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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in DTXS Silk Road Investment Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES,
PROPOSED REFRESHMENT OF SHARE OPTION SCHEME LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of DTXS Silk Road Investment Holdings Company Limited to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 2 June 2016 at 10:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.dtxs.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 2 June 2016 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company currently in force
“Company”	DTXS Silk Road Investment Holdings Company Limited (formerly known as “UDL Holdings Limited”), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	<p>the eligible participant(s) of the Share Option Scheme which include:</p> <ul style="list-style-type: none">(i) any full-time employees of the Company or of any of its subsidiaries;(ii) any directors (including non-executive directors and independent non-executive directors) of the Company or of any of its subsidiaries;(iii) any advisers, consultants, suppliers and agents to the Company or to any of its subsidiaries; and(iv) such other persons who have contributed to the Company, the assessment criteria of which are:<ul style="list-style-type: none">(a) contribution to the development and performance of the Group;(b) quality of work performed for the Group;(c) initiative and commitment in performing his/her duties; and(d) length of service or contribution to the Group.

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular
“Latest Practicable Date”	14 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option”	an option to subscribe for Shares granted pursuant to the Share Option Scheme and for the time being subsisting
“Scheme Limit”	the maximum number of Shares in respect of which options may be granted (including Shares in respect of which Options, whether exercised, cancelled or still outstanding, have already been granted) under the Share Option Scheme and any other share option schemes of the Company
“Share(s)”	ordinary share(s) of HK\$0.50 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted by the Shareholders on 6 December 2012

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

LETTER FROM THE BOARD



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)

Executive Directors:

Mr Lu Jianzhong (*Chairman*)
Mr Wong Kwok Tung Gordon Allan
(Chief Executive Officer)
Mr Yang Xingwen

Non-executive Directors:

Mr Wang Shi
Mr Jean-Guy Carrier
Mr Tse Yung Hoi

Independent Non-executive Directors:

Mr Cheng Yuk Wo
Mrs Law Fan Chiu Fun, Fanny
Mr Tsui Yiu Wa, Alec

Registered Office:

Crawford House
4th Floor
50 Cedar Avenue
Hamilton HM11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Unit 811-817, 8/F
Bank of America Tower
12 Harcourt Road
Central, Hong Kong

22 April 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE NEW SHARES,
PROPOSED REFRESHMENT OF SHARE OPTION SCHEME LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 2 June 2016.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 182(vi) of the Bye-laws, Mr Yang Xingwen, Mr Wong Kwok Tung Gordon Allan and Mr Cheng Yuk Wo shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 30 November 2015, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular (i.e. a total of 47,463,590 Shares on the basis that no further Shares are issued or bought back before the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 30 November 2015, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular (i.e. a total of 94,927,180 Shares on the basis that no further Shares are issued or bought back before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

LETTER FROM THE BOARD

5. PROPOSED REFRESHMENT OF SHARE OPTION SCHEME LIMIT

Share Option Scheme

The Share Option Scheme was adopted by the Shareholders on 6 December 2012. Under the Share Option Scheme, the Directors are authorized to grant options to any Eligible Participant up to the Scheme Limit in force from time to time. Apart from the Share Option Scheme, the Company has no other share option scheme.

Scheme Limit

In accordance with the provisions of Chapter 17 of the Listing Rules and the rules of the Share Option Scheme:

- (1) the maximum number of Shares in respect of which Options may be granted (including Shares in respect of which Options, whether exercised, cancelled or still outstanding, have already been granted) under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme, excluding the Shares which would have been issuable pursuant to options which have lapsed pursuant to the Share Option Scheme or any other share option schemes of the Company.
- (2) The Scheme Limit may be refreshed so that options may be granted up to 10% of the Shares in issue as at the date of obtaining the relevant Shareholders' approval pursuant to the rules of the Share Option Scheme excluding those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised options.
- (3) The number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company or any of its subsidiaries shall not exceed 30% of the Shares in issue from time to time.

The current Scheme Limit is 27,229,248 Shares, being 10% of the total issued share capital of the Company as at the date of adoption of the Share Option Scheme. There has been no refreshment of the scheme limit of the Share Option Scheme since its adoption.

