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## **China Post E-Commerce (Holdings) Limited** **中郵電貿（控股）有限公司\***

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

**(Stock Code: 8041)**

*Website: <http://www.cpech.com>*

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**Meeting**”) of China Post E-Commerce (Holdings) Limited (the “**Company**”) will be held at Room 1103, 11/F., The ICBC Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 28 June 2011 at 11:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolution:

#### **ORDINARY RESOLUTION**

**“THAT**

- (a) the Sale and Purchase Agreement dated 1 April 2011 (as defined in the circular dated 13 June 2011 despatched to the shareholders of the Company (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman hereof for the purpose of identification, and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and
- (b) the board of directors of the Company be and is hereby authorised to allot and issue 53,956,835 new shares of HK\$0.05 each of the Company at the issue price of HK\$0.278 each pursuant to the Sale and Purchase Agreement; and
- (c) the board of directors of the Company be and is hereby authorised to issue the Convertible Bonds (as defined in the Circular) in the principal amount of HK\$12,500,000 pursuant to the Sale and Purchase Agreement and to issue and allot new shares in the capital of the Company from time to time upon exercise of the conversion rights under the Convertible Bonds; and

\* *For identification purpose only*

(d) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things, to sign and execute any agreements pursuant to and/or supplemental to the Sales and Purchase Agreement; and all such other documents, deeds, instruments and agreements and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the said agreements or any of the transactions contemplated thereunder or incidental to any of them and all other matters incidental thereto.”

By Order of the Board  
**China Post E-Commerce (Holdings) Limited**  
**Lau Chi Yuen, Joseph**  
*Chairman*

Hong Kong, 13 June 2011

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and Principal Place of Business in Hong Kong:*

Room 702, 7th Floor  
Goodluck Industrial Centre  
808 Lai Chi Kok Road  
Lai Chi Kok, Kowloon, Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or if he is the holder of two or more shares, more than one person as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's share registrar, Tricor Abacus 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 adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.

*As at the date of this announcement, the Board comprises two (2) executive directors, namely, Mr. Lau Chi Yuen, Joseph (Chairman) and Mr. Chung Man Wai, and three (3) independent non-executive directors, namely Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex.*

*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 GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting and on the website of the Company.*