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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Asia Pacific Silk Road Investment Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Asia Pacific Silk Road Investment Company Limited (the “**Company**”) to be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Thursday, 30 May 2019, at 10:30 a.m. (“**AGM**”) is set out in Appendix III to this circular.

Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Thursday, 30 May 2019, at 10:30 a.m., the notice of which is set out in Appendix III to this circular or, where the context so admits, any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Asia Pacific Silk Road Investment Company Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing General Mandate”	the general mandate granted by the then Shareholders at the annual general meeting of the Company held on 30 June 2018 to the Directors to allot, issue and deal with up to 774,020,530 Shares, representing 20% of the issued share capital of the Company as at the date of such annual general meeting
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares of up to 20% of the issued share capital of the Company as at the date of the passing of such resolution, for such period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution)
“Latest Practicable Date”	24 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase Shares of up to 10% of the issued share capital of the Company as at the date of the passing of such resolution, for such period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	shares of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.



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Executive Directors

Mr. Li Jiuhua
Mr. Wu Chi Wai
Ms. Kuang Jiaying

Non-executive Directors

Ms. Yu Yang

Independent Non-executive Directors

Mr. Wong Chun Hung
Mr. Zheng Zhen
Mr. To Langa Samuelson

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head office and principal place
of business:*

Office A, 3/F
Man Lok Building
No. 93 Bonham Strand
Hong Kong

29 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Company will propose at the AGM, *inter alia*, resolutions to re-elect the retiring Directors, to grant the Directors the General Mandates to issue and repurchase Shares and to extend the Issue Mandate granted to the Directors to issue additional Shares not exceeding the number of Shares repurchased by the Company.

The purpose of this circular is to provide you with further information on and details about the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the AGM is set out in Appendix III to this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the re-election of retiring Directors, the General Mandates to issue and repurchase Shares and the extension of the Issue Mandate to issue additional Shares not exceeding the number of Shares repurchased by the Company.

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 resolutions to be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll on each of the resolutions to be proposed at the AGM pursuant to clause 70 of the Bye-laws.

Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, including three executive Directors, namely Mr. Li Jihua, Mr. Wu Chi Wai and Ms. Kuang Jiaying; one non-executive Director, namely Ms. Yu Yang; and three independent non-executive Directors, namely Mr. Wong Chun Hung, Mr. Zheng Zhen and Mr. To Langa Samuelson. In accordance with clause 99 of the Bye-laws, Mr. Wong Chun Hung and Mr. To Langa Samuelson shall retire at the AGM and, being eligible, will offer himself for re-election at the AGM.

In addition, each of Mr. Wu Chi Wai and Ms. Kuang Jiaying, who was appointed by the Board as executive Director, and each of Ms. Gao Zhenyun, who was appointed by the Board as non-executive Director since the last annual general meeting held on 30 May 2018, shall retire from office at the AGM pursuant to clause 102(B) of the Bye-laws and, being eligible, will offer himself/herself for re-election at the AGM. However, Ms. Gao Zhenyun has resigned as non-executive Director of the Company from 11 April 2019. She will not offer herself for re-election at the AGM.

LETTER FROM THE BOARD

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the re-election of the Directors and recommended the retiring Directors to the Board for re-election at the AGM. The Nomination Committee has also reviewed and assessed the independence of Mr. Wong Chun Hung based on the annual confirmation of independence provided by Mr. Wong Chun Hung as required under the Rule 3.13 of the Listing Rules, and has confirmed that Mr. Wong Chun Hung satisfies the independence guidelines set out in Rule 3.13 of the Listing Rules.

