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If you are in any doubt as to any aspect of this document 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 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
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 8 May 2009 (Friday) at 2:30 p.m. at Meeting Room 5, 7/F, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong is set out on pages 16 to 18 of this document.

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, 8 April 2009

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.

Non-executive Directors

Ms. CHAN Wai Yan, Ann

Mr. CHAK Hubert

Mr. IP Sing Chi, Eric

Mr. KIHM, Lutz Hans Michael

Mr. LO Sze Wai, Albert

Mr. WEBB Lawrence

Independent Non-executive Directors

Mr. CHUNG Wai Kwok, Jimmy

Mr. HO Lap Kee, Sunny

Mr. WU Wai Chung, Michael

Mr. YUEN Kam Ho, George

Executive Directors

Mr. YUE Kwok Hung, Justin

Ms. CHUNG Shun Kwan, Emily

Registered Office:

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

Hong Kong, 8 April 2009

To the Shareholders,

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
AND PROPOSALS FOR
DECLARATION OF FINAL DIVIDEND
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 2008, the proposed re-election of Directors, the re-appointment of KPMG as the Auditors of the Company and their

LETTER FROM THE CHAIRMAN

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 8 May 2009 (Friday) at 2:30 p.m. at Meeting Room 5, 7/F, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong.

FINAL DIVIDEND

By a results announcement dated 24 March 2009, the Board has recommended a final dividend of HK cents 5.52 per share. The final dividend of HK cents 5.52 per share is subject to Shareholders' approval at the AGM.

The Register of Members will be closed from 5 May 2009 to 8 May 2009, 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 4 May 2009.

DIRECTORS PROPOSED TO BE RE-ELECTED

Pursuant to Article 100 of the Company's Articles of Association, nine of the Directors will retire at the AGM; of which Ms. CHUNG Shun Kwan Emily, Ms. CHAN Wai Yan Ann and Mr. WU Wai Chung Michael were appointed to fill casual vacancies occurred during the year and are therefore required to retire at the AGM pursuant to article 92 of the Articles of Association of the Company. The nine Directors who are going to retire are Dr. LEE Nai Shee Harry, Mr. YUE Kwok Hung Justin, Ms. CHUNG Shun Kwan Emily, Mr. CHAK Hubert, Mr. WEBB Lawrence, Mr. CHUNG Wai Kwok Jimmy, Mr. YUEN Kam Ho George, Ms. CHAN Wai Yan Ann and Mr. WU Wai Chung Michael. It is proposed that Dr. LEE Nai Shee Harry, Mr. YUE Kwok Hung Justin, Ms. CHUNG Shun Kwan Emily, Mr. CHAK Hubert, Mr. WEBB Lawrence, Mr. CHUNG Wai Kwok Jimmy, Mr. YUEN Kam Ho George, Ms. CHAN Wai Yan Ann and Mr. WU Wai Chung Michael be re-elected at the 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.

REMUNERATION OF DIRECTORS

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

LETTER FROM THE CHAIRMAN

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 2009. The Company's Board of Directors supports the re-appointment. Shareholders should note that, in practice, the amount of auditors' remuneration for the year 2009 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 2009, Shareholders' approval to delegate the authority to the Directors to fix the auditors' remuneration for the year ending 31 December 2009 is required at the AGM.

SHARE REPURCHASE AND SHARE ISSUE GENERAL MANDATES

On 9 May 2008, 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 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 proposed to seek Shareholders' approval of an ordinary resolution to be proposed at the AGM to allot, issue and deal with new 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 155,661,211 shares). At the date of this document, the total issued share capital of the Company was 778,306,055 shares of HK\$0.20 each.

It is also proposed to seek Shareholders' approval of a separate ordinary resolution to be proposed at the AGM to allot, issue and deal with additional shares up to the aggregate nominal amount of the share capital of the Company, which may be repurchased by the Company under the Repurchase Mandate.

The resolutions proposed herein to be put to vote at the AGM shall be decided on a poll pursuant to rule 13.39(4) of the Listing Rule.

