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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  
ELECTION & 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 20 May 2011 at 2:30 p.m. at Meeting Room 6, 7/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong is set out on pages 14 to 16 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 Registrar, 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, 15 April 2011



**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. IP Sing Chi, Eric

Mr. KIHM Lutz Hans, Michael

Mr. WEBB Lawrence

*Independent Non-executive Directors*

Mr. CHAK Hubert

Mr. CHAU Tak Hay

Mr. CHUNG Wai Kwok, Jimmy

Mr. HO Lap Kee, Sunny

Mr. YUEN Kam Ho, George

*Executive Directors*

Mr. WU Wai Chung, Michael

Mr. SEE Chi Kwok, Felix

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, 15 April 2011

*To the Shareholders,*

Dear Sir or Madam,

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

## LETTER FROM THE CHAIRMAN

### INTRODUCTION

The purpose of this document is to provide Shareholders with information regarding the declaration of a final dividend for 2010, the proposed election and re-election of Directors, the re-appointment of KPMG as the Auditors of the Company 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 20 May 2011 at 2:30 p.m. at Meeting Room 6, 7/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong.

### FINAL DIVIDEND

By a results announcement dated 22 March 2011, the Board has recommended a final dividend of HK cents 6.3 per share. The final dividend of HK cents 6.3 per share is subject to Shareholders' approval at the AGM.

The Register of Members will be closed from 17 May 2011 to 20 May 2011, 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 Registrar, 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 16 May 2011.

### DIRECTORS PROPOSED TO BE ELECTED AND RE-ELECTED

Mr. LAI Daniel is recommended by the Board of the Company for election by Shareholders as Director at the AGM. The particulars of Mr. LAI are set out in Appendix I of this document.

Pursuant to Article 100 of the Company's Articles of Association, five of the Directors will retire at the AGM; of which Dr. LEE Nai Shee, Harry, Mr. CHUNG Wai Kwok, Jimmy, Mr. YUEN Kam Ho, George, Mr. CHAK Hubert and Mr. WEBB Lawrence will retire by rotation and being eligible, have offered themselves for re-election at the AGM except Mr. YUEN Kam Ho, George and Mr. WEBB Lawrence who do not offer themselves for re-election. With reference to the Company's announcement dated 15 April 2011, Ms. TSANG Oi Lin, Ophelia was appointed to the Board to fill the casual vacancy arising from the resignation of Ms. CHAN Wai Yan, Ann with effect from 20 April 2011. Mr. SEE Chi Kwok, Felix and Ms. TSANG Oi Lin, Ophelia who were appointed 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. It is therefore proposed that Dr. LEE Nai Shee, Harry, Mr. CHUNG Wai Kwok, Jimmy, Mr. CHAK Hubert, Mr. SEE Chi Kwok, Felix and Ms. TSANG Oi Lin, Ophelia be re-elected at the AGM and further that Mr. LAI Daniel be 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.

## LETTER FROM THE CHAIRMAN

### 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 FIXING THEIR REMUNERATION

In relation to agenda item No.5, KPMG, the long-time Auditors of the Company have offered themselves for re-appointment for 2011. The Board of Directors of the Company supports the re-appointment. Shareholders should note that, in practice, the amount of auditors' remuneration for the year 2011 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 2011, Shareholders' approval to delegate the authority to the Directors to fix the auditors' remuneration for the year ending 31 December 2011 is required at the AGM.

### SHARE ISSUE GENERAL MANDATE

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 155,808,211 shares). At the date of this document, the total issued share capital of the Company was 779,041,055 shares of HK\$0.20 each.

### SHARE REPURCHASE GENERAL MANDATES

On 7 May 2010, 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 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.

## LETTER FROM THE CHAIRMAN

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 Rules.

### 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 website of Hong Kong Exchanges and Clearing Limited, at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of 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.

