

(Partial Translation)

(Code Number: 9427)
June 6, 2007

To our Shareholders,

eAccess Ltd.
10-1 Toranomom 2-chome
Minato-ku, Tokyo, Japan

Toshio Yasui
Representative Director & President

NOTICE OF CONVOCATION OF
THE 8TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce that the 8th Ordinary General Meeting of Shareholders of eAccess Ltd. (the "Company") will be held as stated below, and your attendance is cordially requested.

If you are unable to attend the meeting, you may exercise your voting rights by either using a voting slip or via an electronic method (Internet, etc.) subject to the following instructions.

If you wish to exercise your voting rights using the voting slip, please review the enclosed Referential Material and indicate your approval or disapproval of each agenda item on the enclosed voting slip, and return the voting slip to the Company. Please note that the voting slip must arrive no later than 0:00 a.m. on Wednesday of June 27, 2007.

When you exercise your voting rights by an electronic method (Internet, etc.), please also review the aforementioned Referential Material and exercise your voting rights no later than 0:00 a.m. on Wednesday of June 27, 2007.

- 1. Date and Time:** June 27, 2007 (Wednesday), at 1:00 p.m.
- 2. Place of the Meeting:** ANA InterContinental Hotel Tokyo, Prominence (B1 level)
1-12-33 Akasaka, Minato-ku, Tokyo, Japan

3. Purpose of the Meeting:

Matters to be Reported

1. Report on the consolidated financial statement for the 8th business year (from April 1, 2006 through March 31, 2007), and audit report on the consolidated financial statement thereof by the accounting auditor and the board of corporate auditors.
2. Report on the business report and financial statement for the 8th business year (from April 1, 2006 through March 31, 2007)

Matters to be Resolved:

First Item

Election of Nine (9) Directors

Second Item

Election of Two (2) Corporate Auditors

Third Item

Election of One (1) Corporate Auditor Substitute

Fourth Item

Payment of Bonus to Officers

Fifth Item

Partial Amendments to the Articles of Incorporation

4. Miscellaneous

The Board of Directors of the Company resolved in connection with shareholders meeting procedures, as follows:

- (i) The Company shall treat duplicative votes as follows:
 - (a) If one shareholder exercises voting rights by a voting slip and through the Internet, the vote made via the Internet shall prevail; and
 - (b) If one shareholder sends two or more votes through the Internet, the last vote shall prevail; and
- (ii) The Company shall physically deliver the convocation notice and other documents related to shareholders meetings (i.e., the convocation notice, referential material, voting slip, business report, financial statement and consolidated financial statement and audit reports thereof) to the shareholders who have agreed to receive convocation notices by electronic means, only upon request of those shareholders.

Please be advised that the registered institutional investors may exercise their voting rights via an online voting platform, the "Electronic Voting Platform for Foreign and Institutional Investors".

Please note that the Company may post any changes to the matters to be included in the referential material, the business report, the financial statement and consolidated financial statement, on our website (<http://www.eaccess.net/en/>).

(Reminder)

When attending the meeting in person, you are kindly requested to submit the enclosed voting slip to the receptionist at the place of the meeting.

Referential Material

Proposals and References

First Item Election of Nine (9) Directors

As the terms of office of all of seven (7) directors will expire as of the end of the general meeting, we propose to elect nine (9) directors. Mr. Raymond Kwok, our ex-director, resigned his office on April 4, 2007, and Mr. Haruo Taneno, our ex-director, resigned his office on June 1, 2007.

The following is information on the candidates:

No.	Name (Date of Birth)	Personal History and Representative Positions at Other Companies and Organizations	Number of Shares of the Company Held by the Candidate
1	Sachio Semmoto (September 9, 1942)	June 1994 Senior vice president of DDI CORPORATION (currently KDDI CORPORATION) April 1996 Professor of Graduate School of Business Administration of Keio University November 1999 Representative Director & President of eAccess Ltd. June 2002 Representative Director, President & CEO of eAccess Ltd. January 2005 Representative Director, Chairman & CEO of eAccess Ltd. January 2005 Representative Director of eMobile Ltd. June 2005 Representative Director, Chairman & CEO of eMobile Ltd. June 2007 to present Director of eAccess Ltd. June 2007 to present	99,140
2	Toshio Yasui (May 14, 1943)	October 1972 Joined IBM Japan, Ltd. October 1995 President of Western Digital Japan, Ltd. June 1999 President of Solectron Japan, Ltd. (currently Solectron K.K.) December 2003 Adviser of Solectron K.K. March 2004 to present Affiliate Professor of Business School of Hosei University June 2004 Director of eAccess Ltd. June 2006 Representative Director, President & COO of eAccess Ltd. June 2006 Director of eMobile Ltd. June 2007 to present Representative Director & President of eAccess Ltd.	—

