



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 2:30pm (Hong Kong Time), 4:30pm (Sydney, Australia Time) on May 18, 2020 at 13018, ATL Logistics Centre B, 3 Kwai Chung Container Terminals, New Territories, Hong Kong.

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 2:30pm (Hong Kong Time), 4:30pm (Sydney, Australia Time) on May 15, 2020. Any CDI Voting Instruction Form received after that time will be invalid.

BUSINESS

1. 2019 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, 2019 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, 2020."

3. Resolution 2 – 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."

4. Resolution 3 – 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."

5. Resolution 4 – Election of Director – Mr. Yuming Zou

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

"That Mr. Yuming Zou (Non-Executive Director) retires as a Director in accordance with Article 23 (4) 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 – 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."

7. Resolution 6 – 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 6 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 6 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.

8. Resolution 7 – 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 6 is approved)."

9. Resolution 8 – 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."

10. Resolution 9 – Amendments to Articles of Association

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

"That for the purposes of sections 88 and 90 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and for all other purposes, approval is given for the Company to modify its current Articles of Association in the form as tabled at the General Meeting and signed by the Chairman for the purposes of identification and as described in the Explanatory Statement".

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 Thursday, May 14, 2020. 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 4:30pm (Sydney, Australia Time), 2:30pm (Hong Kong Time) on Saturday, May 16, 2020. 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 Depositary 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 4:30pm (Sydney, Australia Time), 2:30pm (Hong Kong Time) on Friday May 15, 2020. 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



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 4:30pm (Sydney Australia Time) 2:30pm (Hong Kong Time) on May 18, 2020 at 13018, ATL Logistics Centre B, 3 Kwai Chung Container Terminals, New Territories, Hong Kong.

Item 1: 2019 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, 2019 (**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.

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 - 4: Election of Director

Pursuant to both the ASX Listing Rules and the Articles of Association, a Director must, if appointed as a casual vacancy, retire as Director from the office at the next Annual General Meeting following the appointment and be appointed by shareholders in general meeting or retire by rotation at least once every three years. The Articles of Association further provides that at every subsequent annual general meeting following the first annual general meeting, one-third of the Directors for the time being must retire from the office. The following three Directors will retire and offer themselves for election. The profile of the retiring Directors are as follows:

Name and Role	Experience and Responsibilities
Mr. Christopher Lau Non-Executive Director	Mr. Christopher Lau is a co-founder of ECG and was CEO and Executive Director of ECG from inception until March 14, 2018 when he was re-designated to Non-Executive Director. In April 2018, Christopher rejoined Cargo Services Group as

	<p>Group Assistant Managing Director and is currently Head of Greater China for the Group. He 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>Christopher was Group Assistant Managing Director and Executive Director at Cargo Services from 2006 to 2012. At Cargo Services, he founded the GAM business division in 2007 and was Head of GAM until 2012. He 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 supported 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>Christopher 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 organisation in Hong Kong.</p>
<p>Mr. Rupert Myer AO Non-Executive Director</p>	<p>Mr. Rupert Myer AO is a Director of 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.</p> <p>Since 1986, Rupert has served as a Non-Executive Board member on a diverse range of organizations including listed and unlisted public companies, private companies, 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>Rupert's experience as a Director has included IPO listings, rights issues, special purchase plans, dividend re-investment plans and major re-financings. He has served both as Chair and as a member of Audit and Finance Committees, Remuneration and Nominations Committees and Strategy Committees.</p> <p>Rupert holds a Master of Arts from Cambridge University and a Bachelor of Commerce with Honours from the Melbourne</p>

	University. He is a fellow of the Australian Institute of Company Directors.
Mr. Yuming Zou Non-Executive Director	<p>Mr. Yuming Zou serves as Senior Vice-President of Corporate Development at Jianke. In this role, he manages Jianke's finance team, with responsibility for accounting & controls, financial planning & analysis, liquidity management, corporate finance, and evaluation/due diligence of M&A targets. He also partners with various business units across the company, with a focus on market development opportunities and strategic partnerships.</p> <p>Prior to joining Jianke, Yuming spent 15 years at J.P.Morgan's Investment Banking Division, most recently as Executive Director in J.P.Morgan's Hong Kong Corporate Derivatives Trading team, where he focused on origination, execution, and risk management for listed equity margin loans/collars, and structured equity financing transactions. He joined J.P.Morgan in 2003 as part of the Asia M&A/ Corporate Finance team (based in Hong Kong), and was involved with a number of high profile M&A and Equity Capital Markets projects in the Greater China region across the Technology, Oil & Gas, and Transportation sectors. After several years in Asia, he moved to New York as part of J.P.Morgan's Hedge Fund Derivatives Group, structuring and executing transactions with alternative investment managers. In 2011, he relocated to J.P.Morgan's Shanghai office, leading strategy and business development efforts across J.P.Morgan's China Joint-Ventures.</p> <p>Yuming was born in Beijing, China, and grew up in the United States. He holds a Bachelor of Arts degree in Economics magna cum laude and a Master of Arts degree in Statistics from Harvard University, and is also a CFA charterholder.</p>

Resolution 5: Re-appointment of Auditor

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

Resolution 6: Approval of 10% placement facility

(a) Purpose of resolution

The purpose of Resolution 6 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.

