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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Tradeeasy Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s).

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of the Stock Exchange (the “GEM 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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**TRADEeasy**

易 貿 通

**TRADEEASY HOLDINGS LIMITED**

**( 易 貿 通 集 團 有 限 公 司 \* )**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8163)

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

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A notice convening the AGM to be held at 2208, 22/F., St. George's Building, 2 Ice House Street, Central, Hong Kong on Monday, 21 July 2008 at 10:30 a.m. is set out in Appendix III of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanied 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 Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM. Such form of proxy for use at the AGM is also published on the HKExnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.tradeeasy.com/about-us-factsheet.html](http://www.tradeeasy.com/about-us-factsheet.html)). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person should you so wish.

*This circular will remain on the “Latest Listed Company Information” page of the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its publication and will be published and remain on the website of the Company at [www.tradeeasy.com/about-us-factsheet.html](http://www.tradeeasy.com/about-us-factsheet.html).*

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## CHARACTERISTICS OF GEM

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**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at [www.hkgem.com](http://www.hkgem.com) in order to obtain up-to-date information on GEM-listed issuers.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2208, 22/F., St. George’s Building, 2 Ice House Street, Central, Hong Kong on Monday, 21 July 2008 at 10:30 a.m. or any adjournment thereof (as the case may be), notice of which is set out in Appendix III of this circular
“associate(s)”	has the meaning as given to it in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Tradeeasy Holdings Limited (易貿通集團有限公司*), which is incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM
“connected person”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“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
“Latest Practicable Date”	20 June 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

\* For identification purpose only

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## DEFINITIONS

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“Share(s)”	the ordinary share(s) of HK\$0.01 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
“substantial shareholder(s)”	has the same meaning as given to it in the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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**TRADE**easy

易 貿 通

**TRADEEASY HOLDINGS LIMITED**

(易貿通集團有限公司\*)

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8163)

*Executive Directors:*

Mak Shiu Tong, Clement  
Tam Ngai Hung, Terry  
Cheng Yuk Ching, Flora  
William Donald Putt

*Independent Non-Executive Directors:*

Lam Kin Kau, Mark  
Fung Hoi Wing, Henry  
Lau Ho Wai, Lucas

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands  
British West Indies

*Head office and principal place  
of business in Hong Kong:*

20-21/F., Pan Asia Centre  
No. 137 Wai Yip Street  
Kwun Tong, Kowloon  
Hong Kong

27 June 2008

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The Board wishes to seek the approval of the Shareholders at the AGM for (i) re-election of Directors; (ii) granting of the general mandate to issue Shares (referred to the resolution no. 4(A) of the notice of the AGM); and (iii) granting of the general mandate to repurchase Shares (referred to the resolution no. 4(B) of the notice of the AGM).

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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The purpose of this circular is to (i) provide you with details of the Directors who are subject to re-election at the AGM; (ii) provide you with details of the general mandate to issue Shares; (iii) provide you with details of the general mandate to repurchase Shares; and (iv) set out an explanatory statement regarding the general mandate to repurchase Shares as required under the GEM Listing Rules.

### **RE-ELECTION OF DIRECTORS**

In accordance with article 87 of the articles of association of the Company, Dr. William Donald Putt and Mr. Lam Kin Kau, Mark will retire at the AGM and being eligible, offer themselves for re-election.

Biographical details of the abovenamed Directors who are subject to re-election in the AGM, are set out in Appendix I of this circular in accordance with the relevant requirements of the GEM Listing Rules.

### **GENERAL MANDATE TO ISSUE SHARES**

It will be proposed at the AGM two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with the Shares not exceeding 20% in issue on the date of passing of the resolution and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the below general mandate to repurchase Shares up to 10% of the issued share capital of the Company on the date of passing of the resolution.

As at the Latest Practicable Date, the maximum number of Shares to be issued is 242,949,800 Shares.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the 2007 annual general meeting of the Company held on 25 July 2007, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will be lapsed at the conclusion of the forthcoming AGM. The Directors propose to seek the approval of Shareholders of an ordinary resolution at the forthcoming AGM regarding general mandate to repurchase Shares.

An explanatory statement as required under the GEM Listing Rules concerning the general mandate to repurchase Shares is set out in the Appendix II to this circular.

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## LETTER FROM THE BOARD

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### THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out in Appendix III of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude any Shareholders from attending and voting in person at the AGM should the Shareholders so desire.

### RIGHT TO DEMAND A POLL

Pursuant to article 66 of the articles of association of the Company, a resolution put to the vote of the meeting (including the forthcoming AGM) shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:—

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the re-election of Directors and the granting of the general mandates to issue Shares and repurchase Shares are in the best interests of the Company and the Shareholders and therefore recommend all Shareholders to vote in favour of the resolutions set out in the notice of the AGM.

