

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tradelink Electronic Commerce Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **Tradelink Electronic Commerce Limited**

**貿易通電子貿易有限公司**

*(Incorporated in Hong Kong under the Companies Ordinance with limited liability)*

**(Stock Code: 536)**

### **NOTICE OF ANNUAL GENERAL MEETING AND PROPOSALS FOR DECLARATION OF FINAL DIVIDEND, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF KPMG AS AUDITORS AND GENERAL MANDATE TO ISSUE SHARES**

A notice convening the annual general meeting ("AGM") of Tradelink Electronic Commerce Limited (the "Company") to be held on Thursday, 11 May 2017 at 2:30 p.m. at Room 631, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong is set out on pages 10 to 12 of this circular.

The register of members will be closed from Tuesday, 9 May 2017 to Thursday, 11 May 2017, both days inclusive, during which period no transfer of shares will be registered to determine the shareholders' entitlement to attend and vote at the AGM to be held on Thursday, 11 May 2017. In order to qualify to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Monday, 8 May 2017.

Whether you are able to attend the AGM or not, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion of the form of proxy and its return will not preclude you from attending, and voting at, the AGM if you so wish.

Hong Kong, 6 April 2017



**Tradelink Electronic Commerce Limited**

**貿易通電子貿易有限公司**

*(Incorporated in Hong Kong under the Companies Ordinance with limited liability)*

**(Stock Code: 536)**

*Directors:*

*Chairman and Non-executive Director*

Dr. LEE Nai Shee, Harry, S.B.S., J.P.

*Non-executive Directors*

Dr. LEE Delman

Mr. YING Tze Man, Kenneth

*Independent Non-executive Directors*

Mr. CHAK Hubert

Mr. CHAU Tak Hay

Ms. CHAN Chi Yan

Mr. CHUNG Wai Kwok, Jimmy

Mr. HO Lap Kee, Sunny, J.P.

*Executive Directors*

Mr. TSE Kam Keung

Mr. CHENG Chun Chung, Andrew

Ms. CHUNG Shun Kwan, Emily

Mr. LI Fuk Kuen, Wilfred

*Registered Office:*

11th and 12th Floors,  
Tower B, Regent Centre,  
63 Wo Yi Hop Road,  
Kwai Chung,  
Hong Kong.

Hong Kong, 6 April 2017

*To the Shareholders,*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
AND PROPOSALS FOR  
DECLARATION OF FINAL DIVIDEND,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF KPMG AS AUDITORS  
AND  
GENERAL MANDATE TO ISSUE SHARES**

**INTRODUCTION**

The purpose of this circular is to provide shareholders (the “Shareholders”) of Tradelink Electronic Commerce Limited (the “Company”) with information regarding the

## LETTER FROM THE BOARD

declaration of a final dividend for the year ended 2016, the proposed re-election of the retiring directors of the Company, the re-appointment of KPMG as the auditors of the Company and their remuneration and the general mandate proposed to be granted to the directors of the Company (the “**Directors**”) to issue shares. These resolutions will be proposed at the annual general meeting of the Company (“**AGM**”) to be held on Thursday, 11 May 2017 at 2:30 p.m. at Room 631, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong.

### FINAL DIVIDEND

By the results announcement of the Company dated 28 March 2017, the board of directors of the Company (the “**Board**”) recommended a final dividend of HK 6.3 cents per share. The final dividend of HK 6.3 cents per share is subject to Shareholders’ approval at the AGM, and expected to be paid on or about 31 May 2017 to those shareholders whose names appear on the register of members on Thursday, 18 May 2017.

The register of members will be closed from Thursday, 18 May 2017 to Monday, 22 May 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Wednesday, 17 May 2017.

### RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

In accordance with Article 100 of the Articles of Association of the Company, at each AGM one half of the Directors for the time being (or, if their number is not a multiple of two, then the number nearest to but not greater than one half) shall retire from office. Mr. LI Fuk Kuen, Wilfred, Dr. LEE Nai Shee, Harry, S.B.S., J.P., Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Mr. CHAU Tak Hay and Ms. CHAN Chi Yan will retire at the AGM. Except Mr. LI Fuk Kuen, Wilfred, all other retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM. As Mr. LI has planned to retire in the near future, he will not offer himself for re-election at the forthcoming AGM. In the meantime, he continues his office as the Chief Financial Officer of the Company.