No.	Name (Date of Birth)	Personal History and Representative Positions at Other Companies and Organizations		Number of Shares of the Company Held by the Candidate
3	Eric Gan (September 6, 1963)	October 1993 November 1999 January 2000 February 2003 January 2005 January 2005 June 2005 May 2007 to present May 2007 June 2007 to present	Joined Goldman Sachs Ltd. Managing Director of Goldman Sachs Ltd. Representative Director of eAccess Ltd. Representative Director & CFO of eAccess Ltd. Representative Director, Senior Executive Vice President & CFO of eAccess Ltd. Representative Director of eMobile Ltd. Representative Director, Senior Executive Vice President & CFO of eMobile Ltd. Representative Director, President & COO of eMobile Ltd. Representative Director, Senior Executive Vice President of eAccess Ltd. Director of eAccess Ltd.	94,765
4	Paul Reynolds (March 5, 1957)	May 1983 April 2000 to present November 2001 to present June 2004 to present	Joined British Telecommunications Plc. CEO of BT Wholesale of British Telecommunications Plc. Director of BT Group Plc. Director of eAccess Ltd.	—
5	William L. Smith (May 27, 1957)	February 1979 January 2000 June 2005 to present January 2007 to present	Joined BellSouth Corporation (currently AT&T Inc.) Chief Technology Officer of BellSouth Corporation (currently AT&T Inc.) Director of eAccess Ltd. Senior Vice President of Network Services of AT&T Inc.	—
6	Jiro Kokuryo (July 19, 1959)	April 1982 April 2000 April 2003 June 2004 to present April 2006 to present	Joined Nippon Telegraph and Telephone Public Corporation (currently Nippon Telegraph And Telephone Corporation) Professor of Graduate School of Business Administration of Keio University Professor of Environment Information Department of Keio University Director of eAccess Ltd. Professor of Policy Management Department of Keio University	5

No.	Name (Date of Birth)	Personal History and Representative Positions at Other Companies and Organizations		Number of Shares of the Company Held by the Candidate
7	Kenzo Takai (April 28, 1945)	April 1970 April 1976 April 1983 October 1999 June 2002 to present June 2004 to present	Joined Hitachi Corporation Joined United Nations Attorney-at-law, Legal Department of IBM Japan, Ltd. Attorney-at-law, Takaishi & Takai Law Offices Attorney-at-law, Takai Law Offices Corporate Auditor of A&I System Co., Ltd.	—
8	Junji Inoue (September 18, 1949)	April 1974 June 1993 March 2000 April 2003 June 2003 to present	Joined Mitsubishi Corporation Vice President & General Manager of Palo Alto Office of Mitsubishi International Corporation Senior Vice President of Mitsubishi International Corporation Senior Vice President & Executive Officer of Mitsubishi Corporation President of IT Frontier Corporation	—
9	Ken Shibusawa (March 18, 1961)	August 1994 April 1996 April 1997 March 2001 to present	Joined Goldman Sachs Ltd. Joined Moore Capital Management Inc., New York Managing Director of Moore Capital Management Inc., Tokyo Representative Office Chief Executive Officer of Shibusawa and Company, Inc.	31

(Notes)

