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新絲路文旅有限公司
NEW SILKROAD CULTURALTAINMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 472)

**(1) FURTHER SUPPLEMENTAL AGREEMENT
FOR THE MAJOR TRANSACTION IN
RELATION TO THE PROPOSED ACQUISITION
OF THE ENTIRE ECONOMIC INTEREST IN
SHENZHEN NIWOO FINANCIAL INFORMATION SERVICES LTD.*;
AND
(2) DESPATCH OF CIRCULAR**

References is made to the announcements of New Silkroad Culturaltainment Limited (the “**Company**”) dated 18 October 2017, 3 November 2017, 30 November 2017, 28 December 2017, 15 January 2018, 31 January 2018, 13 March 2018, 28 March 2018, 27 April 2018 and 12 June 2018 in respect of, among others, the Proposed Acquisition and the further delay in despatch of circular in relation thereto (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

FURTHER SUPPLEMENTAL SALE AND PURCHASE AGREEMENT

The Board is pleased to announce that on 27 June 2018 (after trading hours), the Company entered into a fifth supplemental sale and purchase agreement (the “**Further Supplemental Sale and Purchase Agreement**”) with the Vendor, pursuant to which, the Vendor and the Company have agreed to amend certain terms of the Sale and Purchase Agreement (as supplemented) in the manner as set out in this announcement.

DESPATCH OF CIRCULAR

As stated in the announcement of the Company dated 12 June 2018, the circular containing, among other things, further information on the Proposed Acquisition, the enhanced disclosure of the Target Company's business, its financial information and other information as required to be disclosed under the Listing Rules and a notice convening the SGM, together with a form of proxy will be despatched to the Shareholders on 29 June 2018.

Reference is made to the Announcements. Capitalised terms defined in the Announcements shall have the same meaning herein unless otherwise defined and the context otherwise required.

FURTHER SUPPLEMENTAL SALE AND PURCHASE AGREEMENT

The Target Company is principally operated as a platform for online P2P lending business in the PRC. Under the Interim Measures for the Administration of the Business Activities of Online Lending Information Intermediary Institutions promulgated with effect from August 2016, certain procedures and requirements are set out for obtaining the value-added telecommunication business operation license regulating online P2P lending business in the PRC (the "**License**"). As advised by the Target Company, they are in the process of applying for the License.

On 7 November 2017, as part of the License approval procedure, the local financial office issued a regulatory letter (the "**Regulatory Letter**") to the Target Company with regards to certain rectification on the Target Company's business which was subsequently completed in April 2018. Under the terms of the Regulatory Letter, the scale of outstanding loan of the Target Company's business should maintain at similar level prior to the obtaining of the License.

On 14 February 2018, the local financial office issued a guideline for the acceptance of registration (the "**Registration**") of P2P enterprises in Shenzhen. According to the Target Company, it has completed the preparation of its application for the Registration. Based on the investigation by the PRC legal advisers of the Group, no P2P enterprise in Shenzhen has either completed the rectification or the relevant filing for the Registration and the exact timing for acceptance of Registration in Shenzhen has not been announced.

Since the License and the Profit Guarantee of the Target Company are crucial to the Proposed Acquisition, the Company and the Vendor have, after further negotiations, agreed to execute the Further Supplemental Sale and Purchase Agreement on 27 June 2018 (after trading hours) to supplement and amend certain terms of the Sale and Purchase Agreement (as supplemented) so as to facilitate the transactions contemplated thereunder. Details of the major amendments are as follows:

(A) Profit Guarantee

The Vendor and the Company have agreed to amend the Guaranteed Period as set out in the paragraph headed "Profit guarantee" under the section headed "(I) SALE AND PURCHASE AGREEMENT" in the announcement dated 18 October 2017 with amendments such that the Vendor shall warrant to the Company that the Guaranteed Profits for the respective Guaranteed Period shall not be less than:

- (i) RMB70,000,000 for the year ended 31 December 2017 (the "**First Year**");

- (i) RMB200,000,000 for the first full financial year after the License has been obtained by the Target Company (the “**Second Year**”); and
- (ii) RMB300,000,000 for the full financial year immediately after the Second Year (the “**Third Year**”).

Further, the Vendor and the Company have agreed that in the event that the Guaranteed Profit for the Second Year was not met but the Actual Net Profit for the Third Year exceeds the Guaranteed Profit for such period, the Vendor may elect to set off the Surplus from the Third Year against the Shortfall for the Second Year on a dollar-to-dollar basis. Any amount of Shortfall not set-off in such manner shall be multiplied by 6.3 to be payable by the Vendor to the Company within 7 days after the issue of the signed /certified audited financial statements of the Target Company for the Third Year.