It is proposed that Dr. LEE Nai Shee, Harry, S.B.S., J.P., Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Mr. CHAU Tak Hay and Ms. CHAN Chi Yan be re-elected at the AGM.

Pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**SEHK**”), the particulars of these Directors are set out in Appendix I of this circular.

## LETTER FROM THE BOARD

### REMUNERATION OF DIRECTORS

Shareholders are invited to authorize the Board to review and determine the remuneration of the Directors at the AGM.

### RE-APPOINTMENT OF KPMG AS AUDITORS OF THE COMPANY AND THEIR REMUNERATION

In relation to agenda item No.5, KPMG, the auditors of the Company, have offered themselves for re-appointment for the year ending 31 December 2017. The Board supports the re-appointment. Shareholders should note that, in practice, the amount of auditors' remuneration for the year ending 31 December 2017 cannot be determined at the beginning of the financial year for the reason that auditors' remuneration for any given year varies by reference to, inter alia, the scope and extent of the audit work which is undertaken during that year. Shareholders will be asked to delegate the authority to the Directors to fix the auditors' remuneration for the year ending 31 December 2017 at the AGM.

### GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to seek Shareholders' approval to allot, issue and deal with new shares up to a limit of 20 percent of the total number of shares in the share capital of the Company in issue at the date of the passing such resolution (approximately equivalent to 158,917,144 shares). The total number of issued shares in the Company was 794,585,719 shares on 31 March 2017 (the "**Latest Practicable Date**" being the latest practicable date prior to the bulk printing of this circular for the purpose of ascertaining certain information contained in this circular).

### ANNUAL GENERAL MEETING

The resolutions to be proposed at the AGM are set out in full in the Notice of Annual General Meeting.

After the conclusion of the AGM, the poll results will be published on the respective websites of HKEXnews of the Hong Kong Exchange and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.tradelink.com.hk](http://www.tradelink.com.hk). The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded or required.

**LETTER FROM THE BOARD**

**RECOMMENDATION**

The Directors (including INEDs) are of the opinion that all the proposed resolutions are in the interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
On behalf of the Board  
**Dr. LEE Nai Shee, Harry, S.B.S., J.P.**  
*Chairman*

## APPENDIX I

*The details (as required by the Listing Rules) of the persons who are eligible and offer themselves for re-election as Directors are as follows:-*

### NON-EXECUTIVE DIRECTORS (“NED”)

**Dr. LEE Nai Shee, Harry, S.B.S., J.P.**

**Dr. LEE Nai Shee, Harry, S.B.S., J.P.**, aged 74, was appointed a Director on 19 September 2000. He is also our Chairman. He holds a Bachelor’s degree in Electrical Engineering from the Imperial College, London, the United Kingdom and a Doctorate from Brown University, the United States. He joined Textile Alliance Limited in Hong Kong in 1973 and in 1983, was appointed Managing Director (title changed to Chief Executive since 2010) of TAL Apparel Limited (“TAL”), which currently employs over 25,000 employees. Dr. LEE is now the Chairman of TAL. He was a Director of The Link Management Limited (now known as “Link Asset Management Limited”) and of Phillips-Van Heusen Corporation. He has over 40 years’ experience in the textile and garment industry. He is actively involved in a number of trade organizations in Hong Kong. He was the Chairman of the Innovation & Technology Fund (“Textiles Projects”) Vetting Committee, council member of The Hong Kong Polytechnic University and is currently the Honorary Chairman of the Hong Kong Garment Manufacturer’s Association, Honorary Chairman of Textile Council of Hong Kong Ltd, board member of Global Apparel, Footwear & Textile Initiative, Chairman of Hong Kong Research Institute of Textiles & Apparel Ltd and the Chairman of the Committee of Overseers of Lee Woo Sing College of the Chinese University of Hong Kong. He was named in the Queen’s birthday honours list as an Officer of the British Empire (“OBE”) in 1996. He was appointed a Justice of Peace (“J.P.”) in 1997 and was awarded the Silver Bauhinia Star (“S.B.S.”) at the Fourth Anniversary of the Establishment of the HKSAR in 2001.

