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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 ISSUE GENERAL MANDATE ADOPTION OF SHARE OPTION SCHEME 2014

A notice convening the Annual General Meeting (“AGM”) of Tradelink Electronic Commerce Limited (the “Company”) to be held on 9 May 2014 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 21 to 23 of this document.

The Register of Members will be closed from 7 to 9 May 2014, 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 9 May 2014. In order to qualify to attend the AGM, all transfer of shares accompanied by share certificates and transfer forms must be lodged with the Company’s registrar, Computershare Hong Kong Investors Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 5 May 2014.

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, 3 April 2014



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. YING Tze Man, Kenneth

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.

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, 3 April 2014

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 ISSUE GENERAL MANDATE
ADOPTION OF SHARE OPTION SCHEME 2014**

INTRODUCTION

The purpose of this document is to provide Shareholders with information regarding the declaration of a final dividend for 2013, the proposed re-election of

LETTER FROM THE CHAIRMAN

Directors, the re-appointment of KPMG as the Auditors of the Company and their remuneration, the general mandates proposed to be granted to the Directors to issue shares and the adoption of Share Option Scheme 2014. These resolutions will be proposed at the AGM of the Company to be held on 9 May 2014 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 25 March 2014, the Board has recommended a final dividend of HK 6.2 cents per share. The final dividend of HK 6.2 cents per share is subject to Shareholders' approval at the AGM.

The Register of Members will be closed from 15 May 2014 to 19 May 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfer of shares accompanied by share certificates and transfer forms must be lodged with the Company's 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 14 May 2014.

DIRECTORS PROPOSED TO BE RE-ELECTED

Pursuant to Article 100 of the Company's Articles of Association, Dr. LEE Nai Shee, Harry, Mr. KIHM Lutz Hans Michael, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily, Mr. CHAU Tak Hay and Mr. HO Lap Kee, Sunny will retire as a Director at the AGM and being eligible, have offered themselves for re-election. It is proposed that Dr. LEE Nai Shee, Harry, Mr. KIHM Lutz Hans Michael, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily, Mr. CHAU Tak Hay and Mr. HO Lap Kee, Sunny be re-elected at the AGM. Pursuant to 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.

Among the retiring Directors, Mr. HO Lap Kee, Sunny has served on the Board as an INED for almost nine years. Pursuant to Code Provision A.4.3 of Appendix 14 of the Listing Rules, his further appointment is subject to a separate resolution. For this purpose, a separate resolution will be proposed for shareholders' approval at the AGM.

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. 6, KPMG, the Auditors of the Company, have offered themselves for re-appointment for 2014. 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 2014 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. Shareholders will be asked to delegate the authority to the Directors to fix the auditors' remuneration for the year ending 31 December 2014 at the AGM.

SHARE ISSUE GENERAL MANDATE

An ordinary resolution will be proposed at the AGM to seek Shareholders' approval to allot, issue and deal with new shares up to a limit of 20 percent of the total number of shares in the share capital of the Company in issue at the date of the passing such resolution (approximately equivalent to 158,102,380 shares). The total number of issued shares in the Company was 790,511,902 shares on 27 March 2014 (the "**Latest Practicable Date**" being the latest practicable date prior to the bulk printing of this circular for the purpose of ascertaining certain information contained in this circular).

ADOPTION OF SHARE OPTION SCHEME 2014

The Company adopted a share option scheme on 2 August 2000, amended on 11 September 2001 and 26 November 2002 respectively, ("**Pre-IPO Share Option Scheme**"). A further share option scheme was adopted on 14 October 2005 ("**Post-IPO Share Option Scheme**"). Under these schemes, the Directors were authorised to invite employees of the Group, including Directors of any company in the Group, to take up options to subscribe for shares in the Company at a nominal consideration of HK\$1.00 per grant. On 16 March 2009, the Company adopted a share award scheme (the "**Share Award Scheme**") which superseded both the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme and the grant of options under the Pre and Post-IPO options schemes ceased.

At its meeting held on 11 November 2013, the Board of the Company replaced the Share Award Scheme with a new performance bonus scheme and directed the Share Award Scheme, including the trust that had been set up for the scheme, be wound up. Since then, the Company has also ceased to award shares under the Share Award Scheme.

