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If you have sold or transferred all your shares in Tradelink Electronic Commerce Limited, you should at once hand this document 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 with limited liability)
(Stock Code: 536)

NOTICE OF ANNUAL GENERAL MEETING AND PROPOSALS FOR DECLARATION OF FINAL DIVIDEND ELECTION AND RE-ELECTION OF DIRECTORS RE-APPOINTMENT OF KPMG AS AUDITORS SHARE REPURCHASE AND SHARE ISSUE GENERAL MANDATES

A notice convening the Annual General Meeting ("AGM") of Tradelink Electronic Commerce Limited (the "Company") to be held on 9 May 2008 (Friday) at 2:30 p.m. at Luxembourg Room, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong.

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 Registrars, Computershare Hong Kong Investor Services Limited, Rooms 1806 – 1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, 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, 14 April 2008

LETTER FROM THE CHAIRMAN



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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 536)

Directors:

Chairman and Non-executive Director

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

Registered Office:

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

Non-executive Directors

Mr. Hubert CHAK

Dr. CHEUNG Yiu Sing

Mr. LAU Kam Kuen, David

Mr. LO Sze Wai, Albert

Mr. YING Tze Man, Kenneth

Mr. Lawrence WEBB

Independent Non-executive Directors

Mr. HO Lap Kee, Sunny

Dr. WONG Tin Yau, Kelvin

Mr. YUEN Kam Ho, George

Mr. CHUNG Wai Kwok, Jimmy

Executive Directors

Mr. YUE Kwok Hung, Justin

Ms. NARDI Kar Wai, Agnes

Hong Kong, 14 April 2008

To the Shareholders,

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
AND PROPOSALS FOR
DECLARATION OF FINAL DIVIDEND
ELECTION AND RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF KPMG AS AUDITORS
SHARE REPURCHASE AND SHARE ISSUE GENERAL MANDATES**

INTRODUCTION

The purpose of this document is to provide Shareholders with information regarding the declaration of a final dividend for 2007, the proposed election and re-election of Directors, the re-appointment of KPMG as the Auditors of the Company

LETTER FROM THE CHAIRMAN

and their remuneration, and the general mandates proposed to be granted to the Directors to issue shares and to repurchase shares. These resolutions will be proposed at the AGM of the Company to be held on 9 May 2008 (Friday) at 2:30 p.m. at Luxembourg Room, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong.

FINAL DIVIDEND

By a results announcement dated 25 March 2008, the Board has recommended a final dividend of HK cents 6.18 per share. The final dividend of HK cents 6.18 per share is subject to Shareholders' approval at the AGM.

The Register of Members will be closed from 6 May 2008 to 9 May 2008, both days inclusive, during which period the registration of transfers of shares will be suspended. To be qualified for the final dividend, all transfers should be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 5 May 2008.

DIRECTORS PROPOSED TO BE ELECTED AND RE-ELECTED AND REMUNERATION OF DIRECTORS

Pursuant to Article 100 of the Company's Articles of Association, six of the Directors will retire at the forthcoming AGM. The six Directors who are going to retire are Ms. NARDI Kar Wai Agnes, Dr. WONG Tin Yau Kelvin, Mr. HO Lap Kee Sunny, Mr. LO Sze Wai Albert, Dr. CHEUNG Yiu Sing and Mr. YING Tze Man Kenneth. Among the six retiring Directors, Dr. WONG Tin Yau, Kelvin, Dr. CHEUNG Yiu Sing and Mr. YING Tze Man, Kenneth did not offer themselves for re-election at the forthcoming AGM. It is proposed that Ms. NARDI Kar Wai Agnes, Mr. HO Lap Kee Sunny and Mr. LO Sze Wai Albert be re-appointed and Messrs KIHM Lutz Hans Michael and IP Sing Chi be appointed as Directors at the forthcoming AGM. Pursuant to the requirements of 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 document. Shareholders are also invited to authorize the Board to review and determine the remuneration of the Directors.

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

In relation to agenda item No. 5, KPMG, the long-time Auditors of the Company have offered themselves for re-appointment for 2008. The Company's Board of Directors supports the re-appointment. Shareholders should note that, in practice, the amount of auditors' remuneration for the year 2008 audit 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.

