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

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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 536)

**NOTICE OF ANNUAL GENERAL MEETING
AND PROPOSALS FOR
DECLARATION OF FINAL DIVIDEND
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 18 May 2012 at 2:30 p.m. at Room 727, 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.

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. TSANG Oi Lin, Ophelia
Mr. IP Sing Chi, Eric
Mr. KIHM Lutz Hans Michael

Independent Non-executive Directors

Mr. CHAK Hubert
Mr. CHAU Tak Hay
Mr. CHUNG Wai Kwok, Jimmy
Mr. HO Lap Kee, Sunny, J.P.

Executive Directors

Mr. WU Wai Chung, Michael
Mr. CHENG Chun Chung, Andrew
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, 17 April 2012

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**

LETTER FROM THE CHAIRMAN

INTRODUCTION

The purpose of this document is to provide Shareholders with information regarding the declaration of a final dividend for 2011, the proposed 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 18 May 2012 at 2:30 p.m. at Room 727, 7/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong.

FINAL DIVIDEND

By a results announcement dated 27 March 2012, the Board has recommended a final dividend of HK 6.1 cents per share. The final dividend of HK 6.1 cents per share is subject to Shareholders' approval at the AGM.

The Register of Members will be closed from 24 May 2012 to 25 May 2012, 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 23 May 2012.

DIRECTORS PROPOSED TO BE RE-ELECTED

Pursuant to Article 100 of the Company's Articles of Association, five of the Directors will retire at the AGM; of which Mr. IP Sing Chi, Eric, Mr. KIHM Lutz Hans Michael, Ms. CHUNG Shun Kwan, Emily, Mr. CHAU Tak Hay and Mr. HO Lap Kee, Sunny, J.P. will retire by rotation and being eligible, have offered themselves for re-election at the AGM while Mr. CHENG Chun Chung, Andrew who was appointed during the year, will retire at the AGM and being eligible, has offered himself for re-election at the AGM pursuant to article 92 of the Articles of Association of the Company. It is therefore proposed that Mr. IP Sing Chi, Eric, Mr. KIHM Lutz Hans Michael, Ms. CHUNG Shun Kwan, Emily, Mr. CHAU Tak Hay, Mr. HO Lap Kee, Sunny, J.P. and Mr. CHENG Chun Chung, Andrew 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 2012. 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 2012 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 2012, Shareholders' approval to delegate the authority to the Directors to fix the auditors' remuneration for the year ending 31 December 2012 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 156,522,101 shares). At the date of this document, the total issued share capital of the Company was 782,610,508 shares of HK\$0.20 each.

SHARE REPURCHASE GENERAL MANDATE

On 20 May 2011, 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.

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.

LETTER FROM THE CHAIRMAN

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

Mr. IP Sing Chi, Eric

Mr. IP Sing Chi, Eric, aged 58, was appointed a Director on 9 May 2008. He is the Director of Hongkong International Terminals Limited and Group Executive Director of Hutchison Port Holdings, both of which are not listed public companies. Mr. IP is a director of Hyundai Merchant Marine Co. Ltd., which is listed on the Korea Stock Exchange. He is the Chairman of the Shipping & Port Operations Group of Employers’ Federation of Hong Kong. He has over 30 years’ management experience in shipping and container terminal fields.

There is no service contract between the Company and Mr. IP. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an NED of the Company, Mr. IP received an emolument of HK\$50,000 for serving on the Board for the year ended 31 December 2011 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. IP will receive for 2012 onward 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. Save as disclosed above, Mr. IP 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. IP 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, Mr. IP has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. IP did not hold any other directorship in any listed public companies in the past three years and other major appointments and qualifications.

