



## Notice of Annual General Meeting

**NOTICE** is hereby given that the Annual General Meeting of eCargo Holdings Limited, ARBN 601 083 069, Hong Kong Company Number 2088880 (the "Company") will be held at 4:00pm (Sydney, Australia Time), 2:00pm (Hong Kong Time) on June 20, 2018 at Portside Conference Centre, 207 Kent Street, Sydney NSW 2000.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed CDI Voting Instruction Form ("Form"). The completed Form must be received at the address shown on the Form by 4:00pm (Sydney, Australia Time), 2:00pm (Hong Kong Time) on June 17, 2018. Any CDI Voting Instruction Form received after that time will be invalid.

### BUSINESS

#### 1. 2017 Financial Statements

To receive and consider the financial statements, the reports of the Directors and Auditor and other documents required to be annexed to the financial statements for the year ended December 31, 2017 and as lodged with Australian Securities Exchange ("ASX").

No resolution is required by law in respect of this agenda item. However, it will provide shareholders with the opportunity to ask questions of the Directors and Auditor of the Company in relation to the financial statements.

#### 2. Resolution 1 – Remuneration of Directors

That the following resolution be approved as an **ordinary resolution**:

*"Subject to not increasing the total aggregate amount of Director fees payable to all non-executive Directors (previously approved prior to the admission of the Company to the ASX, as an aggregate of A\$500,000), that the Board, with the advice from the nomination and remuneration committee, be authorised to fix the remuneration of the Directors for the year ending December 31, 2018."*

#### 3. Resolution 2 – Election of Director – Mr. Rupert Myer AO

That the following resolution be approved as an **ordinary resolution**:

*"That Mr. Rupert Myer AO (Non-Executive Director) retires as a Director in accordance with Article 24 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is elected as a Director of the Company."*

#### 4. Resolution 3 – Election of Director – Mr. Christopher Lau

That the following resolution be approved as an **ordinary resolution**:

*"That Mr. Christopher Lau (Non-Executive Director) retires as a Director in accordance with Article 24 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is elected as a Director of the Company."*

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#### **5. Resolution 4 – Election of Director – Ms. Jessica Rudd**

That the following resolution be approved as an **ordinary resolution**:

*"That Ms. Jessica Rudd (Non-Executive Director) retires as a Director in accordance with Article 24 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is elected as a Director of the Company."*

#### **6. Resolution 5 – Election of Director – Mr. Dennis Lin**

That the following resolution be approved as an **ordinary resolution**:

*"That Mr. Dennis Lin (Non-Executive Director) retires as a Director in accordance with Article 24 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is elected as a Director of the Company."*

#### **7. Resolution 6 – Re-appointment of Auditors**

That the following resolution be approved as an **ordinary resolution**:

*"That PricewaterhouseCoopers, being the Auditor of the Company be re-appointed as the Auditor and that the Directors be authorised to fix their remuneration."*

#### **8. Resolution 7 – Approval of 10% placement facility**

That the following resolution be approved as a **special resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Annual General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of this resolution 7 by or on the behalf of:

- a person who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares or CDIs, if this resolution 7 is passed; and
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Important note:** The proposed allottees of any Equity Securities under the 10% Placement Facility are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of this resolution), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

## **9. Resolution 8 – General Mandate to Issue and Allot New Shares**

That the following resolution be approved as an **ordinary resolution**:

*"That, subject to any restriction in the ASX Listing Rules in relation to issuing new capital (including ASX Listing Rules 7.1, 7.1A, 10.11 and 10.14), the Corporations Act 2001 (Cth), pursuant to Section 141 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate shall be given to Directors to issue and allot new shares in the capital of the Company at any time to any such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit be approved, and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.*

*As at the date of this notice, the total number of Shares in issue was 615,250,000 Shares. Assuming there is no issue of Shares or any buy back of Shares from the date of this notice up to the date of the Annual General Meeting, the number of Shares that can be issued pursuant to the General Mandate to issue and allot new shares will be 153,812,500 Shares, representing 25% of the Company's issued share capital as at the date of the Annual General Meeting (assuming Resolution 7 is approved)."*

