



TRADEEASY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08163)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Tradeeasy Holdings Limited (the “**Company**”) will be held at 2208, 22/F., St. George’s Building, 2 Ice House Street, Central, Hong Kong, on Wednesday, 18 June 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** subject to and conditional upon the shareholders of CCT Telecom Holdings Limited (“**CCT Telecom**”) (the ultimate holding company of the Company) granting the approval at the special general meeting of CCT Telecom, the agreement dated 4 October 2007 (the “**Initial S&P Agreement**”) entered into amongst the Company, Merdeka Commodities Limited (“**MCL**”) and Merdeka Timber Group Ltd. (“**MTG**”) as amended and revised by (i) the supplemental agreement entered on 17 October 2007 (the “**Supplemental Agreement**”), (ii) the second supplemental agreement entered on 28 February 2008 (the “**Second Supplemental Agreement**”), and (iii) the third supplemental agreement entered on 20 March 2008 (the “**Third Supplemental Agreement**”) (the Initial S&P Agreement, the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement hereinafter collectively referred to as the “**Entire S&P Agreement**”, a copy of which is tabled at the meeting and marked “**A**” and initialled by the chairman of the meeting (the “**Chairman**”) for identification purposes) in relation to the acquisition by the Company of the ordinary shares of US\$1.00 each in the share capital of MTG (the “**MTG Shares**”) from MCL (the “**Acquisition**”) and the subscription of the new MTG Shares by the Company (the “**Subscription**”), the entering by the Company of the Entire S&P Agreement and all transactions contemplated thereunder, including the Acquisition and the Subscription, information relating to which is set out in the circular of the Company dated 30 May 2008 (the “**Circular**”), a copy of which is tabled at the meeting and marked “**B**” and initialled by the Chairman for identification purposes, be and are hereby approved, ratified and confirmed.”
- (2) “**THAT** the issue of the convertible bonds in the aggregate principal amount of HK\$776,880,000 by the Company to MCL and/or its designated nominee(s) (the “**MCL Convertible Bonds**”) upon completion of the Entire S&P Agreement, be and is hereby approved.”

- (3) **“THAT** the directors of the Company (the **“Directors”**) be and are hereby authorised to allot and issue such number of new shares of the Company (the **“Conversion Shares”**) as may be required to be allotted and issued at the Conversion Price (as defined in the Circular) upon the exercise of the conversion rights under the MCL Convertible Bonds subject to the conversion restrictions and the conversion lock-up provisions as set out in the principal terms of the MCL Convertible Bonds, save that the mandate given under this resolution is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 25 July 2007 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution.”
- (4) **“THAT** the subscription agreement entered on 4 October 2007 (the **“Manistar Initial Subscription Agreement”**) between the Company and Manistar Enterprises Limited (**“Manistar”**), a wholly-owned subsidiary of CCT Telecom, as amended and revised by (i) the supplemental subscription agreement entered on 17 October 2007 (the **“Manistar Supplemental Agreement”**), (ii) the second supplemental subscription agreement entered on 28 February 2008 (the **“Manistar Second Supplemental Agreement”**), and (iii) the third supplemental subscription agreement entered on 20 March 2008 (the **“Manistar Third Supplemental Agreement”**) (the Manistar Initial Subscription Agreement, the Manistar Supplemental Agreement, the Manistar Second Supplemental Agreement and the Manistar Third Supplemental Agreement hereinafter collectively referred to as the **“Entire Manistar Agreement”**, a copy of which is tabled at the meeting and marked **“C”** and initialled by the Chairman for identification purposes) and all transactions contemplated thereunder, information relating to which is set out in the Circular, be and are hereby approved, ratified and confirmed.”
- (5) **“THAT** the issue of the convertible bonds in the aggregate principal amount of HK\$138,840,000 by the Company to Manistar and/or its designated nominee(s) (the **“Manistar Convertible Bonds”**) upon completion of the Entire Manistar Agreement, be and is hereby approved.”
- (6) **“THAT** the Directors be and are hereby authorised to allot and issue such number of Conversion Shares as may be required to be allotted and issued at the Conversion Price (as defined in the Circular) upon the exercise of the conversion rights under the Manistar Convertible Bonds subject to the conversion restriction as set out in the principal terms of the Manistar Convertible Bonds, save that the mandate given under this resolution is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 25 July 2007 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution.”
- (7) **“THAT** any Director, or any two Directors if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Entire S&P Agreement, the Entire Manistar Agreement, the completion thereof and to effect the transactions contemplated thereunder, including the Acquisition,

the Subscription and the Manistar Subscription, as he/she/they may consider necessary, desirable or expedient and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents which are not fundamentally different from those as provided under the Entire S&P Agreement and the Entire Manistar Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By Order of the Board of
TRADEEASY HOLDINGS LIMITED
Tam Ngai Hung, Terry
Director

Hong Kong, 30 May 2008

Notes:

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his or her proxy to attend and vote in his or her stead. A proxy need not be a shareholder of the Company.
4. In order to be valid, the proxy form, together with a power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting at the meeting and in any such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he or she were solely entitled thereto; but if more than one or such joint holders be present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

*Head Office and Principal Place of
Business in Hong Kong:*
20–21/F., Pan Asia Centre
No. 137 Wai Yip Street
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Kowloon
Hong Kong

Registered Office:
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P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
British West Indies

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Mak Shiu Tong, Clement (*Chairman & Chief Executive Officer*)

Mr. Tam Ngai Hung, Terry

Ms. Cheng Yuk Ching, Flora

Dr. William Donald Putt

Independent Non-Executive Directors:

Mr. Lam Kin Kau, Mark

Mr. Fung Hoi Wing, Henry

Mr. Lau Ho Wai, Lucas

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Listed Company Information” page of the HKExnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least seven days from the day of its publication and will be published and remain on the website of the Company at www.tradeeasy.com/about-us-factsheet.html.