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

APPENDIX I

Mr. KIHM Lutz Hans Michael

Mr. KIHM Lutz Hans Michael, aged 50, was appointed a Director on 9 May 2008. He is the Managing Director of GCIS Limited. Mr. KIHM has over 20 years of experience in financial management. Prior to founding GCIS Limited, he had been with Allianz Group for 14 years where he held senior positions in asset management, mergers & acquisitions and corporate finance. Prior to joining Allianz, he had worked for 3 years as a consultant in treasury management. Mr. KIHM has been awarded the CFA charter by CFA Institute, Charlottesville, USA, a Master's degree in Management from ESCP-EAP, Paris, France and Master's degree in Mathematics from University of Ulm, Germany.

There is no service contract between the Company and Mr. KIHM. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an NED of the Company, Mr. KIHM was entitled to an emolument of HK\$50,000 for the year ended 31 December 2011 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, the Director's fee payable to Mr. KIHM for 2012 onward will be 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. Save as disclosed above, Mr. KIHM 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. KIHM held 718,000 ordinary shares in the Company. Save as disclosed, he 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. KIHM has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. KIHM did not hold any other directorship in any listed public companies in the past three years and other major appointments and qualifications.

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

APPENDIX I

INDEPENDENT NON-EXECUTIVE DIRECTORS (“INED”)

Mr. CHAU Tak Hay

Mr. CHAU Tak Hay, aged 69, was appointed a Director of the Company on 1 September 2009. He was the non-executive Chairman of the board of directors of the Company from 1998 to 2002. Mr. CHAU graduated from The University of Hong Kong in 1967. He served in the Hong Kong Government from 1967 to 2002. Between 1988 and 2002, Mr. CHAU served in a number of principal official positions in the Government, including Secretary for Trade and Industry, Secretary for Commerce and Industry, Secretary for Broadcasting, Culture and Sport, and Secretary for Health and Welfare. Following his departure from the Government, Mr. CHAU was an independent non-executive director of the Hong Kong Main Board listed China Life Insurance Company Limited from 2003 to 2009. He has been an independent non-executive director of the Hong Kong Main Board listed SJM Holdings Limited since 2008. Mr. CHAU was awarded the Gold Bauhinia Star by the Hong Kong Government in 2002.

There is no service contract between the Company and Mr. CHAU. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an INED of the Company, Mr. CHAU was entitled to an emolument of HK\$210,000 for serving on the Board, its Audit Committee, Remuneration Committee and Investment Committee for the year ended 31 December 2011 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, the Director’s fee payable to Mr. CHAU for 2012 onward will be 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 HK\$20,000 per annum for serving as a member in the Corporate Governance Committee and the Investment Committee respectively, and HK\$40,000 per annum for serving as a member and Chairman in the Remuneration Committee. Save as disclosed above, Mr. CHAU 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. CHAU 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. CHAU has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. CHAU 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. CHAU has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX I

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

Mr. HO Lap Kee, Sunny, J.P., aged 51, was appointed a Director on 13 May 2005. Mr. HO is the Executive Director of the Hong Kong Shippers' Council. He has over 20 years' experience in the Shipping and Logistics industry. As he now shapes the thrust of the Shippers' Council mandate as the voice of the Hong Kong shippers, he has considerable experience in aspects of trade and transport of goods. Prior to the Shippers' Council, he was Deputy Managing Director of Swire Shipping Agencies and Taikoo Maritime Services Ltd, gaining experience in liner shipping, warehousing and distribution, freight forwarding, container haulage, mid-stream operations, China feeders, transport and logistics services. Mr. HO is a member of the Port Operations Committee, the Logistics Industry Training Advisory Committee, and the Transport & Shipping Committee of the Hong Kong General Chamber of Commerce. He was appointed as the Chairman of Logistics Committee of the Chartered Institute of Logistics and Transport in Hong Kong for 2003-2004, a member of the Dangerous Goods Standing Committee for several years and Chairman of the Hong Kong Liner Shipping Association for 1993-1995. He is the current Chairman of Hong Kong Logistics Management Staff Association, Council Member of the Chartered Institute of Logistics and Transport in Hong Kong, Fellow of the Chartered Institute of Marketing (Hong Kong), and Advisor to the China Council for the Promotion of International Trade of International Trade Guangzhou Sub-Council, and Shenzhen Ports and Harbour Association. Mr. HO Has been elected as a member of the Election Committee for the Chief Executive in 2011.

