
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 DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS,
ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
RE-APPOINTMENT OF KPMG AS AUDITORS AND
GENERAL MANDATE TO ISSUE SHARES**

A notice convening the annual general meeting (“AGM”) of Tradelink Electronic Commerce Limited (the “Company”) on Friday, 24 May 2024 at 2:00 p.m. (“2024 AGM”) at Function Room A, Hotel COZI • Oasis, Tsuen Wan, 443 Castle Peak Road, Kwai Chung, Hong Kong is set out on pages 9 to 11 of this circular.

The register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of shares of the Company (the “Shares”) will be registered to determine the entitlement of the Company’s shareholders (the “Shareholders”) to attend and vote at the 2024 AGM. The record date for determining the entitlements of the Shareholders to attend and vote at the 2024 AGM is Friday, 24 May 2024. In order to qualify to attend and vote at the 2024 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, 20 May 2024.

Whether you are able to attend the 2024 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 2024 AGM (or any adjournment thereof). Completion of the form of proxy and its return will not preclude you from attending, and voting at, the 2024 AGM if you so wish.

Hong Kong, 15 April 2024

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 Harry Nai Shee, S.B.S., J.P.

Non-executive Directors

Dr. LEE Delman

Mr. YING Tze Man

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. LIN Sun Mo Willy, G.B.S., J.P., FCILT

Executive Directors

Mr. TSE Kam Keung

Mr. CHENG Chun Chung Andrew

Ms. CHUNG Shun Kwan

Registered Office:

11th and 12th Floors,

Tower B, Regent Centre,

63 Wo Yi Hop Road,

Kwai Chung, Hong Kong.

Hong Kong, 15 April 2024

To the Shareholders,

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSALS FOR DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS,
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 with information regarding the declaration of a final dividend for the year ended 31 December 2023, the proposed re-election of retiring directors of the Company, the proposed election of an independent non-executive director of the Company (“**INED**”), the authorisation of the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remuneration of Directors, the re-appointment of KPMG as the auditors of the Company and the authorisation of the Board to fix their remuneration, and the general mandate proposed to be granted to the Directors to issue Shares. These resolutions will be proposed at the 2024 AGM.

FINAL DIVIDEND

As disclosed in the results announcement of the Company dated 22 March 2024, the Board recommended a final dividend of HK 6.3 cents per Share. The final dividend of HK 6.3 cents per Share is subject to Shareholders’ approval at the 2024 AGM, and expected to be paid on or about Friday, 14 June 2024 to Shareholders whose names appear on the register of members of the Company on Friday, 31 May 2024.

The register of members of the Company will be closed from Friday, 31 May 2024 to Tuesday, 4 June 2024, 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, 30 May 2024.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 96 of the Articles of Association of the Company (the “**Articles of Association**”), 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. TSE Kam Keung, Dr. LEE Harry Nai Shee, S.B.S., J.P., Mr. YING Tze Man and Ms. CHAN Chi Yan will retire at the 2024 AGM. Mr. TSE Kam Keung and Dr. LEE Harry Nai Shee, S.B.S., J.P. being eligible, have offered themselves for re-election at the 2024 AGM, whereas Mr. YING Tze Man and Ms. CHAN Chi Yan have decided not to offer themselves for re-election in conformity with the Company’s Policy of Board Diversity, Refreshment & Succession and Size (the “**Diversity Policy**”), and will retire after the conclusion of the 2024 AGM. Further, Mr. CHUNG Wai Kwok Jimmy will also retire by resignation after the conclusion of the 2024 AGM in conformity with the Diversity Policy.

It is proposed that Mr. TSE Kam Keung and Dr. LEE Harry Nai Shee, S.B.S., J.P. be re-elected as executive Director (“**ED**”) and non-executive Director (“**NED**”) respectively at the 2024 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 proposed for re-election are set out in Appendix I to this circular, which explain how they will contribute to the diversity of the Board.

LETTER FROM THE BOARD

PROPOSED ELECTION OF AN INED

In line with the Diversity Policy, the Nomination Committee of the Board (the “NC”) and the 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 the Board have recommended the election of Ms. CHEUNG Ho Ling Honnus as a new INED to fill the vacancy left by Mr. CHUNG Wai Kwok Jimmy who has decided to retire this year.

