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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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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

**PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE**

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 6 to 13 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 30 May 2024 at 10:00 a.m. is set out on pages 14 to 16 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.

10 May 2024

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 29 April 2024 in relation to the Share Consolidation and the Change in Board Lot Size
“Board”	the board of Directors
“Business Day(s)”	a day on which banks are open in Hong Kong, other than Saturday, Sunday or public holiday in Hong Kong
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size for trading on the Stock Exchange from 10,000 Existing Shares to 20,000 Consolidated Shares upon Share Consolidation becoming effective
“Company”	Renaissance Asia Silk Road Group Limited (stock code: 274), a company incorporated in the Cayman Islands with limited liability and its issued Shares are listed on the Stock Exchange
“Consolidated Share(s)”	the ordinary share(s) of par value HK\$0.05 each in the share capital of the Company upon the Share Consolidation becoming effective
“Conversion Shares”	new Share(s) to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds
“Convertible Bonds”	the convertible bonds in the aggregate principal amount of HK\$3,025,000 issued by the Company on 18 July 2023, for further details, please refer to the Company’s announcements dated 18 July 2023 and 31 August 2023
“Director(s)”	the director(s) of the Company from time to time

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Share Consolidation
“Existing Share(s)”	existing ordinary share(s) in the Company of HK\$0.01 each
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	6 May 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 on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular only, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share(s)”	the ordinary share(s) of par value HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Existing Shares of par value HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value HK\$0.05 each

DEFINITIONS

“Share Options”	the right(s) granted under the Share Option Scheme to subscribe for the Shares in accordance with the Share Options Scheme
“Share Option Scheme”	the share option scheme of the Company adopted on 22 February 2016
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event(s)	Time and Date 2024
Latest date and time for lodging transfer document of the Existing Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Monday, 27 May
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM	Tuesday, 28 May to Thursday, 30 May (both dates inclusive)
Latest date and time for lodging proxy forms for the EGM	10:00 a.m. on Tuesday, 28 May
Date and time of the EGM to approve the Share Consolidation	10:00 a.m. on Thursday, 30 May
Announcement of the poll results of the EGM	Thursday, 30 May

The following events are conditional upon the results of the EGM and therefore the dates are tentative only.

Event(s)	Time and Date 2024
Effective date for the Share Consolidation	Monday, 3 June
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Monday, 3 June
Dealing in the Consolidated Shares commences	9:00 a.m. on Monday, 3 June

EXPECTED TIMETABLE

Event(s)	Time and Date 2024
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares temporarily closes	9:00 a.m. on Monday, 3 June
Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificate(s)) opens	9:00 a.m. on Monday, 3 June
Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Tuesday, 18 June
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Tuesday, 18 June
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 18 June
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Tuesday, 9 July
Temporary counter for trading in the Consolidated Shares in board lot of 2,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Tuesday, 9 July
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Tuesday, 9 July
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Thursday, 11 July

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

10 May 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE**

INTRODUCTION

Reference is made to the Announcement in relation to the Share Consolidation and the Change in Board Lot Size.

The purpose of this circular is to provide you with the information, among other things, (i) further details of the Share Consolidation; (ii) further details of the Change in Board Lot Size; (iii) the notice of EGM; and (iv) other information required under the Listing Rules.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Shares of par value of HK\$0.01 each be consolidated into one (1) Consolidated Share of HK\$0.05 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$250,000,000 divided into 25,000,000,000 Existing Shares with par value of HK\$0.01 each.

Upon the Share Consolidation becoming effective and assuming that there are no changes on the authorised share capital of the Company from the Latest Practicable Date until the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$250,000,000 divided into 5,000,000,000 Consolidated Shares with par value of HK\$0.05 each.

As at the Latest Practicable Date, 2,912,625,443 Existing Shares have been allotted and issued. Upon the Share Consolidation becoming effective and assuming that no new Existing Shares are issued nor Existing Shares are repurchased from the date hereof until the effective date of the Share Consolidation, 582,525,088 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled. The Directors are of the view that the Share Consolidation will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and

LETTER FROM THE BOARD

- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Monday, 3 June 2024.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Application for listing of the Consolidated Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 10,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 10,000 Existing Shares to 20,000 Consolidated Shares. Based on the closing price of HK\$0.039 per Existing Share (equivalent to the theoretical closing price of HK\$0.195 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 10,000 Existing Shares is HK\$390; (ii) the value of each board lot of 10,000 Consolidated Shares would be HK\$1,950 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 20,000 Consolidated Shares would be HK\$3,900 on the assumption that the Change in Board Lot Size had also become effective.

LETTER FROM THE BOARD

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be allocated to the Shareholders, but will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility should contact Mr. Raymond Wang of Gaoyu Securities Limited at Room 4409, 44/F., COSCO Tower, 183 Queen's Road Central, Hong Kong or at telephone number (852) 2879 8351 during office hours (9:00 a.m. to 6:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from 18 June 2024 to 9 July 2024 (both days inclusive).

