
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, 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 and the accompanying form of proxy to the purchaser or to the 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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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)

**PROPOSALS IN RESPECT OF
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Renaissance Asia Silk Road Group Limited to be held at 35/F., Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong at 11:00 a.m. on Friday, 23 August 2024, or any adjournments of the meeting, at which a number of matters including the above proposals will be considered, is set out on pages 16 to 20 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 later than 48 hours before the time appointed for the holding the AGM (i.e. at 11:00 a.m. on Wednesday, 21 August 2024 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

31 July 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 35/F., Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong on Friday, 23 August 2024 at 11:00 a.m. or, where the context so admits, any adjournment thereof
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 20 of this circular
“Audit Committee”	the audit committee of the Company
“Board”	the board of directors of the Company
“CEO”	the chief executive officer of the Company
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Renaissance Asia Silk Road Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s)
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)
“Latest Practicable Date”	24 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining the information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented and otherwise modified from time to time
“M&A”	the memorandum of association and amended and restated articles of association of the Company currently in force
“NED”	the non-executive Director
“Nomination Committee”	the nomination committee of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) set out in the AGM Notice
“Proposed Amendments”	the proposed amendments to the M&A as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of the Share in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented and otherwise modified from time to time

DEFINITIONS

“Share(s)”	the share(s) of nominal value of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission
“%”	per cent

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

NED:

Ms. Ng Ching

Mr. Xu Huiqiang

INEDs:

Dr. Liu Ka Ying Rebecca

Mr. Tse Sze Pan

Mr. Yang Jingang

Mr. Zhang Zhen

Registered Office:

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

31 July 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS IN RESPECT OF
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with AGM Notice and information regarding the resolutions to be proposed at the forthcoming AGM relating to, inter alia, (i) the granting of the Share Issue Mandate and the Extension Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; and (iii) the re-election of Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES AND THE EXTENSION MANDATE

At the AGM, an Ordinary Resolution will be proposed for the Shareholders to consider and, if thought fit, to grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with the new Shares up to a maximum of 20% of the total number Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, based on 582,525,088 Shares in issue, the maximum number of Shares to be allotted and issued pursuant to the Share Issue Mandate will be 116,505,017. The Share Issue Mandate shall expire upon the earlier of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the Companies Act or the Articles of Association; or (iii) the date upon which such authority given under the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Issue Mandate are set out in Ordinary Resolution no. 4 in the AGM Notice.

In addition, Ordinary Resolution no. 6 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares repurchased pursuant to the Repurchase Mandate, if granted.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an Ordinary Resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to repurchase issued and fully paid Shares in the capital of the Company. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate. The Repurchase Mandate allows the Company to make repurchases only during the period ending on the earlier of (i) the conclusion of the next annual general meeting; and (ii) the date upon which such authority given under the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders. Detail of the Repurchase Mandate is set out in Ordinary Resolution no. 5 in the AGM Notice.

An explanatory statement as required under the Listing Rules, giving all the requisite information which is reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. RE-ELECTION OF DIRECTORS

In accordance with article 83(3) of the M&A, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next general meeting of the Company (in the case of filling a casual vacancy) or until the next annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election. Accordingly, Mr. Yang Jingang and Mr. Zhang Zhen shall retire at the AGM and, being eligible, will offer themselves for re-election.

In accordance with article 84 of the M&A, at each annual general meeting one-third of the Directors from the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Any Director appointed by the Board pursuant to article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. The retiring Director shall be eligible for re-election. Accordingly, Mr. Xie Qiangming, Ms. Ng Ching and Mr. Tse Sze Pan shall retire at the AGM and, being eligible, will offer themselves for re-election.

The Nomination Committee considered and assessed the suitability of the above retiring Directors, including the independency of the INEDs, for re-election in accordance with the Company's nomination policy. The Nomination Committee also took into account the structure and size of the Board as well as the various diversity aspects set out in the Company's board diversity policy.

Accordingly, the Board accepted the Nomination Committee's recommendation and proposed the above retiring Directors to stand for re-election at the AGM. The Board considers that the re-election of the above retiring Directors is in the best interest of Company and Shareholders as a whole.

Each of the above retiring Directors has abstained from voting on his/her own nomination when it was being considered.

Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. AGM

The AGM Notice, which contains, inter alia, the resolutions to approve (i) the granting of the Share Issue Mandate and the Extension Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; and (iii) the re-election of Directors are set out on pages 16 to 20 of this circular.

A form of proxy for use at the forthcoming AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 the AGM (i.e. at 11:00 a.m. on Wednesday, 21 August 2024 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of the 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 on by a show of hands. An announcement will be made by the Company on the results of the poll and will be published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.rasr.com.hk) accordingly.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 20 August 2024 to Friday, 23 August 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers 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 not later than 4:30 p.m. on Monday, 19 August 2024.

7. RECOMMENDATION

The Board considers that the proposals for granting to the Directors of the Share Issue Mandate, Repurchase Mandate, the Extension Mandate, and the re-election of retiring Directors are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions set out in the Notice of AGM.

LETTER FROM THE BOARD

8. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

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

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction. Besides, the Company is also empowered by the M&A to purchase its Shares.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 582,525,088 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 58,252,508 Shares, being 10% of the issued share capital of the Company on the date of passing of such resolution.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASE

In accordance with the Companies Act and the Articles and Association, Shares may only be purchased out of the funds of the Company legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or, subject to a statutory test of solvency, out of capital. Any premium payable on purchase must be provided for out of the profits of the Company or out of the Company's share premium account, or at the time the Shares are purchased or, subject to the test of solvency, out of capital. Under the Companies Act, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

5. DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM and exercised.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to do so if the Repurchase Mandate is approved and exercised.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the substantial shareholders of the Company: (i) Reconstruction Capital Group Limited was interested in 68,005,282 Shares, representing approximately 11.67% of the issued Shares carrying voting rights. Ms. Sun Guiling and Mr. Wang Song each hold 50% of the shares of Reconstruction Capital Group Limited, therefore, they are deemed to be interested in the 68,005,282 Shares; (ii) Excellent Shine Capital Limited was interested in 48,647,475 Shares, representing approximately 8.35% of the issued Shares carrying voting rights. Ms. Wang Huimin and Mr. Xu Huiqiang each hold 50% of the shares of Excellent Shine Capital Limited, therefore, they are deemed to be interested in the 48,647,475 Shares; (iii) Zhang Jiaxin was interested in 80,000,000 Shares, representing approximately 13.73% of the issued Shares carrying voting rights; and (iv) China Zhongsheng Investment Limited was interested in 93,460,000 Shares, representing approximately 16.04% of the issued Shares carrying voting rights. Mr. Yanbei Lijie hold 70% of the shares of China Zhongsheng Investment Limited, therefore, he is deemed to be interested in the 93,460,000 Shares. The percentage of shareholding of Reconstruction Capital Group Limited (and/or its controlling shareholders, Ms. Sun Guiling and Mr. Wang Song), Excellent Shine Capital Limited (and/or its controlling shareholders, Ms. Wang Huimin and Mr. Xu Huiqiang), Ms. Zhang Jiaxin and China Zhongsheng Investment Limited (and/or its controlling shareholder, Mr. Yanbei Lijie) will increase to approximately 12.97%, 9.28%, 15.26% and 17.83% of the issued Shares respectively immediately following the full exercise of the Repurchase Mandate. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Saved as disclosed, the Directors are not aware of any consequences which would arise under the Takeovers Codes as a result of the exercise of the Repurchase Mandate.

The Directors also have no intention to exercise the Repurchase Mandate in full to such extent that will trigger any potential consequences under the Takeovers Codes or result in the number of Shares held by the public falling below the prescribed requirement.

8. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements for the fifteen months ended 31 March 2024 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2023		
July	0.790	0.560
August	0.820	0.275
September	0.570	0.290
October	0.510	0.300
November	0.360	0.305
December	0.345	0.250
2024		
January	0.295	0.150
February	0.515	0.175
March	0.360	0.270
April	0.315	0.165
May	0.430	0.155
June	0.320	0.150
July (up to and including the Latest Practicable Date)	0.153	0.153

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTORS

Mr. Xie Qiangming, aged 32, has joined the Company since July 2018. Prior to his re-designation as an Executive Director, Mr. Xie was an INED and a member of Audit Committee until September 2019. Mr. Xie is currently also a member of the Nomination Committee and the Remuneration Committee and an authorised representative of the Company. Mr. Xie has extensive experience in corporate strategy formulation and execution, capital markets, private equity investment and investor relations. He worked for several well-known financial institutions such as Kunwu Jiuding Investment Holdings Co., Ltd. and ICBC International Holdings Limited and was responsible for providing professional services to its clients such as corporate strategy formulation and execution, merger and acquisition projects management, in charge of private placements and fundraising projects. Mr. Xie has obtained a master degree in finance from Tsinghua University PBC School of Finance in 2016.

