreement for which they would be required to abstain from voting at the board resolutions. To the best of the Director's knowledge, information and belief

LETTER FROM THE BOARD

having made all reasonable enquiries, as at the Latest Practicable Date, none of the Shareholder will be required to abstain from voting at the EGM in respect of the ordinary resolution to approve the Capitalisation Agreement as set out in the notice of the EGM.

The notice convening the EGM of the Company to be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on 11 April 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. An ordinary resolution will be proposed at the EGM to approve the Capitalisation Agreement and the transactions and matters contemplated thereunder. The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the result of the EGM.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you are not able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATIONS

Taking into consideration of the reasons set out in the paragraph headed "REASONS AND BENEFITS FOR THE CAPITALISATION" above, the Directors believe that the terms of the Capitalisation Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Capitalisation Agreement and the transactions contemplated thereunder. Your attention is also drawn to the additional information as set out in the appendices to this circular. The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

Yours faithfully
By order of the Board of
Renaissance Asia Silk Road Group Limited
Qiu Zhenyi
Chairman of the Board

1. FINANCIAL INFORMATION

The financial information of the Company for each of the three years ended 31 December 2020, 2021 and 2022, together with the relevant notes thereof are disclosed in the following documents:

- (i) the annual report of the Company for the year ended 31 December 2020, which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0430/2021043001131.pdf>;
- (ii) the annual report of the Company for the year ended 31 December 2021, which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0429/2022042901206.pdf>; and
- (iii) the annual report of the Company for the year ended 31 December 2022, which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0428/2023042800671.pdf>.

2. INDEBTEDNESS STATEMENT

As at the close of business on 31 January 2024, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, the Group's indebtedness includes:

- (i) interest-bearing borrowings of approximately HK\$143,352,000;
- (ii) non-interest-bearing borrowings of approximately HK\$19,090,000; and
- (iii) convertible bond of approximately HK\$2,271,000.

Interest-bearing borrowings

As at 31 January 2024, the Group's interest-bearing borrowings are secured with interest rate ranged from 18% to 36% per annum.

Non-interest-bearing borrowings

As at 31 January 2024, the Group's non-interest-bearing borrowings are unsecured, interest free, and no fixed repayment terms.

Convertible bond

As at 31 January 2024, the Group's convertible bonds in principal amount of HK\$3,025,000 due on 31 August 2026 with interest at the rate of 2.5% per annum.

The Directors confirm that as at 31 January 2024, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, save as disclosed above, the Group did not have any issued and outstanding, or authorised or otherwise created but unissued debt securities, term loans, other borrowings, indebtedness, mortgages and charges, contingent liabilities and guarantees.

3. WORKING CAPITAL

The Directors are of the opinion that, based on the resources currently available to the Group as at the Latest Practicable Date, the Group may not have sufficient working capital to satisfy its requirements for at least the next 12 months from the date of this circular. In order to meet the Group's funding needs, the Company would seek for different ways of financing, including but not limited to rights issue, open offer, placing of the new shares and issuance of bonds, etc. The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

4. MATERIAL ADVERSE CHANGE

The Directors confirm since 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up, up to and including the Latest Practicable Date, there had been no material changes in the financial or trading position or outlook of the Company.

5. FUTURE PLANS AND PROSPECTS

The principal activities of the Group are (i) gold mining, exploration and trading of gold products in the PRC; and (ii) trading of non-ferrous metal and wholesale and trading of frozen meat and agriculture products in the PRC.

To enhance the development of the Group, the Group has positively expanded its mineral portfolio and created new business opportunities, and have made substantial progress. The Company has (i) identified a potential suitable gold mine project located in Jilin, China which is in line with the Group's principal business activities, further details of the acquisition are set out in the announcement of the Company dated 24 May 2023; and (ii) established two wholly-owned subsidiaries in the PRC in 2022.

As regards the abovementioned, to achieve better profitability of the Group in relation to the operation of wholesale and trading of frozen meat, the Group has been actively (i) continuing to find customers with stable demand, and stable low-cost supply channel; (ii) exploring business opportunities in establishing its own online store and cold-chain e-commerce and/or cooperation with large e-commerce platform; and (iii) exploring business scope to other frozen meats, such as beef, pork and seafood.

The trading of coal business has temporarily ceased operation and the money lending business had been disposed of and terminated. Save as disclosed above, the Group will continue to extend to other mining industries and create new business opportunities upon completion of Capitalisation as the core

direction of the Company has not changed materially since 31 December 2022, up to and including the Latest Practicable Date, as set out in the interim report of the Company for the six months ended 30 June 2023.

The Group will continue to implement prudent and flexible financial policies and strive to leverage resources internally and externally to bring long-term returns to our Shareholders while remaining cautious in a rapidly changing business environment in the PRC and around the world, including but not limited to introducing strategic investors or fundraising activities, such as issuance of convertible bonds, issuance of new Shares and loan financing, etc. The Group will continue its effort in the current and upcoming financial years.

UNAUDITED FINANCIAL INFORMATION OF THE TARGET COMPANY

Set out below are the historical financial information of Hunan Westralian Mining Co., Limited (the “**Target Company**”) which comprise the unaudited statements of financial position of the Target Company as at 31 December 2021, 2022 and 2023, the unaudited statements of profit or loss and other comprehensive income, the unaudited statements of changes in equity and the unaudited statements of cash flows of the Target Company for the twelve months ended 31 December 2021, 2022 and 2023 (collectively, the “**Unaudited Financial Information of the Target Company**”).

