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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, 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)**

**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 Wednesday, 30 May 2018 at 2:30 p.m. is set out on pages 13 to 16 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 2:30 p.m. on Monday, 28 May 2018 (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.

19 April 2018

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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 Wednesday, 30 May 2018 at 2:30 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 13 to 16 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 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 13 to 16 of this circular
“Latest Practicable Date”	12 April 2018, 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

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“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 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 13 to 16 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. Yang Xingwen  
Mr. Lai Kim Fung (*Chief Executive Officer*)  
Mr. Wong Kwok Tung Gordon  
(*Deputy Chief Executive Officer*)

*Registered Office:*

Crawford House  
4th Floor  
50 Cedar Avenue  
Hamilton HM11  
Bermuda

*Non-executive Directors:*

Mr. Wang Shi  
Mr. Jean-Guy Carrier

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

Room 2602, 26/F  
Bank of America Tower  
12 Harcourt Road  
Central, Hong Kong

*Independent Non-executive Directors:*

Mr. Cheng Yuk Wo  
Ms. Fan Chiu Fun, Fanny  
Mr. Tsui Yiu Wa, Alec  
Mr. Tse Yung Hoi

19 April 2018

*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 Wednesday, 30 May 2018.

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

Mr. Lai Kim Fung was appointed as an Executive Director of the Company on 7 August 2017. In accordance with bye-law 102(B) of the Bye-laws, he will hold office only until the Annual General Meeting and will be eligible and offer himself for re-election and he will be elected individually at the Annual General Meeting.

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## LETTER FROM THE BOARD

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In accordance with bye-laws 99(A) and 182(vi) of the Bye-laws, Mr. Wang Shi, Mr. Tsui Yiu Wa, Alec and Mr. Tse Yung Hoi will retire from office by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election and they will be elected individually at the Annual General Meeting.

Each of Mr. Tsui Yiu Wa, Alec and Mr. Tse Yung Hoi, all being Independent Non-executive Directors eligible for re-election at the Annual General Meeting, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Further, the Company is of the view that Mr. Tsui Yiu Wa, Alec and Mr. Tse Yung Hoi meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

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 23 May 2017, 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 13 to 16 of this circular (i.e. a total of 55,583,769 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 23 May 2017, 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 13 to 16 of this circular (i.e. a total of 111,167,538 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 13 to 16 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 2:30 p.m. on Monday, 28 May 2018 (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 in person 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 each 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

**DTXS Silk Road Investment Holdings Company Limited**

**Lu Jianzhong**

*Chairman and Executive Director*

The details of the retiring Directors proposed for re-election in the Annual General Meeting are set out below:

**(1) Mr. Lai Kim Fung**

Mr. Lai Kim Fung (“Mr. Lai”), aged 51, was appointed as an Executive Director and the chief executive officer of the Company on 7 August 2017. Mr. Lai was also appointed as a member of the remuneration committee of the Company on 28 March 2018. Mr. Lai holds postgraduate certificate in Professional Accounting from City University of Hong Kong and master of business administration from University of Exeter in the United Kingdom. He has over 28 years of professional experience with commercial and investment banking, corporate finance, treasury, merger and acquisition and investment management focusing on the Great China. He previously worked as a director and deputy general manager of a subsidiary of a renowned Chinese state-owned enterprise and with various international banks. He also worked in another subsidiary of the same Chinese state-owned enterprise in the United States of America for three years. He is currently the founding member of China Mergers and Acquisitions Association (Hong Kong) Limited.

Mr. Lai has entered into an appointment agreement with the Company for a term of three years which the appointment agreement can be terminated by either party giving three months’ written notice. He is subject to retirement at the Annual General Meeting after his appointment and thereafter subject to retirement by rotation and re-election at the annual general meetings in accordance with the Listing Rules and the Bye-laws. Mr. Lai is entitled to an aggregate annual remuneration of HK\$4,004,000, comprising a director’s fee of HK\$360,000 and, being the chief executive officer of the Company, a salary of HK\$2,916,000 with discretionary bonus of HK\$728,000, which are determined by the Board and the remuneration committee of the Company with reference to the Company’s performance and profitability as well as his personal performance and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lai is interested in 3,000,000 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. Lai (i) does not have any interest in the Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any Director, senior management, substantial or controlling Shareholder (having the meaning ascribed to it in the Listing Rules); (iii) does not hold any other positions with the Company and/or its subsidiaries; and (iv) does 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. Lai 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. Lai that need to be brought to the attention of the Shareholders.

