
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Trasy Gold Ex Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“GEM”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular 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 in this circular misleading.

**TRASY GOLD EX LIMITED****卓施金網有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 08063)****PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Gemini and Libra, 33rd Floor, Rosedale on The Park, 8 Shelter Street, Causeway Bay, Hong Kong on Wednesday, 29 May 2013 at 10:00 a.m. (the “AGM”) is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the AGM and/or vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.trasy.com.

24 April 2013

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Gemini and Libra, 33rd Floor, Rosedale on The Park, 8 Shelter Street, Causeway Bay, Hong Kong on Wednesday, 29 May 2013 at 10:00 a.m., notice of which is set out on pages 12 to 15 of this circular
“Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Change of Company Name”	the proposal to change the name of the Company from “Trasy Gold Ex Limited” to “Well Way Group Limited” and the dual foreign name of the Company from “卓施金網有限公司” to “和滙集團有限公司”
“Company”	Trasy Gold Ex Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	19 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



TRASY GOLD EX LIMITED

卓施金網有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08063)

Directors:

Mr. TANG Chi Ming

Mr. TSE Ke Li

Mr. CHUNG Koon Yan*

Ms. CHAN Ling, Eva*

Mr. LAM Ka Wai, Graham*

* *independent non-executive Directors*

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Head office and

principal place of business:

Units 906-07, 9/F

Paul Y. Centre

51 Hung To Road

Kwun Tong

Kowloon

Hong Kong

24 April 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
PROPOSED CHANGE OF COMPANY NAME**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the proposed Change of Company Name.

LETTER FROM THE BOARD

GENERAL MANDATES

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate that is a general and unconditional mandate to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate.

Another ordinary resolution will also be proposed to give the Directors the Repurchase Mandate that is a general and unconditional mandate to repurchase issued and fully paid Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

As at the Latest Practicable Date, there are 124,932,300 Shares in issue, assuming no further Shares to be issued or repurchased before the AGM, the number of Shares to be sought under the Issue Mandate shall be 24,986,460 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Mr. Tang Chi Ming, Mr. Tse Ke Li, Mr. Chung Koon Yan, Ms. Chan Ling, Eva and Mr. Lam Ka Wai, Graham.

Pursuant to Article 87(1) of the Articles, Mr. Chung Koon Yan and Mr. Lam Ka Wai, Graham shall retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Mr. Chung Koon Yan and Mr. Lam Ka Wai, Graham, being independent non-executive Directors eligible for re-election at the AGM, have made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. During their years of appointment, Mr. Chung and Mr. Lam have demonstrated the ability to provide an independent view to the Company's matters. The Board is of the view that each of Mr. Chung and Mr. Lam is able to continue to fulfill his role as an independent non-executive Director and thus recommends each of them for re-election at the AGM. Further, the Board is also of the view that each of Mr. Chung and Mr. Lam meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines.

LETTER FROM THE BOARD

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to put forward a special resolution at the AGM to change the name of the Company from “Trasy Gold Ex Limited” to “Well Way Group Limited” and the dual foreign name of the Company from “卓施金網有限公司” to “和滙集團有限公司”.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will provide the Company with a new corporate image and to reflect the Company’s strategy to diversify the business of the Group.

The Board believes that the new company name can provide the Company with a fresh identity and image which will benefit the Company’s future business development and is in the interest of the Company and the Shareholders as a whole.

Conditions of the Change Of Company Name

The proposed Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders approving the proposed Change of Company Name at the AGM; and
- (b) the entering of the new name and new dual foreign name of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect on the date of entry of the new name and new dual foreign name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out any necessary filing procedures with the Registrar of Companies in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong.