To be able to charge the amount of auditors' remuneration as operating expenses for the year ending 31 December 2008, Shareholders' approval to delegate the authority to the Directors to fix the auditors' remuneration for the year ending 31 December 2008 is required at the AGM.

LETTER FROM THE CHAIRMAN

SHARE REPURCHASE AND SHARE ISSUE GENERAL MANDATES

On 11 May 2007, a general mandate was given to the Directors to exercise the powers of the Company to repurchase shares of the Company. Such mandate will lapse at the conclusion of the forthcoming AGM of the Company. It is therefore proposed to seek Shareholders' approval of an ordinary resolution to be proposed at the AGM to repurchase shares representing not more than 10 percent of the share capital of the Company in issue at the date of passing the resolution (the "Repurchase Mandate").

It is a requirement under the Listing Rules that the Company should send Shareholders an explanatory statement containing information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares. Such an explanatory statement is set out in Appendix II of this document.

It is also proposed to seek Shareholders' approval of an ordinary resolution to be proposed at the AGM to allot, issue and deal with additional shares up to a limit of 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution (approximately equivalent to 155,642,011 shares) together with the aggregate nominal amount of the share capital of the Company which may be purchased by the Company. As at the latest practicable date, the issued share capital of the Company was 778,210,055 Shares of HK\$0.20 each.

Pursuant to Article 73 of the Company's Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Subject to the Companies Ordinance, a poll may be demanded by:

- (a) the Chairman; or
- (b) at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) any member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up all the shares conferring that right.

ANNUAL GENERAL MEETING

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

Yours faithfully,
Lee Nai Shee, Harry
Chairman

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The following are the details (as required by the Listing Rules) of the person who are eligible and offer themselves for re-election or election as Directors of the Company:-

NON-EXECUTIVE DIRECTORS

Mr. KIHM, Lutz Hans Michael

Mr. KIHM, Lutz Hans Michael, aged 46, is Managing Director of GCIS Limited that advises Dr. Jens Ehrhardt Kapital AG, Pullach, Germany in the management of its Asians securities portfolios. Mr KIHM has over 20 years of experience in financial management. Prior to founding GCIS Limited, he had been with Allianz Group for 14 years where he held senior positions in Asset Management, Mergers & Acquisitions and Corporate Finance. Prior to joining Allianz, he had worked for 3 years as a consultant in Treasury Management. Mr KIHM has been awarded the CFA charter by CFA Institute (former AIMR), Charlottesville, USA, a Master's degree in Management from ESCP-EAP, Paris, France and Master's degree in Mathematics from University Ulm, Germany.

There is no service contract between the Company and Mr KIHM. 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. Mr. KIHM will receive a director's emolument of HK\$20,000 per annum, which is determined by the Board of Directors with reference to his responsibility with the Company and is subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM. Mr KIHM has no relationships with any Directors, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Mr KIHM was holding 718,000 ordinary shares in the Company. Save as disclosed, he did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. KIHM has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr KIHM did not hold any other directorship in any listed public companies in the past three years and other major appointment and qualifications.

Save as disclosed above, Mr KIHM has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Mr IP Sing Chi

Mr IP Sing Chi, aged 54, is the Managing Director of Hongkong International Terminals Limited, which is not a listed public company, and Executive Director of Hutchison Port Holdings, which is not a listed public company. Mr. IP is a director of Hyundai Merchant Marine Co. Ltd., which is listed on the Korea Stock Exchange. He is a member of the Hong Kong Logistics Development Council and Chairman of

APPENDIX I

the Shipping & Port Operations Group of Employers' Federation of Hong Kong. He has over 20 years' management experience in shipping and container terminal fields.

There is no service contract between the Company and Mr IP. 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. Mr. IP will receive a director's emolument of HK\$20,000 per annum, which is determined by the Board of Directors with reference to his responsibility with the Company and is subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM. Mr IP has no relationships with any Directors, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Mr IP did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. IP has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr IP did not hold any other directorship in any listed public companies in the past three years and other major appointment and qualifications.

