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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 10 May 2013 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.

Hong Kong, 9 April 2013



**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*

Dr. LEE Delman

Mr. KIHM Lutz Hans Michael

Mr. YING Tze Man, Kenneth

*Independent Non-executive Directors*

Mr. CHAK Hubert

Mr. CHAU Tak Hay

Mr. CHUNG Wai Kwok, Jimmy

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

Mr. TSE Kam Keung

*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, 9 April 2013

*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 2012, the proposed re-election of

## LETTER FROM THE CHAIRMAN

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 10 May 2013 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 26 March 2013, the Board has recommended a final dividend of HK 6.9 cents per share. The final dividend of HK 6.9 cents per share is subject to Shareholders' approval at the AGM.

The Register of Members will be closed from 16 May 2013 to 20 May 2013, (both days inclusive), during which period the registration of transfers of shares will be suspended. To be qualified for the final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms 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, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 15 May 2013.

### DIRECTORS PROPOSED TO BE RE-ELECTED

Six of the Directors will retire at the AGM; of which Mr. WU Wai Chung, Michael, Mr. CHUNG Wai Kwok, Jimmy and Mr. CHAK Hubert will retire by rotation and being eligible, have offered themselves for re-election at the AGM pursuant to Article 100 of the Company's Articles of Association while Mr. YING Tze Man, Kenneth, Dr. LEE Delman and Mr. TSE Kam Keung 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 Mr. WU Wai Chung, Michael, Mr. CHUNG Wai Kwok, Jimmy, Mr. CHAK Hubert, Mr. YING Tze Man, Kenneth, Dr. LEE Delman and Mr. TSE Kam Keung 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 2013. 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 2013 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 2013, Shareholders' approval to delegate the authority to the Directors to fix the auditors' remuneration for the year ending 31 December 2013 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 156,899,268 shares). The total issued share capital of the Company was 784,496,341 shares of HK\$0.20 each as at 3 April 2013, being the latest practicable date to ascertain the same prior to the printing of this document ("**Latest Practicable Date**").

### SHARE REPURCHASE GENERAL MANDATES

On 18 May 2012, 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](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**  
**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. YING Tze Man, Kenneth**

**Mr. YING Tze Man, Kenneth**, aged 57, was appointed a Director on 26 June 2012. He was a director of the Company during the period from 16 September 1996 to 9 May 2008. Mr. YING is the Managing Director of COSCO-HIT Terminals (Hong Kong) Limited (“CHT”). He is also an EXCO member of the Hutchison Port Holdings Trust. Mr. YING has over 30 years’ experience in the finance and logistic sector. Prior to joining CHT, he held various executive positions at Hutchison Port Holdings Limited (“HPH”). He was the Executive Director of Hongkong International Terminals Limited and the Finance Director of South China Division of HPH. He is a member of the Hong Kong Institute of Certified Public Accounts and also a fellow member of the Chartered Association of Certified Accountants in the United Kingdom. He was a member of the Port Development Advisory Group of the HKSAR.

There is no service contract between the Company and Mr. YING. 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. YING was entitled to an emolument of HK\$25,820 for serving on the Board for the year ended 31 December 2012 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. YING for 2013 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. YING has no other relationships with any Director, senior management or substantial or controlling shareholder of 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 Securities and Futures Ordinance (the “SFO”).

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

**Dr. LEE Delman**, aged 45, was appointed a Director on 29 October 2012. He holds a doctorate from the University of Oxford and a Bachelor's degree in Electrical & Electronics Engineering from the Imperial College, London. He is the President and Chief Technology Officer for TAL Apparel Limited ("TAL"), which currently holds approximately 12.90% of the issued share capital of the Company. He is responsible for driving TAL's long-term strategy in operations, technology and value-added services to customers. He looks after information technology and supply chain projects – from IT infrastructure to logistics management throughout the entire organization. He is the architect behind the company's current enterprise resource planning (ERP) system. He is also responsible for global operations initiatives such as standardization of work methods, cultivation of a continuous improvement organization and corporate social responsibility.

Dr. LEE Delman joined TAL in 2000. He was appointed a member of the TAL Group's Executive Committee in 2006 and became President and Chief Technology Officer in 2010. He has a strong background in research. Prior to joining TAL, he was a researcher at UK based Sharp Laboratories of Europe for three years. There, he was responsible for the commercial application of modern computer vision techniques to stereo photography and stereoscopic displays. He has worked as a research fellow at University of Pennsylvania in the US and University of Leeds in the UK in various aspects of imaging.

Since 4 March 2010, Dr. LEE Delman has been a director of Luckytex (Thailand) Public Co. Ltd. (listed on the Stock Exchange of Thailand with stock code "LTX").

Save as disclosed above, Dr. LEE Delman has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. He did not hold any other directorship in any other listed public companies during the past three years and other major appointments and qualifications. Save and except that he is a nephew of Dr. LEE Nai Shee, Harry, S.B.S., J.P., the Chairman of the Company, and indirectly holds shares in the issued share capital of TAL, he does not have other relationships with any Directors, senior management or substantial or controlling shareholder(s) of the Company for the purpose of the Listing Rules. As at the date of this document, he has indirect interests in the shares of the Company within the meaning of Part XV of the SFO through his indirect shareholding in TAL.