Yours faithfully,  
For and on behalf of  
**TRADEEASY HOLDINGS LIMITED**  
**Mak Shiu Tong, Clement**  
*Chairman*

*The following are the biographical details of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM.*

**Dr. William Donald PUTT**, aged 71, has served as an executive Director since April 2006. Dr. Putt obtained his PhD in Management from the Massachusetts Institute of Technology in the United States. Dr. Putt has over 35 years of experience in the telecom industry, and was the president and co-founder of TeleConcepts Corporation, which specialised in the design, production and distribution of telecom products. Dr. Putt also serves on the boards of several foundations and non-profit organizations in the United States and is on the Visiting Committee for the Public Service Center at the Massachusetts Institute of Technology. Dr. Putt is also an executive director of CCT Telecom Holdings Limited (“CCT Telecom”), a controlling and substantial shareholder of the Company, and CCT Tech International Limited, a fellow subsidiary of the Company, and whose shares are listed on the main board of the Stock Exchange.

Save as disclosed above, Dr. Putt did not hold any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

There is no service contract entered into between Dr. Putt and the Group. Dr. Putt’s directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company. Dr. Putt does not receive any fee or salary from the Group.

Dr. Putt does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Dr. Putt had interest in 5,000,000 share options of the Company which are exercisable during the period from 14 August 2006 to 13 August 2011 at a price of HK\$0.038 per Share and in 591,500 shares of CCT Telecom. Save as disclosed above, as at the Latest Practicable Date, Dr. Putt had no other interests (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

There is no information which should be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Dr. Putt involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**Mr. LAM Kin Kau, Mark**, aged 53, has served as an independent non-executive Director since April 2006 and is a member of both the audit committee and the remuneration committee of the Company. He is a fellow of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Accountants in England and Wales and The Institute of Chartered Secretaries and Administrators. He has been a practising accountant for over 23 years and is a director of various private companies. Mr. Lam is also an independent non-executive director of BIG Media Group Limited, a company listed on the GEM. Mr. Lam was an independent non-executive director of Haier Electronics Group Co., Ltd., a company listed on the main board of the Stock Exchange until his resignation on 21 June 2007.

Save as disclosed above, Mr. Lam did not hold any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

Mr. Lam does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Lam has not been appointed for a fixed term but is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. The emolument of Mr. Lam is a basic director's fee of HK\$5,000 per month, which is determined by the Board with reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. Lam did not have any interest (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

There is no information which should be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Lam involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

*This is an explanatory statement given to all Shareholders relating to the resolution no. 4 (B) to be proposed at the AGM regarding the general mandate to repurchase Shares.*

*The explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules.*

## **1. EXERCISE OF THE GENERAL MANDATE TO REPURCHASE SHARES**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,214,749,000 Shares, and the Company has 70,500,000 outstanding share options under the share option scheme adopted by the Company on 20 February 2002 and effective on 7 March 2002.

If the resolution no. 4(B) authorising the Directors to repurchase Shares is passed at the forthcoming AGM, and assuming that none of the outstanding share options of the Company is exercised and no new Shares is issued prior to the date of passing of the said resolution, based on the 1,214,749,000 Shares in issue as at the Latest Practicable Date, up to 121,474,900 Shares, representing 10% of the existing issued share capital of the Company may be repurchased by the Company, during the period from the date of passing of the resolution no. 4(B) and ending on either the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by the articles of association of the Company or applicable laws of the Cayman Islands or the date upon which the resolution no. 4(B) is revoked or varied by the Shareholders in general meeting (whichever is the earliest).

## **2. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASE OF SHARES**

Repurchases must be funded out of funds legally available for the purpose in accordance with the articles of association of the Company, the GEM Listing Rules and the laws of the Cayman Islands and Hong Kong. The Company may not repurchase the Shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

#### **4. GENERAL**

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 financial statements contained in the annual report of the Company for the year ended 31 March 2008) in the event that the proposed repurchase of Shares was to be carried out in full at any time during the proposed repurchase period. However, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

#### **5. SHARE PRICES**

The highest and lowest prices at which the Company's Shares have traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

<b>Period</b>	<b>Traded Prices Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
June 2007	0.250	0.164
July 2007	0.240	0.190
August 2007	0.225	0.128
September 2007	0.180	0.108
October 2007	0.410	0.150
November 2007	0.460	0.255
December 2007	0.315	0.231
January 2008	0.255	0.135
February 2008	0.229	0.135
March 2008	0.220	0.140
April 2008	0.345	0.171
May 2008	0.385	0.285
June 2008 (up to the Latest Practicable Date)	0.325	0.275

## 6. HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as the result of the repurchase of the Shares, 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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the GEM Listing Rules), could, depending on the level of increase of shareholding interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the general mandate to repurchase Shares.