Yours faithfully,  
For and on behalf of  
the Board of Directors of  
**TRADELINK ELECTRONIC COMMERCE LIMITED**  
**Lee Nai Shee, Harry**  
*Chairman*

## APPENDIX I

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

### 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 68, was appointed a Director on 19 September 2000. He is also the Chairman of the Board of the Company. 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 (title changed to Chief Executive since 2010) of TAL Apparel Limited, which currently employs over 20,000 employees. He was a Director of The Link Management Limited and 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 Honorary 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 Hong Kong Special Administrative Region (“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 and Chairman of the Board, Dr. LEE received an emolument of HK\$110,000 in aggregate for serving on the Board, its Nomination and Remuneration Committees for the year ended 31 December 2010 which was determined by the Board of Directors with reference to his responsibility with the Company. Subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM, Dr. LEE will receive a director’s emolument of HK\$50,000 per annum for a total of 4 board meetings in excess of which he will be entitled to HK\$10,000 for each extra board meeting, plus HK\$20,000 per annum respectively for serving as a member in the Nomination and the Remuneration Committees. Save as disclosed above, Dr. LEE has no other relationships with any Director, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Dr. LEE did not have any interest in the shares of the Company within the meaning of Part XV of the 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 appointments and qualifications.

## APPENDIX I

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.

### **Ms. TSANG Oi Lin, Ophelia**

Ms. TSANG Oi Lin, Ophelia, aged 40, is appointed a Non-executive Director of the Company with effect from 20 April 2011. She graduated from the University of Hong Kong with a Bachelor of Business Administration degree, and obtained a Master of Science degree from the Chinese University of Hong Kong. Ms. TSANG joined the Hong Kong Government as an Administrative Officer in 1992. She has since served in various positions within the Government, including Principal Assistant Secretary for Housing, Associate Director-General for Investment Promotion, Principal Assistant Secretary (Constitutional and Mainland Affairs) and Principal Assistant Secretary (Treasury) (Speech), and lately as Principal Assistant Secretary (Treasury) (Investments).

There is no service contract between the Company and Ms. TSANG. 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. Subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM, the director's fee payable to Ms. TSANG for 2011 will be HK\$50,000 per annum for a total of 4 board meetings, in excess of which she will be entitled to HK\$10,000 for each extra board meeting. Save and except that she is a civil servant of the Government, which through The Financial Secretary Incorporated owns a substantial shareholding in the Company, Ms. TSANG has no other relationships with any Director, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Ms. TSANG 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, Ms. TSANG has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Ms. TSANG did not hold any other directorship in any listed public companies in the past three years and other major appointments and qualifications.

Save as disclosed above, Ms. TSANG 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.

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

#### **Mr. LAI Daniel, BBS, J.P.**

**Mr. LAI Daniel, BBS, J.P.**, aged 63, is the Head of Information Technology of MTR Corporation Ltd. and the Managing Director of MTR Information Solution Company Ltd. He is also a Director of E-Business Solutions Ltd and Pearl River Delta IT Cooperation and Exchange Centre and was a Director of Hong Kong Cyberport Management Co., Ltd, Hong Kong Domain Name Registration Co Ltd, Hong Kong Quality Assurance Agency, and Alternate Director of Octopus Card Ltd. Mr. LAI graduated from Hong Kong Polytechnic University in Management and Computing Studies and from Griffith University with a Master degree in Technology Management. He is a Distinguished Fellow of Hong Kong Computer Society. Mr. LAI is a seasoned IT professional with over 40 years experience in information technology in Hong Kong and Australia. He has led many innovative and large scale IT projects and managed large computer installations, and has extensive experience in IT governance, project management, outsourcing in Hong Kong and Mainland.

Mr. LAI contributed significantly in promoting and developing the application of IT in Hong Kong and the region. He has held many positions in public services and educational institutions, including President of Hong Kong Computer Society from 1998 to 2004, President of Asia Information Technology and Communications Confederation from 2002 – 2005, and Member of HKSAR IT Infrastructure Advisory Committee. He is currently Chairman of Hong Kong CIO Board, Adjunct Professor of Graduate University of China Academy of Sciences and the University of Electronic Technology, Chairman, University of Hong Kong Cyber Institute Advisory Committee, Member of Quality Migrant Admission Scheme Advisory Committee, Criminal Court Users’ Committee, Radio Television Hong Kong Advisory Group, Hong Kong Housing Authority Finance Committee, HK R&D Centre for Logistics & Supply Chain Management Enabling Technologies Expert Review Panel, and Supervisor, SKH Bishop Baker Secondary School.

