

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular 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 circular 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.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liabilities whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 & SPECIAL DIVIDENDS
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF KPMG AS AUDITORS
SHARE ISSUE GENERAL MANDATE
AMENDMENTS TO SHARE OPTION SCHEME 2014**

A notice convening the Annual General Meeting ("AGM") of Tradelink Electronic Commerce Limited (the "**Company**") to be held on 8 May 2015 at 2:30 p.m. at Room 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 12 to 15 of this circular.

The Register of Members will be closed from 6 to 8 May 2015, both days inclusive, during which period no transfer of shares will be registered to determine the shareholders entitled to attend and vote at the AGM to be held on 8 May 2015. 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 Share 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 2015.

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, 2 April 2015



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. TSE Kam Keung

Mr. YING Tze Man, Kenneth

Independent Non-executive Directors

Mr. CHAK Hubert

Ms. CHAN Chi Yan

Mr. CHAU Tak Hay

Mr. CHUNG Wai Kwok, Jimmy

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

Executive Directors

Mr. WU Wai Chung, Michael

Mr. CHENG Chun Chung, Andrew

Ms. CHUNG Shun Kwan, Emily

Mr. LI Fuk Kuen, Wilfred

Registered Office:

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

Hong Kong, 2 April 2015

To the Shareholders,

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
AND PROPOSALS FOR
DECLARATION OF FINAL & SPECIAL DIVIDENDS
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF KPMG AS AUDITORS
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AMENDMENTS TO SHARE OPTION SCHEME 2014**

INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding the declaration of a final dividend and a special dividend for 2014, the proposed

LETTER FROM THE CHAIRMAN

re-election of Directors, the re-appointment of KPMG as the Auditors of the Company and their remuneration, the general mandate proposed to be granted to the Directors to issue shares and the amendments to Share Option Scheme 2014. These resolutions will be proposed at the AGM of the Company to be held on 8 May 2015 at 2:30 p.m. at Room 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong.

FINAL & SPECIAL DIVIDENDS

By a results announcement dated 24 March 2015, the Board has recommended a final dividend of HK 4.9 cents per share and a special dividend of HK 3.7 cents per share. The final dividend of HK 4.9 cents per share and the special dividend of HK 3.7 cents per share are subject to Shareholders' approval at the AGM, and expected to be paid on or about 26 May 2015 to those shareholders whose names appear on the Register of Members on 14 May 2015.

The Register of Members will be closed from 14 May 2015 to 18 May 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend and the special dividend, all transfer of shares accompanied by 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 13 May 2015.

DIRECTORS PROPOSED TO BE RE-ELECTED

Seven of Directors will retire at the AGM; of which Mr. WU Wai Chung, Michael, whose appointment as the Company's CEO will end in August 2015, will not offer himself for re-election at the AGM. Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Mr. CHAK Hubert and Mr. CHUNG Wai Kwok, Jimmy will retire by rotation and, being eligible, have offered themselves for re-election at the AGM pursuant to Article 100 of the Company's Articles of Association while Mr. LI Fuk Kuen, Wilfred and Ms. CHAN Chi Yan 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 Company's Articles of Association. It is proposed that Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Mr. CHAK Hubert, Ms. CHAN Chi Yan, Mr. CHUNG Wai Kwok, Jimmy and Mr. LI Fuk Kuen, Wilfred 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 circular.

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 Auditors of the Company, have offered themselves for re-appointment for 2015. 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 2015 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 2015 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 158,612,268 shares). The total number of issued shares in the Company was 793,061,339 shares on 27 March 2015 (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).

AMENDMENTS TO SHARE OPTION SCHEME 2014

Capitalized terms used in this section will share the same meanings respectively ascribed to them in the Share Option Scheme 2014 (the "**Scheme**") unless otherwise specified herein.

The Scheme was approved and adopted by the Shareholders at the annual general meeting of the Company held on 9 May 2014. Under clause 10.1 of the Scheme, options granted to a Participant will automatically lapse upon expiry of 90 calendar days (the "**90-day Limitation**") after the Participant ceases to be (i) in an employment case, an Employee by reason of, *inter alia*, the expiry of his/her contract of employment or his/her retirement on or after attaining normal retirement age under clause 10.1 (D) of the Scheme, or (ii) in a directorship case, a Director by reason of, *inter alia*, completion of appointment or retirement pursuant to article 100 of the Memorandum and Articles of Association of the Company under clause 10.1 (E) of the Scheme. In addition to the 90-day Limitation, Participants are further restricted by the definition given to the term "Exercise Period" under clause 2.1 of the Scheme; pursuant to which Participants are barred from exercising the options during the first year from the Date of Grant of such options (the "**First-year Restriction**").

