

**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.

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

*(Incorporated in Hong Kong under the Companies Ordinance with limited liability)*

**(Stock Code: 536)**

**NOTICE OF ANNUAL GENERAL MEETING  
AND PROPOSALS FOR  
DECLARATION OF FINAL & SPECIAL DIVIDENDS,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF KPMG AS AUDITORS  
AND  
GENERAL MANDATE TO ISSUE SHARES**

A notice convening the annual general meeting (“AGM”) of Tradelink Electronic Commerce Limited (the “Company”) to be held on Friday, 13 May 2016 at 2:30 p.m. at Room 631, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong is set out on pages 11 to 13 of this circular.

The register of members will be closed from Wednesday, 11 May 2016 to Friday, 13 May 2016, both days inclusive, during which period no transfer of shares will be registered to determine the shareholders’ entitlement to attend and vote at the AGM to be held on Friday, 13 May 2016. All duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Tuesday, 10 May 2016.

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, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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, 12 April 2016



## Tradelink Electronic Commerce Limited

### 貿易通電子貿易有限公司

(Incorporated in Hong Kong under the Companies Ordinance 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*

Mr. KIHM Lutz Hans Michael

Dr. LEE Delman

Mr. YING Tze Man, Kenneth

*Independent Non-executive Directors*

Mr. CHAK Hubert

Mr. CHAU Tak Hay

Ms. CHAN Chi Yan

Mr. CHUNG Wai Kwok, Jimmy

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

*Executive Directors*

Mr. TSE Kam Keung

Mr. CHENG Chun Chung, Andrew

Ms. CHUNG Shun Kwan, Emily

Mr. LI Fuk Kuen, Wilfred

*Registered Office:*

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

Hong Kong, 12 April 2016

*To the Shareholders,*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
AND PROPOSALS FOR  
DECLARATION OF FINAL & SPECIAL DIVIDENDS,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF KPMG AS AUDITORS  
AND  
GENERAL MANDATE TO ISSUE SHARES**

#### INTRODUCTION

The purpose of this circular is to provide shareholders (the “Shareholders”) of Tradelink Electronic Commerce Limited (the “Company”) with information regarding the

## LETTER FROM THE BOARD

declaration of a final dividend and a special dividend for the year ended 2015, the proposed re-election of the retiring directors of the Company, the re-appointment of KPMG as the auditors of the Company (the “**Auditors**”) and their remuneration and the general mandate proposed to be granted to the directors of the Company (the “**Directors**”) to issue shares. These resolutions will be proposed at the annual general meeting of the Company (“**AGM**”) to be held on Friday, 13 May 2016 at 2:30 p.m. at Room 631, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong.

### **FINAL & SPECIAL DIVIDENDS**

By a results announcement dated 29 March 2016, the Board has recommended a final dividend of HK 5.1 cents per share and a special dividend of HK 2.9 cents per share. The final dividend of HK 5.1 cents per share and the special dividend of HK 2.9 cents per share are subject to Shareholders’ approval at the AGM, and expected to be paid on or about 31 May 2016 to those shareholders whose names appear on the register of members on Thursday, 19 May 2016.

The register of members will be closed from Thursday, 19 May 2016 to Monday, 23 May 2016, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final and special dividends, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Wednesday, 18 May 2016.

### **RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED**

Six Directors will retire at the AGM; of which Mr. TSE Kam Keung, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily, Mr. HO Lap Kee, Sunny, J.P. 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. Mr. KIHM Lutz Han Michael will retire at the AGM.

It is proposed that Mr. TSE Kam Keung, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily and Mr. HO Lap Kee, Sunny, J.P. and Mr. CHUNG Wai Kwok, Jimmy, 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.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, any further appointment of an Independent Non-executive Director (“**INED**”) who has served more than 9 years should be subject to a separate resolution to be approved by shareholders.

## LETTER FROM THE BOARD

Mr. CHUNG Wai Kwok, Jimmy will have served on the Board as an INED for more than nine years by the date of the AGM. In this connection, a separate resolution will be proposed for shareholders' approval at the AGM. As far as the Board is aware, Mr. CHUNG has no familial or contractual relationships with any other directors, senior management or substantial or controlling shareholders of the Company. In addition, Mr. CHUNG has provided an annual confirmation of independence to the Company, in which he confirmed that he has fully complied with each of the factors for assessing independence set out in Rule 3.13 of the Listing Rules. Thus, the Board considers Mr. CHUNG to be suitably independent and believes that his valuable knowledge and experience will continue to contribute to the Board.

### REMUNERATION OF DIRECTORS

Shareholders are invited to authorize the Board to review and determine the remuneration of the Directors at the AGM.

### RE-APPOINTMENT OF KPMG AS AUDITORS OF THE COMPANY AND THEIR REMUNERATION

In relation to agenda item No.7, KPMG, the Auditors of the Company, have offered themselves for re-appointment for the year ending 31 December 2016. 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 ending 31 December 2016 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 2016 at the AGM.