There is no service contract between the Company and Dr. LEE. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an NED of the Company, Dr. LEE received an emolument of HK\$110,000 in aggregate for serving on the Board, Nomination Committee and Remuneration Committee for the year ended 31 December 2016 which was determined by the Board with reference to his responsibility with the Company. Dr. LEE Delman of the Board is a nephew of Dr. LEE. Save as disclosed above, Dr. LEE has no other relationships with any Director, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Dr. LEE had personal interests in share options to subscribe for 1,000,000 shares of the Company and deemed interests in 101,125,000 shares\* of the Company through his indirect shareholding in TAL Apparel Limited and 95,673,000 shares in the Company through his direct shareholding in Eastex (HK) Limited respectively. Such interests are required to be notified to the SEHK pursuant to Part XV of the Securities and Futures Ordinance (the “SFO”). Other than these shares and share options, Dr. LEE does not have any other interest within the meaning of Part XV of the SFO.

## APPENDIX I

Save as disclosed above, (i) Dr. LEE has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Dr. LEE did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. Dr. LEE has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

### **Dr. LEE Delman**

**Dr. LEE Delman**, aged 49, was appointed a Director of the Company on 29 October 2012. Dr. LEE Delman holds a doctorate from the University of Oxford and a Bachelor's degree in Electrical & Electronics Engineering from the Imperial College, London. He is the President and Chief Technology Officer for TAL Apparel Limited ("TAL"), which currently holds approximately 12.73% of the issued share capital of the Company. He is responsible for driving TAL's long-term strategy in operations, technology and value-added services to customers. He looks after information technology and supply chain projects – from IT infrastructure to logistics management throughout the entire organization. He is the architect behind the company's current enterprise resource planning (ERP) system. He is also responsible for global operations initiatives such as standardization of work methods, cultivation of a continuous improvement organization and corporate social responsibility.

Dr. LEE Delman joined TAL in 2000. He was appointed a member of the TAL Group's Executive Committee in 2006 and became President and Chief Technology Officer in 2010. He has a strong background in research. Prior to joining TAL, he was a researcher at UK based Sharp Laboratories of Europe for three years. There, he was responsible for the commercial application of modern computer vision techniques to stereo photography and stereoscopic displays. He has worked as a research fellow at University of Pennsylvania in the US and University of Leeds in the UK in various aspects of imaging.

Dr. LEE Delman has been appointed as an independent non-executive director and a member of the Risk Committee of The Bank of East Asia, Limited (listed on main board of The Stock Exchange of Hong Kong Limited) commencing from 21 March 2017. He was a director of Luckytex (Thailand) Public Co. Ltd. (listed on the Stock Exchange of Thailand with stock code "LTX") and ceased to be its director from 22 February 2017.

There is no service contract between the Company and Dr. LEE Delman. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an NED of the Company, Dr. LEE Delman received an emolument of HK\$90,000 in aggregate for serving on the Board and Investment Committee for the year ended 31 December 2016 which was determined by the Board with reference to his responsibility with the Company. Dr. LEE Delman is a nephew of Dr. LEE Nai Shee, Harry, S.B.S., J.P. of the Board. Save as disclosed above, Dr. LEE Delman has no other relationships with any Director, senior management or substantial or controlling shareholder(s) of the Company.

## APPENDIX I

As at the Latest Practicable Date, Dr. LEE Delman had personal interests in share options to subscribe for 300,000 shares of the Company and deemed interests in 101,125,000 shares\* of the Company through his indirect shareholding in TAL Apparel Limited. Such interests are required to be notified to SEHK pursuant to Part XV of the SFO. Other than these shares and share options, Dr. LEE Delman does not have any other interest within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Dr. LEE Delman has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Dr. LEE Delman did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. Dr. LEE Delman has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

*Note:*

\* The deemed interests in 101,125,000 shares of the Company held by Dr. LEE Nai Shee, Harry, S.B.S., J.P. and Dr. LEE Delman were the same shares held by TAL Apparel Limited.

