

# E-SILKROAD.NET

## E-SILKROAD HOLDINGS LIMITED 絲網路數碼控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the abovenamed 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 3rd May, 2002 at 11:00 a.m. for the following purposes:-

1. To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31st December, 2001.
2. To elect Directors and to authorise the Board of Directors to fix their remuneration.
3. To appoint auditors and to authorise the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions, of which resolution no.4A will be proposed as a special resolution and resolution no.4B will be proposed as an ordinary resolution:

#### SPECIAL RESOLUTION

- A. “**THAT** Mr. Yang Guozhu, an executive director of the Company, be and is hereby removed as director of the Company with immediate effect.”

#### ORDINARY RESOLUTION

- B. “**THAT:**
  - (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to allot, issue and deal with shares in the capital of the Company and to make and grant offers, agreements and options which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require shares to be allotted after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to shares issued as a result of a Rights Issue or pursuant to a scrip dividend scheme of the Company or the convertible redeemable notes issued by the Company or the exercise of the subscription rights under the options granted by the Company, or the share option scheme of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

By Order of the Board  
**Leung Wai Sze**  
Company Secretary

Hong Kong, 26th March, 2002

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

Note:–

A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's principal office in Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.