(B) The License and condition subsequent

The Vendor has undertaken to the Company that it shall use its best endeavours to procure the Target Company to obtain the License as soon as possible. In the event that the competent financial regulatory and telecommunication department of the PRC has rejected the Registration by the Target Company or such rejection resulting in the business of the Target Company becoming illegal under the PRC laws and regulations, the Vendor shall procure to arrange that all the VIE Contracts be terminated and the Company shall be entitled to, at its sole discretion, request the Vendor to and the Vendor shall either (i) surrender the Consideration Shares (including all dividends and distribution to be declared after Completion) to the Company for cancellation; or (ii) within seven days after being notified by the Company, pay to the Company the Consideration of HK\$1,411,800,000 in cash for the Consideration Shares. In the event that the latter option is elected by the Company, the proceeds shall be applied for development of the casino, real estate, integrated resort and cultural tourism businesses of the Group in Jeju, Korea and to strengthen the working capital bases for the Group’s operation. In this regard, the Company will ensure its compliance with the Listing Rules, the Codes on Takeovers and Mergers and Share Buy-backs and all other applicable rules, laws and regulations and further announcement will be issued by the Company as and when appropriate.

(C) Escrow and lock-up of Consideration Shares

The Vendor and the Company have agreed to an escrow arrangement whereby the Consideration Shares (including all dividends and distribution to be declared after Completion) shall be held in escrow by an escrow agent to be jointly appointed by the Vendor and the Company. The escrow agent shall release the Consideration Shares in accordance with the notice given by the Company informing the escrow agent either: (i) the License being obtained, in such event, subject to the fulfillment of the Profit Guarantee in accordance with the terms thereof, the escrow agent shall release and deliver the Consideration Shares to the Vendor; or (ii) the Registration being rejected and resulting in the business of the Target Company becoming illegal, in such event, the escrow agent shall deliver the Consideration Shares to the Company to deal with in accordance with the arrangement set out in the paragraph headed “(B) The License & condition subsequent” above.

The Consideration Shares will also be locked-up by the escrow agent and released when the relevant Guaranteed Profit with respect to each Guaranteed Period is achieved according to the conditions specified in the paragraph headed “Lock-up of Consideration Shares” under the section headed “(I) SALE AND PURCHASE AGREEMENT” in the announcement dated 18 October 2017 with amendments as below:

Time	Number of Lock-Up Shares	Number of Consideration Shares to be released (assuming there is no Surplus)
(A) Within the first six months after the date of the Sale and Purchase Agreement	all Consideration Shares	Nil
(B) (i) The Guaranteed Profit for the First Year has been met; and (ii) after the License has been obtained	760,200,000 Consideration Shares (being 70% of all the Consideration Shares)	325,800,000
(C) (i) After the License has been obtained and the Guaranteed Profit for the Second Year having been met or the relevant Compensation having been made by the Vendor to the Company; and (ii) the Guaranteed Profit for the Third Year has not been met	434,400,000 Consideration Shares (being 40% of all the Consideration Shares) less the additional released Lock-Up Shares for the First Year and/or Second Year (if any)	325,800,000
(D) After the License has been obtained and the Guaranteed Profit for the Third Year having been met or the relevant Compensation having been made by the Vendor to the Company	Nil	434,400,000

(D) Long stop date

The Vendor and the Company have agreed to further extend the long stop date for fulfilling the conditions precedent contained in the Sale and Purchase Agreement (as supplemented) to 31 August 2018.

Save for the above, all other terms and conditions of the Sale and Purchase Agreement (as supplemented) shall remain unchanged and continue in full force and effect.

REASONS FOR THE FURTHER SUPPLEMENTAL SALE AND PURCHASE AGREEMENT

The Board considers that the escrow arrangement for the lock-up of the Consideration Shares would provide the Company with greater control over the lock-up of the Consideration Shares before the License is obtained by the Target Company, providing further safeguards for the interests of the Company and the amendments made with regards to the Guaranteed Periods would provide a more realistic time-line for the Target Company to achieve the Guaranteed Profits for the Second Year and Third Year given the licensing situation with the Target Company.

DESPATCH OF CIRCULAR

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Completion of the Sale and Purchase Agreement (as supplemented) is subject to fulfilment or waiver (as the case may be) of the conditions precedent set out therein, and therefore may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

By order of the Board
New Silkroad Culturaltainment Limited
Ng Kwong Chue, Paul
Executive Director

** The English translation of Chinese names or words in this announcement, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

Hong Kong, 27 June 2018

As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Su Bo, Mr. Ng Kwong Chue, Paul, Mr. Zhang Jian, Mr. Hang Guanyu and Mr. Liu Huaming, and three independent non-executive Directors, namely Mr. Ting Leung Huel, Stephen, Mr. Tse Kwong Hon and Mr. Cao Kuangyu.