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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Silk Road Energy Services Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

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Silk Road Energy Services Group Limited
絲路能源服務集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8250)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GRANT OF GENERAL MANDATES FOR ISSUING
AND REPURCHASING SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong on Wednesday, 18 November 2015 at 11:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least seven (7) days from the date of its publication and is available for reference on the website of the Company at <http://www.silkroadenergy.com.hk>.

15 October 2015

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange.

Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong on Wednesday, 18 November 2015 at 11:00 a.m., the notice of which is set out on pages 12 to 15 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands
“Company”	Silk Road Energy Services Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	12 October 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to enable them to repurchase the Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



Silk Road Energy Services Group Limited
絲路能源服務集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8250)

Executive Directors:

Mr. CAI Da (*Chairman*)
Mr. HU Zhixiong (*Chief Executive Officer*)
Mr. LI Wai Hung
Mr. CHEN Youhua
Mr. CHEN Liang
Mr. GUO Xiang

Registered office:

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Independent non-executive Directors:

Mr. CHI Chi Hung, Kenneth
Mr. YAN Shengxian
Mr. WANG Zhixiang
Ms. WONG Na Na

*Head Office and principal place
of business in Hong Kong:*

Unit 1903, 19th Floor
West Tower, Shun Tak Centre
168–200 Connaught Road
Central
Hong Kong

15 October 2015

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GRANT OF GENERAL MANDATES FOR ISSUING
AND REPURCHASING SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposals for (i) the re-election of Directors at the AGM; (ii) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (iii) to give you notice of the AGM.

At the AGM, ordinary resolutions relating to the re-election of Directors, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and certain other resolutions as ordinary business of the AGM will be proposed.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with article 112 of the Articles, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one third, shall retire from office by rotation at each annual general meeting of the Company. In addition, the GEM Listing Rules provide that every Director should be subject to retirement by rotation at least once every three years. Pursuant to the above, Mr. Cai Da, Mr. Chen Youhua, Mr. Chen Liang and Mr. Chi Chi Hung, Kenneth will retire by rotation at the AGM. Mr. Chi Chi Hung, Kenneth has notified the Company that he does not offer himself for re-election at the AGM and the other retiring directors, Mr. Cai Da, Mr. Chen Youhua, Mr. Chen Liang, being eligible, will offer themselves for re-election as Directors at the AGM.

Mr. Chi Chi Hung, Kenneth confirmed that he has no disagreement with the Board and there are no any matters relating to his retirement that need to be brought to the attention of the Shareholders.

Biographical details of Mr. Cai Da, Mr. Chen Youhua and Mr. Chen Liang, the Directors who are proposed to be re-elected at the AGM, are set out in Appendix I to this circular.

ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 12 December 2014, the Directors were granted a general mandate to allot, issue and deal with shares in the share capital of the Company. This mandate will expire at the conclusion of the AGM. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Board will seek the approval of the Shareholders for the grant of the Issue Mandate at the AGM.

On the basis of 5,812,502,338 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to allot and issue a maximum of 1,162,500,467 new Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution.

The Directors have no immediate plans to issue any new Shares pursuant to the Issue Mandate to be granted.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate, i.e. a general mandate to exercise all powers of the Company to repurchase on GEM or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

LETTER FROM THE BOARD

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the end of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable laws of the Cayman Islands to be held; or
- (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

AGM

A notice convening the AGM is set out on pages 12 to 15 of this circular. At the AGM, resolutions will be proposed to consider and, if thought fit, the re-election of Directors, approve the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

Form of proxy for use by the Shareholders at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING AT THE AGM

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of poll pursuant to article 76 of the Articles. An announcement on the results of the poll will be published by the Company after the AGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions, including without limitation, regarding the re-election of Directors, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, as set out respectively in the notice of the AGM are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

By order of the Board
Silk Road Energy Services Group Limited
Cai Da
Chairman

The particulars of the retiring Directors proposed to be re-elected at the AGM are set out below:

Mr. Cai Da

Mr. Cai, aged 40, joined the Company as an executive Director and vice chairman on 16 May 2013. He ceased to be vice chairman and was appointed as the chairman of the Company on 9 January 2015. He acted as the chief executive officer of the Company during the period from 16 August 2013 to 9 January 2015. Mr. Cai holds a Civil Engineering Degree from Hunan University of Science and Technology. Mr. Cai is the vice president of Shenzhen General Chamber of Commerce. Mr. Cai has been working and taking the senior managerial positions in a number of mining companies incorporated in PRC. Mr. Cai is also a chairman of Shenzhen Bao Tai Dai Investment Development Company Limited. Mr. Cai has accumulated over 10 years of experience in oil refinery, mining and corporate management field. Mr. Cai is an executive director, chairman and chief executive officer of Chinese Energy Holdings Limited (stock code: 8009), being a company listed on GEM. He had been an executive director of Hong Kong Life Sciences and Technologies Group Limited (stock code: 8085) during the period from 30 September 2011 to 4 August 2014.

There is no service contract signed between the Company and Mr. Cai. Mr. Cai is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Mr. Cai is entitled to an annual Director's fee of HK\$960,000. The remuneration package of Mr. Cai was determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Cai had confirmed to the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules); (ii) he did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Mr. Chen Youhua

Mr. Chen, aged 43, joined the Company as an executive Director on 26 November 2012. Mr. Chen holds a Bachelor Degree in Accountancy from Shandong Economics College, PRC and an Executive Master Degree of Business Administration from Inner Mongolia University, PRC. Mr. Chen has worked for a number of mining companies in PRC, taking the positions of accounting manager or financial controller in such companies. Mr. Chen has accumulated over 15 years of working experience in the fields of cost accounting, financial and corporate management.