### **Mr. YING Tze Man, Kenneth**

**Mr. YING Tze Man, Kenneth**, aged 61, was appointed a Director on 26 June 2012. He was a director of the Company during the period from 16 September 1996 to 9 May 2008. Mr. YING retired from COSCO-HIT Terminals (Hong Kong) Limited (“**CHT**”) as the Managing Director, Asia Container Terminals Limited as the Executive Director and the Hutchison Port Holdings Trust (a trust listed on the Singapore Exchange) as an EXCO member on 30 April 2016. Mr. YING has over 31 years’ experience in the finance and logistic sector. Prior to joining CHT, he had held various executive positions at Hutchison Port Holdings Limited (“**HPH**”). He was the Executive Director of Hongkong International Terminals Limited and the Finance Director of South China Division of HPH. He is a member of the Hong Kong Institute of Certified Public Accounts and also a fellow member of the Chartered Association of Certified Accountants in the United Kingdom. He was a member of the Port Development Advisory Group of the HKSAR.

There is no service contract between the Company and Mr. YING. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an NED of the Company, Mr. YING received an emolument of HK\$70,000 in aggregate for serving on the Board for the year ended 31 December 2016 which was determined by the Board with reference to his responsibility with the Company. Mr. YING has no other relationships with any Director, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. YING had personal interests in share options to subscribe for 300,000 shares of the Company. Such interests are required to be notified to SEHK pursuant to Part XV of the SFO. Other than these share options, Mr. YING does not have any other interest within the meaning of Part XV of the SFO.



## APPENDIX I

Save as disclosed above, (i) Mr. YING has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Mr. YING did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. Mr. YING has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

### INDEPENDENT NON-EXECUTIVE DIRECTORS (“INED”)

#### Mr. CHAU Tak Hay

Mr. CHAU Tak Hay, aged 74, was appointed a Director of the Company on 1 September 2009. He was the non-executive Chairman of the Board of the Company from 1998 to 2002. Mr. CHAU graduated from The University of Hong Kong in 1967. He served in the Hong Kong Government from 1967 to 2002. Between 1988 and 2002, Mr. CHAU served in a number of principal official positions in the Government, including Secretary for Trade and Industry, Secretary for Commerce and Industry, Secretary for Broadcasting, Culture and Sport, and Secretary for Health and Welfare. Following his departure from the Government, Mr. CHAU was an independent non-executive director of the Hong Kong Main Board listed China Life Insurance Company Limited from 2003 to 2009. He has been an independent non-executive director of the Hong Kong Main Board listed SJM Holdings Limited since 2008; and Wheelock & Company Limited since 2012. Mr. CHAU was awarded the Gold Bauhinia Star by the Hong Kong Government in 2002.

There is no service contract between the Company and Mr. CHAU. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an INED of the Company, Mr. CHAU received an emolument of HK\$350,000 in aggregate for serving on the Board, the Audit Committee, Remuneration Committee, Corporate Governance Committee and Investment Committee for the year ended 31 December 2016 which was determined by the Board with reference to his responsibility with the Company. Mr. CHAU has no other relationships with any Director, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. CHAU had personal interests in share options to subscribe for 600,000 shares of the Company. Such interests are required to be notified to SEHK pursuant to Part XV of the SFO. Other than these share options, Mr. CHAU does not have any other interest within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. CHAU has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Mr. CHAU did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. Mr. CHAU has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

## APPENDIX I

### Ms. CHAN Chi Yan

**Ms. CHAN Chi Yan**, aged 55, was appointed a Director of the Company on 9 February 2015. She has over 30 years of experience in financial management and planning. Ms. CHAN joined The Dairy Farm Company, Limited on 16 April 2016 as North Asia Food Finance Director. The Dairy Farm Company, Limited is a member of Dairy Farm International Holdings Limited which has a standard listing on the London Stock Exchange as its primary listing, with secondary listings in Bermuda and Singapore. Before joining the Dairy Farm Group, Ms. CHAN was CFO, China Beverage and Senior Region Financial Planning & Analysis Director, China Region of PepsiCo Inc. in Shanghai. During her employment with PepsiCo Inc., she had also worked in Guangzhou, Shenzhen and Hong Kong. PepsiCo Inc. is listed on The New York Stock Exchange. Prior to joining PepsiCo Inc., Ms. CHAN had worked in Hong Kong for ExxonMobil Chemical and Nestlé S.A. (listed on SIX Swiss Exchange). Ms. CHAN graduated from University of Western Ontario, Canada in 1983 with a Bachelor of Arts degree in Economic and Administrative & Financial Studies and obtained a Master of Business Administration in Marketing from the Chinese University of Hong Kong in 1985.