ANNUAL GENERAL MEETING

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

LETTER FROM THE CHAIRMAN

After the conclusion of the AGM, the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited, at www.hkexnews.hk and the website of the Company at 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.

Yours faithfully,
For and on behalf of
the Board of Directors of
TRADELINK ELECTRONIC COMMERCE LIMITED
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 as Directors of the Company:-

CHAIRMAN AND NON-EXECUTIVE DIRECTOR

Dr. LEE Nai Shee, Harry

Dr. LEE Nai Shee, Harry, S.B.S., J.P., aged 66, 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 (TAL) in Hong Kong in 1973 and in 1983, was appointed Managing Director of TAL Apparel Limited, which currently employs over 20,000 employees. He was a Director of The Link Management Limited, and was a Director of Phillips-Van Heusen Corporation. He has over 30 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, as well as Chairman of Textile Council of Hong Kong Ltd. He is also a council member of the Vocational Training Council. 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. Dr. LEE was entitled to an emolument of HK\$20,000 for the year ended 31 December 2008 which was determined by the Board of Directors with reference to his responsibility with the Company. The Director's fee payable to Dr. LEE for 2009 onward will be HK\$20,000 per annum, which is subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM. Save as disclosed above, Dr. LEE has no other relationships with any Directors, senior management or substantial or controlling shareholder of 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 Securities and Futures Ordinance ("SFO").

Save as disclosed above, Dr. LEE has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Dr. LEE 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, 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.

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NON-EXECUTIVE DIRECTORS

Mr. CHAK Hubert

Mr. CHAK Hubert, aged 47, was appointed a Director on 21 October 2002. He joined Capital Strategic Investment Limited as its Group Chief Operating Officer in April 2007 and became an Executive Director in June 2007. He was previously an Executive Director of Pacific Century Premium Developments Limited (listed on the Main Board of The Stock Exchange of Hong Kong Limited) and was also the Company Secretary and Director of Mergers and Acquisitions of PCCW Limited (listed on the Main Board of The Stock Exchange of Hong Kong Limited) until February, 2007. Prior to joining the Pacific Century group in 1999, he has worked for a number of international investment banks in Hong Kong and has more than 10 years' experience in corporate finance transactions in the region. He is a graduate of the University of Wales (now known as Cardiff University) in the United Kingdom and holds a Master of Business Administration degree and a Bachelor of Science degree in Mechanical Engineering.

There is no service contract between the Company and Mr. CHAK. 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. CHAK was entitled to an emolument of HK\$20,000 for the year ended 31 December 2008 which was determined by the Board of Directors with reference to his responsibility with the Company. The Director's fee payable to Mr. CHAK for 2009 onward will be HK\$20,000 per annum, subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM. Save as disclosed above, Mr. CHAK has no other relationships with any Directors, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Mr. CHAK 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. CHAK has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. CHAK 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. CHAK 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.

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Mr. WEBB Lawrence

Mr. WEBB Lawrence, aged 50, was appointed a Director on 11 May 2007. Mr. WEBB is responsible for HSBC's Trade and Supply Chain business globally, a role which he has undertaken since April 2007. Prior to this, he was responsible for HSBC's payments and cash management activities across 21 countries and territories throughout the Asia-Pacific region. He joined HSBC in 1981 and has worked in various countries and territories throughout the Middle East and Asia Pacific, undertaking various roles in transaction banking, systems development, relationship management and strategic planning. Mr. WEBB holds a bachelor's degree in management sciences from the University of Manchester and is an Associate of the Chartered Institute of Bankers.

There is no service contract between the Company and Mr. WEBB. 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. WEBB was entitled to an emolument of HK\$20,000 for the year ended 31 December 2008 which was determined by the Board of Directors with reference to his responsibility with the Company. The Director's fee payable to Mr. WEBB for 2009 onward will be HK\$20,000 per annum, subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM. Save as disclosed above, Mr. WEBB has no other relationships with any Directors, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Mr. WEBB 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. WEBB has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. WEBB 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. WEBB 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.

