



TRADELINK ELECTRONIC COMMERCE LIMITED

貿易通電子貿易有限公司
(the “Company”)

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

(Stock Code: 536)

Terms of Reference of the Remuneration Committee

Objective

1. The Remuneration Committee shall be responsible for the review and development of the Company’s policy on remuneration for its Directors, members of its board committees and its Senior Management (as defined below).
2. It shall provide a medium of public accountability, which is not controlled by the Company’s management.

Membership

1. The Remuneration Committee shall consist of not less than three members, the majority of which must be Independent Non-executive Directors of the Company. The board of directors of the Company (“Board”) may remove any member or all members of the Remuneration Committee at its sole discretion. The Board may from time to time vary the composition of the Remuneration Committee as may be required by the Listing Rules. All of the members shall be appointed by the Board from amongst the Independent Non-executive Directors and Non-executive Directors of the Company.
2. The Chairman of the Remuneration Committee must be an Independent Non-executive Director of the Company and shall be appointed by the Board.
3. A quorum shall be two members.

Frequency of Meeting

The Remuneration Committee shall meet as and when its Chairman requires.

Notice of Meeting

1. Meetings of the Remuneration Committee shall be called by its Chairman or at request of the Board.
2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda and accompanying Committee papers and items to be discussed, shall be issued to each member of the Remuneration Committee and any other person required to attend at least 3 days prior to the date of the meeting unless all members of the Remuneration Committee unanimously waive such notice.
3. Resolutions shall be passed by a majority of votes or by unanimous written resolutions.
4. Meetings could be held in person, by teleconference or by video conference.

Attendance at Meeting

1. The Remuneration Committee may request any Director, any member of Senior Management or any other individual to attend its meetings.
2. The Company Secretary or his nominee shall be the secretary of the Remuneration Committee.

Attendance at the Annual General Meeting

The Chairman of the Remuneration Committee or in his absence, another Remuneration Committee Member shall attend the Company's Annual general Meeting and be prepared to respond to shareholders' questions on the Remuneration Committee's duties and responsibilities.

Authority

1. The Remuneration Committee is authorized by the Board to investigate any

activity within its terms of reference. It is authorized to seek any information it reasonably requires from any employee in order to perform its duties. All employees are directed to co-operate with any reasonable request made by the Remuneration Committee.

2. The Remuneration Committee is authorized by the Board, at the Company's expense, to appoint legal or other independent professional advisers with relevant experience and expertise (including remuneration consultants) to assist the Remuneration Committee, to secure the attendance of such professional advisers at its meetings if it considers it necessary and to obtain reliable, up-to-date information about remuneration in other companies. The Remuneration Committee shall have full authority to commission any reports or surveys which it considers necessary to help it fulfill its obligations.
3. The Remuneration Committee is authorized to require management to provide it with such resources as may be necessary for it to discharge its duties.

Duties

1. The Remuneration Committee shall have the following specific duties:
 - (a) to make recommendations to Board on the Company's policy and structure for all remuneration of Directors, members of its board committees and Senior Management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
 - (b) with reference to the Board's corporate goals and objectives, to review management's remuneration proposals and recommend to the Board of the remuneration packages of all Executive Directors and Senior Management, including benefits in kind, pension rights and compensation payments (Model B);
 - (c) to make recommendations to the Board of the remuneration of Non-Executive Directors;
 - (d) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;

- (e) to review and approve the compensation payable to Executive Directors and Senior Management in connection with any loss or termination of their office or appointment to ensure that such compensation is consistent with relevant contractual terms and that any compensation payment is otherwise fair and not excessive;
 - (f) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are consistent with relevant contractual terms and that any compensation arrangement is otherwise reasonable and appropriate;
 - (g) to ensure that no Director or any of his associates is involved in deciding his own remuneration;
 - (h) to produce an annual report of the Remuneration Committee's remuneration policy which will form part of the Company's Annual Report and Account; and
 - (i) to report back to the Company's board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.
2. In determining the framework or Board policy for the remuneration of the Directors and Senior Management, the Remuneration Committee shall take into account relevant provisions of the "Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" and other factors that it deems necessary. The objective of such policy is to ensure that employees of the Company and members of Senior Management in particular, are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company.

Senior Management

For the purposes of these terms of reference, Senior Management shall mean the Chief Executive Officer, Deputy Chief Executive Office, Chief Operations Officer and Chief Financial Officer of the Company.

Reporting Procedures

The secretary of the Remuneration Committee shall circulate the minutes of meetings of the Remuneration Committee to all members of the Board.

Hong Kong, 27 March 2012