In addition to the above, Mr. Xie was an executive director of Prosperity International Holdings (H.K.) Limited (“**Prosperity**”), a company delisted from the main board of the Stock Exchange (former stock code: 803) from July 2019 to June 2021. On 29 November 2019, Prosperity filed a winding up petition with the Supreme Court of Bermuda (“**Bermuda Court**”) and subsequently appointed joint and several provisional liquidators to enable Prosperity to continue its orderly financial restructuring with the assistance of the Bermuda Court. On that date, creditors of Prosperity demanded repayment of debts totaling approximately HK\$1,472 million. According to the latest update announcement of Prosperity dated 4 March 2021, the Bermuda Court ordered, among others, that (1) the winding up petition be re-listed for mention on 12 March 2021; and (2) the fees and expenses of the joint and several provisional liquidators for the period 29 November 2019 to 31 December 2020 be approved in the sum of USD1,020,537. Reference is made to the announcements of Prosperity dated 29 November 2019, 23 January 2020, 27 April 2020, 15 June 2020, 18 February 2021, 24 February 2021 and 4 March 2021. Prosperity was principally engaged in (i) real estate investment and development; (ii) mining and trading of iron ore and raw materials; and (iii) trading of clinker, cement and other building materials.

As at the Latest Practicable Date, Mr. Xie does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the service agreement entered into between Mr. Xie and the Company, he will serve as an Executive Director for a term of two years commencing from 30 September 2021 and will be entitled to a director’s remuneration of HK\$10,000 per month. For the fifteen months ended 31 March 2024, Mr. Xie has received emoluments in the aggregate sum of HK\$Nil (including salary, commission, housing, reimbursement, allowances and discretionary bonus).

NON-EXECUTIVE DIRECTOR

Ms. Ng Ching, aged 33, has joined the Company as a NED since November 2021. Ms. Ng has years of experience in equity investment and securities industry. Ms. Ng is currently a financial analyst of Shenzhen Jaguar Capital Management Co., Limited (深圳市佶佳資本管理有限責任公司). Ms. Ng obtained a master's degree in financial economics from University of St. Andrews, United Kingdom in 2013 and a master's degree in actuarial science from the Cass Business School of the City University of London, United Kingdom in 2014.

As at the Latest Practicable Date, Ms. Ng does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Ms. Ng and the Company, she will serve as a NED for a term of one year commencing from 15 November 2021 and will be entitled to a director's remuneration of HK\$10,000 per month. For the fifteen months ended 31 March 2024, Ms. Ng has received director's fee in the aggregate sum of HK\$30,000.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tse Sze Pan, aged 43, joined the Company as an INED, and the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee since February 2022. Mr. Tse has extensive senior management experiences in asset management and securities brokerage. Mr. Tse served as the wealth management manager of The Hongkong and Shanghai Banking Corporation Limited. He is currently the executive director, chief executive officer and RO under the SFO to carry out Type 1, 4 and 9 regulated activities in Target Capital Management Limited (a wholly-owned subsidiary of Bison Finance Group Limited, a company listed on the main board of the Stock Exchange (stock code: 888)). Mr. Tse obtained an associate degree in business from The Hong Kong Polytechnic University in 2005 and a bachelor's degree in management from Heriot Watt University, Scotland in 2006. Mr. Tse is also an accredited certified financial planner and insurance intermediary.

As at the Latest Practicable Date, Mr. Tse does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Tse and the Company, he will serve as an INED for a term of one year commencing from 4 February 2022 and will be entitled to a director's remuneration of HK\$10,000 per month. For the fifteen months ended 31 March 2024, Mr. Tse has received director's fee in the aggregate sum of HK\$30,000.

