E-silkroad.NET

E-silkroad Holdings Limited

絲綢路數碼控股有限公司

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the abovementioned company (the "Company") will be held at Offices Nos.701-2, 7th Floor, Man Yee Building, 60-68 Des Voeux Road Central, Hong Kong on 25th March, 2002 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. "**THAT** the subscription agreement dated 15th February, 2002 between Sun Wah Net Investment Limited (the "Subscriber") and the Company whereby the Subscriber agreed to subscribe for a HK$7 million convertible redeemable note of the Company for cash at par (a copy of which marked "A" has been tabled at the meeting and signed by the Chairman for the purpose of identification), be and it is hereby approved and that the directors of the Company be and they are hereby authorised to implement the transactions contemplated by such subscription agreement."

2. "**THAT** the four lease agreements in Chinese all dated 15th February, 2002 (two of which were between 梁洁庄 and Zhongshan E-silkroad.net Company Limited ("Zhongshan E-silkroad") and the remaining two were between 周東海 (together with 梁洁庄 the "Lessees") and Zhongshan E-silkroad) whereby Zhongshan E-silkroad agreed to lease all its computers and office equipment to the Lessees for a total rental payment of HK$770,000 for a term of five years (copies of which marked "B", "C", "D" and "E" have been tabled at the meeting and signed by the Chairman for the purpose of identifications), be and they are hereby approved and that the directors of the Company be and they are hereby authorised to implement the transactions contemplated by such lease agreements."

By Order of the Board
Leung Wai Sze
Secretary

Hong Kong, 8th March, 2002

Principal office:
Offices Nos.701-2
7th Floor
Man Yee Building
60-68 Des Voeux Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company.

2. In order to be valid, a form of proxy must be deposited at the Company's principal office together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

This notice will remain on the GEM website on the "Latest Company Announcements" page for 7 days from the day of its posting.