**(2) Mr. Wang Shi**

Mr. Wang Shi (“Mr. Wang”), aged 69, was appointed as a Non-executive Director of the Company on 8 December 2015. Mr. Wang is a famous social worker and a cultural critic. He was enlisted in the year of 1968, and has taught at People’s Liberation Army Academy of Art (中國人民解放軍藝術學院) and Peking University (北京大學), lectured on the Form Theory of Art, as well as the Introduction to Art. He started presided over the daily work of the Chinese Culture Promotion Society (中華文化促進會) from 1992, served as deputy secretary general and the secretary general. He is currently the president of Chinese Culture Promotion Society, and a part-time professor at Chinese Academy of Governance (formerly known as National School of Administration) (國家行政學院), as well as the honorary chairman of the Silk Road Chamber of International Commerce (絲綢之路國際總商會). Mr. Wang planned the “20th Century Classical Chinese Music” (20世紀華人音樂經典) activities and the compilation of “Twenty-Four Histories” (今注本二十四史). He also organised “Chinese Culture Summit” (中華文化論壇), “Chinese Culture’s Person of the Year Award” (中華文化年度人物), “Cross-Strait Culture Dialogue” (兩岸人文對話) and a number of other major cultural projects. His main works include: Brief Analysis of Literature and Art (文藝簡論), Lu Xun and His Novels (魯迅與他的小說), Wreaths at the Foot of the Mountain (adaptation) (高山下的花環), In That Place Wholly Faraway (在那遙遠的地方) and Dunhuang Tales of the Night (敦煌夜譚).

Mr. Wang has entered into an appointment agreement with the Company for a 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 at the annual general meetings in accordance with the Listing Rules and the Bye-laws. Pursuant to the terms of the appointment agreement, Mr. Wang is entitled to a director’s fee of HK\$360,000 per annum. The remuneration of Mr. Wang is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Wang is interested in 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. Wang (i) does not have any interest in the Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any Director, senior management, substantial or controlling Shareholder (having the meaning ascribed to it in the Listing Rules); (iii) does not hold any other positions with the Company and/or its subsidiaries; and (iv) does 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. Wang 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. Wang that need to be brought to the attention of the Shareholders.

**(3) Mr. Tsui Yiu Wa, Alec**

Mr. Tsui Yiu Wa, Alec (“Mr. Tsui”), aged 68, was appointed as an Independent Non-executive Director, chairman of remuneration committee and member of audit committee and nomination committee of the Company on 8 December 2015, respectively. Mr. Tsui graduated from the University of Tennessee with a Bachelor of Science and holds a Master of Engineering in Industrial Engineering. He completed the Program for Senior Managers in Government at the John F. Kennedy School of Government at Harvard University. Mr. Tsui has extensive experience in finance and administration, corporate and strategic planning, information technology and human resources management, having served at various international companies. He held key positions at the Securities and Futures Commission prior to joining the Stock Exchange in 1994 as an executive director of the Finance and Operations Services Division and became the chief executive in 1997. He was the chairman of the Hong Kong Securities Institute from 2001 to 2004. He was an advisor and a council member of the Shenzhen Stock Exchange from July 2001 to June 2002.

Mr. Tsui is currently the director of WAG Worldsec Management Consultancy Limited, an independent non-executive director of a number of listed public companies including COSCO SHIPPING International (Hong Kong) Co., Ltd. (stock code: 517), Kangda International Environmental Company Limited (stock code: 6136), Pacific Online Limited (stock code: 543), Summit Ascent Holdings Limited (stock code: 102), all of which are listed in Hong Kong and Melco Resorts & Entertainment Limited (formerly known as Melco Crown Entertainment Limited) (stock code: MLCO), a company listed on NASDAQ and an independent director of Melco Resorts and Entertainment (Philippines) Corporation (formerly known as Melco Crown (Philippines) Resorts Corporation) (stock code: MRP), a company listed in Philippines, and ATA Inc. (stock code: ATAI), a company listed on NASDAQ. He is also an independent non-executive director of Industrial & Commercial Bank of China (Asia) Limited (“ICBC (Asia)”) starting from 2000. ICBC (Asia) was listed in Hong Kong until December 2010 when it was privatised. Mr. Tsui was formerly an independent non-executive director of China Oilfield Services Limited (stock code: 2883) from June 2009 to June 2015 and China Power International Development Limited (stock code: 2380) from March 2004 to December 2016, both companies are listed in Hong Kong.