The Board is of the view that strict application of the 90-day Limitation in certain situations, such as the ones described in the preceding paragraph, or the First-year Restriction might not always be appropriate. Rather than to try to list all the circumstances under which application of the 90-day Limitation or the First-year Restriction might be inappropriate, the Board proposes that the rules of the Scheme be simply amended to give the Board a discretion to waive or extend the 90-day Limitation with authority to impose

LETTER FROM THE CHAIRMAN

conditions to any such waiver or extension and to provide an appropriate exercise period for each grant of options during the Scheme Period. The Board believes that this will provide the Board with the necessary flexibility it needs to deal with the different types of situations that might arise over the course of the ten-year validity period of the Scheme in the best interest of the Company.

Details of the above proposed amendments are respectively provided in Resolutions 7 (i), (ii) and (iii) in the notice convening the AGM as set out in pages 13 to 14 of this circular.

Shareholders' approval of the proposed amendments will be sought at the AGM. Accordingly, resolutions will be proposed at the AGM as respectively set out in Resolutions 7 (i), (ii) and (iii) in the notice convening the AGM to give effect to the proposals as described above.

The Directors (including the Independent Non-executive Directors) consider that the proposed amendments to the terms of the Scheme are in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution to be proposed at the AGM for this purpose.

Copies of the current version of the Scheme and its amended and restated version reflecting the proposed amendments are available for inspection at the registered office of the Company in Hong Kong during normal business hours of any business day from the date of this circular up 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

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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 Delman

Dr. LEE Delman, aged 47, was appointed a Director of the Company on 29 October 2012. Dr. LEE 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 12.91% 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 joined TAL Apparel 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 has been a director of Luckytex (Thailand) Public Co. Ltd. (listed on the Stock Exchange of Thailand with stock code “LTX”).

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\$70,000 in aggregate for serving on the Board and its Investment Committee for the year ended 31 December 2014 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 for 2015 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.

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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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

As at the Latest Practicable Date, Dr. LEE Delman had indirect interests in the shares of the Company through his indirect shareholding in TAL and personal interests in the share options under the Share Option Scheme 2014 (the “**Share Options**”) to subscribe for 200,000 shares of the Company. Such interests are required to be notified to the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance (the “**SFO**”). Other than these Shares and Share Options, Dr. LEE Delman does not have any other interest within the meaning of Part XV of the SFO.

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.

Mr. YING Tze Man, Kenneth

Mr. YING Tze Man, Kenneth, aged 59, 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**”) and the Executive Director of Asia Container Terminals Limited. 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\$50,000 for serving on the Board for the year ended 31 December 2014 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

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fee payable to Mr. YING for 2015 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.

As at the Latest Practicable Date, Mr. YING Tze Man, Kenneth had personal interests in Share Options to subscribe for 200,000 shares of the Company. Such interests are required to be notified to the Stock Exchange pursuant to Part XV of the SFO. Other than these Share Options, Mr. YING does not have any other interest within the meaning of Part XV of 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.

INDEPENDENT NON-EXECUTIVE DIRECTORS (“INED”)

Mr. CHAK Hubert

Mr. CHAK Hubert, aged 53, was appointed a Director on 21 October 2002. He is currently Director (Finance) 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 finance, capital markets and investor relations functions of The Link. Before joining The Link, he was the Group Chief Operating Officer and Executive Director of CSI Properties Limited. Mr. CHAK 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\$290,000 in aggregate for serving on the Board and its Audit Committee, Investment Committee and Corporate Governance Committee for the year ended 31 December 2014 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 for 2015 onward will receive a director’s emolument of HK\$200,000 per

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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, HK\$20,000 per annum for serving as a member 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 Latest Practicable Date, Mr. CHAK Hubert had personal interests in Share Options to subscribe for 900,000 shares of the Company. Such interests are required to be notified to the Stock Exchange pursuant to Part XV of the SFO. Other than these Share Options, Mr. CHAK does not have any other interest within the meaning of Part XV of the SFO.

