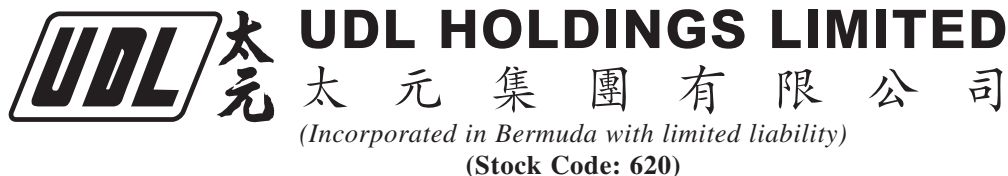


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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of UDL Holdings Limited (the “**Company**”) will be held at 10:00 a.m., on Monday, 25 January 2016 at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong to consider and, if thought fit, passing the following ordinary resolutions and special resolutions of the Company.

ORDINARY RESOLUTIONS

1. “**THAT**
 - (a) the authorised share capital of the Company be and is hereby increased from HK\$240,000,000 divided into 480,000,000 Shares of par value HK\$0.50 each (“**Shares**”) to HK\$2,500,000,000 divided into 5,000,000,000 Shares by the creation of 4,520,000,000 new Shares which are to rank pari passu with the existing Shares in all respect; and
 - (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all things, including but not limited to the execution of all documents and exercise of the powers of the Company which the Directors may deem to be necessary or desirable to effect the aforesaid increase in authorised share capital of the Company.”
2.
 - (a) “**THAT** Mr. Lu Jianzhong be re-elected as an executive Director of the Company.”
 - (b) “**THAT** Mr. Yang Xingwen be re-elected as an executive Director of the Company.”
 - (c) “**THAT** Mr. Jean-Guy Carrier be re-elected as a non-executive Director of the Company.”
 - (d) “**THAT** Mr. Tse Yung Hoi be re-elected as a non-executive Director of the Company.”
 - (e) “**THAT** Mr. Wang Shi be re-elected as a non-executive Director of the Company.”

- (f) “**THAT** Mrs. Law Fan Chiu Fun, Fanny be re-elected as an independent non-executive Director of the Company.”
- (g) “**THAT** Mr. Tsui Yiu Wa, Alec be re-elected as an independent non-executive Director of the Company.”

SPECIAL RESOLUTIONS

3. “**THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “UDL Holdings Limited” to “DTXS Silk Road Investment Holdings Company Limited” and upon the proposed change of the Company’s English name becoming effective, the adoption of the Chinese name of “大唐西市絲路投資控股有限公司” in replacement of “太元集團有限公司” as the secondary name of the Company; and
- (b) the Directors be and are hereby authorised to do all things, including but not limited to the execution of all documents and exercise of the powers of the Company which the Directors may deem to be necessary or desirable to effect the aforesaid name change of the Company.”

By Order of the Board
UDL Holdings Limited
Wong Kwok Tung Gordon Allan
Executive Director (Chief executive officer)

Hong Kong, 30 December 2015

Notes:

1. All resolutions at the SGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy needs not be a shareholder of the Company. 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.
3. In order 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 certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar 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 adjourned meeting thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Shareholders are recommended to read the circular of the same date of the above notice despatched to shareholders which contains important information concerning the resolutions set out in this notice.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Lu Jianzhong (Chairman), Mr. Wong Kwok Tung Gordon Allan (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, Mrs. Law Fan Chiu Fun, Fanny and Mr. Tsui Yiu Wa, Alec.