The Unaudited Financial Information of the Target Company has been prepared and presented in accordance with the basis of preparation set out in note 2 to the Unaudited Financial Information of the Target Company of this circular and Rule 14.68(2)(a)(i)(A) of the Listing Rules and has been prepared by the Directors solely for the purpose of inclusion in this circular in connection with the proposed deemed disposal of 9.7% entire interest in the Target Company (the “**Deemed Disposal**”).

Confucius International CPA Limited, the reporting accountant of the Company, was engaged to review the Unaudited Financial Information of the Target Company of this circular in accordance with Hong Kong Standard on Review Engagements 2400 (Revised), *Engagements to Review Historical Financial Statements* and with reference to Practice Note 750, *Review of Financial Information under the Hong Kong Listing Rules for a Very Substantial Disposal* issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable the reporting accountant to obtain assurance that they would become aware of all significant matters that might be identified in an audit. Accordingly, the reporting accountant does not express an audit opinion.

Based on the review of the Unaudited Financial Information of the Target Company, nothing has come to the reporting accountant’s attention that causes them to believe the Unaudited Financial Information of the Target Company is not prepared, in all material respects, in accordance with the basis of preparation as set out in note 2 to the Unaudited Financial Information of the Target Company.

A. UNAUDITED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the year ended		
	31 December 2021 <i>HK\$'000</i> <i>(unaudited)</i>	31 December 2022 <i>HK\$'000</i> <i>(unaudited)</i>	31 December 2023 <i>HK\$'000</i> <i>(unaudited)</i>
Revenue	85,882	119,474	123,110
Cost of sales	<u>(35,594)</u>	<u>(50,515)</u>	<u>(100,181)</u>
Gross profit	50,288	68,959	22,929
Other income	13	14	16,731
Other gains and losses	(79,477)	(30,415)	—
Administrative expenses	<u>(24,109)</u>	<u>(37,402)</u>	<u>(41,253)</u>
(Loss) profit from operations	(53,285)	1,156	(1,593)
Finance costs	<u>(48,082)</u>	<u>(47,139)</u>	<u>(35,383)</u>
Loss before tax	(101,367)	(45,983)	(36,976)
Income tax credit (expense)	<u>4,835</u>	<u>(1,609)</u>	<u>—</u>
Loss for the year	<u>(96,532)</u>	<u>(47,592)</u>	<u>(36,976)</u>
Other comprehensive income (loss):			
<i>Item that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations	<u>975</u>	<u>(6,075)</u>	<u>4,580</u>
Other comprehensive income (loss) for the year, net of tax	<u>975</u>	<u>(6,075)</u>	<u>4,580</u>
Total comprehensive loss for the year	<u><u>(95,557)</u></u>	<u><u>(53,667)</u></u>	<u><u>(32,396)</u></u>

B. UNAUDITED STATEMENTS OF FINANCIAL POSITION

	As at 31 December		
	2021 <i>HK\$'000</i> <i>(unaudited)</i>	2022 <i>HK\$'000</i> <i>(unaudited)</i>	2023 <i>HK\$'000</i> <i>(unaudited)</i>
Non-current assets			
Property, plant and equipment	137,827	137,642	119,307
Mining right	<u>48,700</u>	<u>21,187</u>	<u>18,187</u>
	<u>186,527</u>	<u>158,829</u>	<u>137,494</u>
Current assets			
Trade and other receivables	11,578	8,281	19,651
Amounts due from Remaining Group	9,559	9,560	9,560
Bank and cash balances	<u>2,168</u>	<u>5,861</u>	<u>6,724</u>
	<u>23,305</u>	<u>23,702</u>	<u>35,935</u>
Current liabilities			
Trade and other payables	45,802	33,925	44,949
Amount due to Remaining Group	541,004	529,149	531,228
Borrowings	<u>191,282</u>	<u>263,513</u>	<u>119,400</u>
	<u>778,088</u>	<u>826,587</u>	<u>695,577</u>
Net current liabilities	<u>(754,783)</u>	<u>(802,885)</u>	<u>(659,642)</u>
Total assets less current liabilities	<u>(568,256)</u>	<u>(644,056)</u>	<u>(522,148)</u>
Non-current liability			
Borrowings	<u>(31,081)</u>	<u>(8,948)</u>	<u>(8,097)</u>
	<u>(31,081)</u>	<u>(8,948)</u>	<u>(8,097)</u>
NET LIABILITIES	<u><u>(599,337)</u></u>	<u><u>(653,004)</u></u>	<u><u>(530,245)</u></u>
Capital and reverses			
Share capital	230,939	230,939	288,512
Reserves	<u>(830,276)</u>	<u>(883,943)</u>	<u>(818,757)</u>
CAPITAL DEFICIENCY	<u><u>(599,337)</u></u>	<u><u>(653,004)</u></u>	<u><u>(530,245)</u></u>

C. UNAUDITED STATEMENTS OF CHANGES IN EQUITY

	Share capital <i>HK\$'000</i> <i>(unaudited)</i>	Capital redemption reserve <i>HK\$'000</i> <i>(unaudited)</i>	Foreign currency translation reserve <i>HK\$'000</i> <i>(unaudited)</i>	Accumulated losses <i>HK\$'000</i> <i>(unaudited)</i>	Capital deficiency <i>HK\$'000</i> <i>(unaudited)</i>
At 1 January 2021	230,939	–	12,156	(746,875)	(503,780)
Total comprehensive (loss) income for the year	–	–	975	(96,532)	(95,557)
At 31 December 2021 and 1 January 2022	230,939	–	13,131	(843,407)	(599,337)
Total comprehensive loss for the year	–	–	(6,075)	(47,592)	(53,667)
At 31 December 2022 and 1 January 2023	230,939	–	7,056	(890,999)	(653,004)
Deemed capital contribution	57,573	–	–	–	57,573
Deemed contribution from non- controlling interest arising from waiver of interest payables from non- controlling interest of a subsidiary	–	97,582	–	–	97,582
Total comprehensive (loss) income for the year	–	–	4,580	(36,976)	(32,396)
At 31 December 2023	<u>288,512</u>	<u>97,582</u>	<u>11,636</u>	<u>(927,975)</u>	<u>(530,245)</u>

