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

**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 licensed securities dealer or registered institution 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(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



大唐西市
DA TANG XI SHI

# DTXS Silk Road Investment Holdings Company Limited
# 大唐西市絲路投資控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 620)**

# PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME AND NOTICE OF SPECIAL GENERAL MEETING

Capitalised terms used in this cover shall have the same meaning as those defined in the circular, unless the context requires otherwise.

A notice convening the SGM 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 Friday, 5 December 2025 at 10:00 a.m., is set out on pages 23 to 25 of this circular. A form of proxy for use at the SGM is also enclosed with this circular. Such form of proxy is also published on the websites of the Company at www.dtxs.com and the Stock Exchange at www.hkexnews.hk.

Whether or not you are able to attend the SGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

18 November 2025

# CONTENTS

*In this circular, unless the context otherwise requires, the following expressions 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 |
| "Auditors" | the auditors of the Company for the time being |
| "Board" | the board of Director(s) |
| "Business Day" | any day on which securities are traded on the Stock Exchange |
| "chief executive" | has the meaning ascribed to it under the Listing Rules |
| "close associate(s)" | has the meaning ascribed to it under the Listing Rules |
| "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) |
| "Connected Person(s)" | has the meaning ascribed to it under the Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "Grantee" | any Participant who accepts an Offer in accordance with the terms of the New Share Option Scheme or (where the context so permits) his personal representative(s) |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollar, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |
| "Latest Practicable Date" | 13 November 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |

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|---|---|
| "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" | 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 |
| "Option Period" | 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 Offer Date and expire in any event not later than the last day of the 10 year period after the Offer Date (subject to the provisions for early termination contained in 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 |
| "Remuneration Committee" | the remuneration committee of the Company |
| "SGM" | the special general meeting 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 |
| "Subscription Price" | the price at which each Share subject to an Option may be subscribed for on the exercise of that Option |

| | |
|---|---|
| "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 |
| "Termination Date" | close of business of the Company on the date which falls ten (10) years after the Adoption Date |
| "%" | per cent. |

大唐西市
DA TANG XI SHI

# DTXS Silk Road Investment Holdings Company Limited
# 大 唐 西 市 絲 路 投 資 控 股 有 限 公 司

*(Incorporated in Bermuda with limited liability)*
**(Stock Code: 620)**

*Executive Directors:*
Mr. Lu Jianzhong *(Chairman)*
Mr. Yang Xingwen
Mr. Huang Dahai
Mr. Wong Kwok Tung Gordon Allan
*(Co-Chief Executive Officer)*
Mr. Lin Xiaoling

*Independent non-executive Directors:*
Mr. Choi Victor Wang Tao
Ms. Hau Amy Wing Gee
Mr. Dai Zhijie

*Registered office:*
Crawford House
4th Floor
50 Cedar Avenue
Hamilton HM11 Bermuda

*Head office and principal place of business in Hong Kong:*
Room 2507
25/F Bank of America Tower
12 Harcourt Road
Central, Hong Kong

18 November 2025

*To the Shareholders*

Dear Sir or Madam,

## PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME AND NOTICE OF SPECIAL GENERAL MEETING

### 1. INTRODUCTION

Reference is made to the announcement of the Company dated 29 September 2025 in relation to the proposed adoption of the New Share Option Scheme.

The purpose of this circular is to provide you with information on the resolutions regarding the proposed adoption of the New Share Option Scheme to be proposed at the SGM and to set out the notice of the SGM.

## 2. PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME

The 2012 Share Option Scheme adopted by the Company on 6 December 2012 has expired on 5 December 2022, the 10th anniversary of its adoption. No further options can be offered or granted upon the expiration of the 2012 Share Option Scheme. As at the Latest Practicable Date, there were in aggregate 10,000,000 outstanding shares options granted 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.

The purposes of the New Share Option Scheme are to (i) recognize and reward the contributions that the Participants have made to the Group; (ii) provide incentive to or reward Participants for their contribution to, and continuing efforts to, work towards the growth and development of, and promote the interests of, the Group; and (iii) attract and retain talents to promote the sustainable development of the Group.