Save as disclosed above, Mr IP has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. LO Sze Wai, Albert

Mr. LO Sze Wai, Albert, aged 58, was appointed a Non-executive Director on 13 May 2005. Having joined Cathay Pacific Airways Limited (a listed public company) as Manager for Cargo Hub Operations of the company in 1993, Mr. LO subsequently took up his current position as Manager for Cargo Services in 1996, with responsibility for the system-wide cargo operations. He is also the Chairman of Carrier Liaison Group, which is a forum primarily consisting of airlines and ground handling agents at the Hong Kong International Airport and dealing with matters related to air cargo, mail, courier and express cargo handling. Prior to joining Cathay Pacific Airways Limited, Mr. LO was involved in cargo operations at Pan American World Airways and United Airlines respectively before embarking on freight forwarding operations at Benson Air and Sea Cargo, NAF Airfreight, Danzas and Infolink in Hong Kong and Canada respectively. Mr. LO has over 35 years' experience in the cargo and freight forwarding industry.

There is no service contract between the Company and Mr. LO. 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. Mr. LO was entitled to an emolument of HK\$20,000 for the year ended 31 December 2007 which was determined by the Board of Directors with reference to his responsibility with the Company. The Director's fee payable to Mr. LO for 2008 onward will be HK\$20,000 per annum, subject to revision by the Board of Directors under the authority granted by

APPENDIX I

Shareholders at the AGM. Mr. LO has no relationships with any Directors, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Mr. LO did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO").

Save as disclosed above, Mr. LO has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. LO did not hold any other directorship in any listed public companies in the past three years and other major appointment and qualifications.

Save as disclosed above, Mr. LO 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 DIRECTOR

Mr. HO Lap Kee, Sunny

Mr. HO Lap Kee, Sunny, aged 47 was appointed an Independent Non-Executive Director on 13 May 2005. Mr. HO is the Executive Director of the Hong Kong Shippers' Council. He has over 20 years' experience in the Shipping and Logistics industry. As he now shapes the thrust of the Shippers' Council mandate as the voice of the Hong Kong shippers, he has considerable experience in aspects of trade and transport of goods. Prior to the Shippers' Council, he was Deputy Managing Director of Swire Shipping Agencies and Taikoo Maritime Services Ltd (which is not a listed public company), gaining experience in liner shipping, warehousing and distribution, freight forwarding, container haulage, mid-stream operations, China feeders, transport and logistics services. Mr. HO is a member of the Port Development Advisory Group of the Port Development Council, the Port Operations Committee, the Logistics Industry Training Advisory Committee, and the Transport & Shipping Committee of the Hong Kong General Chamber of Commerce. He is heavily involved in various working groups of the LOGSCOUNCIL. He was appointed as the Chairman of Logistic Committee of the Chartered Institute of Transport and Logistics of Hong Kong for 2003-2004, a member of the Dangerous Goods Standing Committee for several years and Chairman of the Hong Kong Liner Shipping Association for 1993-1995. He is the current Vice Chairman of Hong Kong Logistic Management Staff Association, Council Member of the Chartered Institute of Logistics & Transport in Hong Kong, Fellow of the Chartered Institute of Marketing (Hong Kong), and Advisor to the Chamber of the Hong Kong Logistics Industry and Shenzhen Ports & Harbour Association.

There is no service contract between the Company and Mr. HO. 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. Mr. HO was entitled to an emolument of HK\$70,000 for the year ended 31 December 2007 which was determined by the Board of Directors with reference to his responsibilities with the Company. The

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director's fee payable to Mr. HO for 2008 onward will be HK\$70,000 per year, plus HK\$20,000 per year for serving as a member of the Remuneration Committee and HK\$20,000 per year for serving as a member of the Nomination Committee, which are subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM. Mr. HO does not have relationship with any Directors, senior management or other substantial or controlling shareholder(s) of the Company for the purpose of the Listing Rules. As at the date of this document, Mr. HO did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. HO has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. HO did not hold any other directorship in any listed public companies in the past three years and other major appointment and qualifications.

Save as disclosed above, Mr. HO 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.