In view of the positive effects of incentive schemes on the performance of the Company's staff, the Board now proposes a Share Option Scheme 2014 to enable the Company to provide incentives to and/or to reward such person(s) or category(ies) of persons as the Board of the Company may identify from time to time pursuant to the Share Option Scheme 2014 (the "**Eligible Person(s)**"), by way of granting options (the "**Options**" and in its singular form, the "**Option**") for them to subscribe ordinary shares in the Company (the "**Shares**") under the scheme. An ordinary resolution will be proposed at the Annual General Meeting to seek Shareholders' approval for the adoption of the Share Option Scheme 2014.

LETTER FROM THE CHAIRMAN

(i) Purpose of the Share Option Scheme 2014

The purpose of the Share Option Scheme 2014 is to:

- (a) to assist the Company to attract and retain the best available personnel; and
- (b) to provide additional incentives to Employees, Directors, Consultants, Business Associates and Advisers to promote the success of the Group.

This will provide Eligible Person(s) with an opportunity to have a personal stake in the Company through an offer of grant of Options. The Shares subject to the Share Option Scheme 2014 will be identical in nature with the other Shares of the Company.

(ii) Key Features of the Share Option Scheme 2014

The Remuneration Committee will be responsible for determining whether any grant of Options will be awarded and will make recommendations to the Board for approval. Any grant of Options to an Eligible Person who is a director, chief executive or substantial shareholder of the Company, or any of their respective associates, must first be approved by all independent non-executive directors of the Company (excluding any independent non-executive Director who is the proposed Grantee of such Options). As no Director or any of his/her associates will be involved in deciding his own allocation, no executive Director will be reviewing and/or approving his own remuneration.

No offer for the grant of options shall be made after inside information has come to the knowledge of the Company until such inside information has been announced in accordance with the manner prescribed by the Listing Rules from time to time. In addition, no Option shall be granted to any Eligible Person who is a director within the period prescribed in the Listing Rules during which a director is prohibited from dealing in the securities of the Company. Any grant of Options to an Eligible Person who is a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, must first be approved by the Shareholders in general meeting if the Shares issued upon the exercise of such Options in the 12-month period up to and including the date of such grant (a) represent in aggregate over 0.1 per cent of the number of Shares then in issue; and (b) have an aggregate value, based on the closing price of Shares at the date of each grant, in excess of HK\$5,000,000.00.

Unless otherwise terminated by the Board or the Shareholders of the Company in general meeting, the Share Option Scheme 2014 shall be valid and effective for a period of ten (10) years from the date of its adoption (the “**Scheme Period**”), after which no further options may be granted or offered but the provisions of the Share Option Scheme 2014 shall remain in full force and effect to the extent necessary to give effect to the exercise of any subsisting Options granted within the Scheme Period or as may otherwise be required in accordance with the provisions of the Scheme.

LETTER FROM THE CHAIRMAN

Under the Share Option Scheme 2014, the Board may offer to grant an Option to an Eligible Person subject to conditions and to determine the period of time during which the right to exercise the Option in respect of all or some of the Shares will vest to retain ongoing business relationship with the Eligible Persons and to provide a longer period for performance measurement.

No consideration is payable to the Company by an Eligible Person upon the grant or acceptance of an Option.

(iii) Compliance with the Listing Rules

The provisions of the Share Option Scheme 2014 and its operation will comply with the requirements of Chapter 17 of the Listing Rules.

(iv) Maximum number of Shares

The maximum number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme 2014 and any other share option schemes of the Company must not exceed such number of Shares as shall represent 30 per cent of the total number of shares in the share capital of the Company in issue from time to time (the “**Overall Limit**”). No Options may be granted under the Share Option Scheme 2014 if this will result in the Overall Limit being exceeded.

(v) Scheme Mandate Limit

Save for the Share Option Scheme 2014, as at the Latest Practicable Date, there are no other share option schemes of the Company under which options can be granted.

The total number of Options subject to the Share Option Scheme 2014 is 10% of the Company’s total number of shares in issue as at the date of adoption of the Share Option Scheme 2014 (the “**Scheme Mandate Limit**”).

Subject to the Overall Limit and based on the 790,511,902 shares in issue as at the Latest Practicable Date, assuming that there is no change in the issued share capital of the Company before the AGM, the maximum number of Shares to be issued upon the exercise of Options that may be granted under the Share Option Scheme 2014 are 79,051,190 Shares, being approximately 10% of the Company’s total number of shares in issue as set out in the Scheme Mandate Limit above.