There is no service contract between the Company and Ms. CHAN. She has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an INED of the Company, Ms. CHAN received an emolument of HK\$310,000 in aggregate for serving on the Board, the Audit Committee, Corporate Governance Committee and Investment Committee for the year ended 31 December 2016 which was determined by the Board with reference to her responsibility with the Company. Ms. CHAN has no other relationships with any Director, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Ms. CHAN did not hold any shares or share options of the Company and did not have any other interest within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Ms. CHAN has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Ms. CHAN did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. Ms. CHAN has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with her re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING



# Tradelink Electronic Commerce Limited 貿易通電子貿易有限公司

*(Incorporated in Hong Kong under the Companies Ordinance with limited liability)*

**(Stock Code: 536)**

Notice is hereby given that the annual general meeting (“AGM”) of Tradelink Electronic Commerce Limited (貿易通電子貿易有限公司) (the “Company”) will be held on Thursday, 11 May 2017 at 2:30 p.m. at Room 631, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong for the following purposes:-

1. To receive and adopt the audited financial statements of the Company, the directors’ report and the report of the auditors for the year ended 31 December 2016.
2. To declare a final dividend in respect of the year ended 31 December 2016.
3. To re-elect Dr. LEE Nai Shee, Harry, S.B.S., J.P., Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Mr. CHAU Tak Hay and Ms. CHAN Chi Yan as Directors.
4. To authorize the Board to fix the remuneration of Directors.
5. To re-appoint KPMG as auditors of the Company and to authorize the Board to fix their remuneration.
6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as Ordinary Resolution:-

**THAT** a general unconditional mandate be given to the Directors to allot, issue and deal with new shares or securities convertible into shares in the unissued share capital of the Company, including the entering into of any agreements or granting of any options to do any of the foregoing, provided that the total number of shares allotted or agreed to be allotted by the Directors pursuant thereto, otherwise than pursuant to a rights issue, or any 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, shall not exceed 20 percent of the Company’s total number of shares in issue at the date of this resolution and such mandate shall remain in effect until (i) the conclusion of the next AGM of the Company, (ii) the expiration of the period within which the next AGM of the Company is required by any applicable law or by the

## NOTICE OF ANNUAL GENERAL MEETING

Articles of Association of the Company to be held, or (iii) it is revoked or varied by an ordinary resolution of Shareholders of the Company in a general meeting, whichever is the earliest.

By Order of the Board  
**HO Chi Kin Joseph**  
*Company Secretary*

Hong Kong, 6 April 2017

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at any 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 any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed (or a notorially certified copy of such power of attorney or authority) must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the AGM (or any adjournment thereof), and otherwise the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish.
4. At the AGM, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll pursuant to rule 13.39(4) of the Listing Rules.
5. The register of members will be closed from Tuesday, 9 May 2017 to Thursday, 11 May 2017, both days inclusive, during which period no transfer of shares will be registered to determine the shareholders' entitlement to attend and vote at the AGM to be held on Thursday, 11 May 2017. In order to qualify to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Monday, 8 May 2017.
6. The register of members will be closed from Thursday, 18 May 2017 to Monday, 22 May 2017 both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Wednesday, 17 May 2017.
7. Concerning agenda item 3 above, Dr. LEE Nai Shee, Harry, s.b.s., j.p., Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Mr. CHAU Tak Hay and Ms. CHAN Chi Yan will retire as Directors at the AGM and being eligible, have offered themselves for re-election. Details of the above Directors nominated for re-election are set out in Appendix I to the accompanied circular dated 6 April 2017.

## NOTICE OF ANNUAL GENERAL MEETING

8. Concerning Ordinary Resolution 6 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members as a general mandate for the purposes of Sections 140 and 141 of the Companies Ordinance (Cap 622) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, the Board comprises

***Non-executive Directors:*** Dr. LEE Nai Shee, Harry, S.B.S., J.P. (Chairman), Dr. LEE Delman and Mr. YING Tze Man, Kenneth;

***Executive Directors:*** Mr. TSE Kam Keung, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily and Mr. LI Fuk Kuen, Wilfred; and

***Independent Non-executive Directors:*** Mr. CHAK Hubert, Mr. CHAU Tak Hay, Ms. CHAN Chi Yan, Mr. CHUNG Wai Kwok, Jimmy and Mr. HO Lap Kee, Sunny, J.P.