Ms. CHEUNG was one of the candidates recommended by Mr. CHUNG. After a meeting with Ms. CHEUNG, and taking into account the Diversity Policy and the composition (including the skills and knowledge) of the Board, the NC identified and recommended Ms. CHEUNG as an appropriate candidate to the Board for nomination for election as an INED. With the recommendation from the NC, the Board proposes that Ms. CHEUNG Ho Ling Honnus to be elected by Shareholders as an INED at the 2024 AGM. The biographical details of Ms. CHEUNG are set out in Appendix I to this circular.

The recommendation of the proposed nomination of Ms. CHEUNG was made by the NC in accordance with the Company’s Nomination Policy and the Diversity Policy. Given Ms. CHEUNG’s abundant exposure to the technology and innovation sector, international background and educational profile and ability to communicate with different levels of staff and managing internal relationship, the NC and the Board believe that she will be able to make positive and valuable contributions to the Company by providing insightful advice and guidance to the Board if she is appointed, and contributes to diversity of the Board. Ms. CHEUNG has confirmed her independence as regards the factors in Rule 3.13 of the Listing Rules. The NC has also assessed and reviewed the independence declaration made by Ms. CHEUNG pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules and is satisfied with Ms. CHEUNG’s independence in accordance therewith. Subject to the appointment of Ms. CHEUNG as an INED, Ms. CHEUNG will become the chairperson of the Audit and Governance Committee (the “AGC”) of the Board and a member of each of the NC and Remuneration Committee (the “RC”) of the Board.

REMUNERATION OF DIRECTORS

Shareholders are invited to authorise the Board to review and determine the remuneration of the Directors at the 2024 AGM.

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

KPMG, the auditors of the Company, have offered themselves for re-appointment for the year ending 31 December 2024. The Board supports the re-appointment. Shareholders should note that, in practice, the amount of auditors’ remuneration for the year ending 31 December 2024 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 2024 at the 2024 AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the 2024 AGM to seek Shareholders' approval to grant to the Directors a general unconditional mandate to allot, issue and deal with new Shares or securities convertible into Shares, including the entering into of any agreements or granting of any options to do any of the foregoing, up to a limit of 20% of the total number of issued Shares at the date of the passing such resolution. The total number of issued Shares was 794,633,719 Shares on 2 April 2024 (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). On the basis that no further Share is issued after the Latest Practicable Date and up to the date of the 2024 AGM, the Directors will be able to allot, issue and deal with up to a total of approximately 158,926,744 Shares.

Such mandate shall remain in effect from the date of passing of the said resolution until (i) the conclusion of the next AGM, (ii) the expiration of the period within which the next AGM is required by any applicable law or by the Articles of Association to be held, or (iii) it is revoked or varied by an ordinary resolution of Shareholders in a general meeting, whichever is the earliest.

2024 AGM

The resolutions to be proposed at the 2024 AGM are set out in full in the Notice of Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the 2024 AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. After the conclusion of the 2024 AGM, announcement of the poll results will be published on the respective websites of HKEXnews at www.hkexnews.hk and the Company at www.tradelink.com.hk. The results 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 2024 AGM.

Yours faithfully,
On behalf of the Board
Dr. LEE Harry Nai Shee, 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 re-election or election as Directors are as follows:

NED

Dr. LEE Harry Nai Shee, S.B.S., J.P., *the Chairman of the Board and a member of each of the RC and NC*

Dr. LEE Harry Nai Shee, S.B.S., J.P., aged 81, was appointed as a Director on 19 September 2000. He is also the Chairman of the Board. He holds a Bachelor's degree in Electrical Engineering from the Imperial College, London, the United Kingdom and a Doctorate from Brown University, the United States. Dr. LEE was appointed as the Chairman of TAL Group in 2012, which currently employs about 20,000 employees. He joined Textile Alliance Limited in Hong Kong in 1973 and was appointed as the Managing Director (title changed to Chief Executive since 2010) of TAL Apparel Limited ("TAL") in 1983. He was a Director of The Link Management Limited (now known as "Link Asset Management Limited"), a wholly-owned subsidiary and the Manager of Link Real Estate Investment Trust (listed on the Main Board of SEHK with stock code: 823). He has over 40 years' experience in the textile and garment industry. Dr. LEE is actively involved in a number of trade organisations and public services in Hong Kong. He is the Honorary Chairman of Textile Council of Hong Kong Limited and the Hong Kong Garment Manufacturers Association. In addition, he is currently holding the position of the Advisor, Chairman Emeritus of the Hong Kong Research Institute of Textiles and Apparel Limited (HKRITA) and the Chairman of the Committee of Overseers of Lee Woo Sing College of The Chinese University of Hong Kong. Dr. LEE was awarded the Honorary Fellowship of the Textile Institute in 2019 in Manchester, the United Kingdom. He was named in the Queen's Birthday Honours list as an Officer of the British Empire in 1996. He was appointed as Justice of Peace ("J.P.") in 1997 and was awarded the Silver Bauhinia Star ("S.B.S.") at the Fourth Anniversary of the Establishment of the Hong Kong Special Administrative Region in 2001.

