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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
REPURCHASE SHARES AND TO ISSUE NEW SHARES,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS
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 Soho 1, 6th Floor, Ibis Hong Kong Central & Sheung Wan, No.28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday, 30 May 2023 at 3:00 p.m. is set out on pages 50 to 54 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 (www.dtxs.com) and the Stock Exchange (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 3:00 p.m. on Sunday, 28 May 2023, 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.

28 April 2023

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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 Soho 1, 6th Floor, Ibis Hong Kong Central & Sheung Wan, No.28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday, 30 May 2023 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 50 to 54 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 50 to 54 of this circular
“Latest Practicable Date”	24 April 2023, 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, as amended from time to time
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

DEFINITIONS

“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 repurchase 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 50 to 54 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 approved by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent.



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. Huang Dahai

Mr. Wong Kwok Tung Gordon Allan

(Co- Chief Executive Officer)

Mr. Sun Liming (*Co-Chief Executive Officer*)

Registered Office:

Crawford House

4th Floor

50 Cedar Avenue

Hamilton HM11

Bermuda

Independent Non-executive Directors:

Mr. Tsang Yok Sing, Jasper

Mr. Tse Yung Hoi

Mr. Kwok Chi Shing

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

Room 3615-16

36/F Cosco Tower

183 Queen's Road Central

Sheung Wan, Hong Kong

28 April 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS
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, 30 May 2023.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-laws 99(A) and 182(vi) of the Bye-laws, Mr. Lu Jianzhong 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.

Mr. Huang Dahai and Mr. Sun Liming, were appointed as the Executive Directors of the Company respectively on 10 November 2022 and 1 February 2023. In accordance with bye-law 102(B) of the Bye-laws, they will hold office only until the Annual General Meeting and will be eligible and offer themselves for re-election and they will be elected individually at the Annual General Meeting.

The Nomination Committee considers that Mr. Lu Jianzhong, Mr. Tse Yung Hoi, Mr. Huang Dahai and Mr. Sun Liming continue to contribute effectively and are committed to their roles. The Board has recommended the aforesaid retiring Directors to stand for re-election as Directors at the Annual General Meeting.

The Nomination Committee has considered the background, skills, knowledge and experience of the nominated Independent Non-executive Director, having regard to the Board Diversity Policy of the Board. The Board Diversity Policy sets out that board appointments are based on objective criteria, having due regard for the benefits of diversity on the Board including, but not limited to, gender, age, cultural and educational background, professional experience, skills and knowledge.

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 REPURCHASE SHARES

At the annual general meeting of the Company held on 27 May 2022, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase 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 repurchase 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 50 to 54 of this circular (i.e. a total of 66,752,523 Shares on the assumption that no further Shares to be issued or repurchased before the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase 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.

LETTER FROM THE BOARD

4. GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 27 May 2022, a general mandate was granted to the Directors to issue new Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue new 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 and 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 50 to 54 of this circular (i.e. a total of 133,505,046 Shares on the assumption that no further Shares to be issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares to be repurchased 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.

5. PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

The Board proposes to make certain amendments to the existing bye-laws of the Company (the “Existing Bye-Laws”) to (i) comply with and align with the requirements under Appendix 3 to the Listing Rules which came into effect on 1 January 2022; (ii) incorporate provisions to allow and facilitate hybrid and electronic meetings; and (iii) update and clarify provisions where it is considered desirable together with other minor housekeeping amendments (such proposed amendments to the Existing Bye-Laws are collectively referred to as the “Proposed Amendments”). The Board also proposes to adopt the amended and restated bye-laws which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Bye-Laws in their entirety (the “Amended and Restated Bye-Laws”).

Details of the Proposed Amendments to the Existing Bye-Laws are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the Proposed Amendments and adoption of the Amended and Restated Bye-Laws.

The Company’s legal advisers have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and Bermuda laws. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 50 to 54 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 the Company (www.dtxs.com) and Hong Kong Exchanges and Clearing Limited (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 notarially certified copy of that power of attorney or authority at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 3:00 p.m. on Sunday, 28 May 2023, 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 circular, 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 circular 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 and the proposed amendments to the Existing Bye-Laws 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,
For and on behalf of the Board
Lu Jianzhong
Executive Director and Chairman

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. Lu Jianzhong

Mr. Lu Jianzhong (“Mr. Lu”), aged 59, was appointed as the chairman and an executive director of the Company 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 Da Tang Xi Shi Investments Group Limited* (大唐西市文化產業投資集團有限公司) (“DTXS Investment”), the ultimate controlling shareholder of the Company.

Mr. Lu is also the 13th National People’s Congress, the member of the 10th, 11th and 12th Chinese People’s Political Consultative Conference, the chairman of the Silk Road Chamber of International Commerce (絲綢之路國際總商會), the president of Non state Museums Committee of Chinese Museums Association (中國博物館協會非國有博物館專業委員會), and the vice president of Chinese Association for International Understanding (中國國際交流協會) and China Chamber of International Commerce (中國國際商會).

Mr. Lu has 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 a renewed appointment letter 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 and is subject to retirement by rotation and re-election in accordance with the Bye-Laws and the Listing Rules. Pursuant to the terms of appointment letter, Mr. Lu is entitled to a director’s fee of HK\$300,000 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.

* *for identification purposes only*

As at the Latest Practicable Date, Da Tang Xi Shi International Holdings Limited (“DTXS International Holdings”), the controlling shareholder of the Company was interested in 383,473,032 Shares and Mr. Lu is the ultimate controlling shareholder of DTXS International Holdings. Therefore, Mr. Lu is considered to have deemed interests in the 383,473,032 Shares. Besides, Mr. Lu was interested in 4,996,000 Shares. As a result, Mr. Lu was interested in 388,469,032 Shares in aggregate. Mr. Lu was also interested in 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) 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 of the Company; (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. 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’s re-election that need to be brought to the attention of the Shareholders.

