
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 with limited liability)

(Stock Code: 536)

**NOTICE OF ANNUAL GENERAL MEETING
AND PROPOSALS FOR DECLARATION OF FINAL DIVIDEND,
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, 10 May 2019 at 2:00 p.m. at Multi-Function Room, 1/F, Silka Tsuen Wan Hong Kong, 119 Wo Yi Hop Road, Kwai Chung, Kowloon, Hong Kong is set out on pages 11 to 13 of this circular.

The register of members will be closed from Tuesday, 7 May 2019 to Friday, 10 May 2019, 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, 10 May 2019. In order to qualify to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates and transfer forms 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 Monday, 6 May 2019.

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, at 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, 8 April 2019



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. YUEN Wing Sang, Vincent

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

Registered Office:

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

Hong Kong, 8 April 2019

To the Shareholders,

Dear Sir or Madam,

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

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide shareholders (the “**Shareholders**”) of Tradelink Electronic Commerce Limited (the “**Company**”) with information regarding the declaration of a final dividend for the year ended 2018, the proposed re-election of retiring directors of the Company, the re-appointment of KPMG as the auditors of the Company 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, 10 May 2019 at 2:00 p.m. at Multi-Function Room, 1/F, Silka Tsuen Wan Hong Kong, 119 Wo Yi Hop Road, Kwai Chung, Kowloon, Hong Kong.

FINAL DIVIDEND

By the results announcement of the Company dated Tuesday, 26 March 2019, the board of directors of the Company (the “**Board**”) recommended a final dividend of HK6.0 cents per share. The final dividend of HK6.0 cents per share is subject to Shareholders’ approval at the AGM, and expected to be paid on or about Wednesday, 29 May 2019 to those Shareholders whose names appear on the register of members on Thursday, 16 May 2019.

The register of members will be closed from Thursday, 16 May 2019 to Monday, 20 May 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, 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, 15 May 2019.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 100 of the Articles of Association of the Company, at each AGM one half of the Directors for the time being (or, if their number is not a multiple of two, then the number nearest to but not greater than one half) shall retire from office. Dr. LEE Nai Shee, Harry, S.B.S., J.P., Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Ms. CHAN Chi Yan, Mr. TSE Kam Keung and Mr. CHENG Chun Chung, Andrew will retire at the AGM. All retiring Directors, being eligible, will offer themselves for re-election at the AGM. It is proposed that Dr. LEE Nai Shee, Harry, S.B.S., J.P., Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Ms. CHAN Chi Yan, Mr. TSE Kam Keung and Mr. CHENG Chun Chung, Andrew 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 retiring Directors to be re-elected 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 BOARD

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 the year ending 31 December 2019. The Board supports the re-appointment. Shareholders should note that, in practice, the amount of auditors' remuneration for the year ending 31 December 2019 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 2019 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 158,926,744 shares). The total number of issued shares in the Company was 794,633,719 shares on 1 April 2019 (the "**Latest Practicable Date**" being the latest practicable date prior to the bulk printing of this circular for 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 and 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.

RECOMMENDATION

The Directors (including Independent Non-executive Directors) 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,
On behalf of the Board
Dr. LEE Nai Shee, Harry, S.B.S., J.P.
Chairman

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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:

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 76, 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 in Hong Kong in 1973 and in 1983, was appointed Managing Director (title changed to Chief Executive since 2010) of TAL Apparel Limited (“**TAL**”), which currently employs over 25,000 employees. Dr. LEE is now the Chairman of TAL. He was a Director of The Link Management Limited (now known as Link Asset 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, Advisor, Chairman Emeritus of Hong Kong Research Institute of Textiles & Apparel Ltd and the Chairman of the Committee of Overseers of Lee Woo Sing College of the Chinese University of Hong Kong. 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.