## **10. Resolution 9 – General Mandate to Buy Back Shares**

That the following resolution be approved as an **ordinary resolution**:

*"That, subject to any restriction in the ASX Listing Rules in relation to buy back Shares (including ASX Listing Rules 7.29 to 7.36 (inclusive)), the Corporations Act 2001 (Cth), pursuant to Section 239 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate shall be given to Directors to buy back Shares in the capital of the Company at any time from any such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit be approved, and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.*

*As at the date of this notice, the total number of Shares in issue was 615,250,000 Shares. Assuming there is no issue of Shares or any buy back of Shares from the date of this notice up to the date of the Annual General Meeting, the number of Shares that can be buy back pursuant to the General Mandate to buy back Shares will be 61,525,000 Shares, representing 10% of the Company's issued share capital as at the date of the Annual General Meeting."*

## **NOTES**

### **(i) Voting entitlements**

The Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting and CDI holding of CDI holders will be taken to be held by the persons who are registered as members at 5:00pm (Sydney, Australia Time), 3:00pm (Hong Kong Time) on June 15, 2018. Accordingly transfers registered after that time will be disregarded in determining



members entitled to attend and vote at the Annual General Meeting.

**(ii) Proxy voting by holders of Shares**

Shareholders who are unable to attend the Annual General Meeting are requested to complete, sign, date and return the Proxy Form.

A Proxy Form must be received at the address shown on the Proxy Form by 4:00pm (Sydney, Australia Time), 2:00pm (Hong Kong Time) on June 18, 2018. Any Proxy Form received after that time will be invalid.

**(iii) Direct voting by holders of CDIs**

Holders of CDIs are invited to attend the Annual General Meeting.

CDI holders may complete, sign and return the enclosed CDI Voting Instruction Form to Link Market Services Limited at 1A Homebush Bay Drive, Rhodes NSW 2138, Australia (fax number within Australia: (02) 9287 0309 or outside Australia: +61 2 9287 0309) in order to direct CHESS Depository Nominees Pty Ltd ("CDN") to vote the relevant underlying Ordinary Shares on his or her behalf. The CDI Voting Instruction Form must be received at the address shown on the Form by 4:00pm (Sydney, Australia Time), 2:00pm (Hong Kong Time) on June 17, 2018. Any CDI Voting Instruction Form received after that time will be invalid.

**Online:** The CDI voting instruction can be lodged online by visiting <https://www.linkmarketservices.com.au/>

By order of the Board

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## Explanatory Statement

*This explanatory statement accompanies the Annual General Meeting of eCargo Holdings Limited, ARBN 601 083 069, Hong Kong Company Number 2088880 (the "Company") to be held at 4:00pm (Sydney Australia Time) 2:00pm (Hong Kong Time) on June 20, 2018 at Portside Conference Centre, 207 Kent Street, Sydney NSW 2000.*

### **Item 1: 2017 Financial Statements**

This item gives shareholders an opportunity to ask questions with respect to the financial statements, the reports of the Directors and Auditor and other documents required to be annexed to the financial statements for the year ended on December 31, 2017 (**Statements and Reports**).

The Statements and Reports have been filed on the ASX electronic filing system for Market Announcements, and are available on the Company website [www.eCargo.com](http://www.eCargo.com).

### **Item 2: The Resolutions**

#### **Resolution 1: Remuneration of Directors**

Article 28 of the Company's Memorandum and Articles of Association entitles the Company to fix the aggregate remuneration for Directors for the following year.

With respect to non-executive director remuneration, this aggregate will not be fixed above the aggregate amount already approved by the Directors prior to admission to the ASX with respect to non-executive director remuneration (namely, A\$500,000) as such an increase will require shareholder approval under ASX Listing Rule 10.17.