(2) Mr. Tse Yung Hoi

Mr. Tse Yung Hoi (“Mr. Tse”), aged 70, was appointed as a Non-executive Director of the Company on 8 December 2015 and re-designated to an Independent Non-executive Director of the Company on 16 November 2017. He was also appointed as a member of the audit committee of the Company on 1 May 2019, and subsequently was appointed as the Chairman of Remuneration Committee and a member of the Nomination Committee on 29 May 2020. 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. He serves as Vice Chairman of The Chinese General Chamber of Commerce, Hong Kong and Permanent Honorary President of Chinese Securities Association of Hong Kong, and a member of Advisory Committee of Securities and Futures Commission. He was a Member of HKSAR Financial Services Development Council. Mr. Tse is the independent non-executive director of BOCOM International Holdings Company Limited (stock code: 3329), Vico International Holdings Limited (stock code: 1621) and Huatai Securities Co Limited (stock code: 6886). He resigned as an independent non-executive director of Guoan International Limited (stock code: 143), Huafa Property Services Group Company Limited (stock code: 982), Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited (stock code: 6139) and China Tower Corporation Limited (stock code: 788) respectively on 1 June 2020, 20 July 2020, 4 October 2020 and 14 January 2022. All companies are listed in Hong Kong, he also resigned as an independent non-executive director of Banco Well Link, S.A. on 31 May 2020. He also serves as an independent non-executive director of Shenzhen Qianhai Financial Holdings Company Ltd. Mr. Tse was awarded the Bronze Bauhinia Star (BBS) by the government of HKSAR in 2013.

Mr. Tse has entered into an appointment letter with the Company for a term of two 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. Pursuant to the terms of appointment letter, Mr. Tse is entitled to a director's fee of HK\$300,000 per annum. Mr. Tse'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. 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's re-election that need to be brought to the attention of the Shareholders.

(3) Mr. Huang Dahai

Mr. Huang Dahai ("Mr. Huang"), aged 60, obtained a postgraduate degree in finance from the School of Economics and Finance of Xi'an Jiaotong University* (西安交通大學) in the People's Republic of China, which was formerly known as Shannxi Institute of Finance and Economics* (陝西財經學院). He has a senior economist qualification* (高級經濟師資格) granted by the China Construction Bank* (中國建設銀行). Mr. Huang has been re-designated as a Vice-president of Da Tang Xi Shi Investment Group Limited* (大唐西市文化產業投資集團有限公司) in October 2022. He was the Assistant to the Chairman of the Board of Directors of Da Tang Xi Shi Investment Group Limited* (大唐西市文化產業投資集團有限公司) from June 2018 to October 2022, and was the President of Da Tang Xi Shi Financial Holding Company* (大唐西市金融控股公司) from July 2017 to June 2022. He has over 30 years of professional experience in the financial field. He held various positions in the group of China Construction Bank Corporation, mainly including the general manager of the investment banking department of the Shaanxi branch, the deputy director of the real estate credit department of the Shannxi branch, the deputy president of the Xi'an sub-branch, and the deputy general manager of a technology venture company. Mr. Huang was awarded the National Financial May 1st Labor Medal (全國金融五一勞動獎章) by the National Committee of China Financial Union* (中國金融工會全國委員會).

* *for identification purposes only*

Mr. Huang has entered into an appointment letter as Executive Director with the Company for an initial term of one year. The appointment agreements can be terminated by either party giving one month's written notice. Mr. Huang's appointment of Executive Director is subject to retirement by rotation and re-election in accordance with the bye-laws of the Company and the Listing Rules. Pursuant to the terms of appointment, Mr. Huang is entitled to a director's fee of HK\$300,000 per annum. Mr. Huang'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. Huang (i) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company; (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. Huang 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. Huang's re-election that need to be brought to the attention of the Shareholders.

(4) Mr. Sun Liming

Mr. Sun Liming ("Mr. Sun"), aged 69, holds a bachelor's degree in Management Engineering from Xian Jiaotong University* (西安交通大學) in the People's Republic of China. Mr. Sun is a director of Da Tang Xi Shi International Holdings Limited, immediate controlling shareholder of the Company. He has more than 30 years of experience in corporate planning and economic and financial management. Mr. Sun is currently an independent non-executive director of Yanchang Petroleum International Limited (Stock Code: 346).

Mr. Sun has entered into an appointment letter as Executive Director with the Company for an initial term of one year. The appointment agreements can be terminated by either party giving one month's written notice. Mr. Sun's appointment of Executive Director is subject to retirement by rotation and re-election in accordance with the bye-laws of the Company and the Listing Rules. Pursuant to the terms of appointment, Mr. Sun is entitled to a director's fee of HK\$300,000 per annum. Mr. Sun'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.