Biographical details of the above Directors who are subject to re-election at the AGM are set out in Appendix I to this circular pursuant to the relevant requirements of the Listing Rules.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 30 May 2018, the then Shareholders approved, *inter alia*, an ordinary resolution in relation to granting to the Company the Existing General Mandate to allot up to 774,020,530 Shares. As at the Latest Practicable Date, none of the Existing General Mandate has been utilised and the Board intends to apply such unutilised amount to provide the required ability and flexibility to the Company in selecting fund raising methods to raise funds on a timely basis. The Existing General Mandate will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed for the Shareholders to consider and if thought fit, approve:

- (i) to grant the Directors a general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares of up to 20% of the issued share capital of the Company as at the date of the passing of the resolution approving the Issue Mandate;
- (ii) to grant the Directors a general and unconditional mandate to repurchase Shares of up to 10% of the issued share capital of the Company as at the date of the passing of the resolution approving the Repurchase Mandate; and
- (iii) to extend the Issue Mandate granted to the Directors to allot, issue, grant, distribute and otherwise deal with additional Shares not exceeding the number of Shares repurchased by the Company.

The ordinary resolutions proposed to the Shareholders at the AGM in relation to the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate to issue additional Shares not exceeding the number of Shares repurchased by the Company will continue to be in full force 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 or the Companies Act 1981 of Bermuda or any other applicable laws to be held; and

LETTER FROM THE BOARD

- (iii) the date on which the authority set out in the ordinary resolution(s) is/are revoked or varied by an ordinary resolution in general meeting.

As at the Latest Practicable Date, the Company had an aggregate of 3,870,102,650 Shares in issue. Assuming that no new Shares will be issued or repurchased from the Latest Practicable Date to the date of the AGM and subject to the passing of the resolutions for the General Mandates at the AGM, the Directors will then be allowed to allot and issue a maximum of 774,020,530 new Shares under the Issue Mandate, being 20% of the issued share capital as at the date of the AGM, and to repurchase a maximum of 387,010,265 Shares under the Repurchase Mandate, being 10% of the issued share capital as at the date of the AGM.

An explanatory statement giving the particulars under the Listing Rules in respect of the Repurchase Mandate is set out in Appendix II to this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board believes that the re-election of the retiring Directors, the General Mandates to issue and repurchase Shares and the extension of the Issue Mandate to issue additional Shares not exceeding the number of Shares repurchased by the Company are in the interests of the Company and the Shareholders as a whole and accordingly, recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

By order of the Board
Asia Pacific Silk Road Investment Company Limited
Li Jihua
Executive Director

The following is the information, as required to be disclosed by the Listing Rules, on the retiring Directors proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS**Mr. Wu Chi Wai**

Mr. Wu Chi Wai (“**Mr. Wu**”) aged 33, graduated from Middlesex University in the United Kingdom in 2007 and obtained the degree of Bachelor of Arts in business studies and business information systems. Mr. Wu has been working as an executive manager for the Company and its subsidiaries since 20 June 2018. He acquaints with and is experienced in human resources and administrative management.

Mr. Wu has entered into an appointment letter with the Company with an initial term of two years. Mr. Wu is subject to retirement by rotation in accordance with the bye-laws of the Company and the Rules Governing the Listing of Securities on the Listing Rules. The appointment letter may be terminated by either party by giving the other party one month’s written notice in advance or otherwise in accordance with the terms of the appointment letter. Mr. Wu will hold office only until the next annual general meeting of the Company after his appointment and will then be eligible for re-election at such meeting. Pursuant to the appointment letter, Mr. Wu will be entitled to an annual director’s fee of HK\$420,000, which was determined with reference to the prevailing market rate and his duties and responsibilities in the Company and approved by the remuneration committee of the Company (the “**Remuneration Committee**”) and the Board.

Mr. Wu has not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the Latest Practicable Date. Mr. Wu do not hold any other positions in the Company and its subsidiaries and does not have any relationship with any Directors, senior management, substantial Shareholders of the Company or controlling Shareholders (as respectively defined in the Listing Rules). As at the Latest Practicable Date, Mr. Wu do not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Wu has confirmed that there is no other matter relating to his re-election that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Kuang Jiaying

Ms. Kuang Jiaying (“**Ms. Kuang**”), aged 32, graduated from Sun Yat-sen University with a bachelor’s degree in economics in 2010, and graduated from the University of Hong Kong with a master’s degree in economics in 2011. Ms. Kuang has 7 years of experience in the fields of investment and asset management. She held various positions, including assistant general manager and product director of CAIJIA, the Company’s peer-to-peer (P2P) online financing platform, and participated in the establishment and daily operation

of the platform. She is the legal representative and executive director of 10 subsidiaries of the Company, including Beijing Huiju Financial Consulting Co. Limited* (北京滙聚融通財務顧問有限公司).

