

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **New Silkroad Culturaltainment Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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新絲路文旅有限公司
NEW SILKROAD CULTURALTAINMENT LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 472)

(1) PROPOSED REMOVAL OF DIRECTOR;
(2) RE-ELECTION OF DIRECTOR;
(3) CLOSURE OF REGISTER OF MEMBERS; AND
(4) NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting of the Company to be held at 15/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 22 January 2020 at 10:00 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the special general meeting is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the Company's website at www.newsilkroad472.com.

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

6 January 2020

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DEFINITIONS

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

“Announcements”	the announcements of the Company dated 23 December 2019 and 30 December 2019 in relation to, among other things, the Proposed Removal and the Appointment respectively
“Appointment”	the appointment of Mr. Ma as executive Director
“Board”	the board of Directors except Mr. Su
“Bye-laws”	the bye-laws of the Company, and “Bye-law” shall mean a bye-law of the Bye-laws
“Company”	New Silkroad Culturaltainment Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the same meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 January 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Ma”	Mr. Ma Chenshan, who has been appointed as executive Director on 30 December 2019
“Mr. Su”	Mr. Su Bo, the executive Director whose duties have been suspended since 23 December 2019
“Proposed Removal”	the proposed removal of Mr. Su from his office as executive Director
“Remuneration Committee”	the remuneration committee of the Company

DEFINITIONS

“SGM”	a special general meeting of the Company to be held at 15/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 22 January 2020 at 10:00 a.m., to consider and, if thought fit, to approve the Proposed Removal and the re-election of Director, or any adjournment thereof
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE BOARD



新絲路文旅有限公司
NEW SILKROAD CULTURAL ENTERTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 472)

Executive Directors:

Mr. Ma Chenshan (*Chairman*)
Mr. Su Bo (*suspended duties*)
Mr. Ng Kwong Chue, Paul
Mr. Zhang Jian
Mr. Hang Guanyu
Mr. Liu Huaming

Independent non-executive Directors:

Mr. Ting Leung Huel, Stephen
Mr. Tse Kwong Hon
Mr. Cao Kuangyu

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

15/F., COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

6 January 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED REMOVAL OF DIRECTOR;
(2) RE-ELECTION OF DIRECTOR;
(3) CLOSURE OF REGISTER OF MEMBERS; AND
(4) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcements.

The purpose of this circular is to provide you with information regarding the Proposed Removal and the re-election of Director and to give you the notice of SGM.

LETTER FROM THE BOARD

PROPOSED REMOVAL OF DIRECTOR

At a Board meeting held on 23 December 2019, at the request of the controlling shareholder of the Company, the Board resolved to convene the SGM for the purpose of considering and approving the Proposed Removal in accordance with its Bye-laws.

Reason for the Proposed Removal

Given that Mr. Su, being an executive Director nominated by the controlling shareholder of the Company to the Board, was requested by the public security authority in the People's Republic of China to assist in the investigation of his personal matters (the "**Investigation**"), the board of directors of the controlling shareholder of the Company has resolved to remove Mr. Su as the chairman of the board and the president of the controlling shareholder with immediate effect. The controlling shareholder has also requested the Board to proceed the Proposed Removal and to suspend Mr. Su's duties before completion of the removal procedures.

In view of the decision of the controlling shareholder of the Company regarding the concern about the integrity of Mr. Su as a Director and to protect the interests of the Company, Mr. Su's duties have been suspended since 23 December 2019 pending completion of the removal procedures.

To the best of the Directors' knowledge, information and belief, the Investigation is not related to the business and operations of the Group.

Applicable laws and removal procedures

Pursuant to Bye-law 86(4) of the Bye-laws, the Shareholders may, at any general meeting convened and held in accordance with the Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in the Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement). Accordingly, an ordinary resolution regarding the Proposed Removal will be presented at the SGM in accordance with the Bye-laws.

RE-ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 30 December 2019, in relation to, among other things, the Appointment.