Effects on the Change of Company Name

The proposed Change of Company name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall continue to be evidence of the title and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangements for free exchange of existing share certificates for new share certificates under the new name of the Company. Once the Change of Company Name becomes effective, the Shares will be traded on the Stock Exchange under a new stock short name and new share certificates will be issued under the new name of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages 12 to 15 of this circular is the notice convening the AGM to consider and, if appropriate, to approve, amongst other things, the ordinary resolutions in relation to the re-election of Directors, the Issue Mandate and the Repurchase Mandate respectively; and the special resolution in relation to the proposed Change of Company Name.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete and return the form of proxy to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the re-election of Directors, the Issue Mandate and the Repurchase Mandate; and the special resolution in relation to the proposed Change of Company Name to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

By Order of the Board
Trasy Gold Ex Limited
Tang Chi Ming
Executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 of the GEM Listing Rules, to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. PROVISIONS OF THE GEM LISTING RULES

(a) Shareholders' approval

All proposed repurchase of securities on GEM by a company with its primary listing on GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval in relation to a particular transaction.

(b) Source of funds

Any repurchases must be financed out of funds legally available for the purpose and in accordance with the company's constitutional documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(c) Connected parties

Under the GEM Listing Rules, a company shall not knowingly repurchase shares from a connected person (as defined under the GEM Listing Rules) and a connected person shall not knowingly sell his shares to the company. As at the Latest Practicable Date and to the best of the knowledge of the Directors who have made all reasonable enquiries, none of the Directors or their associates has a present intention to sell Shares to the Company or has undertaken not, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

2. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised of 124,932,300 Shares.

Subject to the passing of ordinary resolution numbered 5 set out in the notice of the AGM and on the basis that no further Shares are issued by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 12,493,230 Shares, being 10% of the total issued Shares as at the Latest Practicable Date, during the period from the date of the passing of ordinary resolution numbered 5 up to the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will be only made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2012) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

6. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

7. THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

As at the Latest Practicable Date, Mr. Ma Ho Man, Hoffman holds 23,958,000 Shares, representing 19.18% of the issued Shares. In the event that the Directors exercise in full the Repurchase Mandate, the interest of Mr. Ma Ho Man, Hoffman in the Shares would be increased to approximately 21.31% of the issued Shares. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

9. CONNECTED PERSON

No connected person (as defined in the GEM Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	0.800	0.650
May	0.740	0.580
June	0.650	0.550
July	0.610	0.485
August	0.600	0.500
September	0.630	0.510
October	0.650	0.540
November	0.610	0.540
December	0.590	0.540
2013		
January	0.640	0.520
February	0.660	0.570
March	0.810	0.600
April (up to the Latest Practicable Date)	0.680	0.620

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to Article 87(1) of the Articles.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Chung Koon Yan, aged 49, an independent non-executive Director**

Mr. Chung was appointed as an independent non-executive Director on 20 January 2006. He is also the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Chung is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants, and a member of The Institute of Chartered Accountants in England and Wales. He graduated from The Hong Kong Polytechnic University with a Master of Professional Accounting. Mr. Chung is a director of Chiu, Choy & Chung C.P.A. Limited, and has more than 22 years' experience in accounting, auditing and taxation. Mr. Chung is currently an independent non-executive director of each of Shenzhen High-Tech Holdings Limited, company listed on the main board of the Stock Exchange, and Great World Company Holdings Ltd, a company listed on the GEM. He had been an independent non-executive director of China Financial Leasing Group Limited, a company listed on the main board of the Stock Exchange, up to 18 January 2013. Save as aforesaid, Mr. Chung did not hold any directorship in other listed public companies in the past three years.

Mr. Chung has not entered into any service contract with the Company or its subsidiaries. There is no agreement between the Company or its subsidiaries and Mr. Chung in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an independent non-executive Director. He is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Chung is entitled to a director's fee of HK\$120,000 per annum which is determined with reference to the recommendation of the Remuneration Committee of the Company and the prevailing market conditions. Apart from the above, he will not be entitled to any discretionary bonus payment. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. He is interested in the share options of the Company exercisable into 300,000 Shares within the meaning of Part XV of the SFO.

