NOTICE OF EXTRAORDINARY GENERAL MEETING

NEW SILKROUTES GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199400571K)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of the Company will be held at Temasek Club, 131 Rifle Range Road, Singapore 588406, Seletar Room on 21 July 2017 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

*All capitalised terms in the resolutions below and defined in the Circular dated 5 July 2017 to the shareholders of the Company (the "**Circular**") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.*

Shareholders should note that Ordinary Resolutions 1, 2 and 3 are inter-conditional. For the avoidance of doubt, this means that if any of Ordinary Resolution 1, 2 or 3 is not approved, each of Ordinary Resolutions 1, 2 and 3 would not be carried.

ORDINARY RESOLUTION 1 – PROPOSED ACQUISITION

Resolved that:

(a) the Company's proposed acquisition of 100% of the issued and paid-up share capital of Capital Group Investments Pte. Ltd. for a consideration of US$14.4 million ("**Consideration**") (the "**Proposed Acquisition**") be and is hereby approved; and

(b) the directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to Proposed Acquisition as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTION 2 – PROPOSED ISSUE AND ALLOTMENT OF CONSIDERATION SHARES

Resolved that:

(a) approval be and is hereby given for the issue and allotment by the Company of new shares worth US$14.4 million in satisfaction of the Consideration ("**Consideration Shares**") whereby such Consideration Shares shall be credited as fully-paid and shall rank *pari passu* in all respects with the then existing shares in the Company, save for any dividends, rights, allotments or any distributions the record date of which falls before the Completion Date, pursuant to Section 161 of the Companies Act, the Constitution and Rule 805 of the Listing Manual, on the terms and subject to the conditions of the SPA; and

(b) the directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the transactions contemplated and/or authorised by this Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

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ORDINARY RESOLUTION 3 – PROPOSED ISSUE AND ALLOTMENT OF PERFORMANCE SHARES

Resolved that:

(a) approval be and is hereby given for the issue and allotment by the Company of new shares worth up to US$9.6 million ("**Performance Shares**") whereby such Performance Shares shall be credited as fully-paid and shall rank *pari passu* in all respects with the then existing shares in the Company, save for any dividends, rights, allotments or any distributions the record date of which falls before the date of allotment, pursuant to Section 161 of the Companies Act, the Constitution and Rule 805 of the Listing Manual, on the terms and subject to the conditions of the SPA; and

(b) the directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the transactions contemplated and/or authorised by this Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTION 4 – PROPOSED ADOPTION OF THE NEW SILKROUTES PERFORMANCE SHARE PLAN 2017

Resolved that the performance share plan to be known as the New Silkroutes Performance Share Plan 2017 (the "**PSP**"), the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the Rules of the PSP, and the remuneration committee and/or board of directors of the Company be and are hereby authorised:

(a) to establish and administer the PSP;

(b) to modify and/or amend the PSP from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the PSP;

(c) to grant Awards in accordance with the Rules of the PSP; and

(d) to, from time to time, allot and issue, pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore and in accordance with the Rules of the PSP, such number of new shares (credited as fully paid) in the capital of the Company or deliver such number of treasury shares as may be required to be issued or delivered pursuant to the vesting and release of Awards under the PSP, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the PSP and any other share-based incentive scheme of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares) of the Company from time to time.

(See Explanatory Note)

BY ORDER OF THE BOARD

Lim Koon Hock
Joint Company Secretary
5 July 2017

Explanatory Note:

Ordinary Resolution 4, if passed, will empower the directors of the Company, from the date of this Extraordinary General Meeting until the next Annual General Meeting, to allot and issue shares in the Company, collectively of up to a number not exceeding in total 15% of the total number of issued shares (excluding treasury shares) in the share capital of the Company from time to time pursuant to the grant of share awards under the New Silkroutes Performance Share Plan 2017.

Notes:

1) (a) A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act (Cap. 50) of Singapore) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the EGM. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.

(b) A member who is a relevant intermediary (as defined in Section 181 of the Companies Act (Cap. 50) of Singapore) is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

2) A proxy need not be a member of the Company.

3) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

4) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at **460 Alexandra Road, #24-06 PSA Building, Singapore 119963** at least 48 hours before the time fixed for the EGM.

Personal Data Privacy:

By attending the Extraordinary General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.