As at the Latest Practicable Date, the substantial shareholders of the Company were as follows:

<b>Name of Shareholder</b>	<b>No. of the Shares interested in</b>	<b>Approximate percentage of existing shareholding</b>	<b>Approximate percentage of shareholding if exercised in full the power to repurchase</b>
Manistar Enterprises Limited	643,364,070	52.96%	58.85%
CCT Telecom Holdings Limited ( <i>Note</i> )	643,364,070	52.96%	58.85%

*Note:* The interests disclosed comprised 643,364,070 Shares beneficially owned by Manistar Enterprises Limited, which is a wholly-owned subsidiary of CCT Telecom Holdings Limited.

In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the terms of the resolution no. 4(B) to be proposed at the AGM and assuming none of the outstanding share options of the Company is exercised and no further Shares is issued, allotted or repurchased by the Company prior to the AGM, the total interests of the above substantial shareholders of the Company would be increased to approximately the respective percentages shown in the last column above. The Directors are not aware of any consequence which would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of such repurchases. However, the Directors do not have the intention to exercise the power to repurchase Shares to an extent which would make any of the substantial shareholders to be obliged to make a mandatory offer under Rule 26 of the Takeovers Code in this respect.

**7. CONNECTED PERSONS**

No connected person has notified the Company that it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the general mandate to repurchase Shares is exercised.

**8. DIRECTORS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates have any present intention to sell any of the Shares to the Company or its subsidiaries if the general mandate to repurchase Shares is exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the general mandate to repurchase Shares should it be granted in the forthcoming AGM, in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands, the jurisdiction in which the Company is incorporated.

**9. REPURCHASED SHARES**

The Company has made no repurchases of its own Shares (whether on the GEM or otherwise) in the six months preceding the Latest Practicable Date.

**TRADEeasy****易 貿 通****TRADEEASY HOLDINGS LIMITED****( 易 貿 通 集 團 有 限 公 司 \* )***(Incorporated in the Cayman Islands with limited liability)**(Stock Code: 8163)*

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the shareholders of Tradeeasy Holdings Limited (the “**Company**”) will be held at 2208, 22/F., St. George’s Building, 2 Ice House Street, Central, Hong Kong on Monday, 21 July 2008 at 10:30 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

- (1) To receive and consider the audited Financial Statements, the Report of the Directors and the Independent Auditors’ Report of the Company for the year ended 31 March 2008.
- (2) To re-elect retiring directors, Dr. William Donald Putt as an executive director of the Company and Mr. Lam Kin Kau, Mark as an independent non-executive director of the Company, and to authorise the board of directors to fix the directors’ remuneration.
- (3) To re-appoint auditors and to authorise the board of directors to fix the remuneration of the auditors.

\* *For identification purpose only*

## AS SPECIAL BUSINESS

(4) To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (i) subject to paragraph (iii) of this resolution and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or options, warrants, or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined) or, (b) the grant or exercise of rights of conversion under any securities which are convertible into shares of the Company or, (c) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time or, (d) the grant or exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company, shall not in aggregate exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment or issue of shares in the share capital of the Company pursuant to an offer of shares open for a period fixed by the Directors made to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (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 outside Hong Kong).”

- (B) **“THAT:**

- (i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own issued shares in the share capital of the Company on GEM of the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange in accordance with all the applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) in the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to resolution numbered 4(A) in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 4(B).”

By Order of the Board of  
**TRADEEASY HOLDINGS LIMITED**  
**Mak Shiu Tong, Clement**  
*Chairman*

Hong Kong, 27 June 2008

*Notes:*

1. Any shareholder entitled to attend and vote at the annual general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the annual general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the annual general meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting, 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. With respect to the resolution numbered 2 of this notice, Dr. William Donald Putt and Mr. Lam Kin Kau, Mark will retire and, being eligible, offer themselves for re-election at the annual general meeting. Biographical details of the above Directors are set out in Appendix I of the circular of the Company dated 27 June 2008 which will be sent to the shareholders together with the 2007/2008 annual report of the Company.
6. With respect to the resolutions numbered 4(A) and 4(C) of this notice, approval is being sought from the shareholders for the general mandates to be given to the Directors to allot, issue and deal with new shares of the Company.
7. With respect to the resolution numbered 4(B) of this notice, approval is being sought from the shareholders for a general mandate to be given to the Directors to repurchase the shares of the Company. An explanatory statement containing further information with respect to such resolution is set out in Appendix II of the circular of the Company dated 27 June 2008 which will be sent to the shareholders together with the 2007/2008 annual report of the Company.