Ms. CHAN Wai Yan, Ann

Ms. CHAN Wai Yan, Ann, aged 33, was appointed a Director on 20 October 2008. She graduated from the Chinese University of Hong Kong with a Bachelor of Business Administration degree and a Master of Education degree. She joined the Government of the Hong Kong Special Administrative Region of the People's Republic of China (the "Government") as an Administrative Officer in 1997. She has since served in various positions within the Government, including as Assistant Secretary to the Steering Committee on Land Supply for Housing under the Financial Secretary's Office, Assistant Secretary for Housing, Assistant Secretary for the Civil Service, Assistant Secretary for Constitutional Affairs, Assistant Secretary for Education and Manpower, Senior Administrative Officer of the Celebrations Coordination Office under the Home Affairs Bureau, and Assistant Secretary for

APPENDIX I

Labour and Welfare. She joined the Financial Services and the Treasury Bureau in October 2008 as Principal Assistant Secretary (Investments). Her responsibilities include financial policy for public corporations, evaluation of the financial aspects of corporatisation, privatisation and infrastructure-related project proposals, and the management of the Government's Capital Investment Fund and the Loan Fund. She has over 10 years' experience in public sector administration and management.

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. Ms. CHAN was entitled to an emolument of HK\$3,989 on a pro-rata basis for serving on the Board (20/10/2008 – 31/12/2008) for the year ended 31 December 2008 which was determined by the Board of Directors with reference to her responsibility with the Company. The Director's fee payable to Ms. CHAN for 2009 onward will be HK\$20,000 per annum, subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM. Save as disclosed above, Ms. CHAN has no other relationships with any Directors, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Ms. CHAN did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. CHAN has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Ms. CHAN 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. 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.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHUNG Wai Kwok, Jimmy

Mr. CHUNG Wai Kwok, Jimmy, aged 59, was appointed a Director on 11 May 2007. He has over 20 years of experience in financial advisory, taxation and management. He was a partner of PricewaterhouseCoopers and retired in June 2005. In October 2005, he joined a professional consulting firm, Russell Bedford Hong Kong Limited, as Director-Tax & Business Advisory. Mr. Chung is a member of Hong Kong Institute of Certified Public Accountants, the Taxation Institution of Hong Kong and the Association of Chartered Certified Accountants (ACCA). He was the President of the Hong Kong branch of ACCA for the year 2005/06. He is currently also an Independent Non-executive Director and Chairman of the audit committee of Fitec International Group Limited and Lee Kee Holdings Limited, both listed on The Stock Exchange of Hong Kong Limited.

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There is no service contract between the Company and Mr. CHUNG. 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. CHUNG was entitled to an emolument of HK\$140,000 for serving on the Board, its Audit Committee (14/05/2008 – 31/12/2008), Remuneration Committee (01/01/2008 – 13/05/2008) and Nomination Committee (14/05/2008 – 31/12/2008) for the year ended 31 December 2008 which was determined by the Board of Directors with reference to his responsibilities with the Company. The director's fee payable to Mr. CHUNG for 2009 onward will be HK\$70,000 per year, plus HK\$50,000 per year for serving as a member of the Audit 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. Save as disclosed above, Mr. CHUNG does not have other 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. CHUNG 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. CHUNG has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. CHUNG 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. CHUNG 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.

Mr. YUEN Kam Ho, George

Mr. YUEN Kam Ho, George, aged 64, was appointed a Director on 28 November 2006. He holds a Bachelor's Degree (Honours) in Economics and Political Science from the University of Hong Kong. He attended post-graduate studies in Harvard Graduate School of Business in 1974, Oxford University in 1982 to 1983 and INSEAD (European Graduate School for Business Administration) in 1995. In 2003, Harvard University Kennedy School of Government admitted Mr. YUEN to its Leadership Program. In February 2006, Mr. YUEN was granted a Fellowship for Non-profit Leaders by Centre for Social Innovation of Stanford University. Mr. YUEN has extensive experience and connections both locally and overseas particularly in governmental, business and media sectors. In 2003, he was appointed as an Independent Non-executive Director of Industrial and Commercial Bank of China (Asia) Ltd. (listed on the Main Board of The Stock Exchange of Hong Kong Limited) and as a member of the Central Policy Unit ("CPU") of the HKSAR Government and sat on the CPU Panel on Pearl River Delta Panel until 2007. Mr. YUEN had been Chief Executive of the Better Hong Kong Foundation for nine years since September 1997. Prior to joining the Foundation, Mr. YUEN had acted as Deputy Director-General in the Information Services Department of Hong Kong Government. Before his civil service career, Mr. YUEN held management positions in Nestles (Hong Kong) and Sterling Drugs (International) Inc. He is the founder