Outstanding Options under the Share Option Scheme

Pursuant to the Share Option Scheme, options have been granted to the Eligible Participants to subscribe for a total of 26,834,078 Shares, of which 11,314,078 Shares have been issued upon exercise of options and 20,000 Shares have been lapsed. As at the Latest Practicable Date, there were outstanding options entitling the holders thereof to subscribe for a total of 15,500,000 Shares, representing approximately 3.27% of the total issued share capital of the Company.

LETTER FROM THE BOARD

Effect of the Proposed Refreshment

As at the Latest Practicable Date, there were 474,635,900 Shares in issue. Upon fulfilment of the conditions for the Proposed Refreshment and assuming the total number of Shares in issue remains unchanged as at the date of the Annual General Meeting, the Company may grant options to Eligible Participants under the Share Option Scheme and (if any) all other share option scheme(s) of the Company to subscribe for a maximum of 47,463,590 Shares, being 10% of the Shares in issue as at the date of approval of the Proposed Refreshment.

Reasons for and benefits of the Proposed Refreshment

The Share Option Scheme is a share incentive scheme and is established to recognize and acknowledge the contribution Eligible Participants had or may have made to the Group. The Share Option Scheme will provide Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (a) motivate the Eligible Participants to optimize their performance and efficiency for the benefit of the Group; and
- (b) attract and retain or otherwise maintain on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

Given that the existing Scheme Limit is nearly depleted, the Share Option Scheme cannot continue to serve its intended purpose for the benefits of the Group and the Shareholders unless the Scheme Limit is refreshed in accordance with the rules of the Share Option Scheme.

The Board considers that it will be for the benefit of the Company and the Shareholders as a whole that Eligible Participants are granted rights to obtain equity holdings of the Company through the grant of Options under the Share Option Scheme. This would incentivize the Eligible Participants to contribute to the success of the Group. For these reasons, an ordinary resolution will be proposed to the Shareholders at the Annual General Meeting to approve the Proposed Refreshment.

Conditions for the Proposed Refreshment

The Proposed Refreshment is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Proposed Refreshment at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment up to 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the Annual General Meeting.

LETTER FROM THE BOARD

Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of any options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must 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. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.dtxs.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

7. RESPONSIBILITY STATEMENT

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate and the Issuance Mandate and Refreshment of Share Option Scheme Limit are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Lu Jianzhong
Executive Director (Chairman)

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr Yang Xingwen (“Mr Yang”)

Mr Yang, aged 53, was appointed as an Executive Director of the Company on 8 December 2015. Mr Yang graduated from Beijing Language and Literature Self-Study University (北京語言文學自修大學), with an associate degree in literature. He also studied at the Central Party School Correspondence College (中央黨校函授學院), majoring in economics, and obtained the professional title of economist. He is currently serving as the vice chairman of 大唐西市文化產業投資集團有限公司 (“DTXS Investment”), and is in charge of all financial matters of the DTXS Investment and its subsidiaries. He is also a shareholder of DTXS Investment. Mr Yang has extensive financial and accounting experience, and currently holds offices at Shaanxi Jia Xin Industry Group (陝西佳鑫實業集團), and Xi’an Wang Yuan Real Estate Development Co., Ltd (西安旺園房地產開發有限公司). He began his career in Shaanxi province and has previously worked for the People’s Armed Forces Departments (人民武裝部), People’s Court at Sanyuan County (三原縣人民法院), the People’s Government at Dacheng town (大程鎮人民政府) and Xi’an Jia Xin Real Estate Co., Ltd (西安佳鑫房地產有限公司).

Mr Yang has entered into an appointment letter with the Company for an initial term of three years which the appointment agreement can be terminated by either party giving one month’s written notice and is subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules.

Save as the above, he did not hold any directorship in other listed public companies in the last three years. He does not have any relationship with any Directors, senior management, the substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Yang was interested in 2,500,000 Option representing approximately 0.52% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr Yang is entitled to receive a director’s fee of HK\$360,000 per annum which was determined/ reviewed by the Remuneration Committee and the Board based on authorization to be granted by the Shareholders at the Annual General Meeting and with reference to his duties and responsibilities with the Company, the Company’s performance and prevailing market conditions.