#### **Resolution 2 - 5: Election of Director**

Pursuant to both the ASX Listing Rules and the Articles of Association, Director must, if appointed as a casual vacancy, retire as Director and be appointed by shareholders in general meeting or retire by rotation at least once every three years. Four Directors retired and offered himself/herself for election. The resumes of the Directors are as follows:

<b>Name and Role</b>	<b>Experience and Responsibilities</b>
<b>Mr. Rupert Myer AO</b> Non-Executive Director	Mr. Rupert Myer AO is Director of Healthscope Limited and Amcil Limited. He serves as Chairman of Nuco Pty Ltd and as a director of The Myer Family Investments Pty Ltd and Mutual Trust Pty Ltd. He is Chair of the Commonwealth Government's Australia Council for the Arts.  Since 1986, Mr. Rupert Myer AO has served as a Non-Executive Board member on a diverse range of organizations including listed and unlisted public companies, private companies,

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	<p>community sector organisations, State and Commonwealth Government Boards and philanthropic foundations. Industries and sectors have included retailing, funds management, financial services, visual and performing arts, indigenous affairs, philanthropy and youth employment.</p> <p>Mr. Rupert Myer AO's experience as a Director has included IPO listings, rights issues, special purchase plans, dividend reinvestment plans and major refinancings. He has served both as Chair and as a member of Audit and Finance Committees, Remuneration and Nominations Committees and Strategy Committees.</p> <p>Mr. Rupert Myer AO holds a Master of Arts from Cambridge University and a Bachelor of Commerce with Honours from the Melbourne University. He is a fellow of the Australian Institute of Company Directors.</p>
<p><b>Mr. Christopher Lau</b> Non-Executive Director</p>	<p>Mr. Christopher Lau is a founder of ECG. He was the CEO and Executive Director of ECG until March 14, 2018 and re-designated to Non-Executive Director of ECG on the same day. He is also a founder and Vice-Chairman of WWE &amp; Company and MyMM.com.</p> <p>Mr. Christopher Lau possesses more than 7 years of experience in international retail supply chain and logistics management having worked closely with many major retailers in Australia and the United Kingdom in the development of their global supply chains including the setup of eCommerce operations in China, sourcing offices and QC facilities.</p> <p>Mr. Christopher Lau was the Group Assistant Managing Director and an Executive Director at Cargo Services from 2006 to 2012. At Cargo Services, he founded the GAM business in 2007.</p> <p>Mr. Christopher Lau was instrumental in the transformation of Cargo Services to become the leading integrated retail supply chain solutions service provider in Hong Kong, contributed significantly in the development and implementation of the LIMA® platforms for many retail brands and was involved in the acquisition of Allport Limited together with HSBC's strategic investment in CS Logistics in 2010. He was an Executive Director of CS Logistics from 2010 to 2012.</p> <p>Mr. Christopher Lau holds a Bachelor of Science in Accounting and Finance from the Leonard Stern School of Business at New York University. He spent several years with Ernst and Young LLP and Deutsche Bank in New York working in audit, structured products and fixed income. He was appointed as a member of the 14th Nanjing Political Consultative Conference in 2018, an Honorary Member of the Court at the Hong Kong Baptist University since 2012 and is a Vice-Chairman of the fundraising committee of the Dragon Foundation, a non-profit youth organisation in Hong Kong.</p>