Mr. LAI has received numerous local, regional and international awards for his achievements. He was appointed a Justice of Peace (J.P.) in 2001. In recognition of his contribution to the development and promotion of IT in business and community, he was awarded Bronze Bauhinia Star (BBS) in 2004.

There is no service contract between the Company and Mr. LAI. 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. LAI will receive a director’s emolument of HK\$120,000 per annum for a total of 4 board meetings, in excess of which he will be entitled to HK\$25,000 for each extra board meeting, plus HK\$50,000 per annum for serving as a member in the Audit Committee and another HK\$20,000 per annum for serving as a member in the Investment Committee, which are determined by the Board of Directors with reference to his responsibility with the Company and are subject to revision by the

## APPENDIX I

Board of Directors under the authority granted by Shareholders at the AGM. Save as disclosed above, Mr. LAI has no other relationships with any Director, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Mr. LAI 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. LAI has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. LAI did not hold any other directorship in any listed public companies in the past three years and other major appointments and qualifications.

Save as disclosed above, Mr. LAI 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. CHUNG Wai Kwok, Jimmy**

**Mr. CHUNG Wai Kwok, Jimmy**, aged 61, 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 Fittec International Group Limited, Fook Woo Group Holdings Limited and Lee Kee Holdings Limited (all listed on The Stock Exchange of Hong Kong Limited) and China World Trade Center Company Limited (listed on The Shanghai Stock Exchange).

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. As an INED of the Company, Mr. CHUNG received an emolument of HK\$240,000 in aggregate for serving on the Board, its Nomination and Audit Committees for the year ended 31 December 2010 which was determined by the Board of Directors with reference to his responsibility with the Company. Subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM, Mr. CHUNG will receive a director's emolument of HK\$120,000 per annum for a total of 4 board meetings in excess of which he will be entitled to HK\$25,000 for each extra board meeting, plus HK\$50,000 per annum for serving as a member in the Audit Committee and another HK\$20,000 per annum for serving as a member in the Nomination Committee. Save as disclosed above, Mr. CHUNG has no other relationships with any Director, senior management or substantial or controlling shareholder of the Company. 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.

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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 appointments 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. CHAK Hubert**

**Mr. CHAK Hubert**, aged 50, was appointed a Director on 21 October 2002. Mr. CHAK had been an NED of the Company during the period from 21 October 2002 to 31 May 2009 before he was re-designated to INED of the Company with effect on 1 June 2009. He is currently Associate Director (Corporate Development) of The Link Management Limited (“The Link”), the manager of The Link Real Estate Investment Trust, which he joined in June 2010 and is responsible for the investment management, research and corporate planning function of The Link. From 2007 to 2010, Mr. CHAK was an Executive Director and Group Chief Operating Officer of CSI Properties Limited. He was previously an Executive Director of Pacific Century Premium Developments Limited and was also the Company Secretary and Director of Mergers and Acquisitions of PCCW Limited. 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. As an INED of the Company, Mr. CHAK received an emolument of HK\$190,000 in aggregate for serving on the Board and its Audit and Investment Committees for the year ended 31 December 2010 which was determined by the Board of Directors with reference to his responsibility with the Company. Subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM, Mr. CHAK will receive a director’s emolument of HK\$120,000 per annum for a total of 4 board meetings in excess of which he will be entitled to HK\$25,000 for each extra board meeting, plus HK\$50,000 per annum for serving as a member in the Audit Committee and another HK\$20,000 per annum for serving as a member in the Investment Committee. Save as disclosed above, Mr. CHAK has no other relationships with any Director, 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.

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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 appointments 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.