D. UNAUDITED STATEMENTS OF CASH FLOWS

	For the year ended		
	31 December 2021 <i>HK\$'000</i> <i>(unaudited)</i>	31 December 2022 <i>HK\$'000</i> <i>(unaudited)</i>	31 December 2023 <i>HK\$'000</i> <i>(unaudited)</i>
Operating activities			
Loss before taxation	(96,532)	(47,592)	(36,976)
Adjustments for:			
Bank interest income	(13)	(13)	–
Net exchange gains	(13,541)	–	–
Finance costs	48,082	47,229	35,383
Depreciation of property, plant and equipment	14,690	18,956	22,716
Amortisation of intangible assets	1,536	2,018	1,308

	For the year ended		
	31 December 2021 <i>HK\$'000</i> <i>(unaudited)</i>	31 December 2022 <i>HK\$'000</i> <i>(unaudited)</i>	31 December 2023 <i>HK\$'000</i> <i>(unaudited)</i>
Impairment loss on property, plant and equipment	51,339	24,392	–
Impairment loss on mining right	22,115	5,693	–
Impairment loss on trade receivables	5,900	1,086	–
Waiver of interest payables	–	–	(13,829)
Operating cash flows before working capital changes	33,576	51,769	8,602
Decrease (increase) in trade receivables and other receivables	2,734	2,615	(11,369)
Increase in amount due from Remaining Group	(9,560)	–	–
Increase (decrease) in amount due to Remaining Group	63,132	(11,855)	–
Increase (decrease) in trade and other payables	2,337	(11,877)	37,235
Net cash generated from operating activities	92,219	30,652	34,468
Investing activities			
Purchases of items of property, plant and equipment	(84,487)	(39,481)	(12,295)
Interest received	109	13	–
Net cash used in from investing activities	(84,378)	(39,468)	(12,295)
Financing activities			
Borrowing raised	59,299	6,722	–
Repayment of borrowing	(51,458)	–	–
Interest paid	(18,341)	–	–
Net cash (used in) generated from financing activities	(10,500)	6,722	–
Net (decrease)/increase in cash and cash equivalents	(2,659)	(2,094)	22,173
Effect of foreign exchange rate changes	4,345	5,787	(21,310)
Cash and cash equivalents at beginning of the year	482	2,168	5,861
Cash and cash equivalents at end of the year	2,168	5,861	6,724

NOTES TO THE FINANCIAL INFORMATION

1. General information

The Company is incorporated in the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Room 1208, 12/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. The Company's shares are listed on the main board of the Stock Exchange.

The Target Company is a foreign owned enterprise established in the People's Republic of China with limited liability and a non-wholly owned subsidiary of the Company. The address of the registered office of the Target Company is Chenlong Avenue, Guanzhuang Town, Yuanling County, Huaihua City, Hunan Province, the People's Republic of China. The Target Company is principally engaged in gold mining, exploration and trading of gold products in the People's Republic of China.

2. Basis of preparation and presentation of the unaudited financial information

The unaudited financial information of the Target Company for the twelve months ended 31 December 2021, 2022 and 2023 (the "**Financial Information of the Target Company**") has been prepared in accordance with paragraph 14.68(2)(a)(i) of the Listing Rules, and solely for the purpose of inclusion in this circular to be issued by the Company in connection with the Proposed Disposal.

The Financial Information of the Target Company has been prepared by the Directors in accordance with the same accounting policies as those adopted by the Group in the preparation of the consolidated financial statements of the Group for each of the twelve months ended 31 December 2021, 2022 and 2023 ("**Relevant Periods**"). The consolidated financial statements of the Group have been prepared in accordance with the Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

The Financial Information of the Target Company does not contain sufficient information to constitute a complete set of financial statements as defined in Hong Kong Accounting Standard 1 (Revised), *Presentation of Financial Statements*, nor a complete condensed interim financial report as defined in Hong Kong Accounting Standard 34, *Interim Financial Reporting*, issued by the HKICPA and should be read in connection with the relevant published annual reports and interim reports of the Group for the Relevant Periods.

The Directors have a reasonable expectation that the Target Company have adequate resources to continue in operational existence for the foreseeable future given the Target Company has taken and will continue to take certain measures to improve the Target Company's working capital and cash flow position and mitigate its liquidity pressure, including but not limited to (i) actively liaising with financial institutions/individuals/bankers to seek new loan facilities; and (ii) on-going fund raising and debt restructuring activities. The Remaining Group has also agreed not to demand for repayment of the net balance due by the Target Company of approximately HK\$531,445,000, HK\$519,589,000 and HK\$521,668,000 as at 31 December 2021, 2022 and 2023, respectively, unless the Target

Company has sufficient working capital to operate as a going concern in the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements for the twelve months ended 31 December 2021, 2022 and 2023.

Considering (i) Target Company has taken and will continue to take certain measures to improve the Target Company's working capital and cash flow position and mitigate its liquidity pressure; and (ii) Remaining Group has also agreed not to demand for repayment of the net balance due by the Target Company, the Directors have discussed with the auditor and the auditor concurs with the Directors' view that the Target Company is able to continue as a going concern, assuming there are no other material adverse effects that will cause the auditor to issue other disclaimers of opinion. The audit committee of the Company has also reviewed and agreed with the management's position concerning going concerns as stated above.