The Directors are of the view that the adoption of the New Share Option Scheme aligns with the market practice of providing incentives to employees to work towards enhancing the enterprise value and achieving the long-term objectives for the benefit of the Group as a whole.

The Board may determine the Participants' eligibility in its sole discretion by considering all relevant factors as appropriate before granting Options to them (as described in paragraph 4 (*participants and basis of determining their eligibility*) in the Appendix to this circular).

Independent non-executive Directors are included as Participants who are entitled to potential grant of Options by the Company. Having considered that (i) equity-based remuneration continues to be an important means of ensuring alignment between the interests of Shareholders and all Board members, including the independent non-executive Directors; (ii) it is common to include independent non-executive Directors as eligible persons of share option schemes among public companies in Hong Kong; and (iii) independent non-executive Directors may provide crucial contributions to the Group's development and business in providing valuable insight and advices to the Company with their deep industry knowledge and professional background, as well as their vital role in maintaining a sound corporate governance framework and supervising the internal control system within the Group, the Board believes the retention of the flexibility to grant Options to the independent non-executive Directors in addition to cash-based incentives will allow the Company to keep its remuneration package competitive in order to attract and retain candidates of high calibre.

As at the Latest Practicable Date, the Company has not formulated any concrete plan or intention to grant any Option to the independent non-executive Directors under the New Share Option Scheme.

The Company is of the view that the independence and impartiality of the independent non-executive Directors will not be impaired by any potential grant of Options under the New Share Option Scheme for the following reasons:

(i) the independent non-executive Directors will be required to comply with the independence requirement under Rule 3.13 of the Listing Rules on a continuing basis;

(ii) approval by independent Shareholders will be required if any Option is to be granted to independent non-executive Directors or any of their respective associates which would result in the total number of Shares issued and to be issued upon exercise of all the Options granted and to be granted to such person in the period of 12 months up to and including the date of the grant representing in aggregate over 0.1% of the Shares in issue; and

(iii) the Board will bear in mind recommended best practice E.1.9 of the corporate governance code set out in Appendix C1 to the Listing Rules which recommends that issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive directors when considering any future grants of Options to the independent non-executive Directors. The Company will generally only grant Options (if any) with no performance-related elements and only as an alternative to cash-based remuneration where necessary.

The New Share Option Scheme does not prescribe specific performance targets that must be met before an Option can be exercised by a Grantee. It is however provided in the New Share Option Scheme that the Board may in its absolute discretion specify performance criteria or condition which must be satisfied by the Participant and/or the Company and/or its subsidiaries, before an Option may be exercised.

The Board considers that it is not practicable to expressly set out a fixed set of performance targets in the New Share Option Scheme, as each Participant will play different roles and contribute in different ways to the Group, and there may be different considerations or criteria applicable to each Participant. The Directors consider that it is beneficial to the Company to retain the flexibility in determining when and to what extent such performance targets are appropriate in each case.

The New Share Option Scheme provides a set of generic guidelines and factors that the Company may consider upon granting Options. If performance targets are imposed on a Participant upon the grant of Options, the Board will have regard to the purposes of the New Share Option Scheme in assessing such performance targets with reference to factors including but not limited to, as and when appropriate, sales performance (e.g. revenue), operating performance (e.g. operation efficiency in terms of cost control), financial performance (e.g. profits, cash flow, earnings, market capitalization, return on equity) of the Group, individual overall performance indicators (e.g. strategic driving abilities, talent development capabilities, inter-departmental cooperation and team work capabilities), corporate sustainability parameters (e.g. timeliness and accuracy in handling customer feedback, adherence to corporate culture) and discipline and responsibility (e.g. punctuality, integrity, honesty or compliance with internal business procedures), the satisfaction of which shall be assessed and determined by the Board at its sole discretion.

