



TRASY GOLD EX LIMITED

卓施金網有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08063)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Trasy Gold Ex Limited (“**Company**”) will be held at Gemini and Libra, 33rd Floor, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Wednesday, 13 August 2008 at 10:00 a.m. (or any adjournment thereof) for the following purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

Ordinary Resolution

1. “**THAT** subject to and conditional upon the granting by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the shares of the Company with a par value of HK\$0.50 each in the share capital of the Company issued or to be issued by the Company, with effect from the next business day (not being a Saturday) after the date on which this resolution is passed:
 - (a) every 50 issued and unissued shares with a par value of HK\$0.01 each (each a “**Share**”) in the share capital of the Company be consolidated into one share with a par value of HK\$0.50 each (each a “**Consolidated Share**”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company;
 - (b) all fractions of the Consolidated Shares to which holders of issued Shares would otherwise be entitled, if any, shall be aggregated and sold for the benefit of the Company; and
 - (c) the directors of the Company be and are generally authorised to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to give effect to the foregoing arrangements.”

Special Resolution

2. “**THAT**, subject to and conditional upon (i) the passing of Ordinary Resolution no. 1 above and the share consolidation referred to therein becoming effective; (ii) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company with a par value of HK\$0.01 each in the share capital of the Company

issued or to be issued by the Company; (iii) approval by the Grand Court of the Cayman Islands (the “**Court**”) of the Capital Reduction (as defined below), registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction, upon the date (the “**Effective Date**”) on which the Capital Reduction becomes effective:

- (a) the issued share capital of the Company be reduced by reducing the par value of each share of the Company in issue on the Effective Date from HK\$0.50 each to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.49 on each share in issue on the Effective Date (the “**Capital Reduction**”), so that following such reduction (i) each issued share with a par value of HK\$0.50 in the share capital of the Company shall be treated as one fully paid-up share with a par value of HK\$0.01 each in the share capital of the Company (the “**New Share**”); and (ii) that the amount of the issued share capital of the Company hereby cancelled be made available for issue of new shares with a par value of HK\$0.01 each in the share capital of the Company so that the authorised share capital of the Company of HK\$1,800,000,000 remain unchanged on the Effective Date;
- (b) the credit arising from the Capital Reduction be applied towards cancelling the accumulated loss of the Company with the balance to be transferred to the distributable reserve account of the Company;
- (c) each of the authorised but unissued shares with a par value of HK\$0.50 each in the share capital of the Company be and is sub-divided into 50 unissued new shares with a par value of HK\$0.01 each in the share capital of the Company (the “**Sub-division**”);
- (d) all of the New Shares resulting from the Capital Reduction shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company; and
- (e) the directors of the Company be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction, application of the credit arising from the Capital Reduction, and the Sub-division.”

By order of the Board of
Trasy Gold Ex Limited
Tse Kam Fai
Company Secretary

Hong Kong, 21 July 2008

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his/her stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. As at the date of this notice, the board of directors (the "**Directors**") of the Company consists of six Directors, namely Mr. Yu Kam Kee, Lawrence as non-executive Chairman; Mr. Tang Chi Ming and Mr. Tse Ke Li as executive Directors; and Mr. Chung Koon Yan, Mr. Wong Kai Tat and Ms. Chan Ling, Eva as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 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 at <http://www.trasy.com>.