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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 DTXS Hong Kong Art Central Business District, G/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong at 11:00 a.m. on Wednesday, 11 March 2020 for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 21 February 2020 (the “Circular”):

ORDINARY RESOLUTION

“THAT:

- (a) the Share Purchase Agreement, a copy of which is marked “A” and initialed by the chairman of the SGM for identification purpose and tabled at the SGM, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) subject to and in view of the completion of the Share Purchase Agreement and the transactions contemplated thereunder, (1) the Guarantee Agreement, a copy of which is marked “B” and initialed by the chairman of the SGM for identification purpose and tabled at the SGM, (2) the Counter Guarantee Agreement, a copy of which is marked “C” and initialed by the chairman of the SGM for identification purpose and tabled at the SGM, and (3) the Guarantee Arrangements and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

- (c) any one Director be and is hereby authorized to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) which are in his opinion, necessary, appropriate, desirable or expedient to implement or give effect to the terms of the Share Purchase Agreement, the Guarantee Agreement, the Counter Guarantee Agreement, the Guarantee Arrangements and the transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendments or waiver of matters relating thereto or in connection therewith.”

By Order of the Board
DTXS Silk Road Investment Holdings Company Limited
Lai Kim Fung
Executive Director and Chief Executive Officer

Hong Kong, 21 February 2020

Notes:

1. For determining the entitlement to attend and vote at the meeting, the register of members will be closed from Friday, 6 March 2020 to Wednesday, 11 March 2020 (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 Wednesday, 11 March 2020, 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 4:30 p.m. on Thursday, 5 March 2020.
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/her 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 this announcement, 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. Jean-Guy Carrier and Dr. Cheng Kar-Shun, Henry; and four Independent Non-executive Directors, namely Mr. Cheng Yuk Wo, Mr. Tsui Yiu Wa, Alec, Mr. Tse Yung Hoi and Mr. Wang Shi.