Save as the above, there is no information which is discloseable nor is Mr Yang involved in any of the matters required to be disclosed to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr Yang that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(2) Mr Wong Kwok Tung Gordon Allan (“Mr Wong”)

Mr Wong, aged 41, was appointed as an Executive Director of the Company on 29 July 2015 and as Chief Executive Officer on 2 November 2015. He was also appointed as chairman of Nomination Committee and member of Remuneration Committee of the Company with effect from 9 September 2015 and 2 November 2015 respectively. Mr Wong has extensive financial and accounting experience in various industries, and has previously worked in an accounting firm and an investment bank. He holds a Bachelor of Commerce from the University of Sydney and is a member of the Institute of Chartered Accountants in Australia. He is also a director of Da Tang Xi Shi International Holdings Limited, the immediate controlling shareholder of the Company.

Mr Wong has entered into an appointment letter with the Company for an initial term of two years renewable automatically for successive terms of three years and is subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules.

Save as the above, he did not hold any directorship in other listed public companies in the last three years. He does not have any relationship with any Directors, senior management, the substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Wong was interested in 2,500,000 Option representing approximately 0.52% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr Wong receives a director’s fee of HK\$180,000 per annum which was determined/reviewed by the Remuneration Committee and the Board based on authorization to be granted by the Shareholders at the Annual General Meeting and with reference to his duties and responsibilities with the Company, the Company’s performance and prevailing market conditions.

Save as the above, there is no information which is discloseable nor is Mr Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr Wong that need to be brought to the attention of the Shareholders.

(3) Mr Cheng Yuk Wo (“Mr Cheng”)

Mr Cheng, aged 55, was appointed as an independent non-executive Director, chairman of Audit Committee and member of Remuneration Committee and Nomination Committee of the Company on 2 November 2015, respectively. He is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario, Canada and the Chartered Professional Accountants of Canada. He is a co-founder of a Hong Kong merchant banking firm and is the proprietor of a certified public accountant practice in Hong Kong. Mr Cheng obtained a Master of Science (Economics) in Accounting and Finance from the London School of Economics, England and a Bachelor of Arts (Honours) in Accounting from the University of Kent, England. Mr Cheng had worked at Coopers and Lybrand (now known as PricewaterhouseCoopers) in London and with Swiss Bank Corporation (now known as UBS AG) in Toronto.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 474,635,900 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, i.e. being 474,635,900 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 47,463,590 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum of Association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the five-month period from 1 August 2015 to 31 December 2015) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from 1 April 2015 up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2015		
April	2.18	1.33
May	3.86	2.04
June	5.33	3.11
July	4.30	2.20
August	3.05	2.30
September	3.81	2.40
October	3.50	2.86
November	3.30	2.93
December	3.79	2.93
2016		
January	3.10	2.78
February	3.50	2.80
March	3.75	3.20
April (<i>up to the Latest Practicable Date</i>)	3.50	3.28

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Da Tang Xi Shi International Holdings Limited ("Da Tang"), the controlling shareholder (as defined in the Listing Rules) and a company controlled by Mr Lu Jianzhong, the Chairman of the Company, was interested in 325,680,424 Shares representing approximately 68.62% of the total issued Share capital of the Company and Mr Lu Jianzhong is the ultimate controlling shareholder of Da Tang. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Da Tang would be increased to approximately 76.24% of the issued Share capital of the Company.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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 is hereby given that the Annual General Meeting of DTXS Silk Road Investment Holdings Company Limited (the “Company”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 2 June 2016 at 10:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and the reports of the directors and auditor for the five-month period from 1 August 2015 to 31 December 2015.
2. To re-elect directors and to authorize the board of directors to fix the respective directors’ remuneration.
3. To re-appoint auditor and to authorize the board of directors to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the additional ordinary shares of HK\$0.50 each in the issued capital of the Company (the “Shares”) to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Limit (as defined below), the refreshment of share option scheme limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be and is hereby approved provided that:

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- (a) the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the share option scheme adopted by the Company on 6 December 2012 (the “Share Option Scheme”) and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “Refreshed Scheme Limit”);
- (b) options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the Refreshed Scheme Limit;
- (c) the directors of the Company be and are hereby unconditionally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement; and
- (d) such increase in the Refreshed Scheme Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceed 30% of the Shares in issue from time to time.”

By Order of the Board
Lu Jianzhong
Executive Director (Chairman)

Hong Kong, 22 April 2016

Notes:

1. All resolutions at the meeting 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 Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need 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. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
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 meeting or any adjournment 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. A circular containing further details concerning items 2, 4, 5, 6 and 7 set out in the above notice will be sent to all shareholders of the Company together with the Annual Report for the five-month period from 1 August 2015 to 31 December 2015.