



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) on 3 June 2015 at Langham Place Hotel, 555 Shanghai Street, Mongkok, Hong Kong.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed CDI Voting Instruction Form ("the Form"). The completed Form needs to be received at the address shown on the Form before the time fixed for the Meeting or an adjournment thereof, being no later than 4:30pm (Sydney, Australia time), 2:30pm (Hong Kong time) on 29 May 2015.

BUSINESS

1. 2014 Financial Statements

To receive and consider the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements for the period ended 31 December 2014 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. Remuneration of Directors

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

"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 31 December 2015."

3. Election of Director – Mr. John Lau

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

"That Mr. John Lau (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. Election of Director – Mr. Christopher Lau

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

"That Mr. Christopher Lau (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. Election of Director – Mr. Rupert Myer, AM

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

"That Mr. Rupert Myer, AM (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. Election of Director – Mr. Christopher Ryan

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

"That Mr. Christopher Ryan (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. Election of Director – Mr. Heath Zarin

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

"That Mr. Heath Zarin (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."

8. Re-appointment of Auditors

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

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

9. 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, 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 further unissued 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 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."

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 (Hong Kong time), 7:00pm (Sydney, Australia time) on Friday, 29 May 2015. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

(ii) Proxy voting by holders of Shares

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the proxy.

A proxy will not be valid unless it is deposited by mail or by email at the office of the Company, 13013N ATL Logistics Centre B, 3 Kwai Chung Container Terminals, New Territories, Hong Kong by no later than 2:30pm (Hong Kong time), 4:30pm (Sydney, Australia time) on 1 June 2015.

eCargo Holdings Limited Hong Kong Company No. 2088880, ARBN 601 803 069

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



(iii) Direct voting by holders of CDIs

Holders of CDIs are invited to attend the 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 Form needs to be received at the address shown on the Form before the time fixed for the Meeting or an adjournment thereof, being no later than 2:30pm (Hong Kong time), 4:30pm (Sydney, Australia time), on 29 May 2015.

Online: The Form can be lodged online at: <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 2:30pm (Hong Kong time) on 3 June 2015 at Langham Place Hotel, 555 Shanghai Street, Mongkok, Hong Kong.

Item1: 2014 Financial Statements

This item gives shareholders an opportunity to ask questions with respect to the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements for the period ended on 31 December 2014 (**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 or by requesting a copy from the Joint Company Secretary at +61 2 9276 2000 (Australia).

Item 2: 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.

Items 3 to 7: Election of Directors

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

Name and Role	Experience and Responsibilities
Mr. John Lau Executive Chairman Executive Director	<p>Mr. John Lau is the Executive Chairman, founder and Executive Director of eCargo. He is Chairman and founder of eCargo's largest shareholder, JL Enterprises Holdings Limited ("JL Enterprises"). He is Group Managing Director and founder of eCargo's strategic investor, CS Logistics Holdings Limited ("CS Logistic"). He is the Managing Director and founder of Cargo Services Far East Limited ("Cargo Services"), a principal operating subsidiary of the CS Logistics group of companies and Managing Director and founder of Xin Hai Hua Enterprises.</p> <p>Mr. John Lau brings more than 40 years of experience in trading, shipping and logistics in China. Over the years, he has cooperated successfully with major financial sponsors in Asia such as Prudential Asia and HSBC Principal Investments. His pursuit for excellence in providing professional services is well known and</p>

