



RENAISSANCE ASIA SILK ROAD GROUP LIMITED  
復興亞洲絲路集團有限公司  
("Company")

*(If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail)*

## **Procedures for Shareholders to Convene General Meetings/Put Forward Proposals**

The following procedures are subject to the memorandum and articles of association of the Company (as amended from time to time) ("M&A"), and the applicable laws and regulations, in particular the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") (as amended from time to time).

### **Annual General Meeting ("AGM")**

- The Company holds a general meeting as its AGM every year. An AGM shall be held in each year within a period of not more than fifteen (15) months after the holding of the last preceding AGM (unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the board of directors of the Company ("**Board**").
- There are no provisions governing shareholders' rights to put forward proposals or move resolutions at an AGM under the M&A or the laws of the Cayman Islands.

### **Extraordinary General Meeting ("EGM")**

Shareholders of the Company ("**Shareholders**") who wish to put forward proposals or move a resolution may however, require an EGM to be called by the Board by following the procedures below:

- Any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company ("**Eligible Shareholder(s)**") shall at all times have the right, by written requisition to the Board or the company secretary of the Company ("**Company Secretary**"), to require an EGM to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within two (2) months after the deposit of such requisition.
- Eligible Shareholders who wish to require an EGM to be called by the Board for the purpose of making proposals or moving a resolution at the EGM must deposit a written requisition ("**Requisition**") signed by the Eligible Shareholder(s) concerned at the principal place of business of the Company in Hong Kong at Room 1802, 18th Floor, The L Plaza, 367-375 Queen's Road Central, Hong Kong, and by email to [contact@rasr.com.hk](mailto:contact@rasr.com.hk), for the attention of the Company Secretary.

- The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an EGM, the agenda of the EGM including the details of the business(es) proposed to be transacted at the EGM and may include the text of the proposed resolution, and must be signed by the Eligible Shareholder(s) concerned.
- The Company will check the Requisition and the identity and the shareholding of the Eligible Shareholder will be verified with the Company's branch share registrar. If the Requisition is found to be proper and in order, the Company Secretary will ask the Board to convene an EGM within 2 months after the deposit of the Requisition, and will serve sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the Requisition has been verified as not in order, the Eligible Shareholder(s) concerned will be advised of this outcome and accordingly, the Board will not convene an EGM as requested
- If within 21 days of the deposit of the Requisition, the Board has not advised the Eligible Shareholders of any outcome to the contrary and fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/herself/themselves may do so in accordance with the M&A, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.
- According to the M&A, the notice period to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholder(s) concerned at the EGM at least 14 clear days and not less than 10 clear business days.

#### **Nomination of a Person other than a Director of the Company for Election as a Director at AGM/EGM**

- If a Shareholder wishes to propose a person other than a director of the Company ("**Director**") for election as a Director at the meeting, he/she can deposit a written notice ("**Written Notice**") to that effect at Room 1802, 18th Floor, The L Plaza, 367-375 Queen's Road Central, Hong Kong, and by email to [contact@rasr.com.hk](mailto:contact@rasr.com.hk), for the attention of the Company Secretary.
- In order for the Company to inform Shareholders of that proposal, the Written Notice must state the full name of the person proposed for election as a Director, include that person's biographical details as required by rule 13.51(2) of the Listing Rules, and must be signed by the Shareholder concerned and that person indicating his/her willingness to be elected.
- The Written Notice must be received by the Company not later than 7 days before the meeting to which the request relates. If the Written Notice is received less than 15 days prior to the meeting, the Company will need to consider the adjournment of the meeting in order to allow Shareholders 14 days' notice of the proposal.