1. Mr. Paul Reynolds, Mr. William L. Smith, Mr. Jiro Kokuryo, Mr. Kenzo Takai, Mr. Junji Inoue and Mr. Ken Shibusawa are the Candidates for Outside Directors as set forth in Article 2, Paragraph 3, Item 7 of the Corporation Act Enforcement Ordinance.
2. eMobile Ltd., of which Dr. Sachio Semmoto and Mr. Eric Gan serve as Directors, was a subsidiary of the Company as of the date of the resolution of convocation of the general meeting (May 14, 2007). Mr. Toshio Yasui resigned as director of eMobile Ltd. as of May 8, 2007.
3. Mr. Junji Inoue's assumption of the Outside Director position at the Company is subject to the approval of the board of directors of IT Frontier Corporation of which he currently serves as President.
4. Special affairs with respect to the Candidates for Outside Directors are as follows:
 - (i) Reasons for Appointment of, Qualification as and Independence of Outside Directors
 - (A) We expect that the considerable experience and broad knowledge in the telecommunications business of Mr. Paul Reynolds and Mr. William L. Smith can be reflected in the management of the Company.
 - (B) Mr. Jiro Kokuryo has had the experience of working in a major telecommunication company over many years and has been teaching at Keio University for 13 years in the IT and business administration fields. Although he has not been involved in business management other than as an outside director or outside corporate auditor, we expect that his experience and knowledge will enable him to properly perform his duty of outside director of the Company.
 - (C) Mr. Kenzo Takai has a 16 years experience of service as an in-house lawyer of IBM Japan, Ltd. and therefore he is well-versed in general corporate matters. Although he has not been involved in business management other than as an outside director or outside corporate auditor, we expect that his experience and knowledge will enable him to properly perform his duty of

outside director of the Company.

- (D) We expect that the considerable experience and broad knowledge as executive managers will be reflected in Mr. Junji Inoue and Mr. Ken Shibusawa's management of the Company.
 - (E) Each of the Candidates for Directors has no special interest in the Company.
- (ii) Where a Candidate for Outside Director has served as corporate auditor of other stock companies for past 5 years, an outline of a) unlawful business operation in any of those companies during his office, b) any precautionary measure against such business operation taken by the Candidate and c) any countermeasure against such unlawful situation, if any, must be disclosed as follows:
- During Mr. Kenzo Takai's term of office of outside corporate auditor of A&I System Co., Ltd. ("A&I"), there occurred an event that required corrections of the semi-annual securities report for the period of April 1, 2005 through September 30, 2005 ("Semi-Annual Securities Report"), the annual securities report for the period of April 1, 2005 through March 31, 2006 ("Annual Securities Report") and the security registration statement filed as of April 11, 2006 ("Securities Registration Statement"). Therefore, A&I announced the correction of past financial results (on a consolidated basis and unconsolidated basis) as of November 15, 2006, and filed the correction of the Semi-Annual Securities Report and the Annual Securities Report as of the same date and the correction of Securities Registration Statement as of November 29, 2006, respectively. Notwithstanding the correction, the Securities and Exchange Surveillance Commission ("SESC") conducted an inspection of A&I for suspected misstatement of securities reports with respect to voluntary corrections of financial results and securities reports above. As a result, A&I has paid an administrative penalty of JPY 22.59 million imposed by the Financial Services Agency based on the findings of the inspection by the SESC.
- According to A&I, Mr. Kenzo Takai was not substantially involved in the event which required the correction of past results and reports, and after the event occurred, in response to the results of the internal and external research, he performed his duty by presenting suggestions and recommendations to prevent future similar events.
- (iii) Years of Service as Outside Director of each Candidate
- (A) As of the end of the general meeting, the career of both of Mr. Paul Reynolds and Mr. Jiro Kokuryo as Outside Directors of the Company and that of Mr. William L. Smith will have spanned 3 years and 2 years, respectively.
 - (B) Mr. Kenzo Takai, Mr. Junji Inoue and Mr. Ken Shibusawa will be newly elected as Outside Directors.
- (iv) Agreement on Liability Limitation of Outside Directors
- The Articles of Incorporation of the Company provides that the Company may enter into an agreement with each of its Outside Directors which may limit his liabilities for damages to the Company ("Liability Limitation Agreement") for the purpose of attracting competent talents to the Company and enabling its Outside Directors to fully exercise their abilities. The Company has entered into the Liability Limitation Agreement with each of the current Outside Directors and plans to enter into the Liability Limitation Agreement with each of the incoming Outside Directors. The outline of the Liability Limitation Agreement is as follows:

If an Outside Director performed his duty in good faith without malicious intention or gross negligence, the amount of his liabilities to the Company as set forth in Article 423, Paragraph 1 of the Corporation Act shall be limited to the higher of JPY 3,000,000 or the minimum liability amount determined by applicable laws and regulations.

