

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 11:00 am (Sydney Time) on 23 May 2016 at Yuan Room, Level 2, 3 Spring Street, Christie Conference Centre, Sydney, NSW 2000.

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 11:00 am (Sydney, Australia time), 9:00 am (Hong Kong time) on 20 May 2016.

BUSINESS

1. 2015 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 31 December 2015 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**:

"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 31 December 2016."

3. 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."

4. 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."

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."

6. 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 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 535,000,000 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 80,250,000 Shares, representing 15% of the Company's issued share capital as at the date of the Annual General Meeting."

7. 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 535,000,000 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 53,500,000 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 (Hong Kong time), 7:00pm (Sydney, Australia Time) on 20 May 2016. 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.

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 9:00am (Hong Kong time), 11:00am (Sydney, Australia time) on 21 May 2016.

(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 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 9:00am (Hong Kong time), 11:00am (Sydney, Australia time), on 20 May 2016.

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 11:00 am (Sydney Time) on 23 May 2016 at Yuan Room, Level 2, 3 Spring Street, Christie Conference Centre, Sydney, NSW 2000.

Item 1: 2015 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 31 December 2015 (**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 Company 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.

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, \$500,000) as such an increase will require shareholder approval under ASX Listing Rule 10.17.

Items 3 to 4: 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. Two Directors retired and offered himself for election. The resumes of the Director are as follows:

Name and Role	Experience and Responsibilities
Mr. Christopher Lau Chief Executive Officer Executive Director	<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 8 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 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. 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 Group Limited, a Sydney-based corporate finance and advisory firm.</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 focused on Australian industrial and commercial property.</p> <p>Mr. Christopher Ryan either chairs or is a member of these companies' Remuneration, Audit, Corporate Governance and Risk Committees.</p> <p>Mr. Christopher Ryan has acted as lead adviser in corporate acquisitions and divestments of large Australian and foreign companies over a 25 year period.</p> <p>Mr. Christopher Ryan has advised on ASX listings since 1986.</p> <p>Mr. Christopher Ryan holds a Bachelor of Financial Administration from the University of New England and is a Fellow of the Institute of Chartered Accountants in Australia.</p>

Item 5: Re-appointment of Auditor

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

Item 6: 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 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 15% 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 15% of its Share, 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.

Item 7: 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.

The resolution contained in Item 7 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.