Mr. Yang Jingang, aged 51, joined the Company as an INED and a member of the Audit Committee, Remuneration Committee and Nomination Committee since February 2024. Mr. Yang is an experienced Chinese lawyer practicing for over 15 years. Mr. Yang graduated from Tianjin Normal University and later worked as a teacher. Mr. Yang obtained a PRC legal vocational qualification in 2008 and started a career as a lawyer. Mr. Yang has extensive experience in legal teaching and practicing as a lawyer. Mr. Yang founded Tianjin Yuru Law Office (“**Yuru Law Office**”) in 2014 and currently serves as a Chief Lawyer of Yuru Law Office.

As at the Latest Practicable Date, Mr. Yang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Yang and the Company, he will serve as an INED for a term of one year commencing from 5 February 2024 and will be entitled to a director’s remuneration of HK\$10,000 per month. For the fifteen months ended 31 March 2024, Mr. Yang has received director’s fee in the aggregate sum of HK\$Nil.

Mr. Zhang Zhen, aged 39, joined the Company as an INED and the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee since February 2024. Mr. Zhang is specialized in various areas of mechanical engineering, especially in mechanical parts design, structural element diagram design and product development with over 13 years of experience. Mr. Zhang obtained a master degree in mechanical engineering from Beijing University of Technology in 2010. Mr. Zhang has entered into an appointment letter with the Company in respect of his appointment as an INED for a term of one year starting from 5 February 2024.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Zhang and the Company, he will serve as an INED for a term of one year commencing from 5 February 2024 and will be entitled to a director’s remuneration of HK\$10,000 per month. For the fifteen months ended 31 March 2024, Mr. Zhang has received director’s fee in the aggregate sum of HK\$Nil.

Save as disclosed above, each of Mr. Xie Qiangming, Ms. Ng Ching, Mr. Tse Sze Pan, Mr. Yang Jingang and Mr. Zhang Zhen has confirmed that as at the Latest Practicable Date, he/she (i) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position with the Company and other members of the Group or other major appointments and professional qualifications; (iii) does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of the abovenamed retiring Directors that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN that annual general meeting of Renaissance Asia Silk Road Group Limited (“**Company**”) will be held at 35/F., Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong on Friday, 23 August 2024 at 11:00 a.m. (Hong Kong time) for the purposes of consideration and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the Company’s audited consolidated financial statements and the reports of the directors and auditor of the Company for the fifteen months ended 31 March 2024.
2.
 - (a) To re-elect Mr. Xie Qiangming as an executive director of the Company;
 - (b) To re-elect Ms. Ng Ching as a non-executive director of the Company;
 - (c) To re-elect Mr. Tse Sze Pan as an independent non-executive director of the Company;
 - (d) To re-elect Mr. Yang Jingang as an independent non-executive director of the Company;
 - (e) To re-elect Mr. Zhang Zhen as an independent non-executive director of the Company; and

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- (f) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Confucius International CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
4. **“THAT:**
- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
 - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the share option scheme of the Company or any other share option scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue as at the date of passing this resolution and the approval shall be limited accordingly;

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(d) for the purpose of this resolution:–

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the articles of association of the Company; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of shareholders on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”), be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of the shares of the Company, which may be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this resolution:–

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the articles of association of the Company; and
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the resolutions numbered 4 and 5 set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued by the directors of the Company pursuant to such general mandate an amount representing the aggregate number of the shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 5 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of the resolution.”

By Order of the Board of
Renaissance Asia Silk Road Group Limited
Qiu Zhenyi
Chairman of the Board

Hong Kong, 31 July 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:–

- (1) A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote in his stead. A proxy need not be a member of the Company. In order 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 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 the meeting (i.e. at 11:00 a.m. on Wednesday, 21 August 2024 (Hong Kong time)) or any adjournment thereof.
- (2) Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, 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. 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.
- (4) The register of members of the Company will be closed for a period commencing from Tuesday, 20 August 2024 to Friday, 23 August 2024, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting, all transfers 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 not later than 4:30 p.m. on Monday, 19 August 2024.
- (5) With regard to the resolutions 4 to 6 of the above notice, the directors of the Company wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.
- (6) Each of the above resolutions will be put to vote by way of a poll at the AGM.
- (7) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in force in Hong Kong at 9:00 a.m. on the date of the AGM, the AGM 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 and the Stock Exchange to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the board of 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.