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

Ms. CHAN Chi Yan

Ms. CHAN Chi Yan, aged 53, was appointed a Director on 9 February 2015. She has over 25 years of experience in financial planning and business analysis. She retired from PepsiCo Inc. (listed on The New York Stock Exchange) as CFO, China Beverage and Senior Region Financial Planning & Analysis Director, China Region of PepsiCo Inc. in Shanghai on 31 December 2014. Ms. CHAN has worked with PepsiCo Inc. in Guangzhou, Shenzhen and Hong Kong. Prior to joining PepsiCo Inc., Ms. CHAN worked in Hong Kong for ExxonMobil Chemical and Nestlé S.A. (listed on SIX Swiss Exchange). Ms. CHAN graduated from University of Western Ontario, Canada in 1983 with a Bachelor of Arts degree in Economic and Administrative & Financial Studies and obtained a Master of Business Administration in Marketing from the Chinese University of Hong Kong in 1985.

Save as disclosed above, Ms. CHAN has not previously held, and is not currently holding any other position with the Company or its subsidiaries. She does not have any relationship with any Director, senior management or substantial or controlling shareholder(s) of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Ms. CHAN does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Ms. CHAN did not hold any directorship in any other listed public companies during the last three years and other major appointments and qualifications.

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There is no service contract between the Company and Ms. CHAN. As an Independent Non-Executive Director, she will be entitled to an emolument of HK\$200,000 per annum for a total of 4 board meetings in excess of which she 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, HK\$20,000 per annum for serving as a member in the Investment Committee and HK\$20,000 per annum as a member in the Corporate Governance Committee. Such emolument is determined by the Board with reference to her responsibilities with the Company and is subject to revision by the Board under the authority granted by shareholders of the Company at the annual general meetings of the Company. As a Director of the Company, she 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, Ms. CHAN has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with her re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. CHUNG Wai Kwok, Jimmy

Mr. CHUNG Wai Kwok, Jimmy, aged 65, 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 Fitted International Group 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\$360,000 in aggregate for serving on the Board, its Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee for the year ended 31 December 2014 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 for 2015 onward will receive a director's emolument of 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\$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

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the Corporate Governance Committee, HK\$20,000 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 Latest Practicable Date, Mr. CHUNG Wai Kwok, Jimmy had personal interests in Share Options to subscribe for 800,000 shares of the Company. Such interests are required to be notified to the Stock Exchange pursuant to Part XV of the SFO. Other than these Share Options, Mr. CHUNG does not have any other interest within the meaning of Part XV of the SFO.

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

EXECUTIVE DIRECTOR

Mr. LI Fuk Kuen, Wilfred

Mr. LI Fuk Kuen, Wilfred, aged 64, was appointed a Director on 9 February 2015. He is the Chief Financial Officer of the Company. As the Company's Chief Financial Officer, Mr. LI is responsible for all our financial management activities including financial accounting and reporting, treasury, budgeting, financial planning and control. He was the Company Secretary of the Company during the respective periods from 17 June 2006 to 7 July 2006 and from 23 October 2006 to 31 December 2014. He is a director of the following subsidiaries of the Company: Digi-Sign Certification Services Limited, Digital Trade and Transportation Network Limited, Up Forward Technology Limited, Tradelink E-Biz Secure Solutions Limited, iTradelink eMarket Limited, Trade Facilitation Services Limited and Tianjin Tradelink Technology Ltd. (天津貿易通科技有限公司). He has over 35 years' experience in finance and accounting. Prior to joining us in 1997, he held the post of Senior Manager in the Finance Division of Hong Kong Telecommunications Limited. He holds a Master's degree in Business Administration, a Master of Science degree in Logistics and a Master of Science degree in Finance. He is a member of the Chartered Institute of Management Accountants in the United Kingdom, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries.

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There is an employment contract signed between Mr. LI and the Company for his appointment as the Company's Chief Financial Officer. As the Company's Chief Financial Officer, Mr. LI is entitled to an annual emolument of approximately HK\$2,100,000 including salary, discretionary bonus and provident fund benefits, which is commensurate with his duties and responsibilities and the prevailing market situation. Save and except for the aforesaid employment contract, there is no service contract signed between Mr. LI and the Company for his appointment as an Executive Director of the Company and he does not receive any emoluments from the Company for serving as an Executive Director of 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. LI has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. Mr. LI did not hold any directorship in any other listed public companies during the last three years and other major appointments and qualifications. Mr. LI does not have any relationship with any Director, senior management or substantial or controlling shareholder(s) of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. LI Fuk Kuen, Wilfred had 2,639,601 shares of the Company registered in his own name and personal interests in Share Options to subscribe for 679,054 shares of the Company. Such interests are required to be notified to the Stock Exchange pursuant to Part XV of the SFO. Other than these Shares and Share Options, Mr. LI does not have any other interest within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. LI 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.



