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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 Tuesday, 11 April 2023 at 11:00 a.m., as special business, to consider and, if thought fit, pass with or without amendments the following resolution 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:

**”THAT:**

- (a) the conditional sale and purchase agreement (the “**Acquisition Agreement**”) dated 4 January 2023 (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 四川絲路數據科技有限公司 (Sichuan Silkroad Data Technology Company Limited#) (the “**Purchaser**”) and 北京運河長基投資有限公司 (Beijing Yunhe Zhangji Investment Limited#) (the “**Vendor**”) in relation to the proposed acquisition of the entire equity interest (the “**Sale Interest**”) of 北京潮來潮往文化傳媒有限公司 (Beijing

Chaolaichaowang Culture Media Company Limited#) (together with its subsidiaries, the “**Target Group**”) by the Purchaser from the Vendor at the consideration of RMB430,000,000 (equivalent to approximately HK\$485,900,000) (the “**Acquisition**”), which shall be satisfied by the Purchaser to the Vendor (i) as to RMB80,000,000 in cash at the signing of the Acquisition Agreement; (ii) as to RMB65,511,224.84 by way of assumption of debt due by the Vendor and its associates to the Target Group at the completion of the Acquisition; and (iii) as to RMB284,488,775.16 in cash upon completion of the registration of the transfer of the Sale Interest with the relevant government authority in the People’s Republic of China, the form and substance of the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) 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 Acquisition Agreement and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Acquisition 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.”

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

Hong Kong, 22 March 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

# *The English names of entities marked with “#” are not the official names and are translated for identification purpose only.*

*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 on Tuesday, 11 April 2023, 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, 6 April 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.*