* *for identification purposes only*

As at the Latest Practicable Date, Mr. Sun is interested in 100,000 shares of the Company, and he is a director of Silk Road Online Limited and DTXS Nanhai Culture Industrial Park (HK) Limited, subsidiaries of the Company. Save as disclosed above, Mr. Sun (i) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company; (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. Sun 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. Sun's re-election 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 667,525,230 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 repurchased before the Annual General Meeting, being 667,525,230 Shares, the Directors would be authorised under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 66,752,523 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

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

Shares repurchase 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 repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase 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 REPURCHASE

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 2022) 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:

Month	Highest HK\$	Lowest HK\$
2022		
April	1.87	1.50
May	1.84	1.41
June	1.86	0.60
July	0.99	0.74
August	1.25	0.59
September	1.20	0.53
October	0.65	0.51
November	0.69	0.43
December	0.50	0.41
2023		
January	0.76	0.47
February	0.74	0.54
March	0.70	0.59
April (<i>up to the Latest Practicable Date</i>)	0.66	0.54

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 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, DTXS International Holdings, the controlling shareholder (as defined in the Listing Rules) was interested in 383,473,032 Shares representing approximately 57.44% of the total issued Share capital of the Company and Mr. Lu, the Chairman and the Executive Director of the Company, is the ultimate controlling shareholder of DTXS International Holdings. Therefore, Mr. Lu is considered to have deemed interests in the 383,473,032 Shares. Besides, Mr. Lu was interested in 4,996,000 Shares representing approximated 0.75% of the total issued Share capital of the Company. As a result, Mr. Lu was interested in 388,469,032 Shares representing 58.20% of the issued Share capital of the Company. 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 Mr. Lu would be increased to approximately 64.66% 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 repurchased any of the Shares (whether on the Stock Exchange or otherwise).

The following are the proposed amendments to the Existing Bye-Laws. Unless otherwise specified, clauses, paragraphs and bye-law numbers referred to herein are clauses, paragraphs and bye-law numbers of the Existing Bye-Laws.

Bye-law No.	Proposed amendments (showing changes to the Existing Bye-Laws)
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Cover page of
Memorandum
and Bye-Law

~~UDL HOLDINGS LIMITED~~
太元集團有限公司
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: 00620)

MEMORANDUM OF ASSOCIATION

AND

~~**NEW AMENDED AND RESTATED BYE-LAWS**~~
(as adopted by an Ordinary Resolution passed on 6th September 1991,
and amended by Special Resolutions passed on 22nd June 1993,
23rd November 1999, 29th December 2006 and 24th December 2009)
(adopted by a special resolution at an annual general meeting held on
[30th May] 2023)

Incorporated on the 31st day of May 1991

This is a consolidated version of the Memorandum of Association and New Bye-Laws of UDL Holdings Limited not formally adopted by shareholders at a general meeting. The Chinese translation thereof is for reference only and the English version shall always prevail in case of any inconsistency between the English version and the Chinese translation thereof.

Cover page of
Memorandum

MEMORANDUM OF ASSOCIATION

OF

UDL HOLDINGS LIMITED

太元集團有限公司*

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)

** For identification purpose only*

Cover page of
Bye-Law

NEW AMENDED AND RESTATED BYE-LAWS

*(as adopted by an Ordinary Resolution passed on 6th September 1991,
and amended by Special Resolutions passed on 22nd June 1993,
23rd November 1999, 29th December 2006 and 24th December 2009)*

*(adopted by a special resolution at an annual general meeting held on
[30th May] 2023)*

OF

UDL HOLDINGS LIMITED

太元集團有限公司*

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)

** For identification purpose only*

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Heading NEW AMENDED AND RESTATED BYE-LAWS

OF

UDL HOLDINGS LIMITED
DTXS SILK ROAD INVESTMENT HOLDINGS COMPANY
LIMITED
大唐西市絲路投資控股有限公司

1. The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:

“announcement” shall mean an official publication of a notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws;

“associate(s)” in relation to any Director, shall have the meaning attributed to it under the Listing Rules;±

- (i) ~~his spouse and any child or step child under the age of 21 years of the Director or of his spouse (“family interests”); and~~
- (ii) ~~the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and~~

~~(iii) any company in the equity capital of which he and/or his family interests taken together are directly or indirectly interested so as to exercise or control the exercise of 35 per cent. (or such lower amount as may from time to time be specified in the rules, regulations or codes of the stock exchange in the Relevant Territory as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the Board of Directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company.~~

“the Board”	shall mean the Directors from time to time of the Company or (as the context may require) the majority of Directors present voting at a meeting of the Directors <u>at which a quorum is present;</u>
“business day(s)”	shall mean any day on which the Designated Stock Exchange is generally open for the business of dealing in securities. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any <u>time on the day,</u> such day shall for the purposes of these Bye-Laws be counted as a business day; <i>[Note: as amended by Special Resolution passed on 24 December 2009.]</i>
<u>“clear days”</u>	<u>shall mean in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</u>
<u>“clearing house”</u>	<u>shall mean a clearing house recognised or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;</u>
<u>“close associate”</u>	<u>shall mean in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Bye-Law 98 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;</u>

<u>“Companies Ordinance”</u>	<u>shall mean the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);</u>
“the Company” or “this Company”	shall mean UDL Holdings Limited <u>DTXS Silk Road Investment Holdings Company Limited 大唐西市絲路投資控股有限公司</u> incorporated in Bermuda on 31 st May, 1991;
“corporate communication”	shall mean any document issued or to be issued by the Company for the information or action of the members of the Company, including but not limited to: (i) its annual accounts and other periodic accounts, accompanied by (where appropriate) directors and/or auditors’ reports (including summary financial reports); (ii) a notice of meeting; (iii) a listing document; (iv) a circular; and (v) a proxy form. <i>[Note: as amended by Special Resolution passed on 24 December 2009.]</i>
<u>“Designated Stock Exchange”</u>	<u>shall mean The Stock Exchange of Hong Kong Limited for so long as the shares of the Company are listed or quoted on The Stock Exchange of Hong Kong Limited or such other stock exchange which is an appointed stock exchange for the purposes of the Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;</u>
<u>“electronic communication”</u>	<u>shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;</u>
<u>“electronic means”</u>	<u>shall include sending or otherwise making available to the intended recipients of the communication an electronic communication;</u>

