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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)

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

- (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.

- (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.