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<p><b>Ms. Jessica Rudd</b> Non-Executive Director</p>	<p>Ms. Jessica Rudd is the chairman and founder of Jessica’s Suitcase, an Australian company headquartered in Sydney, which operates an eCommerce store on Alibaba’s Tmall Global Platform, offering quality Australia and New Zealand products to Chinese consumers through the cross-border online channel.</p> <p>Ms. Rudd is an Australian-born-and-based Key Opinion Leader (KOL), uniquely placed as an influencer in the eCommerce and digital marketing sectors, with strong reach in both the Australian and Chinese markets.</p> <p>Ms. Jessica Rudd was appointed as the first and only Australia and New Zealand Lifestyle Ambassador for Alibaba in 2016 and continues to serve in that role. In 2017, Ms. Rudd was appointed Non-Executive Director of the ASX listed Australian Agricultural Company (ASX:AAC).</p> <p>Having begun her career as a media and intellectual property lawyer, she later moved to London where she worked as a crisis management consultant for global communications firm, Hill &amp; Knowlton. In 2009, Ms. Jessica Rudd moved to Beijing with her husband. In their 5 years living in Beijing, she wrote two novels – Campaign Ruby and its sequel Ruby Blues—and worked as a columnist and media commentator.</p>
<p><b>Mr. Dennis Lin</b> Non-Executive Director</p>	<p>Mr. Dennis Lin is a Partner of BDO, leading the firm’s China Advisory Services in Australia. He is also Chairman of Bubs Australia Limited (ASX: BUB) and a non-executive director of Buderim Group Limited (ASX: BUG).</p> <p>As a Chartered Accountant and Solicitor, Mr. Dennis Lin has been involved in a wide range of commercial transactions, merger and acquisitions, and capital market transactions between Australian and Chinese businesses and has a specialist focus on consumable goods, agriculture and technology sectors.</p>

**Resolution 6: Re-appointment of Auditor**

This item gives shareholders an opportunity to ask questions with respect to the appointment of external auditors.

**Resolution 7: Approval of 10% placement facility**

**(a) Purpose of resolution**

The purpose of Resolution 7 is to authorise the Directors to issue a further 10% of its issued share capital under Listing Rule 7.1A during the 10% Placement Period (defined in paragraph (c) below) in addition to and without using the Company’s 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution.

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**(b) General information**

Listing Rule 7.1A enables "eligible entities" to issue Equity Securities of up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

"Equity Securities" includes (a) a share, (b) a unit, (c) a right to a share or unit or option, (d) an option over an issued or unissued security and (e) a convertible security.

The Company is an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Paragraph (c)(i) below).

The Company is seeking approval for the extra 10% placement facility to ensure that the business has the ability to raise extra equity when required to maintain the optimal capital structure and provide flexibility to take advantage of future growth opportunity.

**(c) Description of Listing Rule 7.1A**

**(i) General**

- Shareholder approval

The ability to issue Equity Securities (such as CDIs) under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Hence, at least 75% of votes cast by Shareholders present and eligible to vote at the Annual General Meeting must be in favour of Resolution 7 for it to be passed.

- Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice of Annual General Meeting, has on issue one class of quoted Equity Securities, namely CDIs.

- Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree

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to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

- A** *is the number of shares on issue 12 months before the date of issue or agreement:*
- *plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;*
  - *plus the number of partly paid shares that became fully paid in the 12 months;*
  - *plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;*
  - *less the number of fully paid shares cancelled in the 12 months.*

*Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** *is 10%*

**E** *is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.*

- **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price ("VWAP") of Equity Securities in the same class calculated over the 15 ASX trading days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued.

**(Minimum Issue Price).**

- **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

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- the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
  - the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),
- or such longer period if allowed by the ASX (**10% Placement Period**).

**(ii) Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice of Annual General Meeting, the Company has on issue 615,250,000 CDIs and therefore has a capacity to issue:

- 92,287,500 Equity Securities under Listing Rule 7.1; and
- subject to Shareholder approval being sought under Resolution 7, 61,525,000 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities, or the agreement date, in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to paragraph (c)(i) (above)).

**(d) Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Facility:

**(i) Minimum Issue Price**

The Equity Securities will be issued at an issue price of not less than Minimum Issue Price detailed in paragraph (c)(i) above.

**(ii) Risk of economic and voting dilution**

If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table.

