
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 AND
SPECIAL DIVIDENDS,
RE-ELECTION OF RETIRING DIRECTORS,
RE-ELECTION OF A RETIRING INDEPENDENT NON-EXECUTIVE
DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS,
ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
RE-APPOINTMENT OF KPMG AS AUDITORS AND
GENERAL MANDATE TO ISSUE SHARES**

A notice convening the 2023 annual general meeting (“AGM”) of Tradelink Electronic Commerce Limited (the “Company”) on Friday, 12 May 2023 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 12 to 14 of this circular.

The register of members will be closed from Tuesday, 9 May 2023 to Friday, 12 May 2023, 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, 12 May 2023. 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, 8 May 2023.

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, 11 April 2023

LETTER FROM THE BOARD



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, M.H., 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, 11 April 2023

To the Shareholders,

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSALS FOR DECLARATION OF FINAL AND
SPECIAL DIVIDENDS,
RE-ELECTION OF RETIRING DIRECTORS,
RE-ELECTION OF A RETIRING INDEPENDENT NON-EXECUTIVE
DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS,
ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
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 with information regarding the declaration of a final and a special dividends for the year ended 2022, the proposed re-election of retiring directors of the Company, the proposed re-election of a retiring independent non-executive director (“**INED**”) who has served for more than nine years, the proposed election of an INED, the authorization of the board of directors to fix the remuneration of directors, 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 AGM of the Company to be held on Friday, 12 May 2023 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 AND SPECIAL DIVIDENDS

By the results announcement of the Company dated Monday, 20 March 2023, the board of directors of the Company (the “**Board**”) recommended a final dividend HK 4.67 cents per share and a special dividend of HK 2.75 cents per share. The final dividend of HK 4.67 cents per share and the special dividend of HK 2.75 cents per share are subject to Shareholders’ approval at the AGM, and expected to be paid on or about Wednesday, 31 May 2023 to those Shareholders whose names appear on the register of members on Friday, 19 May 2023.

The register of members will be closed from Friday, 19 May 2023 to Tuesday, 23 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final and special dividends, 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 Thursday, 18 May 2023.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND RE-ELECTION OF A RETIRING INED WHO HAS SERVED FOR MORE THAN NINE YEARS

In accordance with Article 96 of the Articles of Association of the Company, at each AGM one third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not greater than one third) shall retire from office. Mr. CHENG Chun Chung, Andrew, Dr. LEE Delman, Mr. HO Lap Kee, Sunny, M.H., J.P. and Mr. CHUNG Wai Kwok, Jimmy will retire at the AGM and CHENG Chun Chung, Andrew, Dr. LEE Delman and Mr. CHUNG Wai Kwok, Jimmy being eligible, will offer themselves for re-election at the AGM, whereas Mr. HO Lap Kee, Sunny, M.H., J.P. has decided not to offer himself for re-election in conformity with the Company’s Policy of Board Diversity, Refreshment & Succession and Size (“**Diversity Policy**”) and will retire after the conclusion of the AGM.

LETTER FROM THE BOARD

It is proposed that Mr. CHENG Chun Chung, Andrew, Dr. LEE Delman and Mr. CHUNG Wai Kwok, Jimmy 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**”), biographical details of these retiring Directors to be re-elected are set out in Appendix I of this circular, which explain how they will contribute to the diversity of the Board.

Among the three retiring Directors who offer themselves to be re-elected, Mr. CHUNG Wai Kwok, Jimmy is an INED and has served as such for more than nine years, and his further appointments should be subject to a separate resolution to be approved by shareholders.

Mr. CHUNG (a) has no financial or family relationships with any directors, senior management or substantial or controlling shareholders of the Company; (b) has met the independence guidelines set out in Rule 3.13 of the Listing Rules; and (c) has also given to the Company an annual confirmation of his independence. As of the latest practicable date, the Company did not receive any notification from him that there has been a subsequent change of circumstances which affected his independence.

