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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liabilities whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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 DIVIDEND, RE-ELECTION OF RETIRING DIRECTORS, RE-ELECTION OF RETIRING INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED FOR MORE THAN NINE YEARS, RE-APPOINTMENT OF KPMG AS AUDITORS, GENERAL MANDATE TO ISSUE SHARES AND SPECIAL ARRANGEMENTS FOR ANNUAL GENERAL MEETING

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A notice convening the 2022 annual general meeting (“AGM”) of Tradelink Electronic Commerce Limited (the “Company”) on Friday, 6 May 2022 at 2:00 p.m. at Boardroom, 12/F, Tower B, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, Hong Kong (“Meeting Place”) is set out on pages 13 to 15 of this circular.

Pursuant to the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F, Laws of Hong Kong), physical AGM is not permitted from 24 March 2022 to 6 April 2022. It is likely that this prohibition will be extended further. Accordingly, the board of directors of the Company has resolved that pursuant to articles of association of the Company, **the AGM will be held by using Computershare’s e-Meeting System, which allows shareholders of the Company to attend and vote in the AGM online through internet connection. However, Shareholders and/or their proxies or corporate representatives will NOT be able to attend the AGM physically at the abovementioned Meeting Place, but may only attend the same through Computershare’s e-Meeting System.** Further details of these special arrangements in respect of the AGM are contained at pages 11 to 12.

The register of members will be closed from Tuesday, 3 May 2022 to Friday, 6 May 2022, 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, 6 May 2022. 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 Friday, 29 April 2022.

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, 31 March 2022

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## LETTER FROM THE BOARD

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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)

*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, 31 March 2022

*To the Shareholders,*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
AND PROPOSALS FOR DECLARATION OF FINAL DIVIDEND,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-ELECTION OF RETIRING INDEPENDENT NON-EXECUTIVE  
DIRECTORS WHO HAVE SERVED FOR MORE THAN NINE YEARS,  
RE-APPOINTMENT OF KPMG AS AUDITORS,  
GENERAL MANDATE TO ISSUE SHARES  
AND  
SPECIAL ARRANGEMENTS FOR ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide shareholders (the “**Shareholders**”) of Tradelink Electronic Commerce Limited (the “**Company**”) with information regarding the declaration of a final dividend for the year ended 2021, the proposed re-election of retiring directors of the Company, the proposed re-election of retiring independent non-executive directors who have served for more than nine years, 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, the general mandate proposed to be granted to the directors of the Company (the “**Directors**”) to issue shares and the special arrangements for the annual general meeting (“**AGM**”). These resolutions will be proposed at the AGM of the Company to be held through **Computershare’s e-Meeting System** on Friday, 6 May 2022 at 2:00 p.m.

### FINAL DIVIDEND

By the results announcement of the Company dated Tuesday, 22 March 2022, the board of directors of the Company (the “**Board**”) recommended a final dividend of HK 6.45 cents per share. The final dividend of HK 6.45 cents per share is subject to Shareholders’ approval at the AGM, and expected to be paid on or about Wednesday, 25 May 2022 to those Shareholders whose names appear on the register of members on Friday, 13 May 2022.

The register of members will be closed from Friday, 13 May 2022 to Tuesday, 17 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, 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, 12 May 2022.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND RE-ELECTION OF RETIRING INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE 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. Ms. CHUNG Shun Kwan, Emily, Mr. YUEN Wing Sang, Vincent, Mr. CHAK Hubert and Mr. CHAU Tay Hay will retire at the AGM. All retiring Directors, being eligible, will offer themselves for re-election at the AGM. It is proposed that Ms. CHUNG Shun Kwan, Emily, Mr. YUEN Wing Sang, Vincent, Mr. CHAK Hubert and Mr. CHAU Tay Hay, be re-elected at the AGM.

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## LETTER FROM THE BOARD

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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 four retiring Directors to be re-elected, Mr. CHAK Hubert and Mr. CHAU Tak Hay are independent non-executive directors and have served as such for more than nine years, and their further appointments should be subject to separate resolutions to be approved by shareholders.

Each of them (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 them that there has been a subsequent change of circumstances which affected their 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 tenures of both Mr. CHAK and Mr. CHAU had not affected their independence having regard to their actual contributions, their objectivity and effective oversight of management. The Board also considered their time commitment in light of attendance, number of other public company directorships, and actual contributions. Mr. CHAK is a seasoned finance and investment professional with ample experience in finance, investment banking and asset management in such sectors as real estate and technology. Mr. CHAU has served in the Hong Kong civil services for more than 30 years and held a number of principal official positions in the Government, including Secretary for Trade and Industry, Secretary for Commerce and Industry, Secretary for Broadcasting, Culture and Sport and Secretary for Health and Welfare. His familiarity with the functioning and policies of the Hong Kong government particularly in the trade and commerce sector has been very beneficial to the Company’s e-commerce business. Having considered all these factors and the recommendations of the Nomination Committee, the Board considers them to be independent and recommends their re-election.