The finance and human resources departments will propose the performance targets (if any) of each Grantee to the Board or the Remuneration Committee (as the case may be) for consideration, who will then assess the reasonableness and appropriateness and confirm such performance targets. In relation to the Options granted to the Directors and senior management of the Company, the performance targets, or the absence of such, shall be further subject to the approval of the Remuneration Committee and any other requirements under the Listing Rules. The Group will utilize its internal assessment system to appraise and evaluate the performance targets applicable to each grant of Options on a case-by-case basis. The Company will consider the past contributions of a Participant with reference to the factors set out above and form an internal assessment as regards the future value that such Participant may bring to the growth and development of the Group. The assessment involves the consideration and appraisal of the Participant's expected contribution with reference to such Participant's nature of duties (e.g. whether in a sale role, management role or a support role), position within the Group (e.g. whether overall Group level targets or specific performance indicators should be adopted) and other features including geographical location, corporate culture and business strategy focus. Specific weightings will be given to the factors above in order to provide a fair and objective appraisal of the Participants before the grant of Options, such that the grants will be on a fair and reasonable basis and in the interest of the Company and its Shareholders as a whole.

The Options granted will lapse upon the date on which the Grantee ceases to be a Participant by reason of such Grantee's resignation from the employment of the Company or any of its subsidiaries or the termination of his or her employment or contract on any one or more of the grounds that he or she has been guilty of serious misconduct, his or her wilful disobedience or non-compliance with the terms of his or her employment, service agency, consultancy, engagement contract or lawful orders or instructions given by any member of the Group, has been liable for a material misstatement in the Company's financial statements, has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his/her creditors generally, has been charged, convicted or held liable for any offence under the relevant securities laws in Hong Kong or any other applicable laws or regulations from time to time, has been convicted of any criminal offence involving his or her integrity or honesty, or in relation to an employee of the Group (if so determined by the Board) or any other ground on which an employee would be entitled to terminate his employment summarily at common law or pursuant to any applicable laws or under the Grantee's service contract with the Group.

The vesting period for the Options under the New Share Option Scheme shall be not less than twelve (12) months from the Offer Date before they can be exercised. To ensure the practicability in fully attaining the purposes of the New Share Option Scheme, the Board is of the view that there are certain circumstances where the strict requirement of a twelve (12) months vesting period may not be practical or fair to the Participants. A vesting period shorter than 12 months may be granted to the Participants at the discretion of the Board (or the Remuneration Committee 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. The Board is of the view that the shorter vesting period applicable to the circumstance as set out above is in line with the market practice and is appropriate and aligns with the purposes of the New Share Option Scheme.

The Subscription Price, being the price at which each Share subject to an Option may be subscribed for on the exercise of that 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.

The Directors believe that these provisions, as well as such other terms as may be determined by the Board, will serve to protect the value of the Company as well as to achieve the purposes of the New Share Option Scheme.

The New Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the New Share Option Scheme or its interpretation or effect shall be final and binding on all parties.

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 Options; and

(b) the passing of the resolutions by the Shareholders at the SGM to (1) approve and adopt the New Share Option Scheme; (2) authorise the Board to grant Options under the New Share Option Scheme; and (3) authorise the Board to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the New Share Option Scheme.

Subject to Shareholders' approval with respect to the adoption of the New Share Option Scheme at the SGM, the total number of Shares which may be issued in respect of all Options, options and awards to be granted under the New Share Option Scheme and any other share schemes of the Company must not in aggregate exceed 10% of the total issued share capital of the Company (i.e. 80,102,523 Shares) as at the Adoption Date unless the Company obtains a fresh approval from Shareholders to renew the 10% limit.

As at the Latest Practicable date, the Company had no other share scheme (as defined under Chapter 17 of the Listing Rules) in place. As at the Latest Practicable Date, it is envisaged that Options may be granted to certain Participants (who shall be Directors and employees of the Group) in the next 12 months under the New Share Option Scheme as incentives to contribute to the operational growth and business development of the Group. However, the Board had not identified any specific grantee or made any immediate plan for grants of Options as at the Latest Practicable Date.

The New Share Option Scheme does not have a trustee and hence none of the Directors is and will be a trustee of the New Share Option Scheme.

As at the Latest Practicable Date, the Company has no intension to use treasury shares to satisfy grants of Options under the New Share Option Scheme. The Company may consider using treasury shares for the New Share Option Scheme in the future to the extent permitted by the Listing Rules, all applicable laws and regulations and the bye-laws of the Company.