The Board regards independence as a matter of fact and is assessed with regard to all relevant factors concerned, including but not limited to the length of service. The Board is satisfied that the length of tenure of Mr. CHUNG had not affected his independence having regard to his actual contributions, his objectivity and effective oversight of management. The Board also considered his time commitment in light of attendance, number of other public company directorships, and actual contributions. Mr. CHUNG has broad experience in financial auditing, financial analysis, taxation and financial management. Further details about Mr. CHUNG’s experiences and qualifications are set out in Appendix I of this circular. Having considered all these factors and the recommendation of the Nomination Committee (the “**NC**”), the Board considers Mr. CHUNG to be independent and recommends his re-election.

Nonetheless, in line with the Diversity Policy, the NC and Board recognise the importance of succession and refreshment of directors and the benefits of bringing in new talents with skills and experience relevant to the Company’s businesses. Accordingly, the NC and Board has recommended the election of Mr. LIN Sun Mo, Willy, GBS, MBE, JP, FCILT as a new INED to fill the vacancy left by Mr. HO Lap Kee, Sunny, M.H., J.P. who has decided to retire this year.

Going forward, the NC and the Board will continue their discussions and review on board diversity, succession, refreshment and size with a view to making timely and appropriate recommendations on the composition of the board to reflect market trends and to accommodate the practical needs of the Company.

LETTER FROM THE BOARD

PROPOSED ELECTION OF AN INED

With the recommendation from NC, the Board proposes that Mr. LIN Sun Mo, Willy, GBS, MBE, JP, FCILT be elected by Shareholders as an INED of the Company at the AGM. The biographical details of Mr. LIN are set out in Appendix I of this circular.

The recommendation of the proposed nomination of Mr. LIN was made by NC in accordance with the Nomination Policy and the Diversity Policy. Given Mr. LIN's strong background, solid and all-round experience in various operations and business areas particularly in trade, logistics and technologies, NC and the Board believe that he will be able to make positive and valuable contributions to the Company by providing insightful advice and guidance to the Board if he is appointed. The NC has also assessed and reviewed the independence declaration made by Mr. LIN pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules and is satisfied with Mr. LIN's independence in accordance therewith. Subject to the appointment of Mr. LIN as INED, Mr. LIN will become the chairman of Nomination Committee and members of Audit Committee and Corporate Governance Committee of the Company.

REMUNERATION OF DIRECTORS

Shareholders are invited to authorize the Board to review and determine the remuneration of the Directors at the AGM.

RE-APPOINTMENT OF KPMG AS AUDITORS OF THE COMPANY AND THEIR REMUNERATION

In relation to resolution 8, KPMG, the auditors of the Company, have offered themselves for re-appointment for the year ending 31 December 2023. The Board supports the re-appointment. Shareholders should note that, in practice, the amount of auditors' remuneration for the year ending 31 December 2023 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 2023 at the AGM.

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution is 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 29 March 2023 (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).

LETTER FROM THE BOARD

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 INEDs) 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

APPENDIX I

The details (as required by the Listing Rules) of the persons who are eligible and offer themselves for election or re-election as Directors of the Company are as follows:

EXECUTIVE DIRECTOR (“ED”)

Mr. CHENG Chun Chung, Andrew

Mr. CHENG Chun Chung, Andrew, aged 53, was appointed a Director and acting Deputy Chief Executive Officer (“**DCEO**”) of the Company on 15 November 2011. He was the DCEO of the Company and re-designated to be the Chief Technology Officer (“**CTO**”) of the Company on 1 January 2017. He is also a Director of the Company’s various subsidiaries. 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 30 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 of a Public Key Infrastructure by the Hong Kong Government and is currently a member of the Expert Review Panel of Hong Kong R&D Centre for Logistics and Supply Chain Management Enabling Technologies.

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 was promoted to DCEO of the Company. In line with the business development 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 one month’s notice or payment in lieu of notice. As CTO of the Company, Mr. CHENG received an emolument of HK\$3,606,196 for the year ended 31 December 2022 inclusive of salary, discretionary bonus, share-based payments and mandatory provident fund which was commensurate with prevailing market conditions. There is no service contract between the Company and Mr. CHENG 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 96 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 had 2,755,843 shares of the Company registered in his own name and personal interests in share options to subscribe for 8,500,000 shares of the Company. Such interests are required to be notified to SEHK pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571) (the “**SFO**”). Other than these shares and share options, Mr. CHENG does not have any other interest within the meaning of Part XV of the SFO.