<u>“electronic meeting”</u>	<u>shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by member, proxies and/or Directors by means of electronic facilities;</u>
<u>“hybrid meeting”</u>	<u>shall mean a general meeting convened for the (i) physical attendance and participation by members, proxies, and/or Directors at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members, proxies and/or Directors by means of electronic facilities;</u>
<u>“Listing Rules”</u>	<u>shall mean the rules of the Designated Stock Exchange;</u>
<u>“Meeting Location”</u>	<u>shall have the meaning given to it in Bye-Law 69A;</u>
<u>“physical meeting”</u>	<u>shall mean a general meeting held and conducted by physical attendance and participation by members, proxies and/or Directors at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</u>
<u>“Principal Meeting Place”</u>	<u>shall have the meaning given to it in Bye-Law 63;</u>
<u>“shareholders”</u> or <u>“members”</u>	shall mean the duly registered holders from time to time of the shares in the capital of the Company;
<u>“writing”</u> or <u>“printing”</u>	shall, unless the contrary intention appears, be construed as including writing, printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the presentation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable statutes, rules and regulations; <i>[Note: as amended by Special Resolution passed on 24 December 2009.]</i>

reference to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; ~~[Note: as amended by Special Resolution passed on 24 December 2009.]~~

1A. In these Bye-Laws, unless there be something in the subject or context inconsistent herewith:

- (A) words denoting the singular shall include the plural and words denoting the plural shall include the singular;
- (B) words importing any gender shall include ~~every~~ both gender and the neuter; ~~and~~
- (C) words importing persons shall include partnerships, firms, companies and corporations;
- (D) the word “may” shall be construed as permissive; and
- (E) the word “shall” or “will” shall be construed as imperative.

1B. Subject as aforesaid, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Bye-Laws become binding on the Company) shall, if not inconsistent with the subject and/or context, bear the same meaning in these Bye-Laws, save that “company” shall where the context permits include any company incorporated in Bermuda or elsewhere.

1C. References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

1D. A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-Law 63. ~~[Note: as amended by Special Resolution passed on 24 December 2009.]~~

1E. A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 63. ~~*[Note: as amended by Special Resolution passed on 24 December 2009.]*~~

1F. Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent or otherwise made available to every member of the Company and every holder of debentures of the Company in the form of printed copies or electronic copies as published on the Company's website, provided that where printed copies are sent, the Company shall not be required to send printed copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. ~~*[Note: as amended by Special Resolution passed on 24 December 2009.]*~~

1G. A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Bye-Laws or the Statutes.

1H. References to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-Laws and any member, proxy and/or Director (including without limitation, the chairman of the meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and other applicable laws, rules and regulations and these Bye-Laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.

1I. References to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes and all other applicable laws, rules and regulations or these Bye-Laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.

1J. References to electronic facilities include, without limitation, online platform(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).

1K. Where a member is a corporation, any reference in these Bye-Laws to a member shall, where the context requires, refer to a duly authorised representative of such member.

1L. Nothing in these Bye-Laws precludes the holding and conducting of a general meeting in such way that persons who are not present together at the same place or places may by electronic means attend and participate in it.

1M. Subject to Bye-Law 5(A), the provisions of Special Resolutions and Ordinary Resolutions shall apply mutatis mutandis to any resolutions passed by the holders of any class of shares.

5. (A) For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated ~~either~~ with the consent in writing of the holders of not less than three-fourths ~~in nominal value~~ of the voting rights of the issued shares of that class, or with the ~~sanction~~ approval of a resolution passed by at least three-fourths of the voting rights of ~~Special Resolution passed at a separate general meeting of the holders of the shares of that class present and voting in person or by proxy at a separate meeting of such holders.~~ To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be ~~not less than~~ two persons holding or representing by proxy at least one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.

6. (A) The authorised share capital of the Company at the date on which these Bye-Laws come into effect is ~~HK\$240,000,000~~ 2,500,000,000 divided into ~~24,000,000,000~~ 5,000,000,000 shares of ~~HK\$0.01~~ 0.5 each. *[Note: as adopted by Ordinary Resolution passed on 24 December 2009.]*

(C) Subject to the Statutes:-

- (i) the Company may in accordance with any scheme for the time being in force and approved by the members in general meeting provide directly or indirectly money or other financial assistance for the purpose of or in connection with the purchase of, or subscription for, fully or partly paid shares in the Company or any holding company of the Company, being a purchase of or subscription for shares by a trustee of or to be held by or for the benefit of employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company including any director holding a salaried employment or office with or in any such company and so that the residual beneficiary of any such trust may be or include a charitable object; and-

- (ii) the Company may give financial assistance on such terms as the Directors think fit to directors and bona fide employees of the Company, any of its subsidiaries, any holding company of the Company and/or any subsidiary of any such holding company in order that they may buy shares (fully or partly paid) in the Company or any holding company of the Company and such terms may include a reference that, when a director ceases to be a director of, or an employee ceases to be employed by, the Company or such other company, shares bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Directors think fit.

~~[Note: as amended in Bye Law 182(i).]~~

14. (B) Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a local or branch register at such location outside Bermuda as the Board thinks fit and, while the issued share capital of the Company is, with the consent of the Board, listed on any stock exchange in the ~~Hong Kong~~ Relevant Territory, the Company shall keep a branch register in ~~Hong Kong~~ the Relevant Territory.

(C) Except where the register of members is closed in accordance with section 632 of the Companies Ordinance, the register and any branch register shall during normal business hours (subject to the Companies Act and such reasonable restrictions as the Board may impose) be open for inspection by a member(s) without charge. Subject to compliance with terms equivalent to section 632 of the Companies Ordinance and the relevant section of the Companies Act, the register including any overseas or local or other branch register of members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed in accordance with section 632 of the Companies Ordinance.