Ms. Kuang has entered into an appointment letter with the Company with an initial term of two years. Ms. Kuang is subject to retirement by rotation in accordance with the byelaws of the Company and the Listing Rules. The appointment letter may be terminated by either party by giving the other party one month's written notice in advance or otherwise in accordance with the terms of the appointment letter. Ms. Kuang will hold office only until the next annual general meeting of the Company after her appointment and will then be eligible for re-election at such meeting. Pursuant to the appointment letter, Ms. Kuang will be entitled to an annual director's fee of HK\$80,000, which was determined with reference to the prevailing market rate and her duties and responsibilities in the Company and approved by the Remuneration Committee and the Board.

Ms. Kuang has not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the Latest Practicable Date. Ms. Kuang do not hold any other positions in the Company and its subsidiaries and does not have any relationship with any Directors, senior management, substantial Shareholders of the Company or controlling Shareholders (as respectively defined in the Listing Rules). As at the Latest Practicable Date, Ms. Kuang do not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Kuang has confirmed that there is no other matter relating to her re-election that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wong Chun Hung

Mr. Wong Chun Hung (“**Mr. Wong**”), aged 46, joined the Group on 22 April 2010. He is also the chairman of each of the audit committee of the Company, the Nomination Committee and the Remuneration Committee. He graduated from Hong Kong Baptist University with an honors degree in accounting in 1995. He is an associate of the Hong Kong Institute of Certified Public Accountants and has over 10 years' experience in accounting, auditing and consulting. Mr. Wong has been appointed as (i) an independent non-executive director of China Healthcare Enterprise Group Limited (formerly known as Telefield International (Holdings) Limited) (stock code: 1143), a company listed on the Main Board of the Stock Exchange since 4 November 2015; (ii) an independent non-executive director of Landing International Development Limited (stock code: 582), a company listed on the Main Board of the Stock Exchange since 26 September 2017; and (iii) an executive director and company secretary of China Environmental Energy Investment Limited (stock code: 986), a company listed on the Main Board of the Stock Exchange since 11 April 2018 to 25 May 2018.

Mr. Wong has entered into a letter of appointment with the Company without a specific term which may be terminated by either party by giving the other party written notice at any time. Mr. Wong is subject to retirement by rotation in accordance with the Bye-laws and the Listing Rules. Mr. Wong is entitled to an annual director's fee of HK\$240,000, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company and reviewed by the Remuneration Committee and the Board.

Save as disclosed above, Mr. Wong has not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the Latest Practicable Date. Mr. Wong does not hold any other positions in the Company and its subsidiaries and does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules). As at the Latest Practicable Date, Mr. Wong does not have any interests in the Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Wong has confirmed that there is no other matter relating to his re-election that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. To Langa Samuelson

Mr. To Langa Samuelson ("**Mr. To**"), aged 34, joined the Group since 4 March 2015, is a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. To is a solicitor practicing in Hong Kong and a member of The Law Society of Hong Kong. He obtained his Bachelor Degree in Laws and the Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong. Mr. To has extensive experience in law in Hong Kong, particularly in civil and insurance-related matters. Mr. To is currently the consultant of Rita Law & Co..

Mr. To has entered into a letter of appointment with the Company without a specific term which may be terminated by either party by giving the other party written notice at any time. Mr. To is subject to retirement by rotation in accordance with the Bye-laws and the Listing Rules. Mr. To is entitled to an annual director's fee of HK\$120,000, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company and reviewed by the Remuneration Committee and the Board.