Nonetheless, having considered the board skills matrix, the Board and the Nomination Committee recognise the benefits of bringing in new talents with skills and experience relevant to the Company’s new businesses. At the Nomination Committee and Board meetings held in March 2022, all key points related to board diversity, refreshment and succession planning were discussed. Amongst others, they included possibly capping the tenure of INEDs and the broad trend towards a smaller board size.

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## LETTER FROM THE BOARD

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Going forward, the Nomination Committee and the Board will continue their discussions on board diversity, succession and refreshment with a view to further enhancing the same in the not-too-distant future.

### 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 7, KPMG, the auditors of the Company, have offered themselves for re-appointment for the year ending 31 December 2022. The Board supports the re-appointment. Shareholders should note that, in practice, the amount of auditors' remuneration for the year ending 31 December 2022 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 2022 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 28 March 2022 (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).

### 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](http://www.hkexnews.hk) and the Company at [www.tradelink.com.hk](http://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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors (including Independent Non-executive Directors) 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*

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## APPENDIX I

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

### **EXECUTIVE DIRECTOR (“ED”)**

#### **Ms. CHUNG Shun Kwan, Emily**

Ms. CHUNG Shun Kwan, Emily, aged 65, was appointed as Director on 2 September 2008. She joined the Company in 1992. She is currently the Chief Operations Officer (“COO”) of the Company and is also a Director of the Company’s various subsidiaries and associates. Ms. CHUNG graduated from the University of Hong Kong with a Bachelor of Science degree and a Master of Science degree in Engineering. Prior to joining the Company, Ms. CHUNG worked in the then Government of Hong Kong for over 11 years providing management consultancy services to government bureaux and departments. Since joining the Company in 1992, she has gained over 29 years of solid and diversified experience in the management of various aspects of e-commerce business including the Company’s core business in Government Electronic Trading Services and supply chain solutions for the business community in Hong Kong. Under her leadership, the Company stands consistently and firmly as the dominant player in the Government Electronic Trading Services market under the consecutive licenses granted by the Government.

There is an employment contract dated 20 March 2008 between Ms. CHUNG and the Company relating to her appointment as the COO. The contract can be terminated by the Company or Ms. CHUNG by giving one month’s notice or payment in lieu of notice. Since Ms. CHUNG had reached retirement age at her 60, her employment contract was extended on 14 July 2016, 17 July 2017, 16 July 2018, 16 July 2019, 22 July 2020 and 23 July 2021 respectively, each for a 1-year period. As COO of the Company, Ms. CHUNG received an emolument of HK\$3,317,869 for the year ended 31 December 2021 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 Ms. CHUNG for her appointment as an ED of the Company and she does not receive any emoluments from the Company for serving as an ED of the Company. As a Director of the Company, she 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. Ms. 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, Ms. CHUNG had 2,994,605 shares of the Company registered in her own name and personal interests in share options to subscribe for 7,100,000 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, Ms. CHUNG does not have any other interest within the meaning of Part XV of the SFO.

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Save as disclosed above, (i) Ms. CHUNG has not previously held and is not currently holding any other position with the Company or subsidiaries of the Company; (ii) Ms. 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. Ms. CHUNG has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with her re-election and there is no information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

### NON-EXECUTIVE DIRECTOR (“NED”)

#### Mr. YUEN Wing Sang, Vincent

Mr. YUEN Wing Sang, Vincent, aged 54, was appointed as Director of the Company on 11 May 2018. He has 27 years of experience in the maritime industry. He started his career in Hongkong International Terminals Limited where he held a number of business development, commercial and management positions. Since 2012, Mr. YUEN has been a member of the Hutchison Port Holdings Trust (“**HPH Trust**”) Exco, a committee of executives that determines the strategy for HPH Trust. HPH Trust is the world’s first publicly traded container port business trust listed on the Main Board of the Singapore Exchange. As the Managing Director of Port Services and Logistics Division of HPHT Limited, a wholly-owned subsidiary of HPH Trust, Mr. YUEN leads both Hutchison Logistics (HK) and Asia Port Services. Integrating services from container depot, warehousing and distribution to freight handling, trucking and feeder service, to provide seamless total supply chain solution across sea, air and land networks. Mr. YUEN has a Bachelor of Science in Geology and Geophysics from the University of Hawaii at Manoa and holds a Master of Science in Environmental Engineering from the Hong Kong University of Science and Technology. He is a chartered fellow of the Chartered Institute of Logistics and Transport in Hong Kong.