### EXECUTIVE DIRECTOR

#### Mr. SEE Chi Kwok, Felix

**Mr. SEE Chi Kwok, Felix**, aged 41, was appointed a Director and the Deputy Chief Executive Officer of the Company with effect from 1 January 2011. Mr. SEE is also the director of the Company's wholly owned subsidiaries, Digi-Sign Certification Services Limited, Digital Trade and Transportation Network Limited, Guangzhou Tradelink Electronic Commerce Limited (廣州貿訊易通電子科技有限公司), Tradelink (Beijing) Electronic Commerce Limited (北京貿訊易通電子科技服務有限公司) and Tradelink (Tianjin) Electronic Commerce Limited (天津貿訊易通電子科技有限公司). Mr. SEE holds a bachelor's degree in computer engineering from the University of Hong Kong and a master's degree in business administration from the Hong Kong University of Science and Technology. He has 20 years' experience in the IT industry. Before joining the Company, Mr. SEE has held various senior management positions in Hewlett-Packard. In 1991, he joined HP Hong Kong as a client executive serving the business with the government and public sector. From 1999 to 2001, he was posted to Beijing to manage the internet services business for HP in Greater China. From 2006 to 2008, he was the Managing Director of HP Hong Kong; followed by a posting to Taiwan, where he acted as the Managing Director of HP Taiwan from 2008 to 2010 overseeing HP's overall operations in Taiwan. In the past few years, Mr. SEE has led various local integrations among HP and EDS, Compaq, 3Com and Mercury Interactive respectively. In April 2007, Mr. SEE was appointed by the Secretary for Education and Manpower of the Government of the Hong Kong Special Administrative Region as a member of the Committee on Information Technology Training and Development. In October 2010, he was elected as a committee member of the Taiwan Cloud Computing Association.

There is an employment contract signed between Mr. SEE and the Company relating to his appointment as the Company's Deputy Chief Executive Officer until 31 December 2013. As the Company's Deputy Chief Executive Officer, Mr. SEE is entitled to an annual emolument of approximately HK\$4,000,000 inclusive of salary, discretionary bonus and provident fund benefits, which is commensurate with the prevailing market situation. Save and except for the aforesaid employment contract, there is no service contract between the Company and Mr. SEE, and he does not receive any emoluments for serving as a director in the Board and members in the committees of the Board. As a Director of the Company, he has no fixed term of service with the Company but will be subject to rotational retirement and re-election

## APPENDIX I

requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. Save as disclosed above, Mr. SEE does not have other relationship with any Director, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules. As at the date of this document, Mr. SEE was holding 400,000 ordinary shares in the Company. Save for that, 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. SEE has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. SEE did not hold any other directorship in any listed public companies in the past three years and other major appointments and qualifications.

Save as disclosed above, Mr. SEE 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 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 20 May 2011.

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 The Hong Kong Special Administrative Region (“**Hong Kong**”).

- (i) Exercise in full of the Repurchase Mandate, on the basis of 779,041,055 shares of HK\$0.20 each in the Company (“**Shares**”) in issue at the date of this document, may result in up to 77,904,105 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 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. 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 Repurchase 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 2010 were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
April 2010	0.95	0.88
May 2010	0.91	0.83
June 2010	0.86	0.83
July 2010	0.86	0.81
August 2010	0.90	0.83
September 2010	1.06	0.87
October 2010	1.00	0.93
November 2010	0.95	0.89
December 2010	0.94	0.90
January 2011	1.04	0.92
February 2011	1.14	0.96
March 2011	1.23	1.02



## 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 20 May 2011 at 2:30 p.m. at Meeting Room 6, 7/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 and the Reports of the Directors and the Auditors for the year ended 31 December 2010.
2. To declare a final dividend in respect of the year ended 31 December 2010.
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 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 a 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. 77,904,105 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 a 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, 15 April 2011

## 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 notarially 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 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 17 May 2011 to 20 May 2011 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 Registrar, 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 16 May 2011.
6. Concerning Agenda Item 3 above, in addition to Mr. LAI Daniel who is recommended by the Board of the Company for election by Shareholders as Director at the AGM, Dr. LEE Nai Shee, Harry, Mr. CHAK Hubert and Mr. CHUNG Wai Kwok, Jimmy will retire by rotation and being eligible, have offered themselves for re-election at the AGM except Mr. YUEN Kam Ho, George and Mr. WEBB Lawrence who do not offer themselves for re-election while Mr. SEE Chi Kwok, Felix and Ms. TSANG Oi Lin, Ophelia 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 15 April 2011.
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 Stock Exchange of Hong Kong Limited.
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 Company and 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 dated 15 April 2011.

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