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

(formerly known as China Billion Resources Limited 中富資源有限公司)

(incorporated in the Cayman Islands with limited liability)

(Stock code: 274)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that annual general meeting of Renaissance Asia Silk Road Group Limited (“**Company**”) will be held with a combination of an in-room meeting at 2/F., 35-45B Bonham Strand, Sheung Wan, Hong Kong and an online virtual meeting on Wednesday, 1 June 2022 at 11:00 a.m. (Hong Kong time) for the purposes of consideration and, if thought fit, passing the following ordinary resolutions of the Company:

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 year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Zhu Shengsheng as an executive director of the Company;
 - (b) To re-elect Mr. Pan Feng as an executive director of the Company;
 - (c) To re-elect Ms. Ng Ching as a non-executive director of the Company;
 - (d) To re-elect Mr. Au-Yong Shong Samuel as an independent non-executive director of the Company;
 - (e) To re-elect Mr. Tse Sze Pan as an independent non-executive director of the Company; and
 - (f) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint 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;
- (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;
- (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.”
7. “**THAT:**
- (a) subject to and conditional upon Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company (“**Shares**”) to be issued upon exercise of any options to be granted under the Refreshed Share Option Scheme Mandate Limit (as defined below) pursuant to the share option scheme of the Company (“**Share Option Scheme**”) adopted by the shareholders of the Company on 22 February 2016, the existing share option scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be and is hereby refreshed provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under such scheme(s)) shall not exceed 10% of the Shares in issue as at the date of passing this resolution (“**Refreshed Share Option Scheme Mandate Limit**”), and that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company (including any outstanding options as at the date of passing of this resolution) shall not exceed 30% of the Shares in issue from time to time; and
- (b) the board of directors of the Company be and is hereby authorised, subject to compliance with the Listing Rules and the terms of the Share Option Scheme, to grant options under the Share Option Scheme up to the Refreshed Share Option Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

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

Hong Kong, 29 April 2022

Notes:–

- (1) In view of the outbreak of the coronavirus disease 2019 (“**COVID-19**”) pandemic and the regulations of Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F, Laws of Hong Kong) and Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G, Laws of Hong Kong) announced by the Hong Kong Government, including the prohibition of the holding of physical general meetings of companies, the Company will be conducting the AGM by way of hybrid meeting. Registered Shareholders will be able to attend, vote and submit questions at the AGM via Tricor e-Meeting system at <https://spot-emeeting.tricor.hk/#/352> (“**Online Platform**”) in accordance with the instructions printed on the accompanying notification letter sent by the Company. Non-registered Shareholders whose shares are held through banks, brokers, custodians, nominees or Hong Kong Securities Clearing Company Limited (collectively referred to as “**Intermediary**”) can contact directly the Intermediary for necessary arrangements to attend, vote and submit questions online at the AGM via Online Platform, or any adjourned meeting thereof if they so wish.
- (2) 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 (a) 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong; or (b) submitted the form of proxy electronically at <https://spot-emeeting.tricor.hk/#/352> in accordance with the instructions printed on the accompanying notification letter sent by the Company, not less than 48 hours before the appointed time for the holding the meeting (i.e. at 11:00 a.m. on Monday, 30 May 2022 (Hong Kong time)) or any adjournment thereof. Registered Shareholder submitting the form of proxy are requested to provide a valid email address of his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the username and password to participate online via Online Platform. If the proxy has not received the login details by email by 11:00 a.m. on Tuesday, 31 May 2022 (Hong Kong time), you should contact Tricor Tengis Limited for the necessary arrangements.
- (3) Completion and return of the form of proxy will not preclude you from attending and voting at the AGM via Online Platform or any adjourned meeting should you so wish.
- (4) 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.
- (5) The register of members of the Company will be closed for a period commencing from Friday, 27 May 2022 to Wednesday, 1 June 2022, 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 26 May 2022.
- (6) 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.

- (7) Each of the above resolutions will be put to vote by way of a poll at the AGM.
- (8) Subject to the development of COVID-19, the Company may be required to change the arrangement for the AGM at short notice. Further announcement will be published on the website of the Company at www.rasr.com.hk and the Stock Exchange website at www.hkexnews.hk.
- (9) 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 postponed. 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 four executive directors, namely Mr. Qiu Zhenyi, Mr. Zhu Shengsheng, Mr. Pan Feng and Mr. Xie Qiangming; one non-executive director, namely Ms. Ng Ching; and three independent non-executive directors, namely Mr. Au-Yong Shong Samuel, Mr. Ho Wing Chung and Mr. Tse Sze Pan.