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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**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Shareholders of Tradelink Electronic Commerce Limited (the “Company”) will be held on 8 May 2009 at 2:30 p.m. at Meeting Room 5, 7/F, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, 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 2008.
2. To declare a final dividend in respect of the year ended 31 December 2008.
3. To re-elect Directors.
4. To authorize the Board of Directors to fix the remuneration of Directors.
5. To re-appoint Auditors and authorize the Board of Directors to fix their remuneration.

6. As special business to consider and, if thought fit, pass with or without amendments, the following Resolution as Ordinary Resolution:-

**THAT** a general unconditional mandate be given to the Directors to allot, issue and deal with new shares or securities convertible into shares in the unissued share capital of the Company, including the entering into of any agreements or granting of any options to do any of the foregoing, provided that the aggregate nominal amount of the share capital allotted or agreed to be allotted by the Directors pursuant thereto, otherwise than pursuant to a rights issue, or any allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution and such mandate shall remain in effect until (i) the conclusion of the next AGM of the Company, (ii) the expiration of the period within which the next AGM of the Company is required by any applicable law or by the Articles of Association of the Company to be held, or (iii) it is revoked or varied by an ordinary resolution of Shareholders of the Company in general meeting, whichever is the earliest.

7. As special business to consider and, if thought fit, pass with or without amendments, the following Resolution as Ordinary Resolution:-

**THAT** a general unconditional mandate be given to the Directors to exercise all the powers of and on behalf of the Company to purchase on The Stock Exchange of Hong Kong Limited (the “SEHK”) or on any other stock exchange on which the shares may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the SEHK for this purpose, such number of shares with an aggregate nominal amount not exceeding 10 percent (i.e. 77,830,605 ordinary shares at par value HK\$0.20 each) of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution, such mandate to remain in effect from the passing of this resolution until (i) the conclusion of the next AGM of the Company, (ii) the expiration of the period within which the next AGM of the Company is required by any applicable law or by the Articles of Association of the Company to be held, or (iii) it is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting, whichever is the earliest.

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

**THAT** conditional upon the passing of Ordinary Resolutions No. 6 and No. 7 as set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with new shares pursuant to Ordinary Resolution No. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 7 set out in the notice convening this meeting provided that such amount shall not exceed 10 percent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.

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

Hong Kong, 8 April 2009

*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 Registrars, 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 5 May 2009 to 8 May 2009 both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 pm on 4 May 2009.
6. Concerning Agenda Item 3 above, Dr. LEE Nai Shee Harry, Mr. YUE Kwok Hung Justin, Mr. CHAK Hubert, Mr. WEBB Lawrence, Mr. CHUNG Wai Kwok Jimmy and Mr. YUEN Kam Ho George will retire by rotation and being eligible, have offered themselves, for re-election at the AGM while Ms. CHUNG Shun Kwan Emily, Ms. CHAN Wai Yan Ann and Mr. WU Wai Chung Michael, who were appointed to fill casual vacancies during the year, will retire at the AGM and being eligible, have offered themselves for re-election at the AGM pursuant to article 92 of the Articles of Association of the Company. Details of the above Directors nominated for re-election are set out in Appendix I to the accompanied document dated 8 April 2009.
7. Concerning Ordinary Resolutions 6 and 8 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members as a general mandate for the purposes of Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on the SEHK (the "Listing Rules").
8. Concerning Ordinary Resolution 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the Shareholders. The Explanatory Statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied document date 8 April 2009.

*As at the date of this notice, the Chairman and Non-executive Director is Dr. LEE Nai Shee, Harry, S.B.S., J.P., the Executive Directors are Mr. YUE Kwok Hung, Justin and Ms. CHUNG Shun Kwan, Emily, the Non-executive Directors are Ms. CHAN Wai Yan, Ann, Mr. CHAK Hubert, Mr. IP Sing Chi, Eric, Mr. KIHM, Lutz Hans Michael, Mr. LO Sze Wai, Albert and Mr. WEBB Lawrence and the Independent Non-executive Directors are Mr. CHUNG Wai Kwok, Jimmy, Mr. HO Lap Kee, Sunny, Mr. WU Wai Chung, Michael and Mr. YUEN Kam Ho, George.*