There are no further matters to be pointed out with respect to the election of directors pursuant to Article 74 of the Corporation Act Enforcement Ordinance.

Second Item Election of Two (2) Corporate Auditors

As the terms of office of two (2) corporate auditors will expire as of the end of the general meeting, we propose to elect two (2) corporate auditors.

This proposal has been approved by the board of corporate auditors.

The following is information on the candidates:

No.	Name (Date of Birth)	Personal History and Representative Positions at Other Companies and Organizations	Number of Shares of the Company Held by the Candidate
1	Koichiro Nakamoto (May 11, 1939)	April 1967 Joined Anderson Mori & Rabinowitz (law firm, currently Anderson Mori & Tomotsune) January 1973 to present Partner of Anderson Mori & Rabinowitz (law firm, currently Anderson Mori & Tomotsune) November 1999 to present Corporate Auditor of eAccess Ltd.	—
2	Motohide Nishimura (July 6, 1955)	April 1978 August 1995 Joined Okasan Securities, Ltd. Advisor of Senshu Electric Co., Ltd. President of Stec, Ltd. January 1996 to present President of Senshu Electric Co., Ltd. January 2000 to present June 2000 to present Corporate Auditor of eAccess Ltd.	—

(Notes)

1. Mr. Koichiro Nakamoto and Mr. Motohide Nishimura are the Candidates for Outside Corporate Auditors as set forth in Article 2, Paragraph 3, Item 8 of the Corporation Act Enforcement Ordinance.
2. Special affairs with respect to the Candidates for Outside Corporate Auditors are as follows:
 - (i) Reasons for Appointment of, Qualification as and Independence of Outside Corporate Auditors
 - (A) Mr. Koichiro Nakamoto has had considerable experience and broad knowledge as a lawyer over many years. In addition, he has served as an outside director and outside corporate auditor of many companies and is therefore well-versed in business management. Although he has not been involved in business management other than as an outside director or outside corporate auditor, we expect that his experience and knowledge will enable him to properly perform his duty of outside corporate auditor of the Company.
 - (B) We expect that Mr. Motohide Nishimura can use his considerable experience and broad knowledge as an executive manager in the internal auditing system of the Company.
 - (C) Each of the Candidates for Corporate Auditors has no special interest in the Company.
 - (ii) Years of Service as Outside Corporate Auditor of each Candidate
As of the end of the general meeting, the careers of Mr. Koichiro Nakamoto and Mr. Motohide Nishimura as Outside Corporate Auditors of the Company will have spanned 7 years and 7 months and 7 years, respectively.
 - (iii) Agreement on Liability Limitation of Outside Corporate Auditors
The Articles of Incorporation of the Company provides that the Company may enter into an agreement with each of its Outside Corporate Auditors which may limit his liabilities for damages to the Company (“Liability Limitation Agreement”) for the purpose of attracting competent talents to the Company and enabling its Outside Corporate Auditors to fully exercise their abilities. The Company has entered into the Liability Limitation Agreement with both of the Candidates as the current Outside Corporate Auditors.
The outline of the Liability Limitation Agreement is as follows:

If an Outside Corporate Auditor performed his duty in good faith without malicious intention or gross negligence, the amount of his liabilities to the Company as set forth in Article 423,

Paragraph 1 of the Corporation Act shall be limited to the higher of JPY 3,000,000 or the minimum liability amount determined by applicable laws and regulations.

There are no further matters to be pointed out with respect to the election of corporate auditors pursuant to Article 76 of the Corporation Act Enforcement Ordinance.

Third Item Election of One (1) Corporate Auditor Substitute

As the term of office of Mr. Yuji Shibata, elected as a corporate auditor substitute at the 7th ordinary general meeting, will expire as of the beginning of the general meeting, we propose to elect one (1) corporate auditor substitute.

This proposal has been approved by the board of corporate auditors.