The Financial Information of Target Group is presented in Hong Kong Dollars ("HK\$") and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

MANAGEMENT DISCUSSION AND ANALYSIS OF THE COMPANY

Following the Capitalisation, the Target Company will continue to be a non-wholly owned subsidiary of the Company. Set out below is the management discussion and analysis of the Company for the year ended 31 December 2022.

Liquidity and gearing ratio

The Group mainly financed its operation with internally generated cashflows and borrowings. As at 31 December 2022, the Group had unpledged bank and cash balances of approximately HK\$52.4 million. The gearing ratio was not applicable to the Group and the borrowings of the Group was approximately HK\$315.8 million. The Group reported net current liabilities of approximately HK\$323.5 million as at 31 December 2022.

Financial resources and capital structure

The assets of the Group were mainly comprised of property, plant and equipment of approximately HK\$137,728,000, accounting for approximately 74.2% of the total assets of the Group as at 31 December 2022. Other major non-current assets include equity investments at fair value through other comprehensive income of approximately HK\$51,507,000 and mining right of approximately HK\$32,125,000.

Current assets mainly comprised bank and cash balances of approximately HK\$52,388,000 and trade and other receivables of approximately HK\$24,564,000.

Current liabilities mainly comprised borrowings of approximately HK\$301,434,000, trade and other payables of approximately HK\$94,065,000 and contract liabilities of approximately HK\$4,516,000. Non-current liabilities include borrowings of approximately HK\$14,329,000 and deferred tax liabilities of approximately HK\$9,029,000.

Bank and cash balances

As at 31 December 2022, the Group had bank and cash balances of approximately HK\$52,388,000.

Bank borrowings and other borrowings

Details of borrowings of the Company and its subsidiaries as at 31 December 2022 are set out in note 28 to the financial statements for the year ended 31 December 2022 as included in the Company's annual report for the year ended 31 December 2022.

The Group's loan receivables and borrowings bear interests at fixed interest rates and therefore are subject to fair value interest rate risks. Except as stated above, the Group has no other significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates.

Material acquisitions and disposals

As mentioned in the interim report for the six months ended 30 June 2023, considering, inter alia, the current global economy, politics, epidemic, risk and cost control management and the Group's future development strategy, the management of the Company decided to dispose the business to an independent third party at a consideration of HK\$0.8 million and officially terminated the operation of this business segment in the third quarter of 2022, such disposal has been completed. The Directors (including the independent non-executive Directors) considered that the disposal has no material negative impact on the Group's financial position, and the consideration of the disposal was arrived at arm's length negotiations between the two parties on normal commercial terms, and was fair and reasonable and in the interests of the Company and its Shareholders as a whole. The Directors also take into account a number of factors in making their decision, in particular the current financial situation of the subsidiary and its business prospects. The Group did not grant new loan to customers and the gain on disposal is approximately HK\$0.35 million as mentioned in the interim report for the six months ended 30 June 2023.

Segment information

An analysis of the Group's segment revenue, results, assets and liabilities for the year ended 31 December 2022 is set out in note 8 to the financial statements for the year ended 31 December 2022 as included in the Company's annual report for the year ended 31 December 2022.

Employees and remuneration

As at 31 December 2022, the Group employed 486 staff members. The remuneration of employees was in line with the market trend and commensurate with the level of remuneration in the industry and the performance of individual employees that are regularly reviewed every year.

Foreign exchange exposure

During the year ended 31 December 2022, the Group mainly generated sales revenue and incurred costs in both Hong Kong dollar and Renminbi. In view of the fluctuation of Renminbi, the Directors considered that the Group's exposure to fluctuation in foreign exchange rate was minimal and accordingly, the Group did not employ any financial instruments for hedging purpose.

Contingent liabilities

The Directors consider that the Group did not have any significant contingent liability as at 31 December 2022.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

1. Introduction

The following is the unaudited pro forma financial information of Renaissance Asia Silk Road Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”), comprising the unaudited pro forma consolidated statement of financial position as at 31 December 2023 and the unaudited pro forma consolidated statement of profit or loss and other comprehensive income, the unaudited pro forma consolidated cash flow statement and the unaudited pro forma consolidated cash flow statement for the twelve months ended 31 December 2023 and related notes (collectively, the “**Unaudited Pro Forma Financial Information**”). The Unaudited Pro Forma Financial Information is prepared by the directors of the Company (the “**Directors**”) in accordance with Paragraph 4.29 and Paragraph 14.68(2)(a)(ii) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with reference to Accounting Guideline 7, *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), for the purpose of illustrating the effect of the proposed deemed disposal of 9.7% equity interest of Hunan Westralian Mining Co., Limited (the “**Target Company**”) (the “**Deemed Disposal**”) only and because of its hypothetical nature, it may not give a true picture of the financial results, cash flows and financial position of the Group immediately after completion of the Deemed Disposal (the “**Remaining Group**”) had the Deemed Disposal been completed as at the specified dates or any future date.

The unaudited pro forma financial information presented below is prepared to illustrate (i) the financial position of the Remaining Group as at 31 December 2023 as if the debt-to-equity swap in Deemed Disposal had been completed on 31 December 2023; and (ii) the results and cash flows of the Remaining Group for the twelve months ended 31 December 2023 as if the Deemed Disposal had been completed on 1 January 2024. The unaudited pro forma financial information is prepared based on the unaudited consolidated financial statements of the Group set out in the published annual report of the Group for the year ended 31 December 2022 and the condensed consolidated financial statements of the Group set out in the published interim report of the Group for the twelve months ended 31 December 2023, after giving effect to the pro forma adjustments described in the notes that are directly attributable to the Deemed Disposal and factually supportable.