(vi) Value of Share Options

The Board considers that it is not appropriate to state the value of all Options that can be granted pursuant to the Share Option Scheme 2014 as at the Latest Practicable Date as a number of variables which are crucial for the calculation of the Option value have not been determined. Such variables include without limitation the exercise price, vesting period, exercise period and the conditions that an Option is subject to. The Board believes that any calculation of the value of the Options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to Shareholders.

LETTER FROM THE CHAIRMAN

(vii) Conditions for the adoption of the Share Option Scheme 2014

The adoption of the Share Option Scheme 2014 is conditional upon:

- (a) the passing of an ordinary resolution to adopt the Share Option Scheme 2014 by the Shareholders; and
- (b) the Listing Committee of the Stock Exchange granting the approval for listing of, and permission to deal in, any Shares which may fall to be issued by the Company pursuant to the exercise of Options in accordance with the terms of the Share Option Scheme 2014.

A summary of the principal terms of the Share Option Scheme 2014 is set out in Appendix II of this circular.

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.

A copy of the rules of the Share Option Scheme 2014 will be available for inspection at the registered office of the Company at 11/F & 12/F, Tower B, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, Hong Kong during normal business hours on any business day (other than Saturdays) from 24 April 2014 to and including the date of the AGM.

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”)

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

Dr. LEE Nai Shee, Harry, S.B.S., J.P., aged 71, was appointed a Director on 19 September 2000. He is also our Chairman. He holds a Bachelor’s degree in Electrical Engineering from the Imperial College, London, the United Kingdom and a Doctorate from Brown University, the United States. He joined Textile Alliance Limited (TAL) in Hong Kong in 1973 and in 1983, was appointed Managing Director (title changed to Chief Executive since 2010) of TAL Apparel Limited, which currently employs over 20,000 employees. Dr. LEE is now the Chairman of the company. He was a Director of The Link Management Limited and of Phillips-Van Heusen Corporation. He has over 40 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, Honorary Chairman of Textile Council of Hong Kong Ltd, board member of Global Apparel, Footwear & Textile Initiative, Chairman of Hong Kong Research Institute of Textiles & Apparel Ltd. He was named in the Queen’s birthday honours list as an Officer of the British Empire (“**OBE**”) in 1996. He was appointed a Justice of Peace (“**J.P.**”) in 1997 and was awarded the Silver Bauhinia Star (“**S.B.S.**”) at the Fourth Anniversary of the Establishment of the HKSAR in 2001.

There is no service contract between the Company and Dr. LEE. He has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. As an NED of the Company and Chairman of the Board, Dr. LEE received an emolument of HK\$90,000 in aggregate for serving on the Board, its Nomination and Remuneration Committees for the year ended 31 December 2013 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. Dr. LEE Delman of the Board is a nephew of Dr. LEE. 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 Latest Practicable Date, Dr. LEE had a deemed interest in 6,320,312 shares in the Company through his indirect shareholding in TAL Apparel Limited and 95,673,000 shares in the Company through his direct shareholding in Eastex (HK) Limited respectively; other than which Dr. LEE 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, 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.

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.

Mr. KIHM Lutz Hans Michael

Mr. KIHM Lutz Hans Michael, aged 52, 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 2013 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 2014 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 Latest Practicable Date, Mr. KIHM held 1,904,000 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.

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INDEPENDENT NON-EXECUTIVE DIRECTORS (“INED”)

Mr. CHAU Tak Hay

Mr. CHAU Tak Hay, aged 71, 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 ; and Wheelock & Company Limited since 2012. 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\$250,000 for serving on the Board, its Audit Committee, Remuneration Committee, Investment Committee and Corporate Governance Committee for the year ended 31 December 2013 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 2014 onward will be HK\$200,000 per annum for a total of 4 board meetings, in excess of which he will be entitled to HK\$50,000 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 Latest Practicable Date, 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.

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

Mr. HO Lap Kee, Sunny, J.P., aged 53, was appointed a Director on 13 May 2005. He holds a Bachelor's degree from The University of Hong Kong. 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, Fellow of the Chartered Institute of Logistics & Transport in Hong Kong and its Vice President, 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 & 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\$230,000 for serving on the Board, its Remuneration Committee and Nomination Committee for the year ended 31 December 2013 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 2014 onward will be HK\$200,000 per annum for a total of 4 board meetings in excess of which he will be entitled to HK\$50,000 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 Latest Practicable Date, 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.

