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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)**

### **(1) POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 23 AUGUST 2019**

**AND**

### **(2) ELECTION OF NON-EXECUTIVE DIRECTOR WITH EFFECT FROM THE DATE OF COMPLETION**

#### **POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 23 AUGUST 2019**

The Board is pleased to announce that the Resolutions as set out in the Notices were duly passed by the Independent Shareholders by way of poll at the SGM held on 23 August 2019.

#### **ELECTION OF NON-EXECUTIVE DIRECTOR WITH EFFECT FROM THE DATE OF COMPLETION**

The Board is pleased to announce that Dr. Cheng Kar-Shun, Henry has been elected as a non-executive Director with effect from the date of Completion as approved at the SGM.

**Completion remains subject to and conditional upon the fulfilment or waiver (where applicable) of the conditions precedent to Completion set out in the Subscription Agreement on or before 30 September 2019. Accordingly, the Subscription may or may not proceed to Completion. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

Reference is made to the announcement of DTXS Silk Road Investment Holdings Company Limited (the “**Company**”) dated 16 July 2019 and the circular (the “**Circular**”), the notice of special general meeting (the “**SGM**”) and the supplemental notice of SGM (collectively, the “**Notices**”) of the Company dated 7 August 2019. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise defined herein or the context otherwise requires.

## **POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 23 AUGUST 2019**

The Board is pleased to announce that all of the ordinary resolutions (the “**Resolutions**”) as set out in the Notices were duly passed by the Independent Shareholders by way of poll at the SGM held on 23 August 2019.

The branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the SGM.

As at the date of the SGM, the total number of Shares in issue was 556,271,692 Shares. As disclosed in the Circular, DTXS International Holdings, which held 373,596,736 Shares, representing approximately 67.16% interest in the Company and Mr. Lu, who held 4,996,000 Shares, representing approximately 0.90% interest in the Company, are required to abstain, and save as disclosed below, have abstained from voting on the Resolutions at the SGM. As a result, the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the SGM was 177,678,956 Shares, representing approximately 31.94% of the issued share capital of the Company as at the date of the SGM.

Saved as mentioned above, to the best interest of the Directors’ knowledge, information and belief having made all reasonable enquiries, none of the other Shareholders was required to abstain from voting on the Resolutions at the SGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the Resolutions proposed at the SGM according to Rule 13.40 of the Listing Rules. None of the Shareholders has stated his/her intention in the Circular to vote against or to abstain from voting on the Resolutions at the SGM.

The poll results are as follows:

Ordinary Resolutions <i>(Note 1)</i>		Number of Votes (%) <i>(Note 2 and 3)</i>	
		For	Against
1.	To approve, confirm and ratify the Subscription Agreement dated 16 July 2019 entered into between the Company and the Subscriber in respect of the Subscription of 111,187,538 Subscription 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 taking into account of the Put Option Deed and the transactions contemplated under the Subscription Agreement and the Put Option Deed; and the granting of a Specific Mandate to the Directors to allot and issue the Subscription Shares by the Company in accordance with the terms and conditions of the Subscription Agreement; and the authorisation of any one of the Director to do all such acts and things as his/her 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.	38,564,566 (100%)	0 (0%)
2.	To approve the election of Dr. Cheng Kar-Shun, Henry as a non-executive Director with effect from the date of the Completion.	38,564,566 (100%)	0 (0%)

*Notes:*

1. The full text of the Resolutions was set out in the Notices.
2. The number of votes and percentage of voting shares are based on the total number of Shares held by the Independent Shareholders who attended and voted at the SGM in person or by proxy.
3. A total of 312,344,566 Shares were voted at the SGM in respect of the Resolutions, of which 273,780,000 Shares were cast in favour of the Resolutions by DTXS International Holdings inadvertently. According to the Circular and the Listing Rules, DTXS International Holdings should abstain from voting on the Resolutions at the SGM. In this regard, the total number of votes cast for the Resolutions (excluding the 273,780,000 votes cast by DTXS International Holdings) was 38,564,566.