There is no service contract between the Company and Mr. HO. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an INED of the Company, Mr. HO was entitled to an emolument of HK\$160,000 for serving on the Board, its Remuneration Committee and Nomination Committee for the year ended 31 December 2011 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, the Director's fee payable to Mr. HO for 2012 onward will be 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 HK\$20,000 per annum for serving as a member in the Corporate Governance Committee, and HK\$40,000 per annum for serving as a member and Chairman in the Nomination Committee. Save as disclosed above, Mr. HO 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. HO did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

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

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

APPENDIX I

EXECUTIVE DIRECTOR

Mr. CHENG Chun Chung, Andrew

Mr. CHENG Chun Chung, Andrew, aged 42, was appointed a Director and Acting Deputy Chief Executive Officer of the Company on 15 November 2011. Mr. CHENG holds a Master of Commerce degree in Information Systems from the University of New South Wales, a Master of Engineering degree from the University of Sydney, a Bachelor of Engineering degree with Honours in Electrical Engineering from the University of Sydney and a Bachelor of Science degree from the University of Sydney. Mr. CHENG is currently a director of the Company's wholly owned subsidiaries, Digi-Sign Certification Services Limited and Up Forward Technology Limited. He is also a director of the following subsidiaries of the Company: Tradelink (Beijing) Electronic Commerce Limited (北京資訊易通電子科技服務有限公司), Tianjin Tradelink Technology Ltd. (天津貿易通科技有限公司), Tradelink (Tianjin) Electronic Commerce Limited (天津貿信易通電子科技有限公司), 天津資訊易通科技有限公司, Guangzhou Tradelink Electronic Commerce Ltd. (廣州資訊易通電子科技有限公司) and BPS Tradelink Logistics Information Systems Ltd. (廣州易通威裕物流信息技術有限公司). Mr. CHENG has over 18 years' experience in IT-related business, covering internet security, domestic and international supply chain, logistics and finance. He was a specialist in the consultancy on the setting up of a Public Key Infrastructure by the Hong Kong Government and is currently a member of the Advisory Committee on the Code of Practice for Recognized Certification Authorities of the Government of the Hong Kong Special Administrative Government as well as a member of the Expert Review Panel of Hong Kong R&D Centre for Logistics and Supply Chain Management Enabling Technologies.

Save as disclosed above, Mr. CHENG has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. CHENG did not hold any directorship in any other listed public companies during the past three years preceding the date of this document and other major appointments and qualifications. He does not have any relationship with any other Director, senior management or substantial or controlling shareholder(s) of the Company.

As at the date of this document, Mr. CHENG does not have any interests in the shares of the Company within the meaning of Part XV of the SFO other than 441,276 ordinary shares in the Company registered in his own name, his entitlement to 678,821 ordinary shares in the Company under its share award scheme adopted on 16 March 2009 and options to subscribe for 1,171,427 ordinary shares in the Company under its share option schemes.

APPENDIX I

There is an employment contract of 30 August 2004 signed between the Company and Mr. CHENG, under which he was appointed the Acting Deputy Chief Executive Officer of the Company on 15 November 2011. The employment contract can be terminated by the Company or Mr. CHENG by giving a one month's notice or payment in lieu of notice. As the Company's Acting Deputy Chief Executive Officer, Mr. CHENG is entitled to an annual emolument of approximately HK\$2,334,000 inclusive of salary, provident fund benefits plus discretionary bonus to be determined by the Company, which is commensurate with his duties, responsibilities and the prevailing market situation. There is no service contract between the Company and Mr. CHENG in relation to his appointment as an Executive Director of the Company and he does not receive any emoluments for serving as a director in the Board or a member of its committees. As an Executive Director of the Company, 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.

