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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)**

## **HOLDING ANNOUNCEMENT**

This announcement is made by New Silkroad Culturaltainment Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules).

Reference is made to (i) the announcement of the Company dated 4 April 2019 (the “**Announcement**”) concerning the enforcement measures imposed by the relevant China regulatory authority against the controlling shareholder of Paison for allegedly illegally taking public deposits during the course of its business (not related to the Group); and (ii) the announcement of the Company dated 9 April 2019 in relation to the trading halt in the shares of the Company (the “**Shares**”) on the Stock Exchange. Unless otherwise stated, capitalised terms used in this announcement shall bear the same meanings as those defined in the Announcement.

According to the sale and purchase agreement entered into between the Company and Paison dated 13 October 2017 (as supplemented) (the “**SPA**”), it is a condition subsequent that in the event that the registration and application of the License by Niiwoo Financial is rejected or not approved, all the variable interest entity contracts (the “**VIE Contracts**”) entered into among the Group, Niiwoo Financial and/or Paison shall be terminated, and the Company shall be entitled to, at its sole discretion, request Paison to, and Paison shall, either

(i) surrender the 1,086,000,000 Shares (the “**Consideration Shares**”) held by it (or its nominee) to the Company for cancellation; or (ii) pay to the Company the consideration of HK\$1,411,800,000 in cash. The Consideration Shares (including all dividends and distribution to be declared after completion of the SPA) is held in escrow by an escrow agent in accordance with the terms and conditions of the SPA.

On 8 April 2019, the Company exercised its right under the SPA by serving a notice to Paison for termination of the VIE Contracts and cancellation of the Consideration Shares held in escrow. In this regard, further announcement will be made by the Company in compliance with the Listing Rules, the Codes on Takeovers and Mergers and Share Buy-backs and all applicable laws and regulations.

At the request of the Company, trading in the Shares on the Stock Exchange has been halted since 9:00 a.m. on 9 April 2019 and will remain halted pending the publication of the announcement in relation to, among others, the termination of the VIE Contracts and the cancellation of the Consideration Shares.

**Shareholders and potential investors of the Company should 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*

Hong Kong, 15 April 2019

*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.*