In the circumstances, as a majority of the votes were cast in favour of each of the Resolutions, all Resolutions were duly passed as ordinary resolutions of the Company.

## **ELECTION OF NON-EXECUTIVE DIRECTOR WITH EFFECT FROM THE DATE OF COMPLETION**

The Board announces that Dr. Cheng Kar-Shun, Henry (“**Dr. Cheng**”) has been elected as a non-executive Director with effect from the date of Completion as approved by Resolution no. 2 at the SGM.

Dr. Cheng, GBM, GBS, aged 72, is the chairman and executive director of New World Development Company Limited (stock code: 0017), NWS Holdings Limited (stock code: 0659) and Chow Tai Fook Jewellery Group Limited (stock code: 1929), the chairman and non-executive director of New World Department Store China Limited (stock code: 0825), FSE Services Group Limited (stock code: 0331), the vice-chairman and non-executive director of i-CABLE Communications Limited (stock code: 1097), all of which are listed public companies in Hong Kong.

Dr. Cheng is the chairman and managing director of New World China Land Limited, a listed public company in Hong Kong until its delisting on 4 August 2016. He was the chairman and executive director of International Entertainment Corporation (stock code: 1009) up to his resignation on 10 June 2017, an independent non-executive director of HKR International Limited (stock code: 0480) and Hang Seng Bank, Limited (stock code: 0011) up to his resignation on 31 March 2018 and retirement on 10 May 2018 respectively, the chairman and non-executive director of Newton Resources Ltd (stock code: 1231) up to his resignation on 9 April 2018 and a non-executive director of SJM Holdings Limited (stock code: 0880) up to his retirement on 11 June 2019, all of which are listed public companies in Hong Kong.

Dr. Cheng is the chairman of the Advisory Council for The Better Hong Kong Foundation. He was a member of the Standing Committee of the Twelfth National Committee of the Chinese People’s Political Consultative Conference of the People’s Republic of China. Dr. Cheng was awarded the Gold Bauhinia Star and the Grand Bauhinia Medal in 2001 and 2017 respectively by the Government of the Hong Kong Special Administrative Region.

Dr. Cheng is a director of Cheng Yu Tung Family (Holdings) Limited, Cheng Yu Tung Family (Holdings II) Limited, Chow Tai Fook Capital Limited, Chow Tai Fook (Holding) Limited, Chow Tai Fook Enterprises Limited, New World Development Company Limited and Citiplus Investment Limited, all of which will become substantial shareholders of the Company immediately following Completion.

At the date of the Completion, Dr. Cheng will enter into an appointment letter with the Company for an initial term of three years commencing from the date of the Completion, which may be terminated by either party giving one month’s written notice to each other. He is also subject to retirement by rotation and re-election in accordance with the by-laws of the Company. Pursuant to the appointment letter, Dr. Cheng is entitled to a director’s fee of HK\$360,000 per annum. Dr. Cheng’s remuneration was recommended

by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the date of this announcement and save as disclosed above, Dr. Cheng (i) did not have any relationship with any Director, senior management, substantial or controlling shareholders of the Company; (ii) did not hold any other positions with the Company and/or its subsidiaries; (iii) did not have any interest in Shares of the Company within the meaning of Part XV of the SFO; (iv) did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement and did not have any other major appointment or professional qualification; and (v) had no other matters that needed to be brought to the attention of the Shareholders and there was no information discloseable pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Dr. Cheng joining the Board with effect from the date of Completion.

**Completion remains subject to and conditional upon the fulfilment or waiver (where applicable) of the conditions precedent to Completion set out in the Subscription Agreement on or before 30 September 2019. Accordingly, the Subscription may or may not proceed to Completion. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

Further announcement(s) will be made by the Company in relation to Completion as and when appropriate.

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

Hong Kong, 23 August 2019

*As at the date of this announcement, the Board 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.*