The Company entered into a service contract with Dr. LEE for a period of three years commencing from 11 May 2017 and expiring on the conclusion of the AGM to be held in 2020. The service contract can be terminated by the Company or Dr. LEE by giving one month’s notice in writing or payment in lieu of notice. Dr. LEE is subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company and the Listing Rules or at such time as may be required by resolution of the Board of the Company. As an NED of the Company, Dr. LEE received an emolument of HK\$110,000 in aggregate for serving on the Board, Nomination Committee and Remuneration Committee for the year ended 31 December 2018 which was determined by the Board with reference to his duties, responsibilities and prevailing market conditions. Dr. LEE Delman of the Board is a nephew of Dr. LEE. Save as disclosed above, Dr. LEE 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, Dr. LEE had personal interests in share options to subscribe for 1,000,000 shares of the Company and deemed interests in 101,125,000 shares of 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.

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Such interests are required to be notified to SEHK pursuant to Part XV of the Securities and Futures Ordinance (the “SFO”). Other than these shares and share options, Dr. LEE does not have any other interest within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Dr. LEE has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Dr. LEE has not held any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. 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.

Dr. LEE Delman

Dr. LEE Delman, aged 51, was appointed a Director of the Company on 29 October 2012. Dr. LEE Delman 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”). 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 TAL’s current enterprise resource planning (ERP) system. He is also responsible for global operations initiatives such as standardization of work methods, cultivation of a continuous improvement organization and corporate social responsibility.

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

Dr. LEE Delman has been appointed as an independent non-executive director and a member of the Risk Committee commencing from 21 March 2017, a member of the Nomination Committee and member of the Audit Committee commencing from 1 December 2017 of The Bank of East Asia, Limited (listed on main board of The Stock Exchange of Hong Kong Limited). He joined the board of Dairy Farm International Holdings Ltd (a standard listing on the London Stock Exchange as its primary listing, with secondary listings in Bermuda and Singapore) on 9 May 2018.

The Company entered into a service contract with Dr. LEE Delman for a period of three years commencing from 11 May 2017 and expiring on the conclusion of the AGM to be held in 2020. The service contract can be terminated by the Company or Dr. LEE Delman by giving one month’s notice in writing or payment in lieu of notice. Dr. LEE Delman is subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company and the Listing Rules or at such time as may be required by resolution of the Board of the

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Company. As an NED of the Company, Dr. LEE Delman received an emolument of approximately HK\$75,000 in aggregate for serving on the Board and Investment Committee^{Note 1} for the year ended 31 December 2018 which was determined by the Board with reference to his duties, responsibilities and prevailing market conditions. Dr. LEE Delman is a nephew of Dr. LEE Nai Shee, Harry, S.B.S., J.P. of the Board. Save as disclosed above, Dr. LEE Delman 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, Dr. LEE Delman had personal interests in share options to subscribe for 300,000 shares of the Company and deemed interests in 101,125,000 shares^{Note 2} of the Company through his indirect shareholding in TAL Apparel Limited. Such interests are required to be notified to SEHK pursuant to Part XV of 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, (i) Dr. LEE Delman has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Dr. LEE Delman 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. 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.

Notes:

1. Dr. LEE Delman ceased to be a member of the Investment Committee of the Company on 11 April 2018.
2. The deemed interests in 101,125,000 shares of the Company held by Dr. LEE Nai Shee, Harry, S.B.S., J.P. and Dr. LEE Delman were the same shares held by TAL Apparel Limited.

Mr. YING Tze Man, Kenneth

Mr. YING Tze Man, Kenneth, aged 63, 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 retired from COSCO-HIT Terminals (Hong Kong) Limited (“**CHT**”) as the Managing Director, Asia Container Terminals Limited as the Executive Director and the Hutchison Port Holdings Trust (a trust listed on the Singapore Exchange) as an EXCO member on 30 April 2016. Mr. YING has over 31 years’ experience in the finance and logistic sector. Prior to joining CHT, he had 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 Accountants 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.

