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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**

(formerly known as Pacific Plywood Holdings Limited 太平洋實業控股有限公司\*)

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 767)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Asia Pacific Silk Road Investment Company Limited (formerly known as Pacific Plywood Holdings Limited) (the “**Company**”) will be held at 35/F., Bank of China Tower, No. 1, Garden Road, Hong Kong on Wednesday, 30 May 2018, at 10:30 a.m., to consider and, if thought fit, to pass, with or without amendments, the following resolutions:

**ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and independent auditor of the Company for the year ended 31 December 2017.
2. (A) To re-elect the following persons as Directors:
  - (i) to re-elect Mr. Guo Jintong as executive Director;
  - (ii) to re-elect Mr. Li Jiuhua as executive Director;
  - (iii) to re-elect Mr. Yao Luo as non-executive Director;
  - (iv) to re-elect Ms. Yu Yang as non-executive Director; and
  - (v) to re-elect Mr. Wong Chun Hung as independent non-executive Director.

\* For identification purposes only

- (B) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Zenith CPA Limited as the auditor of the Company until the conclusion of the next annual general meeting, and to authorise the Board to fix its remuneration.
4. (A) “**THAT**:
- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares of HK\$0.001 each in the share capital of the Company (the “**Shares**”) and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted after the end of the Relevant Period;
  - (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities of the Company or (iii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement of Shares or rights to acquire Shares or (iv) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum of association and the bye-laws of the Company, shall not exceed 20 per cent. (20%) of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 the Companies Act 1981 of Bermuda or any other applicable laws to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors, to holders of Shares, or any class of Shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”;

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors from time to time during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, in accordance and subject to with all applicable laws and/or the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Directors are authorised to repurchase by exercising the powers of the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. (10%) of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 the Companies Act 1981 of Bermuda or any other applicable laws to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”; and

(C) “**THAT:**

conditional upon the passing of resolutions Nos. 4(A) and 4(B) set out in the notice convening this meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to resolution No. 4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. (10%) of the issued share capital of the Company as at the date of passing of this resolution.”

By order of the Board  
**Asia Pacific Silk Road Investment Company Limited**  
**GUO Jintong**  
*Executive Director and Chairman*

Hong Kong, 27 April 2018

*Registered office:*  
Canon’s Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head office and principal place  
of business:*  
35/F., Bank of China Tower  
No. 1, Garden Road  
Hong Kong

*Notes:*

1. In order to determine members who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 25 May 2018 to Wednesday, 30 May 2018, both days inclusive, during which period no transfer of Shares can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Thursday, 24 May 2018.
2. Any shareholder entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a shareholder.
3. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. Completion and delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the form of proxy shall be deemed to be revoked.
5. In the case of joint shareholders, any one of such joint shareholders may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint shareholders be present at the AGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. The form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the AGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at [www.irasia.com/listco/hk/asiapacificsilkroad](http://www.irasia.com/listco/hk/asiapacificsilkroad) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

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

*Executive Directors*

Mr. Guo Jintong (*Chairman*)

Mr. Li Jiuhua

*Non-executive Directors*

Mr. Yao Luo

Ms. Yu Yang

*Independent Non-executive Directors*

Mr. Wong Chun Hung

Mr. Zheng Zhen

Mr. To Langa Samuelson