If Resolution 6 is passed, the Company will be able to issue 'equity securities' up to the combined 25% limit in Listing Rule 7.1 and 7.1A without any further shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Resolution 6 is a special resolution.

(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 6 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 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 10 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:

- 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 6, 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 the Minimum Issue Price detailed in paragraph (c)(i) above.

(ii) Risk of economic and voting dilution

If Resolution 6 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, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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		
		\$0.0165 50% decrease in Current Issue Price	\$0.033 Current Issue Price	\$0.0495 50% increase in Current Issue Price
Current Variable A 615,250,000 CDIs	10% Voting Dilution	61,525,000 CDIs	61,525,000 CDIs	61,525,000 CDIs
	Funds raised	\$1,015,163	\$2,030,325	\$3,045,488
50% increase in current Variable A 922,875,000 CDIs	10% Voting Dilution	92,287,500 CDIs	92,287,500 CDIs	92,287,500 CDIs
	Funds raised	\$1,522,743	\$3,045,488	\$4,568,231
100% increase in current Variable A 1,230,500,000 CDIs	10% Voting Dilution	123,050,000 CDIs	123,050,000 CDIs	123,050,000 CDIs
	Funds raised	\$2,030,325	\$4,060,650	\$6,090,975

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%.
- 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 \$0.033, being the closing price of the CDIs on ASX on April 8, 2020.

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

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

The Company previously obtained approval from its Shareholders/CDI holders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 14 May 2019 ("Previous Approval").

The Company has not issued any Equity Securities pursuant to the Previous Approval. During the 12 month period preceding the date of this Annual General Meeting, the subject of this Notice, the Company has not issued any Shares or CDIs.

(vii) Voting exclusion statement

A voting exclusion statement is included in the Notice of Annual General Meeting. However, as at the date of dispatch of the Notice of Annual General Meeting, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2 and, as such, has not identified any proposed allottees.

Resolution 7: 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 allotment of 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 6 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 6 is approved), a separate General Meeting will be convened.

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

- ASX Listing Rule 10.11 which restricts the Company from issuing new securities in the Company to a related party without shareholder approval; and
- 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 8: General Mandate to Buy Back Shares

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.

Resolution 8 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 governs the buy back of securities.

Resolution 9 – Amendments to the Articles of Association

(a) Purpose of Resolution

The Company is currently governed by its current Articles of Association which has been in effect since 2014.

Under sections 88 and 90 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), it is proposed that the current Articles of Association of the Company be modified by a special resolution of Shareholders.

The proposed amendments will incorporate the requirements of the ASX Listing Rules since the current Articles of Association was adopted in 2014. In particular, it will incorporate the changes detailed in paragraph (c) below.

Resolution 9 is a special resolution.

(b) Obtaining a copy of the Articles of Association

A copy of the Articles of Association including the amendments detailed in paragraph (c) below is available for review by Shareholders and CDI holders at the Company's website at <http://www.eCargo.com> and will also be available for inspection at the office of the Company during normal business hours prior to the General Meeting and available for inspection at the General Meeting.

A copy of the Articles of Association including the amendments detailed in paragraph (c) below can also be sent to Shareholders upon request to the Company Secretary on enquiries@ecargo.com or +852 2481 8308. CDI Holders are invited to contact the Company if they have any queries or concerns.

(c) Summary of proposed amendment

Restricted Securities

It is proposed that the Articles of Association be amended to include a new provision in order to comply with the requirements of ASX Listing Rule 15.12 which provides that for so long as the Company has restricted securities (**Restricted Securities**) on issue, its Articles of Association must provide that:

- (a) A holder of Restricted Securities must not dispose of, or agree or offer to dispose of, during the escrow period that applies in respect of those Restricted Securities except as permitted by the ASX Listing Rules or ASX;
- (b) If the Restricted Securities are in the same class as quoted securities of the Company, the holder of those Restricted Securities will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those Restricted Securities;
- (c) The Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the ASX Listing Rules or the ASX;
- (d) A holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the ASX Listing Rules or ASX; and
- (e) If a holder of Restricted Securities breaches a Restriction Agreement or a provision of this Articles of Association restricting a disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect to those Restricted Securities for so long as the breach continues.

These provisions have been included in new Article 90.

ASX Listing Rule resolutions decided on a poll

It is proposed that the Articles of Association be amended to include a new provision in order to comply with the requirements of ASX Guidance Note 35, paragraph 10 which provides that all ASX Listing Rule resolutions must be decided by a poll rather than a show of hands.

This new provision has been included in the new Article 49(1).

(d) Effective date

Under sections 88 and 90 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the modification of the Articles of Association is effective on the date on which the resolution is passed if it specifies no later date.

Given no later date is specified in the Resolution, the amendments to the Articles of Association are effective on the date the Resolution is passed.