Application will be made to the Listing Committee of the Stock Exchange for approval of the listing of, and permission to deal in, the Shares representing a maximum of 10% of the Company's issued share capital as at the Adoption Date, which may fall to be issued pursuant to the exercise of the Options to be granted under the New Share Option Scheme. As at the Latest Practicable Date, there were 801,025,230 Shares in issue. Assuming that no further Shares will be allotted, issued or repurchased prior to the SGM, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme is 80,102,523, representing 10% of the total number of Shares in issue as at the Adoption Date.

A summary of the principal terms of the New Share Option Scheme which is proposed to be approved and adopted by the Company at the SGM is set out in the Appendix to this circular. A copy of the New Share Option Scheme will be published on the Company's website at www.dtxs.com and the website of the Stock Exchange at www.hkexnews.hk for display for a period of not less than 14 days from the date of this circular.

As at the Latest Practicable Date, no Shareholder had a material interest in the adoption of the New Share Option Scheme. As such, no Shareholder is required to abstain from voting on the resolutions in relation thereto at the SGM.

**3. SGM**

A notice convening the SGM 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 Friday, 5 December 2025 at 10:00 a.m. is set out on pages 23 to 25 of this circular.

At the SGM, ordinary resolutions will be proposed for the Shareholders to consider, and if thought fit, approve the adoption of the New Share Option Scheme.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the SGM to approve the adoption of the New Share Option Scheme.

Whether or not you are able to attend the SGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the SGM must be taken by poll. The chairman of the SGM will therefor demand a poll for every resolution to be passed at the SGM pursuant to the bye-laws of the Company. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The register of members of the Company will be closed from Tuesday, 2 December 2025 to Friday, 5 December 2025, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at SGM. The record date for determining the eligibility of the shareholders to attend and vote at the SGM will be Friday, 5 December 2025. In order to be eligible to attend and vote at the SGM to be held on Friday, 5 December 2025, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 1 December 2025.

**4. 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 enquires, 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.

**5. RECOMMENDATIONS**

The Directors consider that the adoption of the New Share Option Scheme is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the ordinary resolutions to be proposed at the SGM approving the adoption of the New Share Option Scheme.

Yours faithfully,
For and on behalf of
the Board of Directors of
**DTXS Silk Road Investment Holdings Company Limited**
**Lu Jianzhong**
*Chairman and Executive Director*

## NEW SHARE OPTION SCHEME

The following is a summary of the principal terms of the New Share Option Scheme proposed to be approved at the SGM, but does not form part of, nor was it intended to be, part of the New Share Option Scheme nor should it be taken as effecting the interpretation of the New Share Option Scheme:

### 1. Purpose

The purpose of the New Share Option Scheme is to (i) recognize and reward the contributions that the Participants have made to the Group; (ii) provide incentive to or reward Participants for their contribution to, and continuing efforts to,work towards the growth and development of, and promote the interests of, the Group; and (iii) attract and retain talents to promote the sustainable development of the Group. 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.

### 2. 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.

### 3. Administration

The New Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the New Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

### 4. Participants and basis of determining their eligibility

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 whether Options are to be granted to any Participant, the Board shall take into account various factors, including but not limited to, the nature and extent of contributions provided by such Participant to the Group, the special skills or technical knowledge possessed by them which is beneficial to the continuing development of the Group, the positive impacts which such Participant has brought to the Group's business and development and whether granting Options to such Participant is an appropriate incentive to motivate such Participant to continue to contribute towards the betterment of the Group.

In assessing the eligibility of the Participant(s), the Board will consider all relevant factors as appropriate. Set out below are the principal factors that the Board will consider:

(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.

**5. Grant of Options**

Subject to the terms of the New Share Option Scheme, the Board shall be entitled but shall not be bound at any time within the period of l0 years after the Adoption Date to make an Offer to any Participant, taking into account such factors as the Board may at its discretion consider appropriate, as the Board may in its absolute discretion select to subscribe for such number of Shares, being a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof, as the Board may determine at the Subscription Price. The Board may in its absolute discretion specify such conditions as it thinks fit when making an Offer to a Participant (including, without limitation, as to performance criteria or condition which must be satisfied by the Participant and/or the Company and/or its subsidiaries, before an Option may be exercised), provided that such criteria or conditions shall not be inconsistent with any other terms and conditions of the New Share Option Scheme and the Listing Rules.

