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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HERE BY GIVEN that a special general meeting (the “SGM”) of New Silkroad Culturaltainment Limited (the “**Company**”) will be held at Conference Room, 8/F., Macrolink Group Building, Government Ave, Taihu Town, Tongzhou District, Beijing, the PRC on Wednesday, 22 March 2023 at 3:00 p.m., as special business, to consider and, if thought fit, pass with or without amendments the following resolutions of the Company:

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

1. **“THAT:**

- (a) the supplemental subscription agreement (the **“Supplemental Subscription Agreement”**) dated 29 November 2022 (a copy of which has been produced at the SGM and marked “A” and initialled by the chairman of the SGM for the purpose of identification) between Wealth Venture Asia Limited (**“Wealth Venture”**), a direct wholly-owned subsidiary of the Company, and Macrolink Australia Investment Limited (**“Macrolink Australia”**) in relation to the proposed amendment of terms of the subscription agreement dated 29 September 2017 (as supplemented on 22 November 2017) in relation to, among other matters, the subscription of 104 redeemable preference shares of US\$0.01 each to be issued by Macrolink Australia to Wealth Venture, for a total consideration of HK\$222.53 million, the form and substance thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the supplemental loan agreement (the **“Supplemental Loan Agreement”**) dated 29 November 2022 (a copy of which has been produced at the SGM and marked “B” and initialled by the chairman of the SGM for the purpose of identification) between Wealth Venture and Macrolink Australia in relation to the proposed amendment of terms of the loan agreement dated 29 September 2017 (as supplemented on 22 November 2017) (the **“Loan Agreement”**) in relation to, among other matters, a loan in the principal amount of AUD74.41 million (equivalent to approximately HK\$461.33 million) advanced by Wealth Venture to Macrolink Australia, the form and substance thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (c) the supplemental total return swap agreement (the “**Supplemental TRS Agreement**”) dated 29 November 2022 (a copy of which has been produced at the SGM and marked “C” and initialled by the chairman of the SGM for the purpose of identification) between Wealth Venture and Macrolink Australia in relation to the proposed amendment of terms of the total return swap agreement dated 29 September 2017 (as supplemented on 22 November 2017) in relation to, among other matters, a swap arrangement on 80% of the aggregate net cash balance of a property development project on a development site at 71-79 Macquarie Street, Sydney, Australia and the interest payable under the Loan Agreement, the form and substance thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (d) any director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute (including the affixation of the common seal of the Company when required) all such documents for and on behalf of the Company as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Supplemental Subscription Agreement, the Supplemental Loan Agreement, the Supplemental TRS Agreement, and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Supplemental Subscription Agreement, the Supplemental Loan Agreement and the Supplemental TRS Agreement as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution (with or without modification) as special resolution of the Company:

2. “**THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (“**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 27 February 2023, be and are hereby approved;

- (b) the amended and restated bye-laws of the Company (the “**Amended Bye– Laws**”), which incorporates all the Proposed Amendments (a copy of which has been produced at the SGM and marked “D” and initialled by the chairman of the SGM for the purpose of identification), be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect; and
- (c) any director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute (including the affixation of the common seal of the Company when required) all such documents for and on behalf of the Company as they may in their absolute discretion consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the adoption of the Amended Bye-Laws, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company.”

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

Hong Kong, 27 February 2023

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

Principal place of business in Hong Kong:
15/F., COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

- (1) A member of the Company (“**Shareholder**”) entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxies (if such Shareholder is a holder of more than one share) to attend and vote in his stead. A proxy need not be a Shareholder.

- (2) For determining the entitlement to attend and vote at the above SGM, the register of members of the Company will be closed from Friday, 17 March 2023 to Wednesday, 22 March 2023, both dates inclusive, during which period no transfer 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 certificates must be lodged with the Company's share registrar, Tricor Progressive Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 March 2023.
- (3) In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's share registrar, Tricor Progressive Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- (4) In the case of joint holders of share(s) of the Company, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share(s) as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (6) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM if the Shareholder so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises four executive Directors, namely, Mr. Ma Chenshan, Mr. Zhang Jian, Mr. Hang Guanyu and Mr. Liu Huaming, and three independent non-executive Directors, namely Mr. Ting Leung Huel, Stephen, Mr. Tse Kwong Hon and Mr. Cao Kuangyu.