15. Every person whose name is entered as a member in the register shall be entitled without payment to receive within two months after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in ~~Hong Kong~~ the Relevant Territory, HK\$2, and in the case of any other shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.

19. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in ~~Hong Kong~~ the Relevant Territory, HK\$2, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

36. Subject to the Companies Act, all transfers of shares may be effected by transfer in writing in the usual or common form or in such other form as the Board may accept and may be under hand ~~only~~ or by means of mechanically imprinted signatures or such other manner as the Board may from time to time approve.

40. The Board may also decline to recognise any instrument of transfer unless:-
- (i) such sum, if any, (not exceeding, in the case of any share capital listed on a stock exchange in ~~Hong Kong~~ the Relevant Territory, HK\$2, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine has been paid;
 - (ii) the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);
 - (iii) the instrument of transfer is in respect of only one class of share;
 - (iv) the shares concerned are free of any lien in favour of the Company;
 - (v) if applicable, the instrument of transfer is properly stamped; and
 - (vi) where applicable, the permission of the Bermuda Monetary Authority with respect thereto has been obtained.

44. The registration of transfers may be suspended and the register closed, ~~in accordance with the terms equivalent to the relevant section of the Companies Ordinance, and on giving notice by advertisement in an appointed newspaper and in the Newspapers or by announcement or by electronic communication or by any electronic means in such manner as may be accepted by the Designated Stock Exchange,~~ at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The register shall not be closed for more than thirty days in any year.

59. (B) The Company may from time to time by Special Resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Companies Act, any share premium account or other undistributable reserve. ~~*{Note: as amended by Special Resolution passed on 24 December 2009.}*~~

60. The Company shall ~~in~~ for each financial year hold a general meeting as its annual general meeting ~~in addition to any other meeting in that year~~ and shall specify the meeting as such in the notice calling it; and such annual general meeting shall be held within six months after the end of the Company's financial year not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual A general meeting (including an annual general meeting, any adjourned meeting or postponed meeting) or any class thereof shall be held as a physical meeting in the Relevant Territory or elsewhere and at one or more locations as provided in Bye-Law 69A, as a hybrid meeting or as an electronic meeting as may be determined by the Board in its absolute discretion and at such time and place as the Board shall appoint. A meeting of the members or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

62. The Board may, whenever it thinks fit, convene a special general meeting, and one or more shareholders holding, as at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene a special general meeting and add resolutions to the meeting agenda. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring a special general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company—special general meetings shall also be convened on requisition, as provided by the Companies Act, or, in default, may be convened by the requisitionists.

63. An annual general meeting shall be called by notice in writing of a period which is not less than ~~the longer of 21 days and 20 clear business days, any special general meeting called for the passing of a Special Resolution shall be called by notice in writing of a period which is not less than the longer of 21 days and 10 clear business days,~~ and any other special general meeting (including an extraordinary general meeting) shall be called by notice in writing of a period which is not less than the longer of 14 days and 10 clear business days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify (a) the place, the day and the hour of meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Bye-Law 69A, the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, any see fit) or where such details will be made available by the Company prior to the meeting and, in case of special

business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act and if permitted by the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

~~[Note: as amended by Special Resolution passed on 24 December 2009.]~~

The Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal no. 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting.

66. For all purposes the quorum for a general meeting (including attendance by electronic means) shall be two members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.

67. If within ~~fifteen~~ 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place or to such time and (where applicable) such place(s) and in such form and manner referred to in Bye-Law 60 as shall be ~~decided~~ absolutely determined by the chairman of the meeting (or in default, the Board). If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

68A. If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-Laws 67 and 68 above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

69. Subject to Bye-Law 69C, ¶the Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting details set out in Bye-Law 63 shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

69A. (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any members(s) or any proxy attending and participating in such way or any member(s) or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(2) All general meetings are subject to the following and, where appropriate, all references to a "member" or "member(s)" in this sub-paragraph (2) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively:

- (i) where a member(s) is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

- (ii) members present in person or by proxy or (in the case of a member(s) being a corporation) by its duly authorised representative at a Meeting Location and/or members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (iii) where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (iv) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Bye-Laws concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

69B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member(s) who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member(s) so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

69C. If it appears to the chairman of the general meeting that:

- (i) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-Law 69A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (ii) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (iii) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (iv) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Bye-Laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

69D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-Law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

69E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-Law shall be subject to the following:

- (i) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);
- (ii) when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;
- (iii) when a meeting is postponed or changed in accordance with this Bye-Law, subject to and without prejudice to Bye-Law 69, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-Laws not less than 48 hours before the time of the postponed meeting; and

- (iv) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Members.

69F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-Law 69C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

69G. Without prejudice to other provisions in Bye-Laws 69A to 69F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

69H. Without prejudice to Bye-Laws 69A to 69G, and subject to the Statutes and the Listing Rules and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no member(s) necessarily in physical attendance and without any particular Meeting Location being designated. Each member(s) or (in the case of a member(s) being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the Chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.

70. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands ~~by~~ unless voting by way of a poll is required by the applicable rules of any Designated Stock Exchange or a poll is (before or on the declaration of the result of the show of hands and/or of a count of votes received in the form of electronic records) demanded by: *[Note: as amended by Special Resolution passed on 24 December 2009.]*

- (i) the chairman of such meeting; and where the chairman, before or on the declaration of the result on a show of hands, knows from the proxies received by the Company that the result on a show of hands will be different from that on a poll, the chairman must demand a poll;
- (ii) at least 3 members present in person or by proxy or representative duly authorised for the time being entitled to vote at the meeting;

- (iii) any member or members present in person or by proxy or representative duly authorised and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or
- (iv) any member or members present in person or by proxy or representative duly authorised and holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands and/or by a count of votes received in the form of electronic records, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

~~71. Intentionally deleted. [Note: as amended by Special Resolution passed on 24 December 2009.]~~ If a poll is demanded as aforesaid, it shall (subject as provided in Bye-Law 72) be taken in such manner (including the use of ballot or voting papers or tickets or scrutineers or some other means of identification, passcode, electronic voting or otherwise) and at such time, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The chairman of the meeting and the Company shall only be required to disclose the voting figures and the results of the poll if such disclosure is required by in accordance with the Listing Rules. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking hands of the poll, whichever is the earlier.