Each Offer shall be in writing made to a Participant by letter and shall:

(a) state the name, address and position of the Grantee;

(b) state the Offer Date;

(c) specify a date, being a date not later than 28 days after the Offer Date by which the Participant must accept the Offer or be deemed to have declined it;

(d) state the method and procedures for accepting the Offer and that an acceptance of the Offer must be accompanied by payment of the option price of HK$1.00;

(e) state that the option price of HK$1.00 payable for each acceptance of Offer is not refundable and shall not in any circumstances be, or be deemed to be, a part payment of the Subscription Price;

(f) specify the number of Shares to which the Offer relates;

(g) specify the Subscription Price;

(h) specify the Option Period, and the date or dates during the Option Period upon which the Option shall first become exercisable;

(i) specify the date of the expiry of the Option as may be determined by the Board (which shall not be later than the last day of the Option Period) in relation to that Option;

(j) specify any other conditions which must be satisfied before the Option may be exercised, including without limitation such performance targets as the Board may determine from time to time as fair and reasonable but not being inconsistent with the New Share Option Scheme and the Listing Rules;

(k) the clawback mechanism for the Company to recover or withhold any Option granted to any Participant (if any) in the event of, for example, serious misconduct, a material misstatement in the Company's financial statements or other special circumstances as identified by the Board;

(l) require the Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the New Share Option Scheme; and

(m) subject to the above, be made in such form as the Board may from time to time prescribe.

An Option shall be deemed to have been granted and accepted by the Grantee and to have taken effect when the duplicate Offer Letter constituting acceptances of the Options duly signed by the Grantee, together with a remittance in favour of the Company of the option price of HK$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date (i.e. a date not later than 28 days after the Offer Date). Such payment shall in no circumstances be refundable. To the extent that the Offer to grant an Option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

The Board may, in its discretion, require at the time of grant any particular Grantee to achieve such performance targets as the Board may then specify in the grant before any Options granted under the New Share Option Scheme to such Grantee can be exercised. If performance targets are imposed on a Grantee upon the grant of Options, the Board will have regard to the purpose of the New Share Option Scheme in assessing such performance targets with reference to all relevant factors as and when appropriate. Set out below are the principal factors that the Board will consider: sales performance (e.g. revenue), operating performance (e.g. operation efficiency in terms of cost control), financial performance (e.g. profits, cash flow, earnings, market capitalization, return on equity) of the Group, individual overall performance indicators (e.g. strategic driving abilities, talent development capabilities, inter-departmental cooperation and team work capabilities), corporate sustainability parameters (e.g. timeliness and accuracy in handling customer feedback, adherence to corporate culture) and discipline and responsibility (e.g. punctuality, integrity, honesty or compliance with internal business procedures), the satisfaction of which shall be assessed and determined by the Board at its sole discretion.

The Directors consider that it is not practicable to include an exhaustive list setting out all factors in assessing performance targets in the New Share Option Scheme, given that each Grantee may play different roles and contribute in different ways to the Group. The Company has put into the New Share Option Scheme all principal factors which would normally apply in the Company's assessment of performance targets to be imposed upon grant of Options. The Company considers that it would be beneficial to the Company to retain flexibility to accommodate exceptional circumstance(s) that the Company may not be able to foresee at present.

The finance and human resources departments will propose the performance targets (if any) of each Grantee to the Board or the Remuneration Committee (as the case may be) for consideration, who will then assess the reasonableness and suitability and confirm such performance targets. In relation to the Options granted to the Directors and senior management of the Company, the performance targets, or the absence of such, shall be further subject to the approval of the Remuneration Committee and any other requirements under the Listing Rules. The Group will utilize its internal assessment system to appraise and evaluate the performance targets applicable to each grant of Options on a case-by-case basis. The Company will consider the past contributions of a Participant with reference to the factors set out above and form an internal assessment as regards the future value that such Participant may bring to the growth and development of the Group. The assessment involves the consideration and appraisal of the Participant's expected contribution with reference to such Participant's nature of duties (e.g. whether in a sale role, management role or a support role), position within the Group (e.g. whether overall Group level targets or specific performance indicators should be adopted) and other features including geographical location, corporate culture and business strategy focus. Specific weightings will be given to the factors above in order to provide a fair and objective appraisal of the Participants before the grant of Options, such that the grants will be on a fair and reasonable basis and in the interest of the Company and its Shareholders as a whole.