Save as disclosed above, Mr. CHENG 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 55, was appointed a Director on 2 September 2008. She joined the Company in 1992. She is currently the Chief Operations Officer of the Company and a director of the Company's wholly owned subsidiaries, Digi-Sign Certification Services Limited, Digital Trade and Transportation Network Limited and Up Forward Technology Limited. Ms. CHUNG is also a director of the following subsidiaries of the Company: Tradelink (Beijing) Electronic Commerce Limited (北京資訊易通電子科技服務有限公司), Tianjin Tradelink Technology Ltd. (天津貿易通科技有限公司), Tradelink (Tianjin) Electronic Commerce Limited (天津貿信易通電子科技有限公司), 天津資訊易通科技有限公司, Guangzhou Tradelink Electronic Commerce Ltd. (廣州資訊易通電子科技有限公司) and BPS Tradelink Logistics Information Systems Ltd. (廣州易通威裕物流信息技術有限公司). 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 then Government of Hong Kong for over 11 years providing management consultancy services to government bureaux and departments. Since joining the Company, she has gained 20 years of solid experience in the e-commerce business with both the public and private sectors. She has a wealth of diversified experience in the management of various business aspects of the Company.

APPENDIX I

There is an employment contract signed between Ms. CHUNG and the Company on 20 March 2008, under which she was appointed the Chief Operations Officer of the Company. The employment contract can be terminated by the Company or Ms. Chung giving a one month's notice or payment in lieu. As the Company's Chief Operations Officer, Ms. CHUNG is entitled to an annual emolument of approximately HK\$2,284,000, 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 or a member of its committees. 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 Director, senior management or substantial or controlling shareholder of the Company. As at the date of this document, Ms. CHUNG held 1,026,471 ordinary shares in the Company registered in her own name and options to subscribe for a total of 895,565 ordinary shares in the Company under its share option schemes. She is also entitled to 795,529 ordinary shares in the Company under its share award scheme adopted on 16 March 2009. 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 appointments and qualifications.

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 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 18 May 2012.

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 782,610,508 shares of HK\$0.20 each in the Company (“**Shares**”) in issue at the date of this document, may result in up to 78,261,050 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.

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 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 2011 were as follows:

| | Highest (HK\$) | Lowest (HK\$) |
|----------------|---------------------------|--------------------------|
| April 2011 | 1.27 | 1.13 |
| May 2011 | 1.27 | 1.15 |
| June 2011 | 1.39 | 1.18 |
| July 2011 | 1.30 | 1.21 |
| August 2011 | 1.29 | 1.00 |
| September 2011 | 1.15 | 0.87 |
| October 2011 | 1.01 | 0.85 |
| November 2011 | 1.02 | 0.95 |
| December 2011 | 1.03 | 0.91 |
| January 2012 | 1.03 | 0.96 |
| February 2012 | 1.11 | 0.98 |
| March 2012 | 1.19 | 1.06 |

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 18 May 2012 at 2:30 p.m. at Room 727, 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 2011.
2. To declare a final dividend in respect of the year ended 31 December 2011.
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 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. 78,261,050 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, 17 April 2012

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 24 May 2012 to 25 May 2012 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 23 May 2012.
6. Concerning Agenda Item 3 above, Mr. IP Sing Chi, Eric, Mr. KIHM Lutz Hans Michael, Ms. CHUNG Shun Kwan, Emily, Mr. CHAU Tak Hay and Mr. HO Lap Kee, Sunny, J.P. will retire by rotation and being eligible, have offered themselves for re-election at the AGM while Mr. CHENG Chun Chung, Andrew who was appointed to fill a casual vacancy during the year, will retire at the AGM and being eligible, has offered himself 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 17 April 2012.
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 17 April 2012.

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. CHENG Chun Chung, Andrew and Ms. CHUNG Shun Kwan, Emily; the Non-executive Directors are Ms. TSANG Oi Lin, Opehlia, Mr. IP Sing Chi, Eric and Mr. KIHM Lutz Hans Michael; and the Independent Non-executive Directors are Mr. CHAK Hubert, Mr. CHAU Tak Hay, Mr. CHUNG Wai Kwok, Jimmy and Mr. HO Lap Kee, Sunny, J.P.