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director and vice-chairman of the “HK Society For the Aged”. He is also Member of the Chinese People’s Political Consultative Conference of Guangxi Autonomous Region of China; Special Advisor, China National Committee for Pacific Economic Co-operation Business Forum (PECC); Advisor of the Institute of Finance & Trade Economics of the Chinese Academy of Social Sciences; Advisor of the Shanghai Academy of Social Sciences of China; and Advisor of the Board of International Investment of Guangzhou Municipality of China. In October 2006, Mr. YUEN was invited to join the Consultative Committee for the Center on China’s Transnational Relations of the Hong Kong University of Science & Technology. Mr. YUEN is also a Fellow of the Hong Kong Institute of Directors. On 20 March 2007, Mr. YUEN was appointed as an Independent Non-executive Director of LeRoi Holdings Ltd.

There is no service contract between the Company and Mr. YUEN. 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. YUEN was entitled to an emolument of HK\$140,000 for serving on the Board, its Audit Committee, Remuneration Committee (14/05/2008 – 31/12/2008) and Nomination Committee (01/01/2008 – 13/05/2008) for the year ended 31 December 2008 which was determined by the Board of Directors with reference to his responsibilities with the Company. The director’s fee payable to Mr. YUEN for 2009 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\$50,000 per year for serving as a member of the Audit Committee, which are subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM. Save as disclosed above, Mr. YUEN does not have other 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. YUEN 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. YUEN has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. YUEN 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. YUEN 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.

Mr. WU Wai Chung, Michael

Mr. WU Wai Chung, Michael, aged 59, was appointed a Director on 2 September 2008. Mr. Wu graduated from The University of Hong Kong with a bachelor’s degree in laws in 1972. Upon graduation, he joined the then Government of Hong Kong and served as its Trade Officer and subsequently Administrative Officer until 1989. Afterwards, Mr. WU served in the Securities and Futures Commission (“SFC”) as its Director (Intermediaries Division) from 1989 to 1992, its Executive Director (Intermediaries Division, comprising the Licensing and Intermediaries Supervision Departments) from 1992 to 1994, and its Deputy

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Chairman, Chief Operating Officer and Executive Director of Intermediaries Supervision Departments from 1995 to 1997 respectively. In 1999, Mr. WU joined the China Securities Regulatory Commission (“CSRC”) and acted as its Advisor until 2001. From April 2001 to July 2002, he served as a commissioner of the Strategy & Development Committee of CSRC and the Deputy Chairman of the Shanghai Stock Exchange. He subsequently joined SW Kingsway Capital Holdings Limited and acted as its Chairman (China Region) until June 2004. Mr. Wu is currently an independent non-executive director of SW Kingsway Capital Holdings Limited, Shenzhen Investment Limited and First Mobile Group Holdings Limited (all listed on the Main Board of The Stock Exchange of Hong Kong Limited) and First China Financial Holdings Limited (listed on the GEM Board of The Stock Exchange of Hong Kong Limited). Mr. Wu was an independent non-executive director of Interchina Holdings Company Limited (listed on the Main Board of The Stock Exchange of Hong Kong Limited with Stock Code: 202) between 1 September 2005 and 26 August 2006.