The unaudited pro forma financial information should be read in conjunction with the consolidated financial statements of the Group as set out in the published annual report of the Company for the year ended 31 December 2022 and the condensed consolidated financial statements of the Group set out in published interim report of the Company for the twelve months ended 31 December 2023 and other financial information included elsewhere in the circular.

APPENDIX IV**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP****2. Unaudited Pro Forma Consolidated Statement of Financial Position of the Remaining Group as
at 31 December 2023**

	The Group (unaudited) <i>HK\$'000</i> <i>(Note 1)</i>	Pro forma adjustments <i>HK\$'000</i> <i>(Note 2(a))</i>	The Remaining Group (unaudited) <i>HK\$'000</i>
Non-current assets			
Property, plant and equipment	133,236	–	133,236
Mining right	75,852	–	75,852
Equity investments at fair value through other comprehensive income	5,320	–	5,320
Total non-current assets	<u>214,408</u>	<u>–</u>	<u>214,408</u>
Current assets			
Trade and other receivables	120,681	–	120,681
Bank balances and cash	13,624	–	13,624
Total current assets	<u>134,305</u>	<u>–</u>	<u>134,305</u>
Current liabilities			
Trade and other payables	133,700	–	133,700
Contract liability	4,516	–	4,516
Borrowings	154,464	(83,590)	70,874
Lease liabilities	66	–	66
Total current liabilities	<u>292,746</u>	<u>(83,590)</u>	<u>209,156</u>
Net current liabilities	<u>(158,441)</u>	<u>83,590</u>	<u>(74,851)</u>
Total assets less current liabilities	<u>55,967</u>	<u>83,590</u>	<u>139,557</u>
Non-current liabilities			
Borrowings	8,097	(6,608)	1,489
Convertible bond	2,271	–	2,271
Deferred tax liabilities	9,029	–	9,029
Total non-current liabilities	<u>19,397</u>	<u>(6,608)</u>	<u>12,789</u>
Net assets	<u>36,570</u>	<u>90,198</u>	<u>126,768</u>

APPENDIX IV
**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**

	The Group (unaudited) <i>HK\$'000</i> <i>(Note 1)</i>	Pro forma adjustments <i>HK\$'000</i> <i>(Note 2(a))</i>	The Remaining Group (unaudited) <i>HK\$'000</i>
Equity			
Share capital	21,126	—	21,126
Reserves	<u>341,285</u>	<u>132,883</u>	<u>474,168</u>
Equity attributable to owners of the Company	362,411	132,883	495,294
Non-controlling interests	<u>(325,841)</u>	<u>(42,685)</u>	<u>(368,526)</u>
TOTAL EQUITY	<u>36,570</u>	<u>90,198</u>	<u>126,768</u>

3. Unaudited Pro Forma Consolidated Statement of Profit or Loss and Other Comprehensive Income of the Remaining Group for the twelve months ended 31 December 2023

	The Group (unaudited) <i>HK\$'000</i> <i>(Note 1)</i>	Pro forma adjustments <i>HK\$'000</i>	The Remaining Group (unaudited) <i>HK\$'000</i>
Revenue	347,267	—	347,267
Cost of sales	<u>(323,682)</u>	<u>—</u>	<u>(323,682)</u>
Gross profit	23,585	—	23,585
Other income	18,017	—	18,017
Other losses	(4,225)	—	(4,225)
Administrative expenses	<u>(54,779)</u>	<u>—</u>	<u>(54,779)</u>
Loss from operations	(17,402)	—	(17,402)
Finance costs	<u>(37,068)</u>	<u>—</u>	<u>(37,068)</u>
Loss before taxation	(54,470)	—	(54,470)
Income tax expense	<u>—</u>	<u>—</u>	<u>—</u>
Loss for the period	<u>(54,470)</u>	<u>—</u>	<u>(54,470)</u>

Other comprehensive loss:

Item that may be reclassified to profit or loss:

APPENDIX IV
**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**

	The Group (unaudited) <i>HK\$'000</i> <i>(Note 1)</i>	Pro forma adjustments <i>HK\$'000</i>	The Remaining Group (unaudited) <i>HK\$'000</i>
Exchange differences on translating foreign operations	(45,008)	—	(45,008)
Other comprehensive loss for period	<u>(45,008)</u>	—	<u>(45,008)</u>
Total comprehensive loss for the period	<u><u>(99,478)</u></u>	<u>—</u>	<u><u>(99,478)</u></u>
Loss for the period attributable to:			
Owners of the Company	(33,929)	—	(33,829)
Non-controlling interests	<u>(20,541)</u>	—	<u>(20,541)</u>
Loss for the period	<u><u>(54,470)</u></u>	<u>—</u>	<u><u>(54,470)</u></u>
Total comprehensive loss for the period attributable to:			
Owners of the Company	(58,966)	—	(58,966)
Non-controlling interests	<u>(40,512)</u>	—	<u>(40,512)</u>
Total comprehensive loss for the period	<u><u>(99,478)</u></u>	<u>—</u>	<u><u>(99,478)</u></u>

4. Unaudited Pro Forma Consolidated Statement of Cash Flows of the Remaining Group for the twelve months ended 31 December 2023

	The Group (unaudited) <i>HK\$'000</i> <i>(Note 1)</i>	Pro forma adjustments <i>HK\$'000</i>	The Remaining Group (unaudited) <i>HK\$'000</i>
Operating activities			
Loss before tax	(54,470)	—	(54,470)
Adjustments for:			
Other interest income	(1,156)	—	(1,156)
Finance costs	37,068	—	37,068
Depreciation of property, plant and equipment	22,745	—	22,745
Depreciation of right-of-use assets	378	—	378