Save as disclosed above, Mr. To has not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the Latest Practicable Date. Mr. To does not hold any other positions in the Company and its subsidiaries and does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or

controlling Shareholders (as respectively defined in the Listing Rules). As at the Latest Practicable Date, Mr. To does not have any interests in the Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. To has confirmed that there is no other matter relating to his re-election that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to provide requisite information to you for your consideration in relation to the Repurchase Mandate as set out in the ordinary resolution No. 4(B) of the notice of Annual General Meeting.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,870,102,650 Shares. Subject to the passing of the ordinary resolution No. 4(B) of the notice of Annual General Meeting and on the basis that no further Shares are issued or repurchased prior to the AGM to be held on 30 May 2019, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 387,010,265 Shares, representing 10% of the issued share capital of the Company.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING FOR REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda and Hong Kong. It is proposed that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed from available cash flow or working capital facilities of the Company and its subsidiaries. The Companies Act 1981 of Bermuda (the “**Companies Act**”) provides that the amount of capital repayable in connection with a repurchase of Shares may only be paid out of the capital paid up on such shares of the Company or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. The Companies Act further provides that the amount of premium payable on repurchase may only be paid out of the funds of the Company otherwise available for dividend or distribution or out of the Company’s share premium account. Such repurchase may only be made if on the effective date of purchase, there are no reasonable grounds for believing that the Company is, and after the purchase would be, unable to pay its debts as they fall due.

In the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Company’s annual report for the year ended 31 December 2018. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a

material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest closing prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2018		
April	0.300	0.189
May	0.200	0.174
June	0.176	0.138
July	0.164	0.120
August	0.137	0.111
September	0.112	0.090
October	0.090	0.065
November	0.089	0.051
December	0.080	0.065
2019		
January	0.076	0.060
February	0.073	0.056
March	0.073	0.056
April (up to the Latest Practicable Date)	0.060	0.046

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the ordinary resolution No. 4(B) of the notice of Annual General Meeting in accordance with the Listing Rules, the applicable laws of Hong Kong and the Companies Act.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. CODES ON TAKEOVERS AND MERGERS

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of Part XV of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by, the Directors, the following entities/persons were directly or indirectly interested in 5% or more of the issued Shares:

Name of Shareholders	Number of Shares interested	Percentage holding	Percentage holding should Repurchase Mandate be exercised in full
Su Weibiao (<i>Note</i>)	580,659,755	15.00%	16.67%
Allied Summit Inc. (<i>Note</i>)	580,659,755	15.00%	16.67%
Huarong Financial Services Asset Management L.P.	2,129,143,068	55.00%	61.13%

Note: Allied Summit Inc. is owned as to 80% by Mr. Su Weibiao and as to remaining 20% by Mr. Ng Kwok Fai.

To the best knowledge of the Directors, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any purchases pursuant to the Repurchase Mandate.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code and accordingly, it is not anticipated that purchases of Shares under the Repurchase Mandate will give rise to any consequences under the Takeovers Code.

The Directors will not repurchase the Shares if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. SHARES REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months preceding the Latest Practicable Date.



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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Asia Pacific Silk Road Investment Company Limited (the “Company”) will be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Thursday, 30 May 2019, 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 2018.
2. (A) To re-elect the following persons as Directors:
 - (i) to re-elect Mr. Wu Chi Wai as executive Director;
 - (ii) to re-elect Ms. Kuang Jiaying as executive Director;
 - (iii) to re-elect Mr. Wong Chun Hung as independent non-executive Director; and
 - (iv) to re-elect Mr. To Langa Samuelson as independent non-executive Director.
- (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
Li Jihua
Executive Director

Hong Kong, 29 April 2019

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

*Head office and principal place
of business:*
Office A, 3/F
Man Lok Building
No. 93 Bonham Strand
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 Monday, 27 May 2019 to Thursday, 30 May 2019, 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 Friday, 24 May 2019.
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 and on the HKExnews website of the Stock Exchange at 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. Li Jiuhua
Mr. Wu Chi Wai
Ms. Kuang Jiaying

Independent Non-executive Directors

Mr. Wong Chun Hung
Mr. Zheng Zhen
Mr. To Langa Samuelson

Non-executive Directors

Ms. Yu Yang