**6. 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.

**7. Subscription Price**

The Subscription Price 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.

**8. Exercise of Options**

Subject to, among other things, the fulfilment of all terms and conditions attached to the Options, including the attainment of any performance targets (if any), an Option may be exercised according to the terms of the New Share Option Scheme and the relevant Offer Letter in whole or in part by the Grantee (or his Personal Representative(s)) before its expiry by giving notice in writing to the Company stating that the Option is to be exercised and the number of Shares in respect of which it is exercised, provided that the number of Shares shall be equal to the size of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof. Such notice must be accompanied by a remittance for the full amount of the Subscription Price for the Shares in respect of which the notice is given.

Notwithstanding the above, an Option may be exercised by the Grantee (or his personal representative(s) or his nominee at any time during the Option Period:

Provided that:

(a) subject to sub-paragraphs (b) below and paragraphs 10 and 14, where the Grantee of an outstanding Option ceases to be a Participant for any reason, the Option may be exercised within six months after the date of such cessation, which date shall be his last actual working day with the Company or any subsidiary whether salary is paid in lieu of notice or not;

(b) subject to paragraphs 10 and 14, where the Grantee of an outstanding Option dies or becomes permanently disabled or retires in accordance with applicable labour laws and regulations or his/her contract of employment before exercising the Option in full or at all, the Option may be exercised up to the entitlement of such Grantee or, if appropriate, an election made pursuant to sub-paragraphs (c), (d) or (f) by his personal representative(s), within six months after the date of his/her death or permanent disability or retirement or such longer period as the Board may determine;

(c) subject to paragraphs 10 and 14, if a general offer by way of a take-over is made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional, the Company shall forthwith notify all the Grantees and any Grantee (or his personal representative(s) or his nominee) may by notice in writing to the Company within 14 days after such offer becoming or being declared unconditional exercise the Option to its full extent or to the extent specified in such notice during the six months starting on the later of (i) the date of the Company's notification to the Grantees; and (ii) the date on which the person making the offer obtains control of the Company;

(d) subject to paragraphs 10 and 14, if a general offer by way of a scheme of arrangement is made to all the Shareholders and the scheme has been approved by the necessary number of Shareholders at the requisite meetings, the Company shall forthwith give notice to all the grantees on the same date as it gives notice of the meeting to the Shareholders summoning the meeting to consider such a scheme of arrangement and any Grantee (or his personal representative(s) or his nominee) may thereafter (but within 14 days after the record date for entitlements under such scheme of arrangement) by notice in writing to the Company exercise the Option to its full extent or to the extent specified in such notice;

(e) subject to paragraphs 10 and 14, other than a general offer or a scheme of arrangement contemplated in sub-paragraphs (c) and (d), if a compromise or arrangement between the Company and its Shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to the Grantee (together with a notice of the existence of the provisions of this paragraph) on the same date it despatches the notice to each member or creditor of the Company summoning the meeting to consider such a compromise or arrangement and any Grantee may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given (such notice to be received by the Company not later than two business days prior to the proposed meeting), exercise his Option to its full extent or to the extent specified in the notice and the Company shall as soon as possible and in any event no later than the Business Day immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the Grantee which falls to be issued on such exercise of the Option credited as fully paid and register the Grantee as holder thereof; and

(f) subject to paragraphs 10 and 14, in the event a notice is given by the Company to its Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, the Company shall on the same date as or soon after it despatches such notice to each member of the Company give notice thereof to all Grantees (together with a notice of the existence of the provisions of this paragraph) and thereupon, each Grantee (or his personal representative(s) or his nominee) shall be entitled to exercise all or any of his Options within three months after the date of the resolution (provided that such exercise and the issue or transfer of any Shares is authorised by the liquidator and/or the court (as appropriate)) by giving notice in writing to the Company; in the event the Company is being wound up by the court, each Grantee (or his personal representative(s) or his nominee) shall be entitled to exercise all or any of his Options within two months after the date of the winding-up order (provided that such exercise and the issue or transfer of any Shares is authorised by the liquidator and/or the court (as appropriate) by giving notice in writing to the Company whereupon the Company shall as soon as possible and, in any event, no later than seven Business Days immediately following the date of such written notices referred to above, allot the relevant Shares to the Grantee credited as fully paid.

