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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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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大唐西市  
DA TANG XI SHI

**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)**

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of DTXS Silk Road Investment Holdings Company Limited to be held at DTXS Hong Kong Art Central Business District, G/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Tuesday, 23 May 2017 at 3:00 p.m. is set out on pages 12 to 15 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 the Company (<http://www.dtxs.com>) and the Stock Exchange (<http://www.hkexnews.hk>).

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 Branch Share Registrar of the Company 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 later than 3:00 p.m. on Sunday, 21 May 2017 (Hong Kong time), being 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.

20 April 2017

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## DEFINITIONS

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*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 DTXS Hong Kong Art Central Business District, G/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Tuesday, 23 May 2017 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 12 to 15 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, 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
“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 relevant proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 12 to 15 of this circular
“Latest Practicable Date”	10 April 2017, 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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.50 each in the issued share 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 12 to 15 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Lu Jianzhong (*Chairman*)  
Mr. Wong Kwok Tung Gordon  
*(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  
Ms. 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 2602, 26/F  
Bank of America Tower  
12 Harcourt Road  
Central, Hong Kong

20 April 2017

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
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 Tuesday, 23 May 2017.

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## **LETTER FROM THE BOARD**

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### **2. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Bye-laws 99(A) and 182(vi) of the Bye-laws and Appendix 14 of the Listing Rules, Mr. Lu Jianzhong, Mr. Jean-Guy Carrier and Ms. Fan Chiu Fun, Fanny shall retire from office by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biographical and other details of the retiring Directors proposed for re-election are set out in Appendix I to this circular.

### **3. GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 2 June 2016, 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 12 to 15 of this circular (i.e. a total of 55,513,769 Shares as at the Latest Practicable Date and on the assumption that no further Shares to be 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 ordinary resolution relating to the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **4. GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 2 June 2016, 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 12 to 15 of this circular (i.e. a total of 111,027,538 Shares as at the Latest Practicable Date and on the assumption that no further Shares to be 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.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 12 to 15 of this circular.

Pursuant to the Listing Rules and the Bye-laws, 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 the Company (<http://www.dtxs.com>) and the Stock Exchange (<http://www.hkexnews.hk>). In order 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 Branch Share Registrar of the Company 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 3:00 p.m. on Sunday, 21 May 2017 (Hong Kong time), being 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### 6. 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 circular misleading.

### 7. RECOMMENDATION

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

Yours faithfully,  
On behalf of the Board  
**Lu Jianzhong**  
*Executive Director and Chairman*

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

**(1) Mr. Lu Jianzhong (“Mr. Lu”)**

Mr. Lu, aged 53, was appointed as the Chairman and an Executive Director on 8 December 2015, and the chairman of the nomination committee of the Company on 30 March 2017. Mr. Lu graduated from Northwestern Polytechnical University (西北工業大學) with a Master in Industrial Engineering. He is the founding chairman and director of 大唐西市文化產業投資集團有限公司 (Da Tang Xi Shi Investments Group Limited\*), the ultimate controlling Shareholder of the Company.

Mr. Lu has received various awards and honors including Special Government Allowances of the State Council as a National Expert (國務院特殊津貼專家); member of the Economic Committee of the Chinese Peoples’ Political Consultative Conference (全國政協經濟委員會); chairman of the Silk Road Chamber of International Commerce (絲綢之路國際總商會), vice president of the China Chamber of International Commerce (“CCOIC”) (中國國際商會); chairman of the Cultural Industry Committee of CCOIC (中國國際商會文化產業委員會); vice president of China Private Cultural Industry Chamber of Commerce (中國民營文化產業商會); president of China Alliance of Private Museums (全國民辦博物館協作體); and consultant to the Association of Chinese Intangible Cultural Heritage Protection (中國非物質文化遺產保護協會).