The following is information on the candidate:

Name (Date of Birth)	Personal History and Representative Positions at Other Companies and Organizations	Number of Shares of the Company Held by the Candidate
Yuji Shibata (July 31, 1950)	<p>April 1973 Joined the Long-Term Credit Bank of Japan (currently Shinsei Bank, Limited)</p> <p>July 1995 Chief of Multimedia Division, Corporate Finance Department of the Long-Term Credit Bank of Japan (currently Shinsei Bank, Limited)</p> <p>July 2000 IT Team Leader of Corporate Advisory Division of Shinsei Bank, Limited</p> <p>February 2002 to present Chief of Internal Audit of eAccess Ltd.</p>	—

(Note) The candidate has no special interest in the Company.

Fourth Item Payment of Bonus to Officers

In order to reward officers for their service during this term, an aggregate bonus of JPY 45.0 million shall be paid to the four (4) managing directors as of the end of this term, Dr. Sachio Semmoto, Mr. Toshio Yasui, Mr. Eric Gan and Mr. Haruo Taneno, and a bonus of JPY 4.0 million shall be paid to the full-time corporate auditor, Mr. Yukio Goto. We would like you to delegate the determination of the amount of the bonus for each director to the board of directors.

Fifth Item Partial Amendments to the Articles of Incorporation

The details of and grounds for the amendments are described in Exhibit.

** Please note that this English translation of the Convocation Notice and Referential Material reflects the following changes described in the corrections to the Japanese version issued as of June 6, 2007:*

- 1) Mr. Haruo Taneno resigned as Director of the Company as of June 1, 2007;*
- 2) Dr. Sachio Semmoto and Mr. Eric Gan resigned as Representative Directors of the Company as of June 1, 2007, and subsequently remain in their offices as Directors; and*
- 3) The title of Mr. Toshio Yasui changed to the Representative Director & President of the Company as of June 1, 2007, instead of his former title, Representative Director, President & COO.*

(Exhibit)

Current Article	Proposed Amendment	Reason for Amendment
<p style="text-align: center;">CHAPTER II. SHARES</p> <p>Article 10. (Share Handling Regulations)</p> <p>The classes of share certificates to be issued by the Company, procedures relating to the entry and keeping of the shareholders' register and beneficial shareholders' register, the entry and keeping of lost share certificate register and stock option register and all other matters related to the shares and stock options and the amount of fees relating thereto shall be provided in the share handling regulations to be adopted by a resolution of the Board of Directors, unless otherwise provided by the law or the Articles of Incorporation.</p>	<p style="text-align: center;">CHAPTER II. SHARES</p> <p>Article 10. (Share Handling Regulations)</p> <p>The classes of share certificates to be issued by the Company, procedures relating to the entry and keeping of the shareholders' register and beneficial shareholders' register, the entry and keeping of lost share certificate register and stock option register and all other matters related to the shares and stock options and the amount of fees relating thereto <u>and detailed procedures for exercise of shareholders' rights</u> shall be provided in the share handling regulations to be adopted by a resolution of the Board of Directors, unless otherwise provided by the law or the Articles of Incorporation.</p>	<p>This is to clarify that the share handling regulations may provide for detailed procedures of exercise of shareholders' rights.</p>
<p style="text-align: center;">CHAPTER VI. ACCOUNTS</p> <p>Article 43. (Decision Making for Distribution of Surplus)</p> <p>The Company shall determine by a resolution of Board of Directors the matters set forth in each item of Article 459, Paragraph 1 of the Corporation Act, such as distribution of surplus etc., <u>not by a resolution of a shareholders meeting</u>, unless otherwise provided by applicable laws and regulations.</p>	<p style="text-align: center;">CHAPTER VI. ACCOUNTS</p> <p>Article 43. (Decision Making for Distribution of Surplus)</p> <p>The Company shall determine by a resolution of Board of Directors the matters set forth in each item of Article 459, Paragraph 1 of the Corporation Act, such as distribution of surplus etc. unless otherwise provided by applicable laws and regulations.</p>	<p>This is to enable the shareholders meeting, in addition to the board meeting, to declare dividends or otherwise determine the distribution of surplus.</p>