**9. Exercise period**

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 Offer Date and expire in any event not later than the last day of the 10 year period after the Offer Date (subject to the provisions for early termination).

**10. Lapse of Options**

The right to exercise an Option (to the extent not already exercised) shall terminate immediately upon the earliest of:

(a) the date of the expiry of the Option as may be determined by the Board (which shall not be later than the last day of the Option Period) relevant to that Option;

(b) the expiry of any of the periods referred to in sub-paragraphs 8(a), 8(b), 8(c), 8(e) or 8(f);

(c) the date on which the scheme of arrangement of the Company referred to in sub-paragraph 8(d) becomes effective;

(d) the date of commencement of the winding-up of the Company; or

(e) Clawback mechanism

the date on which the Grantee ceases to be a Participant by reason of such Grantee's resignation from the employment of the Company or any of its subsidiaries or the termination of his or her employment or contract on any one or more of the grounds that he or she has been guilty of serious misconduct, his or her wilful disobedience or non-compliance with the terms of his or her employment, service agency, consultancy, engagement contract or lawful orders or instructions given by any member of the Group, has been liable for a material misstatement in the Company's financial statements, has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his/her creditors generally, has been charged, convicted or held liable for any offence under the relevant securities laws in Hong Kong or any other applicable laws or regulations from time to time, has been convicted of any criminal offence involving his or her integrity or honesty, or in relation to an employee of the Group (if so determined by the Board) or any other ground on which an employee would be entitled to terminate his employment summarily at common law or pursuant to any applicable laws or under the Grantee's service contract with the Group. A resolution of the Board to the effect that the employment of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive.

**11. Scheme mandate limit**

At the time of adoption by the Company of the New Share Option Scheme, 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 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 Adoption Date.

### 12. Maximum entitlement of each Participant

No Option shall be granted to any Participant ("**Relevant 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:

(a) such grant has been duly approved by the Shareholders in general meeting, at which the Relevant Participant and his close associates (or associates if the Relevant Participant is a Connected Person) abstained from voting;

(b) a circular regarding the grant has been despatched to the Shareholders disclosing the identity of the Relevant Participant, the number and terms of the Options to be granted (and Options or options or share awards previously granted to such Relevant Participant in the 12-month period), the purpose of granting the Options to the Relevant Participant and an explanation as to how the terms of the Options serve such purpose; and

(c) the number and terms (including the Subscription Price) of such Options are fixed before the Shareholders' approval in general meeting of the Company at which the same are approved.

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:

(a) a circular containing the details of the grant has been despatched to the Shareholders;

(b) the grant has been approved by the Shareholders in general meeting (taken on a poll), at which the Grantee, his/her associates and all core Connected Persons (as defined in the Listing Rules) of the Company have abstained from voting in favour at such meeting, and in accordance with the Listing Rules; and

(c) the number and terms (including the Subscription Price) of such Options are fixed before the general meeting of the Company at which the same are approved.

### 13. 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.

**14. Vesting period**

A grantee is required to hold an Option for not less than twelve (12) months from the Offer 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 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.

**15. Rights attached to Options**

An Option shall be personal to the Grantee and shall not be assignable nor transferable, and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option or attempt to do so. Any breach of the foregoing shall entitle the Company to cancel any outstanding Options or any part thereof granted to such Grantee.

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. Subject as aforesaid, the Shares to be allotted and issued upon the exercise of an Option shall be subject to the Company's bye-laws and the laws of Hong Kong for the time being in force and shall rank pari passu in all respects with the fully-paid Shares in issue of the Company as at the date of allotment and will entitle the holders to have the same voting, dividend transfer and other rights, including those arising on liquidation of the Company as attached to the fully-paid Shares in issue on the date of issue, in particular but without prejudice to the generality of the foregoing, in respect of voting, transfer and other rights including those arising on a liquidation of the Company and rights in respect of any dividend or other distributions paid or made on or after the date of issue.