Tradelink Electronic Commerce Limited

貿易通電子貿易有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 536)

Notice is hereby given that the Annual General Meeting (“AGM”) of Shareholders of Tradelink Electronic Commerce Limited (貿易通電子貿易有限公司) (the “Company”) will be held on 8 May 2015 at 2:30 p.m. at Room 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, 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 2014.
2. To declare a final dividend and a special dividend in respect of the year ended 31 December 2014.
3. To re-elect Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Mr. CHAK Hubert, Ms. CHAN Chi Yan, Mr. CHUNG Wai Kwok, Jimmy and Mr. LI Fuk Kuen, Wilfred as 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 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 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 Resolutions as Ordinary Resolutions to amend the Share Option Scheme 2014:-

(i) **THAT** the proviso "*subject to the Board's discretion to waive or extend the limitation, which includes the power to impose conditions thereto,*" be inserted at the beginning of clause 10.1(D) of the Share Option Scheme 2014; thereby rendering the sub-clause (D) to appear in its entirety under clause 10.1 of the Scheme (with the proviso inserted in italic for ease of identification) in the following manner with immediate effect:

(D) *subject to the Board's discretion to waive or extend the limitation, which includes the power to impose conditions thereto, 90 calendar days after the Participant ceases to be an Employee by reason of:*

- (1) his retirement on or after attaining normal retirement age;
- (2) his resignation;
- (3) his ill health or disability;
- (4) the company by which he is employed ceasing to be a Subsidiary or Associated Company;
- (5) the expiry of his contract of Employment; or
- (6) termination of his Employment for reasons other than the reasons specified in paragraphs (B) and (C) above,

(ii) **THAT** the proviso "*subject to the Board's discretion to waive or extend the limitation in the case of a non-executive director, which includes the power to impose conditions thereto,*" be inserted at the beginning of clause 10.1(E) of the Share Option Scheme 2014; thereby rendering the sub-clause (E) to appear in its entirety under clause 10.1 of the Scheme (with the proviso inserted in italic for ease of identification) in the following manner with immediate effect:

(E) *subject to the Board's discretion to waive or extend the limitation in the case of a non-executive director, which includes the power to impose conditions thereto, 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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- (iii) **THAT** the definition given to the term “Exercise Period” under clause 2.1 of the Share Option Scheme 2014 be deleted and replaced in its entirety by the following new definition:

“Exercise Period” means in respect of an Option, the period to be notified by the Board upon the grant of such Option during which it may be exercised.

By the Order of the Board of
TRADELINK ELECTRONIC COMMERCE LIMITED
CHAN Sze Hei
Company Secretary

Hong Kong, 2 April 2015

Notes

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of attorney or authority) must be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the AGM (or any adjournment thereof), and otherwise the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish.
4. At the AGM, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll pursuant to rule 13.39(4) of the Listing Rules.
5. The Register of Members will be closed from 6 to 8 May 2015, both days inclusive, during which period no transfer of shares will be registered to determine the shareholders entitled to attend and vote at the AGM to be held on 8 May 2015. 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 Share 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 2015.
6. The Register of Members will be closed from 14 May 2015 to 18 May 2015 both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend and the special dividend, all transfers of shares accompanied by 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, Wan Chai, Hong Kong not later than 4:30 p.m. on 13 May 2015.

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7. Concerning Agenda Item 3 above, Mr. WU Wai Chung, Michael will retire and not offer himself for re-election at the AGM. Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Mr. CHAK Hubert, Ms. CHAN Chi Yan, Mr. CHUNG Wai Kwok, Jimmy and Mr. LI Fuk Kuen, Wilfred will retire as a Director at the AGM and being eligible, have offered themselves for re-election. Details of the above Directors nominated for re-election are set out in Appendix I to the accompanied circular dated 2 April 2015.
8. Concerning Ordinary Resolution 6 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 Hong Kong 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, Dr. LEE Delman, Mr. TSE Kam Keung and Mr. YING Tze Man, Kenneth; Executive Directors: Mr. WU Wai Chung, Michael, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily and Mr. LI Fuk Kuen, Wilfred; and Independent Non-executive Directors: Mr. CHAK Hubert, Ms. CHAN Chi Yan, Mr. CHAU Tak Hay, Mr. CHUNG Wai Kwok, Jimmy and Mr. HO Lap Kee, Sunny, J.P.