Mr. Lu has also been awarded “The Third Session of National Outstanding Builders of the Socialism with Chinese Characteristic” (全國第三屆優秀中國特色社會主義事業建設者); “Annual Outstanding Individual of China Cultural Heritage Protection” (薪火相傳 – 中國文化遺產保護年度傑出人物); “Chinese Culture Leading Figure” (中華文化人物); “Annual Leading Figure of Chinese People” (中華兒女年度人物); “Top Ten Leading Figure of China Private Enterprises” (中國民營企業十大人物); “The Outstanding Shaanxi Businessman” (全球秦商風雲人物); and “Annual Leading Figure of Culture Industry in 2013” (2013中國文化產業年度人物).

Mr. Lu has entered into an appointment agreement 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. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Bye-laws. Pursuant to the terms of the appointment agreement, Mr. Lu is entitled to a Director’s fee of HK\$360,000 per annum. Mr. Lu’s remuneration is recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Lu was interested in (i) corporate interests of 376,700,736 Shares and (ii) personal interests of 3,500,000 underlying Shares in respect of the share options granted by the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Lu (i) did not have any relationship with any Director, senior management, substantial or controlling Shareholder (having the meaning ascribed to it in the Listing Rules); (ii) did not hold any other positions with the Company and/or its subsidiaries; and (iii) did not hold any directorship in the last three years immediately preceding the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there is no information which is discloseable nor is Mr. Lu 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. Lu that need to be brought to the attention of the Shareholders.

\* For identification purpose only

**(2) Mr. Jean-Guy Carrier (“Mr. Carrier”)**

Mr. Carrier, aged 71, was appointed as a Non-executive Director of the Company on 8 December 2015. He is the president of the consulting firm namely Carrier Walker International. He is the senior international advisor to the leadership of the Tang West Market Group, China (中國大唐西市集團). His work in China includes a position as senior fellow of the Chongyang Institute for Financial Studies at Beijing’s Renmin University (北京中國人民大學重陽金融研究院). Mr. Carrier led the International Chamber of Commerce (“ICC”) as Secretary General from 2010 to June 2014. He was also the director of ICC’s Research Foundation from 2009 to 2014. His accomplishments as Secretary General of ICC include enhancing its role as the voice of international business through active participation in the policy process of the G20 group of governments. Mr. Carrier has occupied senior leadership positions with various international organisations, most notably with the World Trade Organisation, from 1996 to 2008. Mr. Carrier is the author of six books ranging from literature to studies of various sectors of public policy. He has edited several collections of works on aspects of international trade. Mr. Carrier holds a Bachelor of Science from the University of Ottawa. Mr. Carrier was born in Canada and has lived and worked in many regions of the world in the course of his international career.

Mr. Carrier has entered into an appointment agreement 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. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Bye-laws. Pursuant to the terms of the appointment agreement, Mr. Carrier is entitled to a Director’s fee of HK\$360,000 per annum. Mr. Carrier’s remuneration is recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Carrier was interested in personal interests of 250,000 underlying Shares in respect of the share options granted by the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Carrier (i) did not have any relationship with any Director, senior management, substantial or controlling Shareholder (having the meaning ascribed to it in the Listing Rules); (ii) did not hold any other positions with the Company and/or its subsidiaries; and (iii) did not hold any directorship in the last three years immediately preceding the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there is no information which is discloseable nor is Mr. Carrier 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. Carrier that need to be brought to the attention of the Shareholders.