There is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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The below table shows the dilution of existing CDI holders on the basis of the current market price of CDIs and the current number of CDIs for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Annual General Meeting.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of CDIs the Company has on issue. The number of CDIs on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Shares on issue (Variable 'A' in Listing Rule 7.1A.2)		Dilution		
		\$0.118 50% decrease in Current Issue Price	\$0.235 Current Issue Price	\$0.353 50% increase in Current Issue Price
<b>Current Variable A</b> 615,250,000 CDIs	<b>10% Voting Dilution</b>	61,525,000 CDIs	61,525,000 CDIs	61,525,000 CDIs
	<b>Funds raised</b>	\$7,259,950	\$14,458,375	\$21,718,325
<b>50% increase in current Variable A</b> 922,875,000 CDIs	<b>10% Voting Dilution</b>	92,287,500 CDIs	92,287,500 CDIs	92,287,500 CDIs
	<b>Funds raised</b>	\$10,889,925	\$21,687,563	\$32,577,488
<b>100% increase in current Variable A</b> 1,230,500,000 CDIs	<b>10% Voting Dilution</b>	123,050,000 CDIs	123,050,000 CDIs	123,050,000 CDIs
	<b>Funds raised</b>	\$14,519,900	\$28,916,750	\$43,436,650

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No convertible securities are exercised into Shares or CDIs before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

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- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that CDI holder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of CDIs.
- The current issue price is \$0.235, being the closing price of the CDIs on ASX on May 15, 2018.

**(iii) Expiry of approval**

The Company will only issue and allot the Equity Securities during the 10% Placement Period detailed in paragraph (c)(i) above.

**(iv) Purpose of new issues**

The Company may seek to issue the Equity Securities for the purposes of improving the Company's financial flexibility to take advantage of future growth opportunities, and to fund its general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities. In the event Resolution 7 is approved, when the Company issues Equity Securities pursuant to the 10% Placement Facility, it will give to the ASX:

- a list of allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- the information required by Listing Rule 3.10.5A for release to the market.

**(v) Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but may include existing

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substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If the Company is successful in acquiring new assets or investments, it may be that the allottees under the 10% Placement Facility will be the vendors of new assets or investments.

**(vi) Detail of new issues under Listing Rule 7.1A for previous year**

Given the Company has not previously obtained Shareholder approval under Listing Rule 7.1A, no such information is required to be provided.

**(vii) Voting exclusion statement**

A voting exclusion statement is included in the Notice of Annual General Meeting. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

**Resolution 8: General Mandate to Issue and Allot New Shares**

Pursuant to Section 141 of the Companies Ordinance, Hong Kong, Cap 622, the Directors cannot issue and allot new shares of the Company without the prior approval of Shareholders. The general mandate granted by Shareholders in General Meeting in respect of the issue and allot new shares may be for any period up until the conclusion of the next Annual General Meeting (or when the next Annual General Meeting is require to be held, whichever the earlier).

Under ASX Listing Rules 7.1, the Company would be able to issue up to 15% of its Share in any 12 month period without Shareholder approval (and a further 10% in the event Resolution 7 is approved) if it were not subject to the Hong Kong Companies Ordinance. To give the Company flexibility for any issue of Shares in the next 12 months (in a manner consistent with the ASX Listing Rules), the Company is seeking approval to issue up to 25% of its Share in the period between the date of this Annual General Meeting and the Company's next Annual General Meeting (or when the next Annual General Meeting is require to be held, whichever the earlier). If the Company wishes to issue more than 25% of its Shares (assuming Resolution 7 is approved), a separate General Meeting will be convened.

This resolution is, however, subject to the ASX Listing Rules and, in particular to:

- (a) ASX Listing Rule 10.11 which restricts the Company from issuing new securities in the Company to a related party without shareholder approval; and
- (b) ASX Listing Rule 10.14 which restricts the Company from issuing new securities in the Company under an employee share plan to a Director or an associate of a Director without shareholder approval.

**Resolution 9: General Mandate to Buy Back Shares**

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Pursuant to Section 239 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate must be given to Directors to buy back shares in the capital of a company.

The resolution contained in Item 9 allows the Directors to buy back shares in the capital of the Company. This resolution is, however, subject to the ASX Listing Rules and, in particular to ASX Listing Rule 7.29 to 7.36 (inclusive) which govern the Company's buy back share.

eCargo Holdings Limited, Hong Kong Company Number 2088880, ARBN 601 803 069

13103N ATL Logistics Centre B, 3 Kwai Chung Container Terminals  
New Territories, Hong Kong

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