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Monday, 3 June 2024, the second Business Day after the date of the EGM, the Shareholders may during the specific period submit existing share certificates for the Existing Shares (in the colour of purple) to the Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of green) at the expense of the Company.

LETTER FROM THE BOARD

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever is higher.

After 4:10 p.m. on Tuesday, 9 July 2024, trading will only be in Consolidated Shares. Share certificates for the Existing Shares will remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery trading and settlement purposes.

ADJUSTMENT IN RELATION TO OTHER SECURITIES OF THE COMPANY

As at Latest Practicable Date, the Company has outstanding Share Options entitling the holders thereof to subscribe for a total of 73,224,887 Existing Shares. Under the terms and conditions of the Share Option Schemes, the Share Consolidation may lead to adjustments to the number of shares of the Company available for issue under the scheme limit, which has not yet been utilised, of the Share Option Schemes, and/or the exercise price and/or the number of shares of the Company falling to be issued upon the exercise of the Share Options. The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

As at the Latest Practicable Date, the Company has outstanding Convertible Bonds in a principal amount of HK\$3,025,000. Assuming full conversion of the Convertible Bonds, an aggregate of 22,000,000 Conversion Shares of the Company may be allotted and issued by the Company upon exercise of the conversion rights attaching to the Convertible Bonds in full. The Share Consolidation may cause adjustments to the conversion price of Convertible Bonds and/or the maximum number of Consolidated Shares that will be issued upon conversion. The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

Save as disclosed above, the Company does not have any other outstanding derivatives, options, warrants, conversion rights, securities in issue, convertible securities or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares, as at the Latest Practicable Date.

LETTER FROM THE BOARD

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Moreover, pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, it stated that (i) market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) the expected board lot value per board lot should be greater than HK\$2,000 after taking into account the minimum transaction costs for a securities trade.

In view of the prevailing trading price of the Shares, the Board proposes to implement the Share Consolidation and the Change in Board Lot Size. It is expected that the proposed Share Consolidation and the Change in Board Lot Size would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. As a result, the proposed Share Consolidation and the Change in Board Lot Size would enable the Company to comply with the trading requirements under the Listing Rules. The Company also considers that the Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company.

In view of the above reasons, the Company considers the proposed Share Consolidation and Change in Board Lot Size are justifiable notwithstanding of the potential costs and impact arising from creation of odd lots to Shareholders. Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. As at the Latest Practicable Date, the Company has no present intention to conduct any equity fundraising activities. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to meet its operational needs or support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

The Board believes that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group nor result in a change in the relative rights of the Shareholders.

LETTER FROM THE BOARD

EGM

The EGM will be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Thursday, 30 May 2024 to consider and, if thought fit, pass the resolution to approve the Share Consolidation. The notice convening the EGM is set out on pages 14 to 16 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. If you are not able to attend and/or vote at 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, 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 EGM 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 adjourned meeting (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders have any material interest in the Share Consolidation, and accordingly, none of the Shareholders will be required to abstain from voting on the resolution in relation to the Share Consolidation at the EGM.

VOTING BY POLL AT THE EGM

Pursuant to Rules 13.39(4) and (5) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands), and an announcement on the poll results of the general meeting must be made by the Company after the general meeting as soon as possible. Accordingly, the resolution to be proposed at the EGM as set out in the notice of the EGM will be voted by poll and an announcement on the poll results of the EGM will be made by the Company as soon as possible after conclusion of the EGM.

RECOMMENDATIONS

Taking into consideration of the reasons set out in the paragraph headed "REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE" above, the Directors believe that the Share Consolidation is 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 resolution to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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 Company. 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.

MISCELLANEOUS

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

WARNING

Shareholders should take note that the Share Consolidation and the Change in Board Lot Size are conditional upon the fulfilment of their respective conditions. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

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

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, 30 May 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 ordinary resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to the satisfaction of the conditions set out in the Letter from the Board under the heading “Conditions of the Share Consolidation” in this circular, with effect to the second business day immediately following the date on which this resolution is passed:
 - (a) every five (5) issued and unissued ordinary shares of par value of HK\$0.01 each in the existing share capital of the Company to be consolidated into one (1) ordinary share with a par value of HK\$0.05 each (each a “**Consolidated Share**”) and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum of association and articles of association of the Company (the “**Share Consolidation**”);
 - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be allocated to the shareholder(s) of the Company, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and

NOTICE OF EGM

- (c) 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 Share Consolidation 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, 10 May 2024

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 Tuesday, 28 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which period no transfer of any share(s) of the Company (“**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 Monday, 27 May 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.

NOTICE OF EGM

- (e) In case of joint registered holders of 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.

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.