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Mr. HO was appointed a Director of the Company on 13 May 2005. Up to the date of this document, Mr. Ho has almost been serving on the Board for nine years. Pursuant to Code Provision A.4.3 of Appendix 14 of the Listing Rules, his further appointment should be subject to a separate resolution to be approved by shareholders. To assist the shareholders to approve the resolution, the Board wishes to clarify that it has thoroughly considered Mr. HO's independence in the event of his re-appointment as an INED of the Company. Mr. HO has no relationship with the substantial shareholders, the directors and the senior management of the Company, holds no shares in the Company and has always acted independently when deliberating corporate matters of the Company. The Board has no concerns regarding Mr. HO's integrity or the likelihood of his acting independently as an INED, and therefore recommends his INED re-appointment at the AGM.

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

EXECUTIVE DIRECTOR

Mr. CHENG Chun Chung, Andrew

Mr. CHENG Chun Chung, Andrew, aged 44, was appointed a Director and acting DCEO of the Company on 15 November 2011. He is currently DCEO of the Company. 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, Up Forward Technology Limited, ELink Technology Limited, Trade Facilitation Services Limited and Tradelink E-Biz Secure Solutions Limited. He 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 (天津貿訊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. 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.

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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 Latest Practicable Date. He does not have any relationship with any other Director, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. CHENG did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance other than 1,917,783 ordinary shares in the Company registered in his own name and his entitlement to 838,060 ordinary shares in the Company under its share award scheme adopted on 16 March 2009.

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, and on 26 June 2012, he was promoted to Deputy Chief Executive Officer of the Company. 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 Deputy Chief Executive Officer, Mr. CHENG is entitled to an annual emolument of approximately HK\$3,772,000 inclusive of salary, discretionary bonus and provident fund benefits, which is commensurate with 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 57, 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 (天津貿訊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). 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

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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 in 1992, she has gained over 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.

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\$2,300,000, 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 Latest Practicable Date, Ms. CHUNG held 1,805,502 ordinary shares in the Company registered in her own name. She was entitled to 773,860 ordinary shares in the Company under its share award scheme adopted on 16 March 2009 and options to subscribe for a total of 415,243 ordinary shares in the Company under its share option schemes. 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.

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THE PRINCIPAL TERMS OF THE SHARE OPTION PLAN 2014

1. Purpose & Duration

The Share Option Scheme 2014 will provide Eligible Person(s) with an opportunity to have a personal stake in the Company through an offer of grant of Options.

The purpose of this Share Option Scheme 2014 is to achieve the following objectives:

- (a) to assist the Company to attract and retain the best available personnel and
- (b) to provide additional incentives to Employees, Directors, Consultants, Business Associates and Advisers to promote the success of the Group.

No further options will be granted or offered after the Scheme Period, but the provisions of the Share Option Scheme 2014 shall remain in full force and effect to the extent necessary to give effect to the exercise of any subsisting Options granted within the Scheme Period or otherwise as may be required in accordance with the provisions of the scheme.

2. Participants

The Participants of the Share Option Scheme 2014 include employees of the Group, its Directors, consultants, business associates or advisers selected to participate in the Share Option Scheme 2014. In determining the basis of eligibility of each Participant, the Board will take into account such factors as it may at its discretion consider appropriate, including but not limited to whether the Participant has contributed or will contribute to the business growth and value of the Group.

3. Grant of Options

Under the rules of the Share Option Scheme 2014, the Board may, during the Scheme Period and at its discretion, grant Options in accordance with the Share Option Scheme 2014 to an Eligible Person subject to such conditions as the Board may think fit. The Board may at its discretion, determine the period of time during which the Options can be exercised in respect of all or some of the Shares to which the grant of Options relate will vest subject to and in accordance with the terms and conditions of the grant of Options.

4. Number of shares subject to the Share Option Scheme 2014

The total number of Options subject to the Share Option Scheme 2014 is 10% of the Company's total number of shares in issue as at the date of adoption of the Share Option Scheme 2014.

Under the Listing Rules, the total number of Shares which may be issued upon exercise of Options to be granted under the Share Option Scheme 2014 or any other Share option schemes adopted by the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed 10% of the aggregate of the Shares in issue. Options which have lapsed shall not be counted in calculating the 10% limit.