	<p>acknowledged by many major retailers and brands worldwide.</p> <p>Mr. John Lau founded Cargo Services in 1990 as an ocean freight non-vessel operating cargo carrier. He has led the growth of Cargo Services in becoming a leader in international logistics. Today, Cargo Services is the largest privately owned integrated logistics service provider and freight forwarder in China and Hong Kong.</p> <p>Mr. John Lau founded Midstream Holdings Limited ("MHL") in 1995. He was Managing Director of MHL from 1995 to 1997. MHL was acquired by Hutchison Port Holdings in 1997.</p> <p>Mr. John Lau founded Wide Shine Terminals Limited ("WST") in 1990. He was Managing Director and founder of WST from 1990 to 1995. WST was subsequently acquired by MHL in 1995.</p> <p>Mr. John Lau founded Hoi Kong Terminals Limited ("Hoi Kong") in 1986. He was the Managing Director from 1986 to 1990. Hoi Kong was acquired by Jardines Shipping Services Limited in 1990.</p> <p>Mr. John Lau holds a Bachelor of Arts in Economics from the University of Hong Kong, and joined Dodwell & Co. in their Hong Kong buying office working with many international retailers and trading companies sourcing from China. He quickly rose to become a director at Dodwell & Co. He left Dodwell & Co. in 1983 to start his own businesses in shipping and international logistics.</p> <p>Mr. John Lau is a member of the People's Consultative Conference in Nanjing. He was a non-executive director of Golden Eagle Retail Group (HKEx: 3308) from 1999 when it was first listed on the Hong Kong Exchange until 2011.</p>
<p>Mr. Christopher Lau</p> <p>Chief Executive Officer</p> <p>Executive Director</p>	<p>Mr. Christopher Lau is Chief Executive Officer, founder and Executive Director of eCargo. He is a co-founder of eComLock.com, an alternative last mile delivery solution in China operating in Shenzhen.</p> <p>Mr. Christopher Lau brings 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.</p> <p>He is an Honorary Member since 2012 of the Court at the Hong Kong Baptist University. He is a member of the fundraising committee of the Dragon Foundation, a non-profit organisation in Hong Kong.</p>
<p>Mr. Rupert Myer, AM</p> <p>Non-Executive Director</p> <p>Chairman of Audit and Risk Management Committee</p> <p>Member of Nomination and Remuneration Committee</p>	<p>Mr. Rupert Myer is Deputy Chairman of Myer Holdings Limited and a Director of Healthscope Limited and Amcil Limited. He serves as Chairman of Nuco Pty Limited, a private Myer family investment company and is a board member of further family-owned investment companies. He is Chair of the Commonwealth Government's Australia Council for the Arts.</p> <p>Since 1986, Mr. Rupert Myer 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>Mr. Rupert Myer'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>Mr. Rupert Myer is currently a member of the University of Melbourne Faculty of Business and Economics Advisory Board and Foundation, a board member of Jawun – Indigenous Corporate Partnerships, the Myer Foundation, the Yulgilbar Foundation and a member of the Felton Bequests' Committee.</p> <p>Mr. Rupert Myer 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>Mr. Christopher Ryan</p> <p>Non-Executive Director</p> <p>Member of Remuneration and Nomination Committee, and Member of Audit and Risk Management Committee</p>	<p>Mr. Christopher Ryan is an Executive Director of Investorlink Corporate Limited, a Sydney-based corporate finance and advisory firm, a member firm of Investorlink Group Limited.</p> <p>Mr. Christopher Ryan is Chairman of ASX listed company, TTG Fintech Limited. He is also a non-executive director of Propertylink (Holdings) Limited, an unlisted public company specialising in Australian property and infrastructure.</p> <p>Mr. Christopher Ryan either chairs or is a member of these companies' Remuneration and Nomination and Audit, Corporate Governance and Risk Committees.</p> <p>Mr. Christopher Ryan has been lead adviser in corporate acquisitions and divestments of large national and overseas companies. He has advised on ASX listings since 1986.</p> <p>Mr. Christopher Ryan's qualifications include a Bachelor of Financial Administration, University of New England, Fellow of the Institute of Chartered Accountants in Australia, Registered Australian tax agent and holder of Australian Financial Services Licence 269899.</p>
<p>Mr. Heath Zarin</p> <p>Non-Executive Director</p> <p>Chairman of Remuneration and Nomination Committee</p> <p>Member of Audit and Risk Management Committee</p>	<p>Mr. Heath Zarin is Managing Director and founder of EmergeVest, a Hong Kong based private equity firm.</p> <p>Mr. Heath Zarin was previously Managing Director and Head of Principal Investments, Asia- Pacific, for HSBC, with responsibility for Asian proprietary private Investment activities. He founded Emergent Investment Group ("EIG"), a Hong Kong-based private investment firm, where he completed private equity investments and advised on special situations. Prior to EIG, he held a series of senior executive roles at Credit Suisse, including forming and managing its Asian private equity business. He joined Credit Suisse through its acquisition of DLJ Merchant Banking, where he had broad experience across LBOs, mezzanine funding, growth capital and other strategies. Prior to DLJ, he practiced corporate law with Schulte Roth & Zabel LLP in New York, where he formed and advised hedge funds and private equity funds.</p> <p>Mr. Heath Zarin currently serves as Chairman of NFT Distribution, Chairman of Allport Cargo Services, Chairman of ediTRACK, non-executive director of CS Logistics and non-executive director of J.D. United Manufacturing.</p> <p>Mr. Heath Zarin holds a Juris Doctor from the Fordham University School of Law and graduated from the State University of New York at Binghamton. He is CFA, CMT and CAIA charterholder and has completed Certificate programs at Harvard Business School. He serves on the Executive Committee of the CAIA Hong Kong Chapter.</p>

Item 8: Re-appointment of Auditors

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

Item 9: General Mandate to Issue and Allot New Shares

Pursuant to Section 141 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate must be given to Directors to issue any unissued shares in the capital of a company.

The resolution contained in Item 9 allows the Directors to issue further unissued shares in the capital of the Company. This resolution is, however, subject to the ASX Listing Rules and, in particular to:

- (a) ASX Listing Rule 7.1 which restricts the Company from issuing new securities in the Company which would dilute the interests of existing Shareholders or CDI holders, to a maximum of 15% of the issued capital of the Company in any 12 month period without shareholder approval;
- (b) ASX Listing Rule 10.11 which restricts the Company from issuing new securities in the Company to a related party without shareholder approval; and
- (c) 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.