The Company entered into a service contract with Mr. YING for a period of three years commencing from 11 May 2017 and expiring on the conclusion of the AGM to be held in 2020. The service contract can be terminated by the Company or Mr. YING by giving one month’s notice in writing or payment in lieu of notice. Mr. YING is subject to

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rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company and the Listing Rules or at such time as may be required by resolution of the Board of the Company. As an NED of the Company, Mr. YING received an emolument of approximately HK\$85,000 in aggregate for serving on the Board and the Investment Committee^{Note 3} for the year ended 31 December 2018 which was determined by the Board with reference to his duties, responsibilities and prevailing market conditions. Mr. YING 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. YING had personal interests in share options to subscribe for 300,000 shares of the Company. Such interests are required to be notified to SEHK 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, (i) Mr. YING has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Mr. YING 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. 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.

Note:

3. Mr. YING Tze Man, Kenneth was appointed as a member of Investment Committee of the Company on 11 April 2018.

INDEPENDENT NON-EXECUTIVE DIRECTORS (“INED”)

Ms. CHAN Chi Yan

Ms. CHAN Chi Yan, aged 57, was appointed a Director of the Company on 9 February 2015. She has over 30 years of experience in financial management and planning. Ms. CHAN joined The Dairy Farm Company, Limited on 16 April 2016 as North Asia Food Finance Director and left her job as Project Lead — China Expansion (Convenience) on 17 October 2018. The Dairy Farm Company, Limited is a member of Dairy Farm International Holdings Limited which has a standard listing on the London Stock Exchange as its primary listing, with secondary listings in Bermuda and Singapore. Before joining the Dairy Farm Group, Ms. CHAN was CFO, China Beverage and Senior Region Financial Planning & Analysis Director, China Region of PepsiCo Inc. in Shanghai. During her employment with PepsiCo Inc., she had also worked in Guangzhou, Shenzhen and Hong Kong. PepsiCo Inc. is listed on The New York Stock Exchange. Prior to joining PepsiCo Inc., Ms. CHAN had 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.

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The Company entered into a service contract with Ms. CHAN for a period of three years commencing from 11 May 2017 and expiring on the conclusion of the AGM to be held in 2020. The service contract can be terminated by the Company or Ms. CHAN by giving one month's notice in writing or payment in lieu of notice. Ms. CHAN is subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company and the Listing Rules or at such time as may be required by resolution of the Board of the Company. As an INED of the Company, Ms. CHAN received an emolument of HK\$310,000 in aggregate for serving on the Board, the Audit Committee, Corporate Governance Committee and Investment Committee for the year ended 31 December 2018 which was determined by the Board with reference to her duties, responsibilities and prevailing market conditions. Ms. CHAN 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. CHAN does not hold any shares or share options of the Company and does not have any other interest within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Ms. CHAN has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Ms. CHAN 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. 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.

EXECUTIVE DIRECTOR (“ED”)

Mr. TSE Kam Keung

Mr. TSE Kam Keung, aged 59, 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.

Before joining the Company, Mr. TSE had worked mostly in the financial 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 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 committees and boards. He is currently on the Process Review Panel of the Financial Reporting Council, the Hang Seng Index Advisory Committee and the Investment Committee of Hopu Fund. He also serves as Chairman of the Pan Asian e-Commerce Alliance, Hon. Treasurer of the New Life Psychiatric Rehabilitation, Board member of the Global Legal Entity Identifier Foundation and Overseer of Lee Woo Sing College of the Chinese University of Hong Kong.

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Mr. TSE received the CW Chu Scholarship to study in the US and obtained his BA from Lawrence University. He got his MBA from the Chinese University of Hong Kong and also got the Government's sponsorship to obtain his MPA from the University of Hong Kong.