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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) of the Listing Rules.

NON-EXECUTIVE DIRECTORS (“NED”)

Dr. LEE Delman

Dr. LEE Delman, aged 55, was appointed as 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 Vice Chairman 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 as a member of the TAL Group’s Executive Committee in 2006 and became President and Chief Technology Officer in 2010. He currently holds the position of Vice Chairman. 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, the Chairman of the Environmental, Social, and Governance Committee from 26 November 2020 of The Bank of East Asia, Limited (listed on main board of The Stock Exchange of Hong Kong Limited). He has 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 and retired with effect from 30 November 2021.

APPENDIX I

The Company entered into a service contract with Dr. LEE Delman for a period of three years commenced from 11 May 2017 and expired on the conclusion of the AGM held on 8 May 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. Upon its expiry, the contract was extended for a period of not more than 3 years with other terms remains unchanged and expiring on the conclusion of the AGM to be held in 2023. Dr. LEE Delman is subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 96 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 a NED of the Company, Dr. LEE Delman received an emolument of HK\$100,000 for serving on the Board for the year ended 31 December 2022 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 1} 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) of the Listing Rules.

Note 1: 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.

APPENDIX I

INED WHO HAS SERVED FOR MORE THAN NINE YEARS

Mr. CHUNG Wai Kwok, Jimmy

Mr. CHUNG Wai Kwok, Jimmy, aged 73, was appointed as Director on 11 May 2007. He has over 28 years of experience in financial advisory, taxation and management. He was a partner of PricewaterhouseCoopers and retired in June 2005. In October 2005, he joined a professional consulting firm, Russell Bedford Hong Kong Limited (now known as Russell Bedford Hong Kong), as Director-Tax & Business Advisory. Mr. CHUNG is a member of Hong Kong Institute of Certified Public Accountants, the Taxation Institution of Hong Kong and the Association of Chartered Certified Accountants (“ACCA”). He was the President of the Hong Kong branch of ACCA for the year 2005/06. With effect from 4 October 2022, Mr. CHUNG has been re-designated from an Independent Non-executive Director to a Non-executive Director of Lee Kee Holdings Limited (listed on The Stock Exchange of Hong Kong Limited) and was appointed as a member of its Corporate Governance Committee.

The Company entered into a service contract with Mr. CHUNG for a period of three years commenced from 11 May 2018 and expired on the conclusion of the AGM held in 2021. The service contract was renewed on 7 May 2021 for a period of three years and expiring on the conclusion of the AGM held in 2024. The service contract can be terminated by the Company or Mr. CHUNG by giving one month’s notice in writing or payment in lieu of notice. Mr. CHUNG is also subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 96 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. As an INED of the Company, Mr. CHUNG received an emolument of HK\$400,000 in aggregate for serving on the Board, its Audit Committee, Corporate Governance Committee, Nomination Committee and Remuneration Committee for the year ended 31 December 2022 which was determined by the Board with reference to his responsibility with the Company. Mr. CHUNG 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. CHUNG had personal interests in share options to subscribe for 900,000 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. CHUNG does not have any other interest within the meaning of Part XV of the SFO.

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

APPENDIX I

INED

Mr. LIN Sun Mo, Willy, GBS, MBE, JP, FCILT

Mr. LIN Sun Mo, Willy, GBS, MBE, JP, FCILT, aged 63, holds a Bachelor of Science degree from Babson College in the United States of America and is the Managing Director of Milo's Knitwear (International) Limited.

Mr. LIN has been an Independent Non-executive Director of Top Form International Limited (listed on the Hong Kong Main Board; stock code: 333) since May 2006 up till now. He also serves as the chairman of the Compensation Committee of the company and a member of both its Audit Committee and Nomination Committee.

Mr. LIN was the Chairman of Hong Kong Productivity Council from 6 August 2016 until 5 August 2022. He is currently the Chairman of The Hong Kong Shippers' Council and Honorary Chairman of Textile Council of Hong Kong, a member of the HKSAR's Logistics Development Council, Maritime and Port Board, Trade and Industry Advisory Board, the InnoHK Steering Committee, Honorary Trade Advisor of Ministry of Commerce of Thailand, and Honorary Consul of the Slovak Republic to Hong Kong and Macao. He had been the Chairman of the Hong Kong Export Credit Insurance and the Prince Philip Dental Hospital.

