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**DTXS Silk Road Investment Holdings Company Limited**

**大唐西市絲路投資控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 620)**

**PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME**

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The 2012 Share Option Scheme adopted by the Company on 6 December 2012 has expired on 5 December 2022, the tenth anniversary of its adoption. No further options can be offered or granted upon the expiration of the 2012 Share Option Scheme. As at the date of this announcement, there are in aggregate 10,000,000 outstanding shares options under the 2012 Share Option Scheme, which shall continue to be valid and exercisable during the prescribed exercise period in accordance with the 2012 Share Option Scheme.

In view of the expiration of the 2012 Share Option Scheme, the Board proposes to adopt the New Share Option Scheme in accordance with Chapter 17 of the Listing Rules to provide incentives or rewards to the Participants for their contribution or potential contribution to the growth and development of the Group.

**GENERAL**

Further details of the New Share Option Scheme will be set out in the circular to be despatched to the Shareholders in due course.

Application will be made to the Stock Exchange for approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Option which may be granted under the New Share Option Scheme.

The proposed adoption of the New Share Option Scheme is subject to the approval of the Shareholders by way of an ordinary resolution at the SGM.

A circular containing, among other things, details of the New Share Option Scheme (including the principal terms of the New Share Option Scheme) and the notice of the SGM, will be disseminated to the Shareholders in accordance with the requirements of the Listing Rules in due course.

**As at the date of this announcement, the New Share Option Scheme is subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

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The key terms of the New Share Option Scheme are set out below.

### **Purpose**

The purpose of the New Share Option Scheme is to provide incentive to or reward Participants for their contribution to, and continuing efforts to promote the interests of, the Group and for such other purposes as the Board may approve from time to time. The basis of eligibility of any of the Participants to the grant of Options shall be determined by the Board from time to time on the basis of the Board's opinion as to his contribution or potential contribution to the development and growth of the Group.

### **Duration**

Subject to the termination provisions in the New Share Option Scheme, the New Share Option Scheme shall be valid and effective until close of business on the date which falls ten (10) years after the Adoption Date, after which period no further Options shall be granted but the provisions of the New Share Option Scheme shall in all other respects remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme and Options granted prior thereto but not yet exercised shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

## **Participants**

The Board may at its discretion grant Options to the Participant(s), being any directors and employees of the Group (including persons who are granted Options under the New Share Option Scheme as an inducement to enter into employment contracts with the Group) who, in the sole opinion of the Board, will contribute or have contributed to the Group.

In assessing the eligibility of the Participant(s), the Board will consider all relevant factors as appropriate, including, among others: (a) his/her skills, knowledge, experience, expertise and other relevant personal qualities; (b) his/her performance, time commitment, responsibilities or employment conditions and the prevailing market practice and industry standard; (c) his/her contribution made or expected to be made to the growth of the Group and the positive impacts which he/she may bring to the Group's business and development; (d) his/her educational and professional qualifications, and knowledge in the industry; and (e) the incentivization effect of granting Options to him/her as a motivation to continue to contribute towards the betterment of the Group.

## **Restrictions on granting Options**

No Offer shall be made after an inside information (as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) event has occurred or an inside information matter has been the subject of a decision or inside information has come to the Company's knowledge, until (and including) the trading day after such inside information has been published. In particular, during the period commencing 30 days immediately preceding the earlier of (i) the date of the meeting of the Board (as such date is first notified by the Company to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of actual publication of the results announcement, no Option may be granted. The period during which no Option may be granted will cover any period of delay in the publication of results announcement. An Offer may not be made to a Participant who is subject to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "**Model Code**") during the periods or times in which such Participant is prohibited from dealing in the Shares pursuant to the Model Code, or any corresponding code or securities dealing restrictions adopted by the Company.

### **Subscription price**

The subscription price in respect of any Option shall be a price determined by the Board (subject to any necessary consent or approval being obtained) and notified to a Participant and shall be at least the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the Options, which must be a Business Day; and
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of grant of the Options;

provided that in the event of fractional prices, the subscription price per Share shall be rounded upwards to the nearest whole cent.

### **Scheme mandate limit**

At the time of adoption by the Company of the New Share Option Scheme or any new share option scheme or share award scheme (the "**New Scheme(s)**"), the aggregate number of Shares which may be issued upon exercise of all Options or option(s) or share award(s) to be granted under the New Share Option Scheme, the New Schemes and all schemes existing at such time of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at relevant adoption date.

### **Maximum entitlement of each Participant**

No Option shall be granted to any Participant if, at the relevant time of grant, the number of Shares issued and to be issued upon exercise of all Options or options or share awards (granted and proposed to be granted, whether exercised, cancelled or outstanding) to the relevant Participant in the 12-month period up to and including the Offer Date of the relevant Option would exceed 1% of the total number of Shares in issue at such time, unless such grant has been duly approved by the independent Shareholders in general meeting.

Where an Option is to be granted to a substantial shareholder or an independent non-executive Director (or any of their respective associates), and the grant will result in the number and value of the number of Shares issued and to be issued upon exercise of all Options or options or share awards (granted and proposed to be granted, whether exercised, cancelled or outstanding) to the relevant Participant in the 12-month period up to and including the Offer Date of the relevant Option exceeding 0.1% of the total number of Shares in issue at the relevant time of grant (excluding any awards lapsed in accordance with the terms of the New Share Option Scheme), such grant shall not be valid unless approved by the independent Shareholders in general meeting.