### GENERAL MANDATE TO ISSUE SHARES

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 158,843,482 shares). The total number of issued shares in the Company was 794,217,410 shares on 8 April 2016 (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).

### 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 respective websites of HKExnews of the Hong Kong Exchange and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.tradelink.com.hk](http://www.tradelink.com.hk). The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded or required.

**LETTER FROM THE BOARD**

**RECOMMENDATION**

The Directors (including INEDs) are of the opinion that all the proposed resolutions are in the interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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

### **EXECUTIVE DIRECTORS (“ED”)**

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

**Mr. TSE Kam Keung**, aged 56, was first appointed as an Independent Non-Executive Director of the Company in March 2013 and subsequently took over the Chief Executive Officer (“CEO”) position in July 2015. As a result, he has also become a director of the Company’s various subsidiaries and associates.

Before joining the Company, Mr. TSE was mostly in the financial services industry, covering the Asia Pacific region. He began at State Street in 1993 to develop and lead its investment servicing business in the region and was promoted to Executive Vice President in 2002. He completed his career there as an advisor till early 2015. Before State Street, he had worked for Standard Chartered, Ogilvy & Mather, Baring Securities and the Hong Kong Government.

Mr. TSE has served on many outside boards and committees. In recognition of his service contribution, Asian Investor awarded him its inaugural Individual Service Award in 2008. He is currently a member of the Hong Kong Government’s Statistics Advisory Board, the Financial Infrastructure Sub-Committee of the Exchange Fund Advisory Committee and the Process Review Panel of the Financial Reporting Council.

Mr. TSE received the CW Chu Scholarship to study in the US and obtained his BA from Lawrence University in 1981, of which he is now a Trustee. He got his MBA from the Chinese University of Hong Kong in 1985 and is now an Adjunct Professor of Finance there. He also got the Government’s sponsorship to obtain his MPA from the University of Hong Kong in 1988.

There is an employment contract between Mr. TSE and the Company relating to his appointment as CEO of the Company for a three-year term, effective 1 July 2015 until 30 June 2018, and is subject to a 3-month written notice for termination by either party thereto. As CEO of the Company, Mr. TSE received an emolument of approximately HK\$2,443,000 for the year ended 31 December 2015 inclusive of salary, discretionary bonus, and provident fund which is commensurate with prevailing market conditions. There is no service contract between the Company and Mr. TSE for his appointment as an ED of the Company and he does not receive any emoluments from the Company for serving as an ED of the Company. As a Director of the Company, he has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company.

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Save as disclosed above, Mr. TSE has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company. He did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. He does not have any relationship with any director, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. TSE had 3,800,000 shares of the Company registered in his own name and personal interests in Share Options to subscribe for 300,000 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, Mr. TSE does not have any other interest within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. TSE has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

### **Mr. CHENG Chun Chung, Andrew**

**Mr. CHENG Chun Chung, Andrew**, aged 46, was appointed a Director and Acting Deputy Chief Executive Officer (“Acting DCEO”) of the Company on 15 November 2011. He is currently Deputy Chief Executive Officer (“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服務有限公司), 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服務有限公司). Mr. CHENG has over 20 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 Region 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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There is an employment contract of 30 August 2004 signed between the Company and Mr. CHENG, under which he was appointed the Acting DCEO of the Company on 15 November 2011, and on 26 June 2012, he was promoted to DCEO 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 DCEO, Mr. CHENG received an emolument of approximately HK\$3,695,000 for the year ended 31 December 2015, 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 ED of the Company and he does not receive any emoluments for serving as an ED of the Company. As a Director of the Company, he has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company.

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. He did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. He does not have any relationship with any director, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. CHENG has 2,755,843 shares of the Company registered in his own name and personal interests in Share Options to subscribe for 2,200,000 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 Shares and Share Options, Mr. CHENG does not have any other interest within the meaning of Part XV of SFO.

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 59, was appointed a Director on 2 September 2008. She joined the Company in 1992. She is currently the Chief Operations Officer of the Company ("COO") 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 (天津貿信易通電子科技有限公司), 天津貿訊易通科技有限公司 and Guangzhou Tradelink Electronic Commerce Ltd. (廣州貿訊易通電子科技有限公司). 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 23 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 COO. The employment contract can be terminated by the Company or Ms. Chung giving a one month's notice or payment in lieu. As the COO, Ms. CHUNG received an emolument of approximately HK\$2,481,000 for the year ended 31 December 2015, including salary, discretionary bonus and provident fund benefits, 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 ED and she does not receive any emoluments from the Company for serving as an ED of the Company. As a 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 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 directorship in any other listed public companies in Hong Kong or overseas in the past three years preceding the Latest Practicable Date. Ms. CHUNG does not have any relationship with any director, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Ms. CHUNG had 2,994,605 shares of the Company registered in her own name and personal interests in Share Options to subscribe for 1,200,000 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 Shares and Share Options, Ms. CHUNG does not have any other interest within the meaning of Part XV of the SFO.

