



TRADELINK ELECTRONIC COMMERCE LIMITED

貿易通電子貿易有限公司
(the “Company”)

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

(Stock Code: 536)

Terms of Reference of the Corporate Governance Committee

Objective

The Corporate Governance Committee shall be responsible for ensuring and upholding good corporate governance functions of the Company.

Membership

1. The Corporate Governance Committee shall consist of not less than three members, the majority of which must be Independent Non-executive Directors. The board of directors of the Company (“Board”) may remove any member or all members of the Corporate Governance Committee at its sole discretion. The Board may from time to time vary the composition of the Corporate Governance Committee as may be required by the Listing Rules. All of the members shall be appointed by the Board.
2. The Chairman of the Corporate Governance Committee shall be appointed by the Board from among its Independent Non-executive Directors.
3. A quorum shall be two members.

Frequency of Meeting

The Corporate Governance Committee shall meet as and when its Chairman considers necessary.

Notice of Meeting

1. Meetings of the Corporate Governance Committee shall be called by its Chairman or at the request of the Board.
2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda and accompanying Committee papers and items to be discussed, shall be issued to each member of the Corporate Governance Committee and any other person required to attend at least 3 days prior to the date of the meeting unless all members of the Corporate Governance Committee unanimously waive such notice.
3. Resolutions shall be passed by a majority of votes or by unanimous written resolutions.
4. Meetings could be held in person, by teleconference or by video conference.

Attendance at Meeting

1. The Corporate Governance Committee may request any Director or any other individual to attend its meeting.
2. The Company Secretary or his nominee shall be the secretary of the Corporate Governance Committee.

Attendance at the Annual General Meeting

The Chairman of the Corporate Governance Committee or in his absence, another Corporate Governance Committee Member shall attend the Company's Annual general Meeting and be prepared to respond to shareholders' questions on the Corporate Governance Committee's duties and responsibilities.

Authority

1. The Corporate Governance Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Corporate Governance Committee.
2. The Corporate Governance Committee is authorized by the Board, at the

Company's expense to appoint legal or other independent professional advisers with relevant experience and expertise to assist the Corporate Governance Committee and to secure the attendance of such professional advisers at its meetings if it considers it necessary.

3. The Corporate Governance Committee is authorized to require management to provide it with such resources as may be necessary for it to discharge its duties.

Duties

(1) The duties of The Corporate Governance Committee shall be:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees;
- (e) to review the Company's compliance with the Corporate Governance Code (Appendix 14 to the Listing Rules) and disclosure in the Corporate Governance Report; and
- (f) to report back to the Company's board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.

Reporting procedures

The secretary of the Corporate Governance Committee shall circulate the minutes of meetings of the Corporate Governance Committee to all members of the Board.

Hong Kong, 27 March 2012