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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 Admiralty & The Peak, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 2:30 p.m. on Friday, 23 August 2019 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 7 August 2019 (the “**Circular**”):

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Subscription Agreement dated 16 July 2019 entered into between the Company and the Subscriber in respect of the Subscription for 111,187,538 Shares of HK\$0.50 each in the share capital of the Company by the Subscriber at the Subscription Price of HK\$5.3873 per Subscription Share (a copy of the Subscription Agreement marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the SGM) be and is hereby approved, confirmed and ratified taking into account of the Put Option Deed (as defined and described in the Circular, a copy of which is marked “B” and signed by the chairman of the SGM for identification purpose has been tabled at the SGM) and the transactions contemplated under the Subscription Agreement and the Put Option Deed be and are hereby approved;

- (b) subject to the Completion, the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue the Subscription Shares by the Company in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved; and
- (c) any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Subscription Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as in the Subscription Agreement) as are, in the opinion of such Director, in the interests of the Company and its Shareholders as a whole.”

2. “**THAT:**

- (a) the election of Dr. Cheng Kar-Shun, Henry as a non-executive Director with effect from the date of the Completion be and is hereby approved.”

By Order of the Board
DTXS Silk Road Investment Holdings Company Limited
Lu Jianzhong
Chairman and Executive Director

Hong Kong, 7 August 2019

Notes:

- 1. For determining the entitlement to attend and vote at the meeting, the register of members will be closed from Tuesday, 20 August 2019 to Friday, 23 August 2019 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM to be held on Friday, 23 August 2019, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 2:30 p.m. on Wednesday, 21 August 2019.
- 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 54, 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 the Notice, the board of Directors of the Company comprises four Executive Directors, namely Mr. Lu Jianzhong (Chairman), Mr. Yang Xingwen, Mr. Lai Kim Fung (Chief Executive Officer) and Mr. Wong Kwok Tung Gordon Allan (Deputy Chief Executive Officer); two Non-executive Directors, namely Mr. Wang Shi and Mr. Jean-Guy Carrier; and three Independent Non-executive Directors, namely Mr. Cheng Yuk Wo, Mr. Tsui Yiu Wa, Alec and Mr. Tse Yung Hoi.