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.

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

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

**Mr. HO Lap Kee, Sunny, J.P.**, aged 55, was appointed a Director on 13 May 2005. He holds a Bachelor's degree from The University of Hong Kong. Mr. HO is

## APPENDIX I

the Executive Director of the Hong Kong Shippers' Council. He has over 21 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) Limited 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 Logistics Development Council, the Logistics Industry Training Advisory Committee, and the Town Planning Board. He is also a member of the Transport & Shipping Committee of the Hong Kong General Chamber of Commerce and Logistics Services Advisory Committee of the Hong Kong Trade Development Council. He was appointed a member of the Port Operations Committee and 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 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 the 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 received an emolument of HK\$310,000 in aggregate for serving on the Board and its Audit Committee, Nomination Committee and Corporate Governance Committee for the year ended 31 December 2015 which was determined by the Board of Directors with reference to his responsibility with the Company. Mr. HO does not have any relationship with any director, senior management or substantial or controlling shareholder(s) of the Company.

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 Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. HO had personal interests in Share Options to subscribe for 1,000,000 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. HO does not have any other interest within the meaning of Part XV of the SFO.

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.

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### **Mr. CHUNG Wai Kwok, Jimmy**

**Mr. CHUNG Wai Kwok, Jimmy**, aged 66, was appointed a Director on 11 May 2007. He has over 21 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 Lee Kee Holdings Limited (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 2015 which was determined by the Board of Directors with reference to his responsibility with the Company. Mr. CHUNG does not have any relationship with any director, senior management or substantial or controlling shareholder(s) of the Company.

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. Except for Mr. CHUNG had been an Independent Non-executive Director and Chairman of the audit committee of Fitec International Group Limited and Integrated Waste Solutions Group Holdings Limited (previously known as Fook Woo Group Holdings Limited), both of which are listed on The Stock Exchange of Hong Kong Limited, and retired on 4 February 2016 and 10 October 2013 respectively, Mr. CHUNG did not hold any directorship in any other listed public companies in the past three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. CHUNG Wai Kwok, Jimmy 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. CHUNG does not have any other interest within the meaning of Part XV of the SFO.

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.



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

*(Incorporated in Hong Kong under the Companies Ordinance with limited liability)*  
**(Stock Code: 536)**

Notice is hereby given that the annual general meeting (“AGM”) of Tradelink Electronic Commerce Limited (貿易通電子貿易有限公司) (the “Company”) will be held on Friday, 13 May 2016 at 2:30 p.m. at Room 631, 6/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 2015.
2. To declare a final dividend in respect of the year ended 31 December 2015.
3. To declare a special dividend in respect of the year ended 31 December 2015.
4. To re-elect Mr. TSE Kam Keung, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily and Mr. HO Lap Kee, Sunny, J.P. as Directors.
5. To re-elect Mr. CHUNG Wai Kwok, Jimmy as a Director and approve his further appointment as an Independent Non-executive Director of the Company.
6. To authorize the Board of Directors to fix the remuneration of Directors.
7. To re-appoint Auditors and authorize the Board of Directors to fix their remuneration.
8. 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

## NOTICE OF ANNUAL GENERAL MEETING

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.

By Order of the Board of  
**TRADELINK ELECTRONIC COMMERCE LIMITED**  
**TSE Kam Keung**  
*Executive Director & CEO*

Hong Kong, 12 April 2016

### *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 17M 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 Wednesday, 11 May 2016 to Friday, 13 May 2016, both days inclusive, during which period no transfer of shares will be registered to determine the shareholders' entitlement to attend and vote at the AGM to be held on Friday, 13 May 2016. All duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Tuesday, 10 May 2016.
6. The register of members will be closed from Thursday, 19 May 2016 to Monday, 23 May 2016 both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final and the special dividends, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Wednesday, 18 May 2016.
7. Concerning Agenda Items 4 and 5 above, Mr. TSE Kam Keung, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily, Mr. HO Lap Kee, Sunny, J.P. and Mr. CHUNG Wai Kwok, Jimmy 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 12 April 2016.

## NOTICE OF ANNUAL GENERAL MEETING

8. Concerning Ordinary Resolution 8 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members as a general mandate for the purposes of 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 of Directors of the Company comprises ***Non-executive Directors:*** Dr. LEE Nai Shee, Harry, S.B.S., J.P. (Chairman), Mr. KIHM Lutz Hans Michael, Dr. LEE Delman and Mr. YING Tze Man, Kenneth; ***Executive Directors:*** Mr. TSE Kam Keung, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily and Mr. LI Fuk Kuen, Wilfred; and ***Independent Non-executive Directors:*** Mr. CHAK Hubert, Mr. CHAU Tak Hay, Ms. CHAN Chi Yan, Mr. CHUNG Wai Kwok, Jimmy and Mr. HO Lap Kee, Sunny, J.P.