**16. Alterations to share capital**

In the event of any alteration to the capital structure of the Company whilst any Option may become or remain exercisable, arising from any capitalisation issue, rights issue, consolidation, sub-division or reduction of the share capital of the Company, other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party, adjustment (if any) shall be made to:

(a) the number of Shares subject to the Option so far as unexercised; and/or

(b) the Subscription Price for the Shares subject to the Option so far as unexercised;

or any combination thereof as the auditors or the independent financial adviser to the Company shall at the request of the Company certify in writing to the Board either generally or as regards any particular Grantee that it is in his opinion fair and reasonable and that the adjustments are in compliance with Rules 17.03(13) of the Listing Rules and the notes thereto, provided that no such certification is required in respect of any adjustments made on a capitalisation issue.

**17. Alteration of the New Share Option Scheme**

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, 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, 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.

**18. Cancellation of Options**

The Board may cancel an Option granted but not exercised at any time after the Grantee has committed a breach of the provisions of paragraph 15. Save for the above which shall entitle the Company to cancel the Option granted to the relevant Grantee to the extent not already exercised and subject to Chapter 17 of the Listing Rules, any Options granted but not exercised may not be cancelled unless with the prior written consent of the relevant Grantee and the approval of the Directors.

Options cancelled will be regarded as utilised for the purpose of calculating the scheme mandate limit under paragraph 11. Options may only be granted to a Participant in place of his cancelled Options under the available scheme mandate limit (excluding the cancelled Options) from time to time.

**19. 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 remaining outstanding (i.e. where the Shares corresponding to such Options have not been issued) prior thereto or otherwise as may be required in accordance with the New Share Option Scheme.

大唐西市
DA TANG XI SHI

# DTXS Silk Road Investment Holdings Company Limited
# 大唐西市絲路投資控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 620)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the "**SGM**") of DTXS Silk Road Investment Holdings Company Limited (the "**Company**") will be held at Soho 1, 6th Floor, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 5 December 2025 at 10:00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions.

### ORDINARY RESOLUTIONS

1. "**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting approval of the listing of, and permission to deal in, the shares of the Company (not exceeding 10% of the Company's issued share capital on the date of this resolution) which may fall to be issued upon the exercise of the options to be granted under the new share option scheme of the Company (the "**New Share Option Scheme**"), the rules of which are contained in the document marked "A" produced to the meeting and signed by the Chairman of the meeting for identification purposes or other schemes of the Company, the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorized to grant options and to allot, issue and deal with the shares which fall to be issued pursuant to the exercise of any option granted under the New Share Option Scheme and to take all such steps as may be necessary or expedient in order to give full effect to the New Share Option Scheme including, but not limited to:

   (a) administering the New Share Option Scheme and granting options under the New Share Option Scheme;

   (b) modifying and/or amending the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange; and

(c) making application(s) at the appropriate time or times to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, any shares of the Company or any part thereof that may hereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme."

2. "**THAT** the limit on the total number of shares of the Company that may be issued in respect of all options and awards to be granted under the New Share Option Scheme and all other share schemes of the Company (the "**Scheme Mandate Limit**") of 10 per cent. (10%) of the total number of shares of the Company in issue on the date of adoption of the New Share Option Scheme be and is hereby approved and adopted, and any directors of the Company be and is hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand under seal) such documents and do such other things, for and on behalf of the Company, as he may in his absolute discretion consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit."

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

Hong Kong, 18 November 2025

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the SGM (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 (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.

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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not less than 48 hours before the time appointed for holding the SGM or adjourned meeting. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM or adjourned meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. The register of members of the Company will be closed from Tuesday, 2 December 2025 to Friday, 5 December 2025, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at SGM. The record date for determining the eligibility of the shareholders to attend and vote at the SGM will be Friday, 5 December 2025. In order to be eligible to attend and vote at the SGM to be held on Friday, 5 December 2025, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 1 December 2025.

5. If a Typhoon Signal No. 8 or above, a Black Rainstorm Warning Signal and/or "**extreme conditions**" announced by the Government of the Hong Kong Special Administrative Region of the People's Republic of China is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the SGM, the SGM will be adjourned. The Company will post an announcement on the Company's website (www.dtxs.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The SGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the SGM under bad weather conditions bearing in mind their own situation.

*As at the date of this notice, 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.*