There is no service contract between the Company and Dr. LEE Delman. 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, Dr. LEE Delman was entitled to an emolument of HK\$11,038 in aggregate for serving on the Board and its Investment Committee for the year ended 31 December 2012 which was determined by the Board of Directors with reference to his responsibility with the Company. Subject to revision by the Board of Directors

## APPENDIX I

under the authority granted by Shareholders at the AGM, Dr. LEE will receive for 2013 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 plus HK\$20,000 per annum separately for serving as a member in the Investment Committee.

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

### INDEPENDENT NON-EXECUTIVE DIRECTORS ("INED")

#### Mr. CHUNG Wai Kwok, Jimmy

Mr. CHUNG Wai Kwok, Jimmy, aged 63, 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\$285,902 in aggregate for serving on the Board, its Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee for the year ended 31 December 2012 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\$70,000 per annum for serving as a member and Chairman in the Audit Committee, HK\$40,000 per annum for serving as a member and Chairman in the Corporate Governance Committee, HK\$40,000 and HK\$20,000 per annum for serving as a member in the Nomination Committee and Remuneration Committee respectively. 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 51, was appointed a Director on 21 October 2002. He 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 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 corporate development function of The Link. Before joining The Link, he was the Group Chief Operating Officer and Executive Director of CSI Properties Limited. Mr. CHAK Hubert held various senior management positions at PCCW Limited between 1999 and 2007 and was an executive director of Pacific Century Premium Developments Limited until February 2007. He holds a Master of Business Administration Degree and a Bachelor of Science degree in Mechanical Engineering from University of Wales (now known as Cardiff University).

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\$225,301 in aggregate for serving on the Board and its Audit Committee, Investment Committee and Corporate Governance Committee for the year ended 31 December 2012 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, HK\$40,000 per annum for serving as a member and chairman in the Investment Committee and HK\$20,000 per annum as a member in the Corporate Governance 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.

### **Mr. TSE Kam Keung**

**Mr. TSE Kam Keung**, aged 53, was appointed a Director on 4 March 2013. He is a veteran executive in the financial services industry in the Asia Pacific region. He joined State Street Bank & Trust Company in 1993 to develop its Asia servicing business and was recognized as the first international officer to get promoted to the rank of Executive Vice President in 2002. In 2011 he transitioned to a part-time advisory role to pursue other interests. Before joining State Street, he spent four years at Standard Chartered as its Director, Institutional Services, responsible for marketing and client relationship for its pension, trust, investment and custody service in Asia. Prior to that, he worked at Ogilvy & Mathers as its Director, Financial Communications, Baring Securities as an Investment Analyst and the Hong Kong Government as an Administrative Officer.

Mr. TSE has a long track record of public services, having served on a variety of industry groups and government committees, including chairing the China Securities Regulatory Commission's Open-ended Fund Expert Committee, and sitting on the Hong Kong Securities and Futures Appeal Tribunal. He is currently a member of the Financial Infrastructure Sub-Committee of the Exchange Fund Advisory Committee, a member of the Hong Kong Government's Statistics Advisory Board and a member of the Advisory Committee on Human Resources Development in the Financial Services Sector, under which he co-chairs the Working Group on the Strategic Needs of Hong Kong as a Regional Financial Hub. In recognition of his contribution to the industry, Asian Investor awarded Mr. TSE its inaugural Individual Service Award in 2008.

Mr. TSE also participates actively in charitable work, having supported Oxfam for over two decades, including acting as its Chairman from 2003-2009. He is currently Vice-Chairman of Oxfam's China Program Committee and a member of its Finance and Audit Committees.

Mr. TSE received his BA magna cum laude from Lawrence University of Wisconsin in 1981, an MBA from the Chinese University of Hong Kong in 1985, and an MPA from the University of Hong Kong in 1988. He is a Certified Management Accountant (Australia) and an Adjunct Professor, co-chairing the Advisory Board of the Quantitative Finance Program of the Chinese University of Hong Kong. He is also a member of the Board of Trustees of Lawrence University.

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Mr. TSE does not have other relationships with any Director, senior management or substantial or controlling shareholder(s) of the Company for the purpose of the Listing Rules. As at the date of this document, he has no interests in the shares of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. TSE. Subject to revision by the Board of Directors under the authority granted by Shareholders at the AGM, Mr. TSE will be entitled to an 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\$40,000 per annum for serving as a member and the Chairman of the Investment Committee, HK\$50,000 and HK\$20,000 per annum for serving as a member in the Audit Committee and the Corporate Governance Committee of the Board respectively. Such emolument is determined by the Board with reference to his responsibility with the Company. As a Director of the Company, he has no fixed term of service with the Company but will be subject to the rotational retirement and re-election requirement at annual general meetings under Article 100 of the Articles of Association of the Company.