Mr. Tsui has entered into an appointment agreement with the Company for a 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 at the annual general meetings in accordance with the Listing Rules and the Bye-laws. Pursuant to the terms of the appointment agreement, Mr. Tsui is entitled to a director’s fee of HK\$360,000 per annum. The remuneration of Mr. Tsui is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Tsui is interested in 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. Tsui (i) does not have any interest in the Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any Director, senior management, substantial or controlling Shareholder (having the meaning ascribed to it in the Listing Rules); (iii) does not hold any other positions with the Company and/or its subsidiaries; and (iv) does 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. Tsui 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. Tsui that need to be brought to the attention of the Shareholders.

**(4) Mr. Tse Yung Hoi**

Mr. Tse Yung Hoi (“Mr. Tse”), aged 65, was appointed as a Non-executive Director of the Company on 8 December 2015 and was re-designated to an Independent Non-executive Director of the Company on 16 November 2017. Mr. Tse graduated from English studies from the department of foreign language of Fudan University in July 1975. He is currently the chairman of BOCI-Prudential Asset Management Limited. Mr. Tse serves as Member of HKSAR Financial Services Development Council, Standing Committee Member of The Chinese General Chamber of Commerce, Hong Kong and Permanent Honorary President of Chinese Securities Association of Hong Kong. Mr. Tse is also the independent non-executive director of BOCOM International Holdings Company Limited (stock code: 3329), Guoan International Limited (formerly known as Global Tech (Holdings) Limited) (stock code: 143), HJ Capital (International) Holdings Company Limited (formerly known as iOne Holdings Limited) (stock code: 982) and Vico International Holdings Limited (stock code: 1621) (listed on the Stock Exchange in March 2018), all companies are listed in Hong Kong. He also serves as an independent non-executive director of Shenzhen Qianhai Financial Holdings Company Ltd. He was an independent non-executive director of Huarong International Financial Holdings Limited (stock code: 993), which is listed in Hong Kong, from 23 October 2015 to 13 June 2016 and China Life Insurance (Overseas) Company Limited for the period from 1 January 2010 to 31 March 2016. Mr. Tse was awarded the Bronze Bauhinia Star (BBS) by the government of HKSAR in 2013.

Mr. Tse has entered into an appointment agreement with the Company for a 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 at the annual general meetings in accordance with the Listing Rules and the Bye-laws. Pursuant to the terms of the appointment agreement, Mr. Tse is entitled to a director’s fee of HK\$360,000 per annum. The remuneration of Mr. Tse is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Tse is interested in 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. Tse (i) does not have any interest in the Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any Director, senior management, substantial or controlling Shareholder (having the meaning ascribed to it in the Listing Rules); (iii) does not hold any other positions with the Company and/or its subsidiaries; and (iv) does 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. Tse 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. Tse 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 555,837,692 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 555,837,692 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 55,583,769 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

## **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 of the Company 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 2017) 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 been 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 HK\$</b>	<b>Lowest HK\$</b>
<b>2017</b>		
April	3.55	3.20
May	3.92	3.50
June	5.30	3.75
July	5.03	4.57
August	5.00	4.75
September	4.85	4.62
October	5.34	4.77
November	5.19	4.54
December	5.00	4.50
<b>2018</b>		
January	5.06	4.10
February	4.94	3.93
March	4.97	4.43
April ( <i>up to the Latest Practicable Date</i> )	4.84	4.65

**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) was interested in 373,656,736 Shares representing approximately 67.22% of the total issued Share capital of the Company and Mr. Lu Jianzhong, the Chairman of the Company, is the ultimate controlling shareholder of Da Tang. In the event that the Directors exercise the proposed Share Buy-back Mandate in full (if the present Shareholders' interests in Shares remain the same), the aggregate shareholding of Da Tang would be increased to approximately 74.69% 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. In any event, the Directors have no intention to exercise the Share Buy-back Mandate to such extend.

**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 Wednesday, 30 May 2018 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2017.
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 of the Company 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 law 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 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,

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## NOTICE OF ANNUAL GENERAL MEETING

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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

(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  
**DTXS Silk Road Investment Holdings Company Limited**  
**Lu Jianzhong**  
*Chairman and Executive Director*

Hong Kong, 19 April 2018

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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 2:30 p.m. on Monday, 28 May 2018 (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 Thursday, 24 May 2018 to Wednesday, 30 May 2018 (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 Wednesday, 23 May 2018.
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 2017.