~~72. Intentionally deleted. [Note: as amended by Special Resolution passed on 24 December 2009.]~~ Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

73. In the case of an equality of votes, whether on a show of hands and/or by a count of votes received in the form of electronic records or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote in addition to any other vote he may have. In the case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive. ~~[Note: as amended by Special Resolution passed on 24 December 2009.]~~

~~74. Intentionally deleted. [Note: as amended by Special Resolution passed on 24 December 2009.]~~ The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

76. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, in respect of every resolution put to the vote of a meeting (whether on a show of hands or by way of poll) at any general meeting may be cast by such means, electronic or otherwise, as the Board or the chairman of the meeting may in its/his sole discretion determine, at any general meeting (a) every member who is, ~~every member~~ present in person or by a duly authorised corporate representative or by proxy shall have the right to speak, (b) on a show of hands, every shareholder present in such manner shall have one vote, and (c) on a poll every member in such manner shall have one vote for each share which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share) registered in his name in the register except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration. A shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way. On a poll a member entitled to more than one vote need not use all his votes or cast his votes in the same way. Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company. *[Note: as amended by Special Resolution passed on 24 December 2009.]*

77. Any person entitled under Bye-Law 46 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

79. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, by poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Bye-Laws for the deposit of instruments of proxy or, if no place is specified, at the Registration Office. ~~[Note: as amended by Special Resolution passed on 24 December 2009.]~~

80. (B) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or postponed meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.

81. Any member of the Company (including a clearing house) entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy or representative (if such member is a corporation) to attend and vote instead of him. On a poll votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion. ~~[Note: as amended in Bye Law 182(iii).]~~

82. The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.

83. (A) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-Laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes.

The Company may also impose any conditions on the transmission of and its receipt of such electronic communication including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-Law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-Law or if no electronic address is so designated by the Company for the receipt of such document or information.

(B) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or an adjourned-postponed meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. *[Note: as amended by Special Resolution passed on 24 December 2009.]*

85. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a member for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Bye-Laws has not been received in accordance with the requirements of these Bye-Laws. Subject to the aforesaid, if the proxy appointment and any of the information required under these Bye-Laws is not received in the manner set out in these Bye-Laws, the appointee shall not be entitled to vote in respect of the shares in question. *[Note: as amended by Special Resolution passed on 24 December 2009.]*

86. A vote given in accordance with the terms of an instrument of proxy or power of attorney or by duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 83, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.

87. (A) Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its corporate representative or corporate representatives, to the extent permitted by the Companies Act, to attend and vote at any meeting of the Company or of any class of shareholders of the Company provided that, if more than one person is so authorised, the authority shall specify the number and class of shares held by the relevant shareholder in respect of which each such person is authorised to act as such corporate representative. A person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual shareholder of the Company, save and except at any meeting on a show of hands the corporate representative or corporate representatives shall not have the right to vote individually but only one corporate representative may vote on a show of hands. References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one or more proxies. Nothing contained in this Bye-Law 87(A) shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it pursuant to Bye-Law 81. ~~[Note: as amended by Special Resolution passed on 29 December 2006.]~~

(B) If a ~~C~~clearing House or its nominees is a member of the Company, it may appoint proxies or authorise such person or persons as it thinks fit to act as its corporate representative or representatives or proxy or proxies, who enjoy rights equivalent to the rights of other members, to the extent permitted by the Companies Act, ~~at~~to attend any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised shall be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominees) which he represents in respect of the number and class or shares specified in the relevant authorisation including the right to speak and vote individually on a show of hands or by poll as that clearing house (or its nominees) could exercise if it were an individual shareholder. ~~[Note: as amended by Special Resolution passed on 24 December 2009.]~~

91. A Director may at any time, by notice in writing signed by him delivered to the Registered Office of the Company or at the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director such appointment unless previously approved by the Board shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director. ~~/Note: as amended in Bye-Law 182(iv)./~~

92. A Director or an alternate Director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and of any class of members of the Company. ~~/Note: as amended in Bye-Law 182(v)./~~

97. (A) A Director shall vacate his office:-

- (i) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;
- (ii) if he becomes a lunatic or of unsound mind;
- (iii) if he absents himself from the meetings of the Board during a continuous period of six months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office;
- (iv) if he becomes prohibited by law from acting as a Director;
- (v) if by notice in writing delivered to the Company at its Registered Office or at the Head Office he resigns his office;
- (vi) if he shall be removed from office by an Ordinary Resolution of the Company under Bye-law 104. ~~/Note: as amended by Special Resolution passed on 24 December 2009./~~

98. (E) Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) ~~and except (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director together with any of his associates owns 5 per cent. or more.~~

(H) Save as otherwise provided by these Bye-Laws, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his close associates is/are ~~to his knowledge~~ materially interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any of the following matters namely:-

(i) the giving of any security or indemnity either:

~~(i)(a) any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or~~

~~(ii)(b) any contract or arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guaranteed or secured in whole or in part indemnity or by the giving of security;~~

~~(iii) any contract or arrangement by the Director to subscribe for shares or debentures or other securities of the Company to be issued pursuant to any offer or invitation to the members or debenture holders or to the public which does not provide the Director any privilege not accorded to any other members or debenture holders or to the public;~~