The Company entered into a service contract with Mr. YUEN 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. The service contract can be terminated by the Company or Mr. YUEN by giving one month’s notice in writing or payment in lieu of notice. Mr. YUEN 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 a NED of the Company, Mr. YUEN received an emolument of HK\$100,000 in aggregate for serving on the Board for the year ended 31 December 2021 which was determined by the Board with reference to his responsibility with the Company. Mr. YUEN does not have any relationship with any Director, senior management or substantial or controlling shareholder(s) of the Company.



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As at the Latest Practicable Date, Mr. YUEN did 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. YUEN has not previously held and is not currently holding any position with the Company or subsidiaries of the Company; (ii) Mr. YUEN 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. YUEN 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)(h) to (v) of the Listing Rules.

### **INDEPENDENT NON-EXECUTIVE DIRECTORS (“INED”) WHO HAVE SERVED FOR MORE THAN NINE YEARS**

#### **Mr. CHAK Hubert**

Mr. CHAK Hubert, aged 60, was appointed as Director of the Company on 21 October 2002. Mr CHAK is currently an Executive Director and the Chief Executive Officer of SF REIT Asset Management Limited (“**SF REIT Manager**”), the manager of SF Real Estate Investment Trust (stock code: 2191) which is listed on The Stock Exchange of Hong Kong Limited and is also one of the Responsible Officers of SF REIT Manager.

Mr. CHAK joined Link Asset Management Limited, the manager of Link Real Estate Investment Trust in June 2010 and was its Director of Finance when he left in August 2018. Prior to that, he was an executive director of CSI Properties Limited from April 2007 to May 2010. He also held various senior management positions at Pacific Century group between October 1999 and February 2007 and was an executive director of Pacific Century Premium Developments Limited from May 2004 to February 2007.

Mr. CHAK began his career with KPMG in Hong Kong and worked as an investment banker between 1990 and 1999. He holds a Master of Business Administration Degree and a Bachelor of Science degree in Mechanical Engineering from University of Wales (now known as Cardiff University).

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The Company entered into a service contract with Mr. CHAK 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. The service contract can be terminated by the Company or Mr. CHAK by giving one month's notice in writing or payment in lieu of notice. Mr. CHAK 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. CHAK received an emolument of HK\$350,000 in aggregate for serving on the Board, its Audit Committee, Corporate Governance Committee and Investment Committee for the year ended 31 December 2021 which was determined by the Board with reference to his responsibility with the Company. Mr. CHAK 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. CHAK had personal interests in share options to subscribe for 1,000,000 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. CHAK does not have any other interest within the meaning of Part XV of the SFO.

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

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### Mr. CHAU Tak Hay

Mr. CHAU Tak Hay, aged 79, was appointed as Director of the Company on 1 September 2009. He was the non-executive Chairman of the board of directors of the Company from 1998 to 2002. Mr. CHAU graduated from The University of Hong Kong in 1967. He served in the Hong Kong Government from 1967 to 2002. Between 1988 and 2002, Mr. CHAU served in a number of principal official positions in the Government, including Secretary for Trade and Industry, Secretary for Commerce and Industry, Secretary for Broadcasting, Culture and Sport, and Secretary for Health and Welfare. Following his departure from the Government, Mr. CHAU has been an independent non-executive director of the Hong Kong Main Board listed SJM Holdings Limited since 2008. He has been appointed by Wharf Real Estate Investment Company Limited (listed on the Hong Kong Main Board) as an independent non-executive director with effect from 1 January 2021. Mr. CHAU was awarded the Gold Bauhinia Star by the Hong Kong Government in 2002.

The Company entered into a service contract with Mr. CHAU for a period of three years commenced from 11 May 2017 and expired on the conclusion of the AGM held in 2020. The service contract was renewed on 8 May 2020 for a period of three years. The service contract can be terminated by the Company or Mr. CHAU by giving one month's notice in writing or payment in lieu of notice. Mr. CHAU 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. CHAU received an emolument of HK\$370,000 in aggregate for serving on the Board, its Audit Committee, Remuneration Committee, Corporate Governance Committee and Investment Committee for the year ended 31 December 2021 which was determined by the Board with reference to his responsibility with the Company. Mr. CHAU 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. CHAU had personal interests in share options to subscribe for 600,000 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. CHAU does not have any other interest within the meaning of Part XV of the SFO.