EXECUTIVE DIRECTORS

Ms. NARDI Kar Wai, Agnes

Ms. NARDI Kar Wai, Agnes, aged 52, was appointed an Executive Director on 27 November 2007. She joined the Company as the Deputy Chief Executive Officer on 1 November 2007. Before joining the Company, Ms. NARDI served as an Executive Director (from 4 August 2005 to 21 December 2005) and later an Alternate Non-Executive Director (from 21 December 2005 to 31 August 2006) of Hutchison Telecommunications International Limited, which is a member company of the Hutchison Telecom Group and a company publicly listed in both Hong Kong and the United States. Prior to serving Hutchison Telecommunications International Limited, Ms. NARDI held various senior management positions in other member companies of the Hutchison Telecom Group, including being the Managing Director of Hutchison Telecommunications (Hong Kong) Limited from April 2000 to August 2005. Ms. NARDI received her Bachelor's Degree in Social Sciences from The University of Hong Kong. Amongst her other qualifications, she is a member of The Hong Kong Institute of Directors, The Hong Kong Institute of Certified Public Accountants, CPA Australia and Association of Chartered Certified Accountants (UK).

Ms. NARDI was appointed on 16 November 2007 as a director of the Digital Trade and Transportation Network Limited (DTTNCo), an associate of the Company. She has also been appointed a member of the Hong Kong Logistics Development Council from 1 January 2008.

There is an employment contract signed between Ms. NARDI and the Company for her appointment as the Company's Deputy Chief Executive Officer. As the Company's Deputy Chief Executive Officer, Ms. NARDI is entitled to an annual emolument of approximately HK\$2,600,000, including salary, discretionary

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bonus and provident fund benefits, which is commensurate with her duties and responsibilities and prevailing market situation. There is no service contract signed between Ms. NARDI and the Company in relation to her appointment as the Company's Executive Director and she does not receive any emoluments from the Company for serving as an Executive Director of the Company. As an Executive Director, Ms. NARDI will be subject to rotation retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. Ms. NARDI has no relationships with any Directors, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Ms. NARDI held no shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. NARDI has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Ms. NARDI did not hold any other directorship in any listed public companies in the past three years and other major appointment and qualifications.

Save as disclosed above, Ms. NARDI has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with her election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II

REPURCHASE MANDATE EXPLANATORY STATEMENT

This is an explanatory statement given to the Shareholders of the Company in relation to a resolution to approve a general unconditional mandate for the Directors to exercise all powers of and on behalf of the Company to purchase its own shares (the "Repurchase Mandate") to be proposed at a general meeting of the Company to be held on 9 May 2008.

This explanatory statement contains information required pursuant to rule 10.06(1)(b) of the Listing Rules in relation to the Repurchase Mandate. This explanatory statement also constitutes the Memorandum required under section 49BA of the Companies Ordinance.

- (i) Exercise in full of the Repurchase Mandate, on the basis of 778,210,055 shares of HK\$0.20 each in the Company ("Shares") in issue at the date of this document, may result in up to 77,821,005 Shares being repurchased by the Company during the period until (a) the conclusion of the next AGM of the Company, (b) the expiration of the period within which the next AGM of the Company is required by any applicable law or by the Articles of Association of the Company to be held, or (c) the passing of an ordinary resolution of the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company, whichever is the earliest.
- (ii) The Directors believe that it is in the best interests of the Company and its Shareholders that they should have a general authority from its Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.
- (iii) Repurchases will be funded out of funds legally available for such purposes in accordance with the Memorandum and Articles of Association of the Company and the applicable laws of the Hong Kong Special Administrative Region ("Hong Kong").
- (iv) The Directors are not aware of any material adverse impact on the working capital or the gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts) in the event that the Repurchase Mandate is exercised in full at any time. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in each case and in the opinion of the Directors, are from time to time appropriate for the Company.

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- (v) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company if the Repurchase Mandate is exercised.
- (vi) The Directors have undertaken to the SEHK that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.
- (vii) If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder, or a group of Shareholders acting in concert, could be deemed to have thereby obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Board is not aware of any consequences which would arise under the Takeovers Code as a result of any repurchases pursuant to the Repurchases Mandate.
- (viii) The Company has not purchased any of its Shares (whether on the SEHK or otherwise) in the six months preceding the date of this statement.
- (ix) No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or such connected persons have undertaken not to do so, if the Repurchase Mandate is exercised.
- (x) The highest and lowest prices at which the Shares have been traded on the SEHK in each of the previous 12 months since April 2007 were as follows:-