APPENDIX IV
**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP**

	The Group (unaudited) <i>HK\$'000</i> <i>(Note 1)</i>	Pro forma adjustments <i>HK\$'000</i>	The Remaining Group (unaudited) <i>HK\$'000</i>
Amortisation of mining right	4,225	—	4,225
Waiver of interest payables	(13,829)	—	(13,829)
Loss on disposal of equity investments at fair value through other comprehensive income	<u>4,225</u>	<u>—</u>	<u>4,225</u>
Operating cash flows before working capital changes	(814)	—	(814)
Increase in trade and other receivables	(62,008)	—	(62,008)
Decrease in trade and other payables	<u>(13,123)</u>	<u>—</u>	<u>(13,123)</u>
Net cash used in operating activities	<u>(75,945)</u>	<u>—</u>	<u>(75,945)</u>
Investing activities			
Purchase of property, plant and equipment	(12,794)	—	(12,794)
Net cash outflow arising from acquisition of a subsidiary	(7,438)	—	(7,438)
Interest received	<u>1,156</u>	<u>—</u>	<u>1,156</u>
Net cash used in investing activities	<u>(19,076)</u>	<u>—</u>	<u>(19,076)</u>
Financing activities			
Repayment of lease liabilities	(390)	—	(390)
Proceeds from issue of new shares	56,936	—	56,936
Lease interest paid	(7)	—	(7)
Repayment of borrowings	(4,850)	—	(4,850)
Issuance of convertible bond	3,025	—	3,025
Convertible bond interest paid	(25)	—	(25)
Borrowing raised	<u>259</u>	<u>—</u>	<u>259</u>
Net cash generated from financing activities	<u>54,948</u>	<u>—</u>	<u>54,948</u>
Net decrease in cash and cash equivalents	(40,073)	—	(40,073)
Cash and cash equivalents at beginning of the period	52,388	—	52,388
Effect on foreign exchange rate changes, net	<u>1,309</u>	<u>—</u>	<u>1,309</u>

	The Group (unaudited) <i>HK\$'000</i> <i>(Note 1)</i>	Pro forma adjustments <i>HK\$'000</i>	The Remaining Group (unaudited) <i>HK\$'000</i>
Cash and cash equivalents at end of the period	<u>13,624</u>	—	<u>13,624</u>

5. Notes to the Unaudited Pro Forma Financial Information of the Remaining Group:

- For the preparation of the unaudited pro forma consolidated statement of financial position, unaudited pro forma consolidated statement of profit or loss and other comprehensive income and the unaudited pro forma consolidated statement of cash flows, the amounts are extracted from the unaudited condensed consolidated statement of financial position of the Group as at 31 December 2023, unaudited condensed consolidated statement of profit or loss and other comprehensive income and the unaudited condensed consolidated statement of cash flows of the Group for the twelve months ended 31 December 2023 as set out in the published interim report of the Group for the twelve months ended 31 December 2023.
- The following pro forma adjustments have been made to the unaudited pro forma consolidated statement of financial position, assuming the Deemed Disposal had taken place on 31 December 2023:

The estimated effect of equity transaction assuming the Deemed Disposal had taken place on 31 December 2023 is calculated as follows:

- The adjustments represent the difference between deemed capital contribution of RMB81.9 million (equivalent to approximately HK\$90.2 million) by way of a debt-to-equity swap and the dilution of the Group's equity interest in the non-wholly owned subsidiary of the Company of approximately 9.7% resulted from an increase in the deficit non-controlling interests of HK\$51.4 million, assuming the Deemed Disposal had taken place on 31 December 2023 and is calculated as follows:

	<i>Note</i>	<i>HK'000</i>
Carrying amount of borrowings capitalised by way of a debt-to-equity swap		90,198
Add: Increase in amount of share of net liabilities of the Target Company by non-controlling interests	(i)	<u>42,685</u>
Contribution to capital reserve		<u>132,883</u>

Note:

- (i) The amount represents the net liabilities of the Target Company as at 31 December 2023 as follow:

	<i>HK'000</i>
Net liabilities of the Target Company as at 31 December 2023*	530,245
Less: Carrying amount of borrowings capitalized by way of a debt-to-equity swap	<u>(90,198)</u>
	<u>440,047</u>
Increase in 9.7% of the deficit non-controlling interests	<u><u>42,685</u></u>

* *The amounts represent the balances in the unaudited consolidated statement of financial position of the Group as at 31 December 2023.*

**B. INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE
REMAINING GROUP**

Set out below is the text of the independent reporting accountant's assurance report received from Confucius International CPA Limited, Certified Public Accountants, Hong Kong, the reporting accountant of the Company in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this circular.



天健國際會計師事務所有限公司

Confucius International CPA Limited

Certified Public Accountants

香港灣仔莊士敦道181號大有大廈15樓1501-8室
Rooms 1501-8, 15th Floor, Tai Yau Building,
181 Johnston Road, Wanchai, Hong Kong
電話 Tel: (852) 3103 6980
傳真 Fax: (852) 3104 0170

**INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION****To the Directors of Renaissance Asia Silk Road Group Limited**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Renaissance Asia Silk Road Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position as at 31 December 2023, the unaudited pro forma consolidated statement of profit or loss and other comprehensive income for the twelve months 31 December 2023 and the unaudited pro forma consolidated statement of cash flows for the twelve months 31 December 2023, and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out on pages 1 to 7 of Appendix IV of the Company's circular dated 19 March 2024 (the “**Circular**”) in connection with the proposed deemed disposal of 9.7% equity interest of Hunan Westralian Mining Co., Limited (the “**Deemed Disposal**”). The applicable criteria on the basis of which the directors of the Company have compiled the unaudited pro forma financial information are described on pages 1 to 7 of Appendix IV of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the directors of the Company to illustrate the impact of the Deemed Disposal on the Group's financial position as at 31 December 2023 and the Group's financial performance and cash flows for the twelve months 31 December 2023 as if the Disposal had taken place on 31 December 2023. As part of this process, information about the Group's financial position, financial performance and cash flows has been extracted by the directors of the Company from the Group's interim report for the twelve months ended 31 December 2023, on which no review report has been published and the Group's annual report for the year ended 31 December 2022, on which an audit report has been published respectively.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (the “**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction on 31 December 2023 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Company; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,
Confucius International CPA Limited
Certified Public Accountants
Hong Kong

1. RESPONSIBILITY STATEMENTS

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

2. DISCLOSURE OF INTERESTS

(a) Director's interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, none of the Directors of the Company or their associates had an interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

As at the Latest Practicable Date, so far as the Directors were aware, none of the Directors or their respective close associates were considered to have interest in any business which competes or may compete with the business of the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules as if each of them was a controlling shareholder.

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by, or leased to any member of the Group, or were proposed to be acquired or disposed of by, or leased to any member of the Group since 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Group were made up.

(b) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial Shareholders

So far as we known to the Directors, as at the Latest Practicable Date, the following persons (not being a Director or the chief executive of the Company) had an interest or short position, if any, in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or who/which was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

Name of Shareholders	Capacity	Number of Shares	Approximate percentage of shareholding
Excellent Shine Capital Limited <i>(Note 1)</i>	Beneficial owner	243,237,376	16.05%
Ms. Wang Huimin <i>(Note 1)</i>	Interest of controlled company	243,237,376	16.05%
Mr. Xu Huiqiang <i>(Note 1&2)</i>	Interest of controlled company	303,237,376	20.01%
Reconstruction Capital Group Limited <i>(Note 3)</i>	Beneficial owner	368,728,789	24.33%
Ms. Sun Guiling <i>(Note 3)</i>	Interest of controlled company	368,728,789	24.33%
Mr. Wang Song <i>(Note 3)</i>	Interest of controlled company	368,728,789	24.33%
Mr. Ng Chikong	Beneficial owner	87,007,209	5.74%

Notes:

- (1) Excellent Shine Capital Limited, is a company directly held 50% by Ms. Wang Huimin and 50% by Mr. Xu Huiqiang, therefore, they are deemed to be interested in the Shares in which Excellent Shine Capital Limited is interested in.
- (2) Mr. Xu Huiqiang through his 100% controlled Hong Kong company, Zhongyingsheng International Investment Management Co. Limited, holds 60,000,000 Shares, and through his 50% controlled British Virgin Islands company Excellent Shine Capital Limited, holds 243,237,376 Shares.
- (3) Reconstruction Capital Group Limited is a company directly held 50% by Ms. Sun Guiling and 50% by Mr. Wang Song, therefore they are deemed to be interested in the Shares in which Reconstruction Capital Group Limited is interested in.

Saved as disclosed above, the Company had not been notified of any other interests or short positions in the shares and underlying shares of the Company representing 10% or more of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, no director or proposed director or employee of a company (i.e. Excellent Shine Capital Limited and Reconstruction Capital Group Limited) which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and his respective associates were considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses to which the Directors were nominated and appointed as directors and/or senior management to represent the interests of the Company and/or the Group.

4. NO MATERIAL INTERESTS

As at the Latest Practicable Date, none of the Directors has any interest, either direct or indirect, in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any members of the Group since 31 December 2022, being the date to which the latest published audited financial statements of the Group were made up.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by the Company or any of its subsidiaries, which was subsisting and was significant in relation to the business of the Group.

5. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has any existing or proposed service agreement with any member of the Group (excluding contracts expiring or determinable by the Company within one year without payment of compensation (other than statutory compensation)).

6. NO MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse changes in the financial or trading position of the Group since 31 December 2022, being the date to which the latest published audited financial statements of the Group were made up.

7. LITIGATION

As set out in the interim report of the Company for the six months ended 30 June 2023, on 18 August 2023, the Company and a non-wholly owned subsidiary of the Company received a writ of summons dated 11 August 2023 in relation to the claims brought by former shareholders of the Company against five defendants regarding the disposal of 29% equity interest in the non-wholly owned subsidiary of the Company, which forms part of the settlement arrangements with Mr. Cai Shuo in the financial year 31 December 2020. The Company have engaged legal adviser to seek legal advice and take appropriate actions to vigorously defend the claims under the litigation. Further details are set out in the announcement of the Company dated 10 August 2020. Save as above, no member of the Group was engaged in any litigation, arbitration or claim which would materially and adversely affect the operations of the Company and no litigation, arbitration or claim which

would materially and adversely affect the operations of the Company is known to the Directors to be pending or threatened by or against any members of the Group as at the Latest Practicable Date.