According to Bye-law 86(2) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy and any Director appointed by the Board as an addition to the existing Board shall hold office only until the following general meeting of the Company and shall then be eligible for re-election at that meeting.

Pursuant to the above provision, Mr. Ma shall hold office until the SGM and shall then be eligible for re-election at the SGM. Mr. Ma, being eligible, offers himself for re-election at the SGM. His biographical details are set out in the Appendix to this circular.

LETTER FROM THE BOARD

SGM

At the SGM, ordinary resolutions for the Proposed Removal and the re-election of Director will be proposed. The notice of SGM is set out on pages 7 to 8 of this circular. All the resolutions proposed to be approved at the SGM will be taken by poll in accordance with the Listing Rules. Further announcement on the poll results of the SGM will be made by the Company in compliance with the Listing Rules.

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

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 17 January 2020 to Wednesday, 22 January 2020 (both days inclusive) for the purpose of ascertaining Shareholders who are entitled to attend and vote at the SGM or any adjournment thereof. During this period, no transfers of Shares will be registered. In order to be eligible to attend and vote at the SGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 January 2020.

RECOMMENDATION

The Board considers the Proposed Removal and the re-election of Director to be in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM.

By order of the Board
New Silkroad Culturaltainment Limited
Ng Kwong Chue, Paul
Executive Director

The details of Mr. Ma, who will retire from office by rotation at the SGM and being eligible, offer himself for re-election at the SGM pursuant to Bye-law 86(2), are set out below:

Mr. Ma Chenshan (馬晨山), aged 44, was appointed as the executive Director, chairman of the Board and authorised representative of the Company on 30 December 2019. He holds a bachelor degree in Chinese Literature from Shanxi University. From July 1998 to December 2003, he was a reporter of CCTV. From January 2004 to May 2006, he served as the deputy director of All China Federation of Supply and Marketing Cooperatives – Audio-visual Center. From June 2006 to January 2009, he was an editor for journals of China Cooperative Times*. From February 2009 to October 2011, he was the deputy president of China Cooperative Times* and the executive deputy director of All China Federation of Supply and Marketing Cooperatives – Audio-visual Center. From November 2011 to December 2017, he served as the general manager in the manager department, and the director in each of the Group Office, the distribution department and the photography art department of Guang Ming Daily. From January 2014 to May 2016, he was a member of the Standing Committee of the Guangyuan Municipal Committee of Sichuan Province and the deputy secretary of the Party Group of the Municipal Government. Since January 2018, he has been the director and executive vice president of Macro-Link Holding Company Limited, the controlling shareholder of the Company.

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

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

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

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

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



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 472)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (“SGM”) of New Silkroad Culturaltainment Limited (the “Company”) will be held at 15/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 22 January 2020 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **THAT** Mr. Ma Chenshan be and is hereby re-elected as an executive director of the Company.
2. **THAT** Mr. Su Bo be and is hereby removed as an executive director of the Company.

By order of the Board
New Silkroad Culturaltainment Limited
Ng Kwong Chue, Paul
Executive Director

Hong Kong, 6 January 2020

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

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

NOTICE OF SGM

Notes:

1. A member of the Company entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding of the SGM or any adjournment thereof.
3. For the purpose of ascertaining shareholders of the Company who are entitled to attend and vote at the SGM or any adjournment thereof, the register of members of the Company will be closed from Friday, 17 January 2020 to Wednesday, 22 January 2020 (both days inclusive) during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 16 January 2020.

As at the date of this notice, the Board comprises six executive Directors, namely, Mr. Ma Chenshan, Mr. Su Bo (suspended duties), Mr. Ng Kwong Chue, Paul, Mr. Zhang Jian, Mr. Hang Guanyu and Mr. Liu Huaming, and three independent non-executive Directors, namely Mr. Ting Leung Huel, Stephen, Mr. Tse Kwong Hon and Mr. Cao Kuangyu.