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

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## **SPECIAL ARRANGEMENTS FOR AGM**

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### **No physical attendance but Shareholders can attend the AGM by using Computershare's e-Meeting System**

Shareholders and/or their proxies or corporate representatives will NOT be able to attend in person, but may attend and vote, at the AGM by using Computershare's e-Meeting System.

The AGM will be broadcasted from the Meeting Place of AGM. The chairman of the AGM, other Directors, company secretary and auditors may attend either physically at the Meeting Place or by using webcast, with the assistance of share register of the Company, Computershare Hong Kong Investor Services Limited.

In the event that a shareholder is unable to attend the AGM by using Computershare's e-Meeting System, the shareholder is encouraged to complete and return the form of proxy appointing the chairman of the AGM as your proxy to exercise right to vote at the AGM on your behalf.

### **Attendance at the AGM**

Shareholders will only be able to attend the AGM by using Computershare's e-Meeting System. The Computershare's e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.

All registered shareholders will be able to view the live streaming of the AGM, cast their votes on the resolutions in real time and submit questions during the AGM.

Non-registered holders whose shares of the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangement.

Corporate shareholders who wish to attend the AGM and to vote online, please contact the share registrar of the Company at +852 2862 8555 on or before 4 May 2022 for arrangement.

Shareholders can login to the webcast by visiting the website (<http://meetings.computershare.com/MCUAWK9>) in accordance with the instructions provided in the letters to Shareholders from the share registrar which are expected to be despatched to Shareholders together with this circular.

If Shareholders have any enquiries regarding the AGM (including how to attend and vote at the same virtually), they should contact share registrar of the Company, Computershare Hong Kong Investor Services Limited at +852 2862 8555 from 9:00 a.m. to 4:30 p.m. (Monday to Friday, excluding Hong Kong public holidays).

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## **SPECIAL ARRANGEMENTS FOR AGM**

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### **Voting and asking questions during the AGM**

The AGM is an important opportunity for two-way communication among the Shareholders, the Directors and the management of the Company. Shareholders can express their views by asking questions and voting.

Shareholders can submit their questions in text form during the AGM through the webcast link provided.

The Board will answer shareholders' questions as many as possible at the AGM.

### **Changes to arrangements**

Subject to the development of COVID-19, the Company may be required to change its AGM arrangements further with reasonable prior notice and further announcement or notice may be issued as appropriate. Shareholders should check the Company's website ([www.tradelink.com.hk](http://www.tradelink.com.hk)) for updates on the latest arrangements of the AGM.

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# NOTICE OF ANNUAL GENERAL MEETING

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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 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 by using Computershare’s e-Meeting System on Friday, 6 May 2022 at 2:00 p.m. at boardroom, 12/F, Tower B, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, Hong Kong (“**Meeting Place**”) 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 2021.
2. To declare a final dividend in respect of the year ended 31 December 2021.
3. To re-elect the following retiring directors:
  - (i) To re-elect Ms. CHUNG Shun Kwan as an Executive Director; and
  - (ii) To re-elect Mr. YUEN Wing Sang, Vincent as a Non-executive Director.
4. To re-elect a retiring independent non-executive director Mr. CHAK Hubert who has served for more than nine years as an Independent Non-executive Director.
5. To re-elect a retiring independent non-executive director Mr. CHAU Tak Hay who has served for more than nine years as an Independent Non-executive Director.
6. To authorize the Board to fix the remuneration of Directors.
7. To re-appoint KPMG as auditors of the Company and to authorize the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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8. 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, 31 March 2022

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. The Company will conduct its AGM using Computershare's e-Meeting System, which allows shareholders of the Company to attend and vote at the AGM in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live webcast and participate in voting at the AGM via their smartphones, tablet devices or computers.
5. Shareholders and/or their proxies or corporate representatives will NOT be able to attend physically the Meeting Place, but may only attend and vote at, the AGM by using Computershare's e-Meeting System. For details about these special arrangements for AGM, please refer to the Section "Special Arrangements for AGM" in the circular dated 31 March 2022.
6. 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.
7. The register of members will be closed from Tuesday, 3 May 2022 to Friday, 6 May 2022, 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, 6 May 2022. 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 Friday, 29 April 2022.
8. The register of members will be closed from Friday, 13 May 2022 to Tuesday, 17 May 2022 both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, 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, 12 May 2022.
9. Concerning resolutions 3, 4 and 5 above, Ms. CHUNG Shun Kwan, Emily, Mr. YUEN Wing Sang, Vincent, Mr. CHAK Hubert and Mr. CHAU Tak Hay will retire as Directors at the AGM and being eligible, have offered themselves for re-election. Details of the above Directors for re-election are set out in Appendix I to the accompanied circular dated 31 March 2022.
10. Concerning resolution 8 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.
11. 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.