8. MATERIAL CONTRACTS

As at the Latest Practicable Date, the following contracts (not being contracts entered into in the ordinary course of business) were entered into by members of the Group within the two years immediately preceding the date of this circular are, or may be, material:

- (a) the sale and purchase agreement entered into between Shanghai Jubo Investment Management Co., Ltd. and China Billion International Environmental Resources Limited (a wholly-owned subsidiary of the Company), further details of the agreement are set out in the announcement of the Company dated 12 June 2023;
- (b) the capitalisation agreement entered into between Hunan Westralian Mining Co., Limited (a subsidiary of the Company) and Mr. Wu Qingchao, further details of the agreement are set out in the announcement of the Company dated 18 July 2023;
- (c) the fourth supplemental loan agreement entered into between the Company, Westralian Resources Pty Ltd (a wholly-owned subsidiary of the Company) and Mr. Cai Shuo, further detail of the agreement are set out in the announcement of the Company dated 6 December 2023;
- (d) the debt waiver agreements entered into between Hunan Westralian Mining Co., Limited (a non-wholly-owned subsidiary of the Company), Mr. Wu Qingchao, Mr. Long Yongbin and Mr. Cai Pu, further detail of the agreements are set out in the announcements of the Company dated 6 December 2023 and 7 December 2023; and
- (e) the loan receivables transfer agreement entered into between the Company, Mr. Wu Qingchao, Mr. Long Yongbin and Mr. Cai Pu, further detail of the agreement are set out in the announcements of the Company dated 6 December 2023 and 7 December 2023.

Saved as above, there is no contract (not being contracts entered into in the ordinary course of business) were entered into by the members of the Group within two years immediately preceding the date of this circular, and are or may be material.

9. EXPERTS' QUALIFICATIONS AND CONSENTS

The following are the qualifications of the experts who have given opinions or advices, which are contained or referred to in this circular:

Name	Qualification
Red Sun Capital Limited	a corporation licensed by the SFC to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Confucius International CPA Limited	Certified public accountants

As at the Latest Practicable Date, each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter or reports and reference to its name in the form and context in which it respectively appears.

As at the Latest Practicable Date, each of the above experts was not beneficially interested in the share capital of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any Shares, convertible securities, warrants, options or derivatives which carry voting rights in any member of the Group nor did it have any interests, either direct or indirect, in any assets which have been, since 31 December 2022 (being the date to which the latest published audited financial statements of the Company were made up), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

10. MISCELLANEOUS

- (a) The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
- (b) The head office and principal place of business of the Company is at room 1208, 12/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong
- (c) The Company's Hong Kong branch share registrar and transfer office is Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (d) The Company joint company secretaries are Mr. Yuen Kwok Kuen and Mr. Lam Koon Fai. Mr. Yuen Kwok Kuen is a certified practising accountant of the Certified Practising Accountants Australia and a certified public accountant of the Hong Kong Institute of Certified Public Accountants and Mr. Lam Koon Fai is a member of the Hong Kong Institute of Certified Public Accountants.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the website of the Company (www.rasr.com.hk) and the website of the Stock Exchange (www.hkexnews.hk) for a period of 14 days from the date of this circular:

- (a) the Capitalisation Agreement;
- (b) the written consents referred to in the paragraph headed “EXPERTS’ QUALIFICATIONS AND CONSENTS” in this appendix;
- (c) the annual reports of the Company for the three financial years ended 31 December 2020, 2021 and 2022;
- (d) the letter on the unaudited pro forma financial information of the Remaining Group issued by Confucius International CPA Limited, the text of which is set out in appendix IV in this circular; and
- (e) this circular.

12. LANGUAGE

In the event of inconsistency, the English text of this circular will prevail over the Chinese text.

NOTICE OF EGM



復興亞洲絲路集團有限公司 RENAISSANCE ASIA SILK ROAD GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock code: 274)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Renaissance Asia Silk Road Group Limited (the “**Company**”) will be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 11 April 2024 at 10:00 a.m. (the “**EGM**”) for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution as an ordinary resolution of the Company. Capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 19 March 2024, unless the context otherwise requires:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the Capitalisation (a copy of the Capitalisation Agreement which has been produced to the EGM and marked as “A” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (including under seal, as applicable) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Capitalisation Agreement and/or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waiver of any of the matters relating thereto or in connection therewith.”

By order of the Board of
Renaissance Asia Silk Road Group Limited
Qiu Zhenyi
Chairman of the Board

Hong Kong, 19 March 2024

NOTICE OF EGM

Registered office in the Cayman Islands:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head office and principal place of business:

Room 1208, 12/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

- (a) In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 8 April 2024 to Thursday, 11 April 2024 (both days inclusive), during which period no transfer of Shares can be registered. In order to be eligible to attend and vote at the EGM, 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 Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 April 2024.
- (b) A member entitled to attend and vote at the EGM convened by the above notice (or at any adjournment thereof) is entitled to appoint a proxy to attend and vote on his/her behalf at the meeting. A proxy need not be a member of the Company.
- (c) To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and 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 must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the appointed time for the holding of the EGM or any adjournment thereof (as the case may be).
- (d) Completion and delivery of the form of proxy shall not preclude any shareholder of the Company ("**Shareholder(s)**") from attending and voting in person at the EGM convened or any adjournment thereof (as the case may be), if the Shareholders so desires and in such event, the form of proxy shall be deemed to be revoked.
- (e) In case of joint registered holders of any share(s) of the Company ("**Shares**"), any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders shall be present at the meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (f) The above resolution will be put to vote by way of a poll at the EGM.
- (g) If a tropical cyclone warning signal No. 8 or above is hoisted or a "black" rainstorm warning signal is in force in Hong Kong at or at any time after 6:00 a.m. on the date of the EGM, the EGM will be automatically adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the websites of the Company at www.rasr.com.hk and The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify Shareholders of the date, time and place of the adjourned meeting, respectively.

As at the date of this notice, the board of the directors of the Company comprises three executive directors, namely Mr. Qiu Zhenyi, Mr. Pan Feng and Mr. Xie Qiangming; two non-executive directors, namely Ms. Ng Ching and Mr. Xu Huiqiang; and four independent non-executive directors, namely Dr. Liu Ka Ying Rebecca, Mr. Tse Sze Pan, Mr. Yang Jingang and Mr. Zhang Zhen.