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The Company may refresh the 10% limit set out in the paragraph above with shareholders' approval provided that each such limit (as refreshed) may not exceed the 10% of the Shares in issue as at the date of the shareholders' approval. Options previously granted under the Share Option Scheme 2014 and any other Share option schemes adopted by the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, cancelled or lapsed in accordance with the relevant scheme or exercised options) will not be counted for the purpose of calculating the limit to be refreshed. In such case, the Company shall send a circular to its shareholders containing the information required under the Listing Rules.

The Company may seek separate approval by shareholders in general meeting for granting Options beyond the 10% limit set out above provided that the Options in excess of the limit are granted only to Participants specially identified by the Company before such approval is sought. In such case, the Company shall send a circular to its shareholders containing the information required under the Listing Rules.

Notwithstanding anything in the above paragraphs, the total number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme 2014 or any other share option schemes adopted by the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) must not exceed 30% of the Shares in issue from time to time. No Options may be granted under the Share Option Scheme 2014 and any other share option scheme of the Company if this will result in such limit being exceeded.

5. Maximum entitlement of each Participant under the Share Option Scheme 2014

Subject to the following paragraphs, the total number of Shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised, cancelled and outstanding Options) under the Share Option Scheme 2014 or any other share option scheme adopted by the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) in any 12 month period must not exceed 1% of the Shares in issue.

Any further grant of Options which would result in the number of Shares issued as aforesaid exceeding the said 1% limit must be subject to prior shareholders' approval with the relevant Participant and his associates (as defined under the Listing Rules) abstaining from voting. The Company shall send a circular to its Shareholders containing the information required under the Listing Rules. The number and terms of the Options to be granted to such Participant shall be fixed before the shareholders' approval of the grant of such Options and the date of Board meeting for proposing such further grant should be taken as the offer date for the purpose of calculating the exercise price.

In addition, each grant of Options to any director, chief executive or substantial shareholder of the Company (or any of their respective associates) shall be subject to the prior approval of the independent non-executive directors of the Company (excluding any independent non-executive director who is a proposed Grantee of the Option).

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Where any grant of Options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates (as defined under the Listing Rules), would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12 month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue; and
- (b) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of such grant, in excess of HK\$5,000,000.00 (or such other higher amount as may from time to time be specified by the Stock Exchange),

such grant of Options shall be subject to prior approval by the shareholders (voting by way of poll). The Company shall send a circular to its shareholders containing the information required under the Listing Rules.

6. Time of exercise of options

Any option may be exercised in whole or in part by the Eligible Person at any time during the period to be notified by the Board to the eligible Person upon the grant of the option, such period to commence not less than one year and not to exceed ten years from the date of grant of such option (the “**Exercise Period**”).

7. Performance target

The Grantee may be required to achieve performance targets as the Board may specify in the grant before any Option can be exercised.

8. Exercise Price

The Exercise Price shall be at a price determined by the Board at its absolute discretion and notified to the Participant and shall be no less than the greater of:

- (i) the closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant of such Option; and
- (ii) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of such Option.

For the avoidance of doubt, no amount is payable to the Company by an Eligible Person upon the grant or acceptance of an Option.

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9. Lapse of Options

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- A. the expiry of the Exercise Period;
- B. the first anniversary of the death of the Participant;
- C. if the Participant is an Employee or a Director, upon such Participant ceasing to be an Employee or a Director by reason of dismissal from employment or termination of office; or if the Participant is a Consultant, a Business Associate or an Adviser, by reason of the termination by the relevant Group Company of the contract for the provision of services by such Participant, on any of the following grounds:
 - i. his misconduct;
 - ii. his committing an act of bankruptcy;
 - iii. his becoming insolvent or making any arrangements or composition with his creditors generally; or
 - iv. his being convicted of any criminal offence involving his integrity or honesty,
- D. 90 calendar days after the Participant ceases to be an Employee by reason of:
 - i. his retirement on or after attaining normal retirement age;
 - ii. his resignation;
 - iii. his ill health or disability;
 - iv. the company by which he is employed ceasing to be a Subsidiary or Associated Company;
 - v. the expiry of his contract of Employment; or
 - vi. termination of his Employment for reasons other than the reasons specified in paragraphs (B) and (C) above,
- E. 90 calendar days after the Participant ceases to be a Director for reasons other than the reasons specified in paragraphs (B) and (C) above;