During Mr. LIN's term of office as the Chairman of the Hong Kong Productivity Council, he had been instrumental in promoting digital & cyber security tech, application of industry 4.0 technologies and greening the supply chain; leveraging government funding for industry upgrade; and fostering strategic collaboration with international research and study powerhouses.

As the Chairman of Hong Kong Shippers Council, Mr. LIN has been pivotal in providing updated and timely market information for manufactures, logistic providers and the Hong Kong Government, thereby enabling them to keep abreast of the ever-changing landscape in the global trade. He has also been leading the initiative to enhance the education and training to industry participants related to the logistics 4.0 study. Due to entangling geopolitics that complicates the supply chain, Mr. LIN has been actively promoting and bringing Hong Kong companies to Asian countries such as Thailand, Vietnam and Indonesia so as to strengthen their supply chain capabilities and remain competitive and versatile.

If Mr. LIN is elected as an INED of the Company, the Company will enter into a service contract with Mr. LIN for a term of three years and subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 96 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. The service contract can be terminated by the Company or Mr. LIN by giving one month's notice in writing or payment in lieu of notice. Mr. LIN will be entitled to an annual emolument of HK\$350,000 in aggregate for serving on the Board, its Nomination Committee, Audit Committee, Corporate Governance Committee which is determined by the Board with reference to his responsibilities with the Company.

APPENDIX I

As at the Latest Practicable Date, Mr. LIN does not hold any interests in any shares or share options of the Company and did not have any other interests within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. LIN has not previously held and is not currently holding any other positions with the Company or subsidiaries of the Company; (ii) Mr. LIN 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; (iii) Mr. LIN does not have any relationship with any Director, senior management or substantial or controlling shareholder(s) of the Company except that Mr. LIN is a friend of Dr. LEE Nai Shee, Harry, S.B.S., J.P. and a colleague of Mr. HO Lap Kee, Sunny, M.H., J.P. in the Hong Kong Shippers' Council. Mr. LIN has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his election and there is no information that should be disclosed pursuant to rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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, 12 May 2023 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 financial statements of the Company, the directors’ report and the report of the auditors for the year ended 31 December 2022.
2. To declare a final dividend in respect of the year ended 31 December 2022.
3. To declare a special dividend in respect of the year ended 31 December 2022.
4. To re-elect the following retiring directors:
 - (i) To re-elect Mr. CHENG Chun Chung, Andrew as an Executive Director; and
 - (ii) To re-elect Dr. LEE Delman as a Non-executive Director.
5. To re-elect a retiring independent non-executive director (“**INED**”) Mr. CHUNG Wai Kwok, Jimmy who has served for more than nine years as an INED.
6. To elect Mr. LIN Sun Mo, Willy, GBS, MBE, JP, FCILT as an INED.
7. To authorize the Board to fix the remuneration of Directors.
8. To re-appoint KPMG as auditors of the Company and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and, if thought fit, pass with or without modification, the following 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.

By Order of the Board
TAI Kwok Hung
Company Secretary

Hong Kong, 11 April 2023

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.

NOTICE OF ANNUAL GENERAL MEETING

5. The register of members will be closed from Tuesday, 9 May 2023 to Friday, 12 May 2023, 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, 12 May 2023. 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, 8 May 2023.
6. The register of members will be closed from Friday, 19 May 2023 to Tuesday, 23 May 2023 both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final and special dividends, 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 Thursday, 18 May 2023.
7. Concerning resolutions 4(i), (ii), 5 and 6 above, Mr. CHENG Chun Chung, Andrew, Dr. LEE Delman and Mr. CHUNG Wai Kwok, Jimmy will retire as Directors at the AGM and being eligible, have offered themselves for re-election. Mr. LIN Sun Mo, Willy, GBS, MBE, JP, FCILT has offered himself for election. Details of the above Directors for re-election and election (as the case may be) are set out in Appendix I to the accompanied circular dated 11 April 2023.
8. Concerning resolution 9 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, M.H., J.P.