### **Grant of Options to connected persons**

Where an Option is to be granted to any director, chief executive or any substantial shareholder of the Company or any of their respective associates, the grant shall not be valid unless it has been approved by the independent non-executive Directors, excluding any independent non-executive Director who is also a proposed grantee of the Option.

### **Time of exercise of options**

An Option may be exercised during a period to be determined and notified by the Board to the grantee during which the Option may be exercised, which period shall commence on the Commencement Date and expire in any event not later than the last day of the 10 year period after the Commencement Date (subject to the provisions for early termination).

### **Vesting period**

A grantee is required to hold an Option for not less than twelve (12) months from the Commencement Date before it can be exercised. A vesting period shorter than 12 months may be granted to the Participants at the discretion of the Board (or the remuneration committee of the Company where the arrangements relate to grants of Options to the directors and/or senior management of the Company) in any of the following specific circumstances: (i) grants of “make-whole” Options to Participants who newly joined the Group to replace the share awards or options they forfeited when leaving the previous employers; (ii) grants of Options with specific and objective performance-based vesting conditions in lieu of most time-based vesting criteria; (iii) grants that are made in batches during a year for administrative or compliance reasons, which may include Options that should have been granted earlier but had to wait for a subsequent batch, in such cases, the vesting date may be adjusted to take account of the time from which the Options would have been granted if not for such administrative or compliance requirements; and (iv) grants of Options with a mixed or accelerated vesting schedule such that the Options may vest evenly over a period of 12 months.

### **Rights attached to Options**

The Shares to be allotted upon the exercise of an Option shall not carry voting rights or any right of a shareholder in respect of Shares until completion of the registration of the grantee (or such other person nominated by the Grantee) as the holder thereof.

### **Alteration**

The New Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (a) any alteration to the provisions of the New Share Option Scheme which are of a material nature; and

- (b) any alteration to the provisions of the New Share Option Scheme relating to the matters governed by Rule 17.03 of the Listing Rules to the advantage of the grantees;

must be approved by a resolution of the Shareholders in general meeting.

Any change to the terms of the Options granted to a Participant must be approved by the Board, the remuneration committee of the Company, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Options was approved by the Board, the remuneration committee of the Company, the independent non-executive Directors and/or the Shareholders (as the case may be), unless the alterations take effect automatically under the existing terms of the New Share Option Scheme.

Any change to the authority of the Board in relation to any alterations to the terms of the New Share Option Scheme must be approved by the Shareholders in general meeting.

The amended terms of the New Share Option Scheme or the Options must comply with Chapter 17 of the Listing Rules.

### **Termination**

The Company, by resolution in general meeting, or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Option will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect and Options granted prior to such termination shall either continue to be valid and exercisable or any Options exercised but remain outstanding prior thereto or otherwise as may be required in accordance with the New Share Option Scheme.

### **CONDITIONS**

The proposed adoption of the New Share Option Scheme is subject to:

- (a) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, any Shares which may fall to be allotted and issued pursuant to the exercise of any such Options; and
- (b) the passing of the resolution(s) by the Shareholders at the SGM to (1) approve and adopt the New Share Option Scheme; (2) authorising the Board to grant Options under the New Share Option Scheme; and (3) authorising the Board to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the New Share Option Scheme.

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## DEFINITIONS

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

“2012 Share Option Scheme”	the share option scheme adopted by the Company on 6 December 2012
“Adoption Date”	the date upon which the New Share Option Scheme is conditionally adopted by resolutions passed by the Shareholders at the SGM
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Director(s)
“Business Day”	any day on which securities are traded on the Stock Exchange
“Company”	DTXS Silk Road Investment Holdings Company Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 620)



“Commencement Date”	in respect of any particular Option, the date on which the Option is accepted in accordance with the terms of the New Share Option Scheme
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the share option scheme proposed for adoption by the Company at the SGM, in its present or any amended form
“Offer”	means an offer of the grant of an Option
“Offer Date”	the date on which an Offer is made to a Participant, which must be a Business Day
“Option(s)”	option(s) to subscribe for Shares granted pursuant to the New Share Option Scheme
“Participant(s)”	any directors and employees of the Group (including persons who are granted Options under the New Share Option Scheme as an inducement to enter into employment contracts with the Group) who, in the sole opinion of the Board, will contribute or have contributed to the Group
“SGM”	the special general meeting of the Company to be convened and held by the Company for the Shareholders to consider, and if thought fit, approve, amongst others, the proposed adoption of the New Share Option Scheme
“Shares”	share(s) of HK\$0.50 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



“subsidiary”	a subsidiary (within the meaning of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) of the Company for the time being
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

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

Hong Kong, 29 September 2025

*As at the date of this announcement, the board of Directors of the Company 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. Lin Xiaoling; and three Independent Non-executive Directors, namely Mr. Choi Victor Wang Tao, Ms. Hau Amy Wing Gee and Mr. Dai Zhijie.*