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絲路投資

Asia Pacific Silk Road Investment Company Limited

亞太絲路投資有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

**RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR
CHANGE IN COMPOSITION OF BOARD COMMITTEES
AND
WITHDRAWAL OF ORDINARY RESOLUTION NUMBERED 2(A)(iii)
AT THE AGM**

Mr. Lee Man To has resigned as an Independent non-executive Director and ceased to act as the chairman of each of the audit committee, the remuneration committee and the nomination committee of the Board with effect from 1 June 2020.

Following the resignation of Mr. Lee, the Company fails to meet the requirements under Rules 3.10(1), 3.21 and 3.25 of the Listing Rules and Code Provision A.5.1 of the CG Code.

Due to the resignation of Mr. Lee, the ordinary resolution numbered 2(A)(iii) in respect of the re-election of Mr. Lee as a Director as set out in the AGM Notice and the Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Asia Pacific Silk Road Investment Company Limited (the “**Company**”) announces that Mr. Lee Man To (“**Mr. Lee**”) has resigned as an Independent non-executive Director and ceased to act as the

chairman of each of the audit committee, the remuneration committee and the nomination committee of the Board with effect from 1 June 2020 due to pursue other business opportunities and interests outside of the Company and its subsidiaries.

Mr. Lee has confirmed to the Board that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (“**Shareholders**”).

The Board would like to express its appreciation to Mr. Lee for his contribution to the Company during his tenure of office.

NON-COMPLIANCE OF THE LISTING RULES

Following the resignation of Mr. Lee, the number of independent non-executive Directors are less than three and the Company is therefore fails to meet the requirement under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). In addition, the Company fails to meet the composition and chairman requirement of the audit committee under Rule 3.21 of the Listing Rules, the chairman requirement of the remuneration committee under Rule 3.25 of the Listing Rules, and the chairman requirement of the nomination committee under Code Provision A.5.1 of the Corporate Governance Code (the “**CG Code**”) set out in Appendix 14 to the Listing Rules.

The Board is making its best endeavours to identify a suitable candidate to fill the vacancy of Independent non-executive Director and appoint a new chairman of each of the audit committee, remuneration committee and nomination committee of the Board in order to comply with the relevant Listing Rules requirements as soon as possible. Further announcement(s) will be made in relation to such appointments as and when appropriate.

WITHDRAWAL OF ORDINARY RESOLUTION NUMBERED 2(A)(iii) AT THE AGM

References are made to the notice of annual general meeting dated 15 May 2020 (the “**AGM Notice**”) and the form of proxy (the “**Proxy Form**”) issued by the Company in relation to the annual general meeting of the Company to be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Friday, 19 June 2020 at 10:30 a.m. (the “**AGM**”).

Due to the resignation of Mr. Lee, the ordinary resolution numbered 2(A)(iii) in respect of the re-election of Mr. Lee as a Director as set out in the AGM Notice and the Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

Those forms of proxy already lodged by Shareholders remain valid except that no poll will be conducted or counted for the ordinary resolution numbered 2(A)(iii).

Shareholders are reminded to read the AGM Notice, including its notes, for details in respect of other resolutions which will be remain scheduled for consideration and approval at the AGM, eligibility for attending the AGM, proxy and other relevant matters.

By order of the Board
Asia Pacific Silk Road Investment Company Limited
Yeung Siu Keung
Executive Director

Hong Kong, 1 June 2020

As at the date of this announcement, the Directors are:

Executive Director

Mr. Yeung Siu Keung

Independent non-executive Directors

Mr. Zheng Zhen

Mr. To Langa Samuelson

Non-executive Director

Ms. Yu Yang

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.