There is no service contract signed between the Company and Mr. Chen. Mr. Chen is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Mr. Chen is entitled to an annual Director's fee of HK\$840,000. The remuneration package of Mr. Chen was determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Chen had confirmed to the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules); (ii) he did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Mr. Chen Liang

Mr. Chen, aged 46, joined the Company as an executive Director on 28 December 2011. Mr. Chen holds a Doctoral Degree in Coal, Oil and Gas Geology and Exploration from China University of Petroleum (Beijing). He worked for various oil companies and research institutes in PRC and abroad. Mr. Chen is an independent non-executive director of Chinese Energy Holdings Limited (stock code: 8009), being a company listed on GEM. Mr. Chen had been an executive director of Birmingham International Holdings Limited (stockcode: 2309) during the period from 6 May 2013 to 9 March 2015. Mr. Chen has accumulated around 20 years of working experience in petroleum exploration and development.

There is no service contract signed between the Company and Mr. Chen. Mr. Chen is subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules. Mr. Chen is entitled to an annual Director's fee of HK\$240,000. The remuneration package of Mr. Chen was determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Chen had confirmed to the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules); (ii) he did not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters in respect of the re-election of the retiring Directors that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their shares on GEM or any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,812,502,338 Shares. Subject to the passing of resolution no. 6 approving the Repurchase Mandate as set out in the notice convening the AGM on pages 12 to 15 of this circular, and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 581,250,233 Shares, representing approximately 10% of the issued share capital of the Company as at the date of passing of resolution no. 6, until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors, whichever is the earliest.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares pursuant to the Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles, the Companies Law and other applicable laws of the Cayman Islands.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or gearing position of the Company as compared with the position as at 30 June 2015, the date to which the latest audited consolidated financial statements of the Group were made up, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

6. SHARE PRICES

In each of the previous twelve months and up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on GEM are as follows:

Year	Month	Per Share	
		Highest HK\$	Lowest HK\$
2014	November	0.495	0.375
	December	0.485	0.415
2015	January	0.530	0.450
	February	0.465	0.435
	March	0.590	0.460
	April	0.540	0.485
	May	0.465	0.380
	June	0.400	0.330
	July	0.340	0.195
	August	0.229	0.152
	September	0.180	0.133
	October (up to and including the Latest Practicable Date)	0.182	0.145

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate, in the event that the Repurchase Mandate is approved at the AGM by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company and no such person has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the AGM by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Law, any other applicable laws of the Cayman Islands, and the memorandum of association of the Company and the Articles.

9. TAKEOVERS CODE CONSEQUENCES

If as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, save as Mr. Hu Zhixiong and Tai Pu Mining International Co., Ltd (a company incorporated in the British Virgin Islands, which is wholly and beneficially owned by Mr. Hu Zhixiong), no Shareholder was interested in 10% or more of the issued share capital of the Company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, they are not aware of any consequence which will give rise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

In the event that the Directors exercise the power in full to repurchase Shares under the Repurchase Mandate, and assuming that no new Shares are allotted or issued, the shareholdings of Mr. Hu Zhixiong and Tai Pu Mining International Co., Ltd would be increased approximately from 23.03% and 22.37%, to approximately 25.58% and 24.85% of the issued share capital of the Company, respectively.

In the event that the Directors exercise the Repurchase Mandate in full to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the AGM and assuming that no further Shares are issued by the Company, the increase in the percentage of the shareholdings of Mr. Hu Zhixiong and Tai Pu Mining International Co., Ltd in the Company will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase has been made by the Company of the Shares (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



Silk Road Energy Services Group Limited
絲路能源服務集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8250)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Silk Road Energy Services Group Limited (“**Company**”) will be held at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong on Wednesday, 18 November 2015 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditors’ report of the Company for the year ended 30 June 2015.
2. To re-elect Mr. Cai Da, Mr. Chen Youhua, Mr. Chen Liang as an executive directors of the Company.
3. To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration.
4. To re-appoint Shinewing (HK) CPA Limited as auditors of the Company and authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares (each a “**Share**”) of HK\$0.05 each in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company (“**Directors**”) during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the expiration of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of the share capital of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as defined below); or (ii) the exercise of any option granted under any share option scheme or similar arrangements adopted by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares, shall not exceed the aggregate of:
- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:
- “**Relevant Period**” means the period from the date of 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 by the articles of association of the Company, the Companies Law or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution;

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to repurchase shares (each a “**Share**”) of HK\$0.05 each in the share capital of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and GEM for such purpose, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 by the articles of association of the Company, the Companies Law or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate granted to the directors of the Company (the “**Directors**”) pursuant to resolution no. 5 above be and is hereby extended by the addition to the aggregate nominal amount of shares of HK\$0.05 each in the share capital of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution no. 6 above.”

On behalf of the Board
Silk Road Energy Services Group Limited
Cai Da
Chairman

Hong Kong, 15 October 2015

Registered office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head Office and Principal place
of business in Hong Kong:*

Unit 1903, 19th Floor
West Tower, Shun Tak Centre
168–200 Connaught Road
Central
Hong Kong

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 on his/her/its behalf. A proxy needs not be a shareholder of the Company but must be present in person at the Meeting to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof should he/she/it so wish.
- (3) As required under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the above resolutions will be voted by way of poll.
- (4) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof if they so wish and in such event, such form of proxy shall be deemed to be revoked.