There is no service contract between the Company and Mr. WU. 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. WU was entitled to an emolument of HK\$46,284 on a pro-rate basis for serving on the Board (02/09/2008 - 31/12/2008), its Audit Committee (02/09/2008 - 31/12/2008) and Remuneration Committee (02/09/2008 - 31/12/2008) for the year ended 31 December 2008 which was determined by the Board of Directors with reference to his responsibilities with the Company. The director’s fee payable to Mr. WU for 2009 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\$50,000 per year for serving as a member of the Audit Committee, which are subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM. Save as disclosed above, Mr. WU does not have other 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. WU 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. WU has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. WU 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. WU 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.

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EXECUTIVE DIRECTORS

Mr. YUE Kwok Hung, Justin

Mr. YUE Kwok Hung, Justin, aged 67, was appointed a Director on 1 August 1996. He has also been our Chief Executive Officer since 1996. In addition, he is currently a Director of Digital Trade and Transportation Network Limited (DTTNC), a wholly-owned subsidiary of the Company, being appointed on 10 June 2008. He had also previously served as a Director of DTTNC from 30 April 2004 to 31 December 2007. Mr. YUE has over 30 years' experience in the trade and commerce industry. Prior to joining us, he had worked at the executive level both in the Government and the local trading community. He joined the Government in 1968 in what was then the Commerce & Industry Department and progressed to become Deputy Commissioner of Trade, Industry and Customs in 1979. In 1983, he moved to the Transport Branch of the Government Secretariat. He left the Government in 1985 to join the private sector as a Senior Executive of Winner Garments Ltd. He is active in a number of trade associations and advisory bodies including the Federation of Hong Kong Industries Group, Trade & Industry Advisory Board, Hong Kong Logistics Development Council, Hong Kong Garment Manufacturers Association and Textile Council. He is also an Independent Non-executive Director of Dah Sing Financial Holdings Limited (listed on the Main Board of The Stock Exchange of Hong Kong Limited) and a director of Dah Sing Life Assurances Company Limited. He graduated from the University of Hong Kong with a First Class Bachelor of Arts Honours degree in 1965.

There is an employment contract signed between Mr. YUE and the Company for his appointment as the Company's Chief Executive Officer, which was renewed on 8 December 2008 for one year from 1 January 2009 to 31 December 2009. As the Company's Chief Executive Officer, Mr. YUE is entitled to an annual emolument of approximately HK\$5,011,992, including salary, discretionary bonus and provident fund benefits, which is commensurate with his duties and responsibilities and prevailing market situation. As an Executive Director, Mr. YUE 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. Save as disclosed above, Mr. YUE has no other relationships with any Directors, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Mr. YUE held 1,142,000 ordinary shares in the Company (i.e. 0.15% of the Company's share capital in issue as at the date of this document) and options to subscribe for a total of 9,098,743 ordinary shares in the Company under the share option scheme adopted by the Company on 2 August 2000 and amended on 11 September 2001 and 26 November 2002 respectively (the "**Pre-IPO Share Option Scheme**") and the other share option scheme adopted by the Company on 14 October 2005 (the "**Share Option Scheme**"). Save as disclosed, Mr. YUE does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

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

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Save as disclosed above, Mr. YUE 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.

Ms. CHUNG Shun Kwan, Emily

Ms. CHUNG Shun Kwan, Emily, aged 52, was appointed a Director on 2 September 2008. She joined the Company in 1992. She is currently the Deputy Chief Executive Officer of the Company and a director of the Company's subsidiary, Digi-Sign Certification Services Limited, and of the Company's wholly-owned subsidiary, Digital Trade and Transportation Network Limited. She previously served as an Executive Director of the Company from 13 May 2005 to 3 November 2006 and from 9 July 2007 to 27 November 2007 respectively.

Ms. CHUNG graduated from the University of Hong Kong with a Bachelor of Science degree and a Master of Science degree in Engineering. Prior to joining the Company, Ms. CHUNG worked in the Government Secretariat of the Hong Kong Government for over 11 years providing management consultancy services. Since joining the Company, she has gained 17 years of experience in the e-commerce industry. She has a wealth of diversified experience in the management of the business activities of the Company.

