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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 (貿易通電子貿易有限公司) (the “**Company**”) will be held on 9 May 2014 at 2:30 p.m. at Room 727, 7/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong for the following purposes:-

1. To receive and adopt the Audited Financial Statements of the Company and the Reports of the Directors and the Auditors for the year ended 31 December 2013.
2. To declare a final dividend in respect of the year ended 31 December 2013.
3. To re-elect Dr. LEE Nai Shee, Harry, *S.B.S., J.P.*, Mr. KIHM Lutz Hans Michael, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily and Mr. CHAU Tak Hay as Directors.
4. To re-elect Mr. HO Lap Kee, Sunny. *J.P.* as a Director and approve his further appointment as an Independent Non-executive Director of the Company.
5. To authorize the Board of Directors to fix the remuneration of Directors.
6. To re-appoint Auditors and authorize the Board of Directors to fix their remuneration.
7. As special business to consider and, if thought fit, pass with or without amendments, the following Resolution as Ordinary Resolution:-

THAT a general unconditional mandate be given to the Directors to allot, issue and deal with new shares or securities convertible into shares in the unissued share capital of the Company, including the entering into of any agreements or granting of any options to do any of the foregoing, provided that the total number of shares allotted or agreed to be allotted by the Directors pursuant thereto, otherwise than pursuant to a rights issue, or any allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company, shall not exceed 20 percent of the

Company's total number of shares in issue at the date of this resolution and such mandate shall remain in effect until (i) the conclusion of the next AGM of the Company, (ii) the expiration of the period within which the next AGM of the Company is required by any applicable law or by the Articles of Association of the Company to be held, or (iii) it is revoked or varied by an ordinary resolution of Shareholders of the Company in a general meeting, whichever is the earliest.

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

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

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

Hong Kong, 3 April 2014

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of attorney or authority) must be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the AGM (or any adjournment thereof), and otherwise the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish.

4. At the AGM, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll pursuant to rule 13.39(4) of the Listing Rules.
5. The Register of Members will be closed from 7 to 9 May 2014, both days inclusive, during which period no transfer of shares will be registered to determine the shareholders entitled to attend and vote at the Annual General Meeting to be held on 9 May 2014. In order to qualify to attend the meeting, all transfer of shares accompanied by share certificates and transfer forms must be lodged with the Company's registrar, Computershare Hong Kong Investors Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 pm on 5 May 2014.
6. The Register of Members will be closed from 15 May 2014 to 19 May 2014 both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 pm on 14 May 2014.
7. Concerning Agenda Item 3 above, Dr. LEE Nai Shee, Harry, Mr. KIHM Lutz Hans Michael, Mr. CHENG Chun Chung, Andrew, Ms. CHUNG Shun Kwan, Emily and Mr. CHAU Tak Hay will retire by rotation and being eligible, have offered themselves for re-election at the AGM. Details of the above Directors nominated for re-election are set out in Appendix I to the Company's circular dated 3 April 2014.
8. Concerning Agenda Item 4 above, Mr. HO Lap Kee, Sunny will retire by rotation and being eligible, have offered himself for re-election and further appointment as an INED at the AGM. Details of Mr. HO are set out in Appendix I to the Company's circular dated 3 April 2014.
9. Concerning Ordinary Resolution 7 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members as a general mandate for the purposes of Sections 140 and 141 of the new Companies Ordinance (Cap 622) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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