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- F. the expiry of any period referred to in clauses 14.1 to 14.3 of the Share Option Scheme 2014, provided that in the case of clause 14.2 of the scheme, the proposed compromise or arrangement becomes effective;
- G. save as otherwise provided in clause 14.3 of the scheme, the earlier of the close of business on the fifth Business Day prior to the general meeting referred to in clause 14.3 of the scheme or the date of the commencement of the winding up of the Company;
- H. any breach of the provisions of clause 4.4 of the scheme; and
- I. in the case of a Participant who is a Consultant, a Business Associate or an Adviser, on the date which falls 90 calendar days after the date on which the Participant is notified by the Board that the Board has resolved that the Participant no longer provides consultancy, business or advisory (as appropriate) services to the Group and is therefore no longer a Consultant, a Business Associate or an Adviser to the Group.

10. Reorganisation of capital structure

In the event of any capitalization issue, rights issue, sub-division or consolidation of shares or reduction of share capital of the Company, but excluding, for the avoidance of doubt, any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party, the Board shall determine what adjustment is required to be made to the subscription price and/or the number of shares to be issued on exercise of the Options, and the auditors or financial advisors engaged by the Company for such purpose shall certify in writing to the Board that such adjustments satisfy the requirements set out in Rule 17.03(13) of the Listing Rules and the note thereto and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option schemes (the “**Supplemental Guidance**”). The capacity of the auditors or financial advisor in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees. The costs of the auditors or financial advisor shall be borne by the Company.

Any such adjustments shall give the Participant the same proportion of the equity capital of the Company (as interpreted in accordance with the Supplemental Guidance) and any adjustments to the advantage of the Participants to the exercise price or to the number of Shares subject to the Options must be approved by the shareholders of the Company in general meeting, and no adjustment may be made to the extent that Shares would be issued at less than their nominal value. In addition, any adjustment to be made will comply with the Listing Rules, the Supplemental Guidance and any future guidance/interpretation of the Listing Rules issued by the Stock Exchange from time to time.

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11. Cancellation of Options

The Board may at any time cancel Options previously granted to, but not yet exercised by a Grantee. Where the Company cancels Options and offers Options to the same Grantee, the offer of such new Options may only be made with available Options to the extent not yet granted (excluding the cancelled Options) within the limit approved by the shareholders of the Company as mentioned in paragraph 4 above.

12. Termination

The Company by ordinary resolution of the shareholders, or the Board, may at any time terminate the operation of the Share Option Scheme 2014, and in such event, no further Options will be offered or granted, but in all other respects the Share Option Scheme 2014 shall remain in full force and effect. Any granted but unexercised Options shall continue to be exercisable in accordance with their terms of issue after the termination of the Share Option Scheme 2014.

13. Transferability of Options

An Option shall be personal to the Grantee and shall not be assignable or transferable. No Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interests in favour of any third party over or in relation to any Option.

14. Voting and Dividend Rights

No voting rights shall be exercisable and no dividends or other distributions shall be payable in relation to Options that have not been exercised. The Shares to be allotted upon the exercise of an Option granted under the Share Option Scheme 2014 will be subject to all the provisions of the Company's Articles of Association and will rank pari passu with the other fully paid Shares in issue on the date of allotment and accordingly will entitle an Option holder, to the extent the Options have been duly exercised and the Shares are accordingly duly issued to the Option holder, to participate in all dividends or other distributions paid or made on or after the date of allotment, including those arising on a liquidation of the Company, other than any dividend or other distributions previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment.

15. Amendments

Subject to the terms set out in the paragraph below, the Board may amend in writing any of the provisions of the Share Option Scheme 2014 (including without limitation amendments in order to comply with changes in legal or regulatory requirements and amendments in order to waive any restrictions, imposed by the provisions of the Share Option Scheme 2014, which are not found in Chapter 17 of the Listing Rules) at any time (but not so as to affect adversely any rights which have accrued to any Grantee at that date). Those specific provisions of the Share Option Scheme 2014 which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of

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Participants, and no changes to the authority of the directors or administrator of the Share Option Scheme 2014 in relation to any alteration of the terms herein shall be made, without the prior approval of Shareholders in general meeting.

