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**DTXS SILK ROAD INVESTMENT HOLDINGS
COMPANY LIMITED**

大唐西市絲路投資控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 620)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of DTXS Silk Road Investment Holdings Company Limited (the “**Company**”) will be held at Shop 5, G/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong at 10:30 a.m. on Monday, 27 February 2017 for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 8 February 2017 (the “**Circular**”):

ORDINARY RESOLUTIONS

“1. THAT:

- (a) the Proposed Acquisition and the transactions contemplated under the Sale and Purchase Agreement (a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification), be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the Proposed Acquisition and the transactions contemplated under the Sale and Purchase Agreement as are, in the opinion of the Directors in the interests of the Company and its Shareholders as a whole.”

“2. **THAT:**

- (a) the allotment and issuance of the Consideration Shares in the principal amount of HK\$163,265,000 at the issue price of HK\$3.20 per Consideration Share to the Vendor be and are hereby approved;
- (b) subject to the Completion of the Proposed Acquisition as contemplated under the Sale and Purchase Agreement, to the fulfilment of the conditions relating to the allotment and issuance of the Consideration Shares and condition upon the Listing Committee granting the listing of, and permission to deal in, the Consideration Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to allot, issue and credited as fully paid, the Consideration Shares, on and subject to the terms and conditions of the Sale and Purchase Agreement, providing that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one director of the Company be and is hereby authorised to do all such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient for the purpose of giving effect to the allotment and issuance of the Consideration Shares as are, in the opinion of the Director in the interests of the Company and its Shareholders as a whole.”

By Order of the Board
**DTXS SILK ROAD INVESTMENT HOLDINGS
COMPANY LIMITED**
Wong Kwok Tung Gordon
Executive Director and Chief Executive Officer

Hong Kong, 8 February 2017

Notes:

1. A form of proxy for use at the SGM is attached herewith.
2. In accordance with Rule 13.39(4) of the Listing Rules and the bye-laws of the Company, voting at the SGM will be conducted by poll and the chairman of the SGM will demand a poll for the resolutions to be proposed at the SGM. The results of the voting will be announced in accordance with Rule 2.07C of the Listing Rules after the SGM.
3. Any Shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a Shareholder. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
4. Where there are joint Shareholders, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such Shares as if he/she is solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM, whether in person or by proxy, the joint registered Shareholder present whose name stands first on the register of Shareholders in respect of the Shares shall be accepted to the exclusion of the votes of the other joint Shareholders.
5. In order to be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be delivered to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Lu Jianzhong (Chairman), Mr. Wong Kwok Tung Gordon (Chief Executive Officer) and Mr. Yang Xingwen; three non-executive Directors, namely Mr. Wang Shi, Mr. Jean-Guy Carrier and Mr. Tse Yung Hoi; and three independent non-executive Directors, namely Mr. Cheng Yuk Wo, Ms. Fan Chiu Fun, Fanny and Mr. Tsui Yiu Wa, Alec.