	Highest (HK\$)	Lowest (HK\$)
April 2007	1.49	1.40
May 2007	1.47	1.32
June 2007	1.45	1.33
July 2007	1.48	1.34
August 2007	1.40	1.16
September 2007	1.30	1.05
October 2007	1.18	1.06
November 2007	1.26	1.09
December 2007	1.12	1.02
January 2008	1.05	0.85
February 2008	0.95	0.88
March 2008	1.00	0.85
April 2008 (as at the latest practicable date)	1.04	0.99

NOTICE OF ANNUAL GENERAL MEETING



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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 536)

Notice is hereby given that the Annual General Meeting ("AGM") of Shareholders of Tradelink Electronic Commerce Limited 貿易通電子貿易有限公司 (the "Company") will be held on 9 May 2008 at 2:30 p.m. at Luxembourg Room, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong for the following purposes:-

1. To receive and adopt the Audited Financial Statements of the Company and the Reports of the Directors and the Auditors for the year ended 31 December 2007.
2. To declare a final dividend in respect of the year ended 31 December 2007.
3. To elect and re-elect Directors.
4. To authorize the Board of Directors to fix the remuneration of Directors.
5. To re-appoint Auditors and authorize the Board of Directors 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 additional 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 aggregate nominal amount of the share capital 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 the sum of:

- a) 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution; and
- b) the aggregate nominal amount of the share capital of the Company which may be repurchased by the Company under the authority referred to in Ordinary Resolution 7 below,

NOTICE OF ANNUAL GENERAL MEETING

such mandate to 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 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 general meeting, whichever is the earliest.

7. 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 exercise all the powers of and on behalf of the Company to purchase on The Stock Exchange of Hong Kong Limited (the "SEHK") or on any other stock exchange on which the shares may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the SEHK for this purpose, such number of Shares with an aggregate nominal amount not exceeding 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution, such mandate to 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 Articles of Association of the Company to be held, or (iii) it is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting, whichever is the earliest.

By the Order of the Board
LI Fuk Kuen, Wilfred
Company Secretary

Hong Kong, 14 April 2008

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 notarially certified copy of such power of attorney or authority) must be deposited at the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, at 1806-1807, 18th 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 exercise his power under Article 73(a) of the Company's Articles of Association to put each of the above resolutions to the vote by way of a poll.

NOTICE OF ANNUAL GENERAL MEETING

5. The Register of Members will be closed from 6 May 2008 to 9 May 2008 both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 pm on 5 May 2008.
6. Concerning Agenda Item 3 above, Ms. NARDI Kar Wai Agnes, Dr. WONG Tin Yau Kelvin, Mr. HO Lap Kee Sunny, Mr. LO Sze Wai Albert, Dr. CHEUNG Yiu Sing and Mr. YING Tze Man Kenneth will retire by rotation and, being eligible, have offered themselves, except Dr WONG Tin Yau, Kelvin, Dr. CHEUNG Yiu Sing and Mr. YING Tze Man Kenneth, for re-election at the AGM. Messrs. KIHM, Lutz Hans Michael and IP Sing Chi are nominated for appointment as Directors at the AGM. Details of the above Directors nominated for re-election and election are set out in Appendix I to the accompanied document dated 14 April 2008.
7. 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 Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on the SEHK (the "Listing Rules").
8. Concerning Ordinary Resolution 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the Shareholders. The Explanatory Statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied document date 14 April 2008.

As at the date of this notice, the Chairman and Non-executive Director is Dr. LEE Nai Shee, Harry, S.B.S., J.P., the Executive Directors are Mr. YUE Kwok Hung, Justin and Ms. NARDI Kar Wai, Agnes, the Non-executive Directors are Mr. Hubert CHAK, Dr. CHEUNG Yiu Shing, Mr. LAU Kam Kuen, David, Mr. LO Sze Wai, Albert, Mr. Lawrence WEBB and Mr. YING Tze Man, Kenneth and the Independent Non-executive Directors are Mr. YUEN Kam Ho, George, Mr. HO Lap Kee, Sunny, Dr. WONG Tin Yau, Kelvin and Mr. CHUNG Wai Kwok, Jimmy.