There is an employment contract signed between Ms. CHUNG and the Company on 20 March 2008, under which she has been acting as the Company's Deputy Chief Executive Officer since 3 September 2008. As the Company's Deputy Chief Executive Officer, Ms. CHUNG is entitled to an annual emolument of approximately HK\$1,798,850, including salary and provident fund benefits plus discretionary bonus to be determined by the Company, which is commensurate with her duties and responsibilities and prevailing market situation. There is no service contract signed between Ms. CHUNG 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. CHUNG 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. Save as disclosed above, Ms. CHUNG has no other relationships with any Directors, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Ms. CHUNG held options to subscribe for a total of 2,095,848 ordinary shares in the Company under the Pre-IPO Share Option Scheme and the Share Option Scheme. Save as disclosed, Ms. CHUNG does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

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

APPENDIX I

Save as disclosed above, Ms. CHUNG 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 8 May 2009.

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 (Cap. 32 of the Laws of Hong Kong).

- (i) Exercise in full of the Repurchase Mandate, on the basis of 778,306,055 shares of HK\$0.20 each in the Company (“**Shares**”) in issue at the date of this document, may result in up to 77,830,605 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.

APPENDIX II

- (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. Save as aforesaid, 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 2008 were as follows:-

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2008	1.04	0.95
May 2008	0.94	0.89
June 2008	0.95	0.87
July 2008	0.90	0.85
August 2008	0.90	0.79
September 2008	0.84	0.60
October 2008	0.70	0.48
November 2008	0.57	0.47
December 2008	0.60	0.47
January 2009	0.63	0.52
February 2009	0.61	0.52
March 2009	0.69	0.53

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 8 May 2009 at 2:30 p.m. at Meeting Room 5, 7/F, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, 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 2008.
2. To declare a final dividend in respect of the year ended 31 December 2008.
3. To 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 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 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 20 percent of the aggregate nominal amount of the share capital of the Company 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 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.

NOTICE OF ANNUAL GENERAL MEETING

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 (i.e. 77,830,605 ordinary shares at par value HK\$0.20 each) 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 from the passing of this resolution 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.

8. As special business to consider and, if thought fit, pass with or without amendments, the following Resolution as Ordinary Resolution:-

THAT conditional upon the passing of Ordinary Resolutions No. 6 and No. 7 as set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with new shares pursuant to Ordinary Resolution No. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 7 set out in the notice convening this meeting provided that such amount shall not exceed 10 percent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.

By the Order of the Board of
TRADELINK ELECTRONIC COMMERCE LIMITED
LI Fuk Kuen, Wilfred
Company Secretary

Hong Kong, 8 April 2009

NOTICE OF ANNUAL GENERAL MEETING

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 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 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 5 May 2009 to 8 May 2009 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 4 May 2009.
6. Concerning Agenda Item 3 above, Dr. LEE Nai Shee Harry, Mr. YUE Kwok Hung Justin, Mr. CHAK Hubert, Mr. WEBB Lawrence, Mr. CHUNG Wai Kwok Jimmy and Mr. YUEN Kam Ho George will retire by rotation and being eligible, have offered themselves, for re-election at the AGM while Ms. CHUNG Shun Kwan Emily, Ms. CHAN Wai Yan Ann and Mr. WU Wai Chung Michael, who were appointed to fill casual vacancies during the year, will retire at the AGM and being eligible, have offered themselves for re-election at the AGM pursuant to article 92 of the Articles of Association of the Company. Details of the above Directors nominated for re-election are set out in Appendix I to the accompanied document dated 8 April 2009.
7. Concerning Ordinary Resolutions 6 and 8 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 8 April 2009.

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. CHUNG Shun Kwan, Emily, the Non-executive Directors are Ms. CHAN Wai Yan, Ann, Mr. CHAK Hubert, Mr. IP Sing Chi, Eric, Mr. KIHM, Lutz Hans Michael, Mr. LO Sze Wai, Albert and Mr. WEBB Lawrence and the Independent Non-executive Directors are Mr. CHUNG Wai Kwok, Jimmy, Mr. HO Lap Kee, Sunny, Mr. WU Wai Chung, Michael and Mr. YUEN Kam Ho, George.