



**iMerchants Limited**  
**菱控有限公司**

*(Incorporated in Hong Kong with limited liability)*  
(Stock code: 8009)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of iMerchants Limited (the “**Company**”) will be held at Suites 3712-15, 37th Floor, Shell Tower, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 22 February 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendment will be proposed as an ordinary resolution:

**ORDINARY RESOLUTION**

**“THAT**

- (a) the agreement relating to sale and purchase of certain assets held directly and indirectly by the Company dated 3 December 2007 as supplemented by the supplemental agreement dated 28 January 2008 (collectively the “Disposal Agreement”) between the Company as vendor and iMerchants Hong Kong Limited (“IHK”) as purchaser, copies of such agreements having been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purposes, under which the Company conditionally agreed to sell to IHK certain securities and fixed assets held by the Company and its subsidiaries (“Group”) as provided therein and as further described in the circular of the Company dated 4 February 2008 at a total cash consideration of HK\$39,395,423 upon and subject to the terms and conditions contained therein, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company and secretary of the Company be and are hereby authorized to sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the articles of association of the Company) in connection with the Disposal Agreement and to do such acts and things as necessary, desirable or expedient to give effect to the transactions contemplated under the Disposal Agreement.”

By order of the Board  
**iMerchants Limited**  
**Clement Leung**  
*Company Secretary*

Hong Kong, 4 February 2008

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he so wishes.
3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. Mr. Leroy Kung Lin Yuen and Ms. Lena Foo, together with their respective associates and parties acting in concert with each of them will abstain from voting on the above proposed resolution at the meeting.

*This announcement, for which the directors of Company (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 Group. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the board of Directors comprises of (i) two executive Directors, namely Mr. Leroy Kung Lin Yuen and Ms. Lena Foo; and (ii) three independent non-executive Directors, namely Mr. Ronny Chow Fan Chim, Mr. Matthew P. Johnston and Mr. Tony Lo Tung Sing.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least 7 days of its publication and on the websites of the Company at [www.imerchants.com](http://www.imerchants.com).*