Save as disclosed above, Mr. TSE has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. TSE 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. TSE 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. WU Wai Chung, Michael**

**Mr. WU Wai Chung, Michael**, aged 63, was appointed a Director on 1 October 2009. He served as an INED of the Company during the period from 2 September 2008 to 13 July 2009. Mr. WU was appointed an Executive Director and CEO-designate of the Company on 1 October 2009 and assumed the CEO role on 1 January 2010. He is currently a director of the Company's wholly owned subsidiaries, Digi-Sign Certification Services Limited, Digital Trade and Transportation Network Limited, Up Forward Technology Limited and ELink Technology Limited. Mr. WU is also a director of the following subsidiaries of the Company: Tradelink (Beijing) Electronic Commerce Limited (北京貿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), 天津貿訊易通科技有限公司 and Guangzhou Tradelink Electronic Commerce Ltd. (廣州貿訊易通電子科技有限公司). Mr. WU graduated from the University of Hong Kong in 1972 and served in the then Government of Hong Kong until 1989 when he joined

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the Securities and Futures Commission (“SFC”) becoming its Deputy Chairman, Chief Operating Officer and Executive Director of Intermediaries Supervision Departments from 1995 to 1997. 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 (listed on the Main Board of The Stock Exchange of Hong Kong Limited) and acted as its Chairman (China Region) until June 2004. Mr. WU continued to act as an independent non-executive director of SW Kingsway Capital Holdings Limited until 21 November 2011. He is currently an independent non-executive director of Shenzhen Investment Limited and both an independent non-executive director and Chairman of Cypress Jade Agricultural Holdings Ltd. (formerly known as Ever Fortune International Holdings Limited) (both listed on the Main Board of The Stock Exchange of Hong Kong Limited). He was an independent non-executive director of First Mobile Group Holdings Limited (listed on the Main Board of The Stock Exchange of Hong Kong Limited with Stock Code 865) between 31 August 2000 and 2 December 2009.

Mr. WU’s employment contract with the Company was, on 20 December 2012, extended for a period of two years commencing on 1 January 2013, which can be terminated by the Company or Mr. WU by giving a three months’ notice or payment in lieu thereof relating to his appointment as the Chief Executive Officer (“CEO”) of the Company. As the CEO of the Company, Mr. WU is entitled to an annual emolument of approximately HK\$5,900,000 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 other service contract signed between Mr. WU and the Company. Mr. WU does not receive any emoluments from the Company for serving as an Executive Director of the Company. As Executive Director, 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. WU 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. WU had interest in 3,692,370 ordinary 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 appointments 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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### 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 10 May 2013.

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 784,496,341 shares of HK\$0.20 each in the Company (“**Shares**”) in issue at the Latest Practicable Date, may result in up to 78,449,634 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 2012 were as follows:-

|                | <b>Highest</b><br><i>(HK\$)</i> | <b>Lowest</b><br><i>(HK\$)</i> |
|----------------|---------------------------------|--------------------------------|
| April 2012     | 1.21                            | 1.16                           |
| May 2012       | 1.23                            | 1.04                           |
| June 2012      | 1.12                            | 1.05                           |
| July 2012      | 1.19                            | 1.06                           |
| August 2012    | 1.19                            | 1.15                           |
| September 2012 | 1.30                            | 1.15                           |
| October 2012   | 1.34                            | 1.18                           |
| November 2012  | 1.36                            | 1.22                           |
| December 2012  | 1.36                            | 1.28                           |
| January 2013   | 1.39                            | 1.32                           |
| February 2013  | 1.43                            | 1.37                           |
| March 2013     | 1.55                            | 1.38                           |



## 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 10 May 2013 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 2012.
2. To declare a final dividend in respect of the year ended 31 December 2012.
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 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, 9 April 2013

*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

## NOTICE OF ANNUAL GENERAL MEETING

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 7 May 2013 to 9 May 2013 both days inclusive, during which period no transfer of shares will be registered to determine the shareholders entitled to attend and vote at the Annual General Meeting to be held on 10 May 2013. All transfers of shares accompanied by the relevant share certificates and transfer forms must therefore 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, no later than 4:30 pm on 6 May 2013. The Register of Members will also be closed from 16 May 2013 to 20 May 2013 both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, no later than 4:30 pm on 15 May 2013.
6. Concerning Agenda Item 3 above, Mr. WU Wai Chung, Michael, Mr. CHUNG Wai Kwok, Jimmy and Mr. CHAK Hubert will retire by rotation and being eligible, have offered themselves for re-election at the AGM while Mr. YING Tze Man, Kenneth, Dr. LEE Delman and Mr. TSE Kam Keung 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 9 April 2013.
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 9 April 2013.

*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 Mr. KIHM Lutz Hans Michael, Mr. YING Tze Man, Kenneth and Dr. LEE Delman; and the Independent Non-executive Directors are Mr. CHAK Hubert, Mr. CHAU Tak Hay, Mr. CHUNG Wai Kwok, Jimmy, Mr. HO Lap Kee, Sunny, J.P. and Mr. TSE Kam Keung.*