Mr. Lam Ka Wai, Graham, aged 45, an independent non-executive Director

Mr. Lam was appointed as an independent non-executive Director on 24 March 2011. He is also a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Lam graduated from the University of Southampton, England with a Bachelor of Science degree in Accounting and Statistics. He is a member of Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Mr. Lam is currently the Managing Director and Head of Corporate Finance of an investment bank and has around 19 years' experience in investment banking as well as over 3 years experience in accounting and auditing. He is also the independent non-executive director of Cheuk Nang (Holdings) Limited (stock code: 131), China Fortune Financial Group Limited (stock code: 290) and Nan Nan Resources Enterprise Limited (stock code: 1229), companies listed on the Stock Exchange. In addition, Mr. Lam was the independent non-executive director of Applied Development Holdings Limited (stock code: 519) from 1 October 2005 to 12 December 2011, Pearl Oriental Oil Limited (stock code: 632) from 3 October 2008 to 19 March 2013, King Stone Energy Group Limited (stock code: 663) from 23 April 2012 to 22 March 2013, Value Convergence

Holdings Limited (stock code: 821) from 4 January 2010 to 24 May 2012, ZZNode Technologies Company Limited (now known as “China Oriental Culture Group Limited”) (stock code: 2371) from 29 January 2008 to 5 October 2010, Hao Wen Holdings Limited (stock code: 8019) from 17 November 2010 to 16 May 2011, China Railway Logistics Limited (stock code: 8089) from 22 December 2008 to 27 April 2012 and Finet Group Limited (stock code: 8317) from 5 August 2009 to 24 January 2011, companies listed on the Stock Exchange. Save as aforesaid, Mr. Lam did not hold any directorship in other listed public companies in the past three years.

Mr. Lam has not entered into any service contract with the Company or its subsidiaries. There is no agreement between the Company or its subsidiaries and Mr. Lam in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an independent non-executive Director. Mr. Lam is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Lam is entitled to a director’s fee of HK\$120,000 per annum which is determined with reference to the recommendation of the Remuneration Committee of the Company and the prevailing market conditions. Apart from the above, he will not be entitled to any discretionary bonus payment. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. He is interested in the share options of the Company exercisable into 200,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

NOTICE OF ANNUAL GENERAL MEETING



TRASY GOLD EX LIMITED

卓施金網有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08063)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Trasy Gold Ex Limited (the “Company”) will be held at Gemini and Libra, 33rd Floor, Rosedale on The Park, 8 Shelter Street, Causeway Bay, Hong Kong on Wednesday, 29 May 2013 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors (the “Directors”) and Auditor of the Company and its subsidiaries for the year ended 31 December 2012.
2. To re-elect the Directors and to authorize the Directors to fix their remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorize the Directors to fix its remuneration.

ORDINARY RESOLUTION

4. **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers 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 options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options under a share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company in force from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest 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 other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this Resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of the shares of the Company authorized to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 other applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this Resolution.”

6. **“THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

SPECIAL RESOLUTION

7. **“THAT** subject to and conditional upon entry of the new name and new dual foreign name of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Trasy Gold Ex Limited” to “Well Way Group Limited” and the dual foreign name of the Company be changed from “卓施金網有限公司” to “和滙集團有限公司” and that any one Director or the Company

NOTICE OF ANNUAL GENERAL MEETING

Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangement as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid change of name of the Company.”

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

Hong Kong, 24 April 2013

Notes:

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(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 relevant joint holding.
3. 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 that power of attorney or authority must be deposited with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the meeting or adjourned meeting, and in default thereof the form of proxy shall not be treated as valid.
4. With respect to resolution numbered 2 of this notice, Mr. Chung Koon Yan and Mr. Lam Ka Wai, Graham shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the GEM Listing Rules are set out in the circular of the Company dated 24 April 2013.
5. As at the date of this notice, the board of Directors of the Company consists of five Directors, namely Mr. Tang Chi Ming and Mr. Tse Ke Li as executive Directors, and Mr. Chung Koon Yan, Ms. Chan Ling, Eva, and Mr. Lam Ka Wai, Graham as independent non-executive Directors.