**(3) Ms. Fan Chiu Fun, Fanny (“Ms. Fan”)**

Ms. Fan, aged 64, was appointed as an Independent Non-executive Director and member of audit committee of the Company on 8 December 2015. Ms. Fan graduated from the University of Hong Kong with an Honours degree in Science. She received a Master in Public Administration from Harvard University and was named a Littauer Fellow. She also has a Master in Education from The Chinese University of Hong Kong. Prior to her retirement from civil service in 2007, Ms. Fan was the Commissioner of the Hong Kong Independent Commission Against Corruption. During her 30 years in civil service, Ms. Fan worked in many fields, including medical and health, economic services, housing, land and planning, home affairs, social welfare, civil service, transport and education. Ms. Fan is currently a Hong Kong SAR Deputy to the 12th National People’s Congress of the People’s Republic of China, a non-official member of the Executive Council of the Government of Hong Kong SAR, a director of the Fan Family Charitable Trust Fund, the special advisor to the China-US Exchange Foundation and the honorary principal of Ningbo Huizhen Academy (寧波市惠貞書院). She is also an independent non-executive director of China Unicom (Hong Kong) Limited (stock code: 762), CLP Holdings Limited (stock code: 002) and Nameson Holdings Limited (stock code: 1982), which are companies listed in Hong Kong, the chairperson of the Hong Kong Science and Technology Parks Corporation and external director of China Resources (Holdings) Co, Ltd..

Ms. Fan has entered into an appointment agreement 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. She is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Bye-laws. Pursuant to the terms of the appointment agreement, Ms. Fan is entitled to a Director’s fee of HK\$360,000 per annum. Ms. Fan’s remuneration is recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Ms. Fan was interested in personal interests of 250,000 underlying Shares in respect of the share options granted by the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Fan (i) did not have any relationship with any Director, senior management, substantial or controlling Shareholder (having the meaning ascribed to it in the Listing Rules); (ii) did not hold any other positions with the Company and/or its subsidiaries; and (iii) did not hold any directorship in the last three years immediately preceding the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there is no information which is discloseable nor is Ms. Fan 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 Ms. Fan that need to be brought to the attention of the Shareholders.

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 relating 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 555,137,692 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 assumption that no further Shares to be issued or bought back before the Annual General Meeting, being 555,137,692 Shares, the Directors would be authorised 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 55,513,769 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 as a whole.

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 as a whole.

### **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 consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2016) 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 each of the previous twelve months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
April	3.50	3.28
May	3.79	3.15
June	3.60	3.30
July	4.00	3.11
August	3.89	3.50
September	3.85	3.65
October	3.85	3.65
November	3.93	3.74
December	3.80	3.55
<b>2017</b>		
January	3.72	2.89
February	3.80	3.30
March	3.70	3.25
April ( <i>up to the Latest Practicable Date</i> )	3.50	3.33

**6. GENERAL**

To the best of the Directors' 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, the Bye-laws 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 Rule 32 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 376,700,736 Shares representing approximately 67.86% 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 75.40% 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 six months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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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 is hereby given that the annual general meeting 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 on Tuesday, 23 May 2017 at 3:00 p.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company, the reports of the directors and auditor for the year ended 31 December 2016.
2. To re-elect directors and to authorise the board of directors to fix the respective directors’ remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor and to authorise 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 granted 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 granted 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 authorise 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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## NOTICE OF ANNUAL GENERAL MEETING

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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 recognised 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.”

By Order of the Board  
**Lu Jianzhong**  
*Executive Director and Chairman*

Hong Kong, 20 April 2017

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy needs not be a shareholder of the Company.
2. 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 and the bye-laws of the Company.
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 Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 3:00 p.m. on Sunday, 21 May 2017 (Hong Kong time), being 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. For the purpose of ascertaining the shareholders' entitlements to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 17 May 2017 to Tuesday, 23 May 2017 (both days inclusive) during which no transfer of shares of the Company shall be effected. All share certificates with completed transfer documents must be lodged for registration with the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 16 May 2017.
5. A circular containing further details concerning items 2, 4, 5 and 6 set out in the above notice will be sent to all shareholders of the Company together with the annual report for the year ended 31 December 2016.

*As at the date of this notice, the board of directors of the Company comprises three Executive Directors, namely Mr. Lu Jianzhong (Chairman), Mr. Wong Kwok Tung Gordon (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, Ms. Fan Chiu Fun, Fanny and Mr. Tsui Yiu Wa, Alec.*