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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that annual general meeting of Renaissance Asia Silk Road Group Limited (“**Company**”) will be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 14 June 2023 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 year ended 31 December 2022.
2.
  - (a) To re-elect Mr. Qiu Zhenyi as an executive director of the Company;
  - (b) To re-elect Mr. Xie Qiangming 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. Xu Huiqiang as a non-executive director of the Company;
  - (e) To re-elect Mr. Chen Jian as an independent non-executive director of the Company;
  - (f) To re-elect Dr. Liu Ka Ying Rebecca as an independent non-executive director of the Company; and
  - (g) 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.”

### **SPECIAL RESOLUTION**

7. “**THAT:**
- (a) the proposed amendments (“**Proposed Amendments**”) to the existing memorandum of association and amended and restated articles of association of the Company (“**M&A**”), the details of which are set forth in Appendix III to the circular of the Company dated 28 April 2023 (“**Circular**”), be and are hereby approved;
  - (b) the memorandum of association and amended and restated articles of association of the Company (incorporating the Proposed Amendments) (“**New M&A**”) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the M&A with immediate effect; and
  - (c) any Director be and is hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things and make all such arrangements that he or she may, in his or her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the adoption of the New M&A, and the registered office provider of the Company be and is hereby authorised to do all necessary acts to attend to the necessary registration and/or filings for and on behalf of the Company to give effect to the Proposed Amendments and the adoption of the New M&A.”

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

Hong Kong, 28 April 2023

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 Monday, 12 June 2023 (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 Friday, 9 June 2023 to Wednesday, 14 June 2023, 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 Thursday, 8 June 2023.
- (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 four executive directors, namely Mr. Qiu Zhenyi, Mr. Zhu Shengsheng, Mr. Pan Feng and Mr. Xie Qiangming; two non-executive directors, namely Ms. Ng Ching and Mr. Xu Huiqiang; and three independent non-executive directors, namely Dr. Liu Ka Ying Rebecca, Mr. Chen Jian and Mr. Tse Sze Pan.*