~~(iv)(ii) any contract or arrangement proposal concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;~~

~~(v)(iii) any contract or arrangement in which the Director is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his interest in shares or debentures or other securities of the Company; any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:~~

~~(a) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associate(s) may benefit; or~~

- ~~(vi) any contract or arrangement concerning any other company in which the Director is interested directly or indirectly whether as an officer or a shareholder other than a company in which the Director together with any of his associates own five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company;~~
- ~~(vii)(b) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his close associate(s) and employee(s) of the Company or of any of its subsidiaries and does not give provide in respect of any the Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to whom which such scheme or fund relates; and~~
- ~~(viii)(iv) any proposal concerning the adoption, modification or operation of any share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director may benefit. any contract or arrangement in which the Director or any of his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.~~

~~(I) A company shall be deemed to be a company in which a Director together with any of his associates owns 5 per cent. or more if and so long as (but only if and so long as) he together with his associates is (either directly or indirectly) the holder of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to members of the company. For the purpose of this paragraph there shall be disregarded any shares held by a Director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director's interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder.~~

~~(J) Where a company in which a Director together with any of his associates holds 5 per cent. or more is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.~~

~~(K)(l) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) or his close associate(s) or to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from~~

voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director or his close associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his close associate(s) concerned as known to such Director or his close associate(s) has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

99. (A) At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. *[Note: as amended in Bye Law 182(vi) by Special Resolution passed on 29 December 2006.]*

102. (B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the members in general meeting. Any Director so appointed shall hold office only until the ~~next following~~ first annual general meeting of the Company after this appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

104. The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his ~~period~~ term of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. *[Note: as amended by Special Resolution passed on 29 December 2006.]*

119. The Board shall from time to time elect or otherwise appoint a Director to be Chairman and another Director to be the Deputy Chairman or a President Vice-Presidents) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman be elected or appointed, or if at any meeting the Chairman or Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such

meeting. All the provisions of Bye-Laws 112, 113 and 114 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-Law. ~~[Note: as amended by Special Resolution passed on 22 June 1993.]~~

120. The Board may meet together for the despatch of business, adjourn or postpone and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Bye-Law an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. Any Director may participate in a meeting of the Board or any Committee of the Board by means of a conference telephone or electronic facilities or similar communications equipment by means of which all persons participating in the meeting are capable of ~~hearing~~ communicating with each other.

121. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that notice of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively.

129. A resolution in writing signed by all the Directors except such as are absent from the territory in which the Head Office is for the time being situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as such a resolution shall be signed by at least two Directors or their alternate and provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Bye-Law; and a certificate in writing signed by a Director or the Secretary on such notification of consent shall be conclusive evidence thereof. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.

162. (A) The Board shall from time to time cause to be prepared and laid before the Company at its annual general meeting (save and except for 1999) such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes. *[Note: as amended by Special Resolution passed on 23 November 1999.]*

163. (B) The ~~Company members~~ shall at each annual general meeting by Ordinary Resolution appoint one or more auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditor or Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Directors, officer or employee shall not be capable of being appointed Auditor of the Company. Subject to compliance with the Listing Rules, The the Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditor or Auditors shall be fixed by or on the authority of the Company members in the annual general meeting by Ordinary Resolution, by other body that is independent of the Board or, unless otherwise prohibited under the Listing Rules, except that in any particular year the Company in general meeting may delegate the fixing of such remuneration in such manner as specified in the members' Ordinary Resolution, and, subject to compliance with the Listing Rules, to the Board and the remuneration of any Auditor appointed to fill any casual vacancy may be fixed by the Directors.

(C) The members may, at any general meeting convened and held in accordance with these Bye-Laws, remove the Auditors by resolution passed by at least two-thirds of the votes cast by such members as, being entitled so to do, vote in person or, by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new Auditors in their place for the remainder of the term.

167. (A) Any notice or other document (including any corporate communication within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-Laws from the Company to a member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such notice and document may be given or issued by the following means:

- (i) by serveding or delivereding by the Company on or to any member either personally ~~or~~;
- (ii) by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose ~~or~~;

- (iii) as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member ~~or~~;
- (iv) ~~may also be served by~~ publishing an advertisement published in the newspapers or other publication and where applicable, in accordance with the requirements of the stock exchange in the Relevant Territory;
- (v) by placing it on the Company's website and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"); or
- (vi) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-Law 167(E), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person.

(B) The notice of availability may be given to the member by any of the means set out above other than by posting it on a website.

(C) In case of joint holders of a share, all notices shall be given to that holder for the time being one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient notice to all the joint holders.

(D) Any person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.

(E) Every member(s) or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-Laws may register with the Company an electronic address to which notices can be served upon him.

(F) Notwithstanding the foregoing, the Company may deem consent on the part of a member to a corporate communication being made available to him on the Company's website if such deemed consent is permitted by the ~~rules of the Designated Stock Exchange Listing Rules~~ and the Company complies with any procedure that the Designated Stock Exchange may require. ~~[Note: as amended by Special Resolution passed on 24 December 2009.]~~

169. Any notice or other document:-

- (i) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into a post office situated within the Relevant Territory and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the written notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A written notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member;

- (ii) if served by advertisement, shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates);
- (iii) if served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant dispatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, dispatch or transmission shall be conclusive evidence thereof; and
- (iv) may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.

[Note: as amended by Special Resolution passed on 24 December 2009.]

170. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address (including electronic address), if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

172. Any notice or document delivered or sent by post to, sent by electronic communication to, or left at the registered address of, any members in pursuance of these presents, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares. Sufficient service is also deemed given by the Company to a member if a notice is placed on the Company's website. *[Note: as amended by Special Resolution passed on 24 December 2009.]*

173. The signature to any notice to be given by the Company may be written, printed or made electronically. *[Note: as amended by Special Resolution passed on 24 December 2009.]*

182. ~~Intentionally deleted. The following provisions, or any of them, shall have effect at any time and from time to time that they are not prohibited by or inconsistent with any provision of the Statutes:~~

~~(i) Bye Law 6 (C) shall read as follows:-~~

~~“(C) Subject to the Statutes:-~~

~~(i) the Company may in accordance with any scheme for the time being in force and approved by the members in general meeting provide directly or indirectly money or other financial assistance for the purpose of or in connection with the purchase of, or subscription for, fully or partly paid shares in the Company or any holding company of the Company, being a purchase of or subscription for shares by a trustee of or to be held by or for the benefit of employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company including any director holding a salaried employment or office with or in any such company and so that the residual beneficiary of any such trust may be or include a charitable object; and~~

- ~~(ii) the Company may give financial assistance on such terms as the Directors think fit to directors and bona fide employees of the Company, any of its subsidiaries, any holding company of the Company and/or any subsidiary of any such holding company in order that they may buy shares (fully or partly paid) in the Company or any holding company of the Company and such terms may include a reference that, when a director ceases to be a director of, or an employee ceases to be employed by, the Company or such other company, shares bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Directors think fit.”~~
- (ii) ~~Bye Law 76 shall be read as if the words “the holder of such proxy being himself a member” were omitted therefrom.~~
- (iii) ~~Bye Law 81 shall be read as if the following were the third sentence thereof:-~~
~~“A proxy need not be a member of the Company.”~~
- (iv) ~~Bye Law 91 shall be read as follows:-~~
~~“91. A Director may at any time, by notice in writing signed by him delivered to the Registered Office of the Company or at the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director such appointment unless previously approved by the Board shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director.”~~
- (v) ~~Bye Law 92 shall be read as follows:-~~
~~“92. A Director or an alternate Director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and of any class of members of the Company.”~~

(vi) Bye Law 99 (A) shall be read as follows:-

~~“99. (A) At each annual general meeting one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re election.”~~
~~[Note: as amended by Special Resolution passed on 29 December 2006.]~~

(vii) Bye Law 87 (B) shall be read as follows:-

~~“87. (B) If a Clearing House or its nominees is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative or representatives or proxy or proxies, to the extent permitted by the Companies Act, at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised shall be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominees) which he represents in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually by poll as that clearing house (or its nominees) could exercise if it were an individual shareholder.”~~ [Note: as amended by Special Resolution passed on 24 December 2009.]

(viii) ~~The following shall constitute Bye Law 183, 184 and 185 (in so far as not prohibited or inconsistent with any provision of the Statutes):-~~

Heading

FINANCIAL YEAR END

188. The financial year of the Company shall end on 31 December each year and shall begin on 1 January each year.



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 Soho 1, 6th Floor, Ibis Hong Kong Central & Sheung Wan, No.28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday, 30 May 2023 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and independent auditor for the year ended 31 December 2022.
2.
 - (a) To re-elect Mr. Lu Jianzhong as Executive Director.
 - (b) To re-elect Mr. Tse Yung Hoi as Independent Non-executive Director.
 - (c) To re-elect Mr. Huang Dahai as Executive Director.
 - (d) To re-elect Mr. Sun Liming as Executive Director.
 - (e) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint Mazars CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration.
4. To consider as special business 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 to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchase 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 of the Company that may be repurchase under

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the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

(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 of the Company in general meeting.”

5. To consider as special business 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 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 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 of the Company 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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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 of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company 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 of the Company 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 as special business 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 of the Company 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 of the Company to be repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

“THAT

- (a) the proposed amendments to the existing bye-laws of the Company (the “Existing Bye-Laws”) set out in Appendix III to the circular of the Company dated 28 April 2023 of which this notice forms part be and are hereby approved and the amended and restated bye-laws of the Company (the “Amended and Restated Bye-Laws”) which consolidate all the aforesaid amendments (in the form produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification) be and are hereby adopted in substitution for, and to the exclusion of, the Existing Bye-Laws with immediate effect; and
- (b) any one director and/or the company secretary of the Company be and is hereby authorised severally to do all things necessary or expedient to give effect to the proposed amendments to the Existing Bye-Laws and to implement the adoption of the Amended and Restated Bye-Laws, including without limitation, attending to the necessary filings in accordance with the relevant requirements of the applicable laws, rules and regulations in Bermuda and Hong Kong.”

By Order of the Board
DTXS Silk Road Investment Holdings Company Limited
Lu Jianzhong
Executive Director and Chairman

Hong Kong, 28 April 2023

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 need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares of the Company in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder of the Company presents in person or by proxy shall be entitled to one vote for each share of the Company held by him.
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 (the “Listing Rules”) and the bye-laws of the Company. The results of the poll will be published on the websites of the Company (www.dtxs.com) and Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) in accordance with the Listing Rules.

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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 notarially 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 3:00 p.m. on Sunday, 28 May 2023, 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 determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on Tuesday, 23 May 2023.
5. 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 year ended 31 December 2022.

As at the date of the Notice, the Board comprises five Executive Directors, namely Mr. Lu Jianzhong (Chairman), Mr. Yang Xingwen, Mr. Huang Dahai, Mr. Wong Kwok Tung Gordon Allan (Co-Chief Executive Officer) and Mr. Sun Liming (Co-Chief Executive Officer); and three Independent Non-executive Directors, namely Mr. Tsang Yok Sing, Jasper, Mr. Tse Yung Hoi and Mr. Kwok Chi Shing.