Any alterations to the terms and conditions of the Share Option Scheme 2014 which are of a material nature, or any change to the terms of Options granted, must be approved by the shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Share Option Scheme 2014. The Share Option Scheme 2014 so altered must comply with Chapter 17 of the Listing Rules.

Any change to the authority of the Board or administrators of the Share Option Scheme 2014 in relation to any alteration to the terms of the Share Option Scheme 2014 must be approved by Shareholders in general meeting.

The Directors collectively and individually accept full responsibility for the information provided herein about the Share Option Scheme 2014, including particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief such information is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

NOTICE OF ANNUAL GENERAL MEETING



Tradelink Electronic Commerce Limited

貿易通電子貿易有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 536)

Notice is hereby given that the Annual General Meeting (“AGM”) of Shareholders of Tradelink Electronic Commerce Limited (貿易通電子貿易有限公司) (the “Company”) will be held on 9 May 2014 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 2013.
2. To declare a final dividend in respect of the year ended 31 December 2013.
3. To re-elect Dr. LEE Nai Shee, Harry, *S.B.S., J.P.*, Mr. KIHM Lutz Hans Michael, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily and Mr. CHAU Tak Hay as Directors.
4. To re-elect Mr. HO Lap Kee, Sunny, *J.P.* as a Director and approve his further appointment as an Independent Non-executive Director of the Company.
5. To authorize the Board of Directors to fix the remuneration of Directors.
6. To re-appoint Auditors and authorize the Board of Directors to fix their remuneration.
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 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 total number of shares 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 Company’s total number of shares 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

NOTICE OF ANNUAL GENERAL MEETING

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.

8. As special business to consider and, if thought fit, pass with or without amendments, the following Resolution as Ordinary Resolution to adopt the Share Option Scheme 2014:-

THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, any Shares which may fall to be issued pursuant to the exercise of Options to be granted under the Share Option Scheme 2014 of the Company, a copy of which has been produced to this Meeting marked “A” and signed by the chairman of this meeting for the purpose of identification (the “**Share Option Scheme 2014**”), the Share Option Scheme 2014 be and is hereby approved and adopted; and the Directors be and are hereby authorised to grant Options to the Eligible Persons under the Share Option Scheme 2014 and to allot and issue Shares representing up to 10% of the Company’s total number of shares in issue as at the date of this resolution upon the exercise of any Options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their sole discretion consider necessary, expedient or desirable to give effect to and implement the Share Option Scheme 2014.

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

Hong Kong, 3 April 2014

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.

NOTICE OF ANNUAL GENERAL MEETING

5. The Register of Members will be closed from 7 to 9 May 2014, 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 9 May 2014. In order to qualify to attend the meeting, all transfer of shares accompanied by share certificates and transfer forms must be lodged with the Company's registrar, Computershare Hong Kong Investors Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 pm on 5 May 2014.
6. The Register of Members will be closed from 15 May 2014 to 19 May 2014 both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend, 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 14 May 2014.
7. Concerning Agenda Item 3 above, Dr. LEE Nai Shee, Harry, Mr. KIHM Lutz Hans Michael, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily and Mr. CHAU Tak Hay will retire by rotation and being eligible, have offered themselves for re-election at the AGM. Details of the above Directors nominated for re-election are set out in Appendix I to the accompanied document dated 3 April 2014.
8. Concerning Agenda Item 4 above, Mr. HO Lap Kee, Sunny will retire by rotation and being eligible, have offered himself for re-election and further appointment as an INED at the AGM. Details of Mr. HO are set out in Appendix I to the accompanied document dated 3 April 2014.
9. Concerning Ordinary Resolution 7 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 Sections 140 and 141 of the new Companies Ordinance (Cap 622) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, the Board comprises Non-executive Directors: Dr. LEE Nai Shee, Harry, S.B.S., J.P. (Chairman), Mr. KIHM Lutz Hans Michael, Mr. YING Tze Man, Kenneth and Dr. LEE Delman; Executive Directors: Mr. WU Wai Chung, Michael, Mr. CHENG Chun Chung, Andrew and Ms. CHUNG Shun Kwan, Emily; and Independent Non-executive Directors: Mr. CHAK Hubert, Mr. CHAU Tak Hay, Mr. CHUNG Wai Kwok, Jimmy, Mr. HO Lap Kee, Sunny, J.P. and Mr. TSE Kam Keung.