There is an employment contract between Mr. TSE and the Company relating to his appointment as the 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. The contract was extended upon its expiry on 30 June 2018 for a period not more than 3 years with other terms remain unchanged. As the CEO of the Company, Mr. TSE received an emolument of approximately HK\$8,130,000 for the year ended 31 December 2018 inclusive of salary, discretionary bonus, share-based payments 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. Mr. TSE 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 4,070,000 shares of the Company registered in his own name and personal interests in share options to subscribe for 6,300,000 shares of the Company. Such interests are required to be notified to SEHK pursuant to Part XV of 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, (i) Mr. TSE has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Mr. TSE has not held any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. Mr. TSE has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. CHENG Chun Chung, Andrew

Mr. CHENG Chun Chung, Andrew, aged 49, was appointed a Director and Acting Deputy Chief Executive Officer (“**Acting DCEO**”) of the Company on 15 November 2011. He was the Deputy Chief Executive Officer (“**DCEO**”) of the Company and re-designated to be the Chief Technology Officer of the Company (“**CTO**”) on 1 January 2017. He is also a Director of the Company's various subsidiaries and associates. 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 has over 23 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

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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, a member of the Expert Review Panel of Hong Kong R&D Centre for Logistics and Supply Chain Management Enabling Technologies and a member of the Fintech Advisory Group of the Securities and Futures Commission.

There is an employment contract of 30 August 2004 signed between the Company and Mr. CHENG, under which he was appointed Acting DCEO of the Company on 15 November 2011, and on 26 June 2012, he became DCEO of the Company. In line with the business developments of the Company, he was re-designated as the CTO of the Company on 1 January 2017. 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 CTO, Mr. CHENG received an emolument of approximately HK\$3,342,000 for the year ended 31 December 2018, inclusive of salary, discretionary bonus, share-based payments and provident fund benefits, which is commensurate with the prevailing market conditions. 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. Mr. CHENG 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 4,500,000 shares of the Company. Such interests are required to be notified to the SEHK 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, (i) Mr. CHENG has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Mr. CHENG has not held any directorship in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date. 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.



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 Tradelink Electronic Commerce Limited (貿易通電子貿易有限公司) (the “**Company**”) will be held on Friday, 10 May 2019 at 2:00 p.m. at Multi-Function Room, 1/F, Silka Tsuen Wan Hong Kong, 119 Wo Yi Hop Road, Kwai Chung, Kowloon, Hong Kong for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company, the directors’ report and the report of the auditors for the year ended 31 December 2018.
2. To declare a final dividend in respect of the year ended 31 December 2018.
3. To re-elect Dr. LEE Nai Shee, Harry, S.B.S., J.P., Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Ms. CHAN Chi Yan, Mr. TSE Kam Keung and Mr. CHENG Chun Chung, Andrew as Directors.
4. To authorize the Board to fix the remuneration of Directors.
5. To re-appoint KPMG as auditors of the Company and to authorize the Board 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

NOTICE OF ANNUAL GENERAL MEETING

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
HO Chi Kin Joseph
Company Secretary

Hong Kong, 8 April 2019

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 Tuesday, 7 May 2019 to Friday, 10 May 2019, 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, 10 May 2019. In order to qualify to attend and vote at the AGM, 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 Monday, 6 May 2019.
6. The register of members will be closed from Thursday, 16 May 2019 to Monday, 20 May 2019 both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, 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, 15 May 2019.
7. Concerning agenda item 3 above, Dr. LEE Nai Shee, Harry, S.B.S., J.P., Dr. LEE Delman, Mr. YING Tze Man, Kenneth, Ms. CHAN Chi Yan, Mr. TSE Kam Keung and Mr. CHENG Chun Chung, Andrew will retire as Directors at the AGM and being eligible, have offered themselves for re-election. Details of the above Directors for re-election are set out in Appendix I to the accompanied circular dated 8 April 2019.

NOTICE OF ANNUAL GENERAL MEETING

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 Companies Ordinance (Cap 622) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
9. In the event of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

As at the date of this notice, the Board comprises

Non-executive Directors: Dr. LEE Nai Shee, Harry, S.B.S., J.P. (Chairman), Dr. LEE Delman, Mr. YING Tze Man, Kenneth and Mr. YUEN Wing Sang, Vincent;

Executive Directors: Mr. TSE Kam Keung, Mr. CHENG Chun Chung, Andrew and Ms. CHUNG Shun Kwan, Emily; 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.