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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)**

### **ANNOUNCEMENT ON PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of Tradelink Electronic Commerce Limited (the “**Company**”) announces that it proposes to abolish the existing Memorandum of Association of the Company and to adopt a new set of Articles of Association of the Company replacing the existing Articles of Association of the Company, in order to update the constitutional document of the Company, to bring it in line with changes to the legislations, rules and regulations, especially the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) and the Listing Rules, as well as to enhance administrative efficiency and for housekeeping purposes. A summary of the major changes to the existing Memorandum and Articles of Association is as follows: -

- (1). To exclude the application of regulations contained in Schedule 1 (Model Articles for Public Companies Limited by Shares) to the Companies (Model Articles) Notice (Cap. 622H of the Laws of Hong Kong);
- (2). To abolish the Memorandum of Association of the Company and to migrate the mandatory clauses from the Memorandum of Association (including the name of the Company, the limited liability of the members and its initial shareholdings of the members) to the Articles of Association for consistency with the Companies Ordinance;
- (3). To delete references relating to “Memorandum of Association”, “authorised shares”, “unissued shares”, “nominal value”, “par”, “premium”, “capital redemption reserve fund”, “share premium account” and “subscription rights reserve” or similar wordings;

- (4). To provide for adequate voting rights to preference shareholders where preference shares shall be issued, and adequate designations of shares where shares which do not carry voting rights or carry different voting rights shall be issued;
- (5). To remove the power of the Company to issue warrants to bearer and to convert any shares into stock (or vice versa);
- (6). To remove the provision in relation to the payment of interest on share capital where shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period;
- (7). To adopt the procedures for replacement of lost share certificates as provided under the Companies Ordinance;
- (8). To update the provisions in relation to convening general meetings by the Company and notices for such meetings, and to delete references relating to “special business” or similar wordings;
- (9). To provide for arrangement for members to attend general meetings by simultaneous attendance and participation at meeting place(s) using technology;
- (10). To reduce the threshold for demanding a poll such that members holding at least 5% (instead of 10%) of the total voting rights of all the members having the right to vote at the meeting can demand a poll;
- (11). To restrict proxies to vote on a show of hands if a member appoints more than one proxy;
- (12). To provide that instrument appointing a proxy and the power of attorney or other authority may be delivered to the electronic address as specified in the notice of meeting or instrument of proxy and that the proxy in respect of a poll taken more than 48 hours after it was demanded is required to be deposited not less than 24 hours before the time appointed for taking of the poll;
- (13). To remove references to “Financial Secretary Incorporated” which is no longer a shareholder of the Company;
- (14). To update the provisions in relation to a director’s duty to declare interest in a transaction, contract or arrangement;
- (15). To provide for the retirement of one-third (as opposed to one-half) of the Directors by rotation at each annual general meeting;
- (16). To provide for execution of a document by the Company as a deed to have effect as if executed under the seal;
- (17). To provide for giving notices or documents or corporate communications by making them available on the Company’s website, with a notification of availability to be given to the members, or by such other means as may be permitted under the Companies Ordinance and the Listing Rules etc.;

- (18). To provide that no powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company, in conformance with the Listing Rules;
- (19). To update the wordings of the indemnity clause and to revise its scope to directors, secretaries and other officers of the Company;
- (20). To amend, delete, add or modify certain definitions and wordings, where appropriate; and
- (21). To update references to relevant legislations.

The new Articles of Association will also incorporate other changes required by the Companies Ordinance and where applicable the Listing Rules.

The proposed new Articles of Association is subject to the approval of the shareholders of the Company by way of a special resolution at the annual general meeting of the Company (the “AGM”). A circular, containing, among other things, particulars relating to the proposed amendments to the existing Memorandum and Articles of Association together with a notice convening the AGM, will be despatched to the shareholders of the Company in due course. Prior to the passing of the relevant resolution at the AGM, the existing Memorandum and Articles of Association shall remain valid.

By Order of the Board  
**TAI Kwok Hung**  
*Company Secretary*

Hong Kong, 23 March 2021

As at the date of this announcement, the Board of the Company 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.

*(In case of inconsistencies between the English and Chinese versions, the English version shall prevail to the extent of such inconsistencies.)*