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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 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.

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;*

- (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.

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 Company's 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.