The Company entered into a service contract with Dr. LEE for a period of three years commencing 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 by giving one month's notice in writing or payment in lieu of notice. The service contract with Dr. LEE was renewed for a period of three years with other terms remain unchanged with effect from 8 May 2020 and 12 May 2023 respectively. Dr. LEE is subject to rotational retirement and re-election requirement at AGM pursuant to Article 96 of the Articles of Association and the Listing Rules or at such time as may be required by resolution of the Board. As a NED, Dr. LEE received an emolument of HK\$140,000 in aggregate for serving on the Board, the NC and RC for the year ended 31 December 2023 which was determined by the Board with reference to his duties, responsibilities and prevailing market conditions.

Dr. LEE Delman and Mr. LIN Sun Mo Willy, G.B.S., J.P., FCILT of the Board are a nephew and a friend of Dr. LEE respectively. As at the Latest Practicable Date, Dr. LEE had personal interest in 1,000,000 underlying Shares in respect of share options granted by the Company to him as beneficial owner under the Company's share option scheme in operation currently (the "**Share Option Scheme**") and deemed interests in 101,125,000 Shares through his indirect shareholding in TAL and 95,673,000 Shares through his direct shareholding in Eastex (HK) Limited respectively. Such interests are required to be notified to SEHK pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the "**SFO**"). Save as disclosed above, Dr. LEE does not have any other interest within the meaning of Part XV of the SFO.

APPENDIX I

Save as disclosed above, as at the Latest Practicable Date, (i) Dr. LEE did not hold any other positions with the Company or subsidiaries of the Company; (ii) Dr. LEE had not held any other directorships in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date; (iii) Dr. LEE did not have any other relationships with any Directors, senior management or substantial or controlling Shareholder(s); and (iv) Dr. LEE did not have, and was not deemed to have, any other interests or short positions in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Dr. LEE 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 other information that should be disclosed pursuant to rule 13.51(2) of the Listing Rules.

ED

Mr. TSE Kam Keung, *Chief Executive Officer (“CEO”)*

Mr. TSE Kam Keung, aged 64, was first appointed as an INED in March 2013 and subsequently took over the CEO position in July 2015.

Before joining the Company, Mr. TSE had worked mostly in the financial industry covering the Asia Pacific region. He began at State Street in 1993 to develop and lead its investment servicing business in the region and completed his career there as an advisor till early 2015. Before State Street, he had worked for Standard Chartered, Ogilvy & Mather (now known as “Ogilvy”), Baring Securities and the Hong Kong Government.

Mr. TSE has served on many committees and boards. He now serves on the Hang Seng Index Advisory Committee, Pan Asian e-Commerce Alliance Steering Committee, and Lee Woo Sing College Board of Overseers of The Chinese University of Hong Kong.

Mr. TSE received the CW Chu Scholarship to study in the United States and obtained his BA degree from Lawrence University. He got his MBA degree and MA degree (Buddhist Studies) from The Chinese University of Hong Kong and also got the Government’s sponsorship to obtain his MPA degree from The University of Hong Kong.

Mr. TSE Kam Keung signed an employment contract to act as the CEO with effect from 1 July 2015, for a three-year term until 30 June 2018, subject to a three-month written notice to terminate the contract by either the Company or Mr. TSE. The contract was extended upon its expiration on 30 June 2018 and 30 June 2021 respectively, each for a period of not more than three years with other terms remain unchanged. Mr. TSE received an emolument of approximately HK\$7,582,817 for the year ended 31 December 2023 inclusive of salary, discretionary bonus, share-based payments and provident fund which are determined with reference to his duties and responsibilities and are commensurate with prevailing market conditions. There is no service contract between the Company and Mr. TSE for his appointment as an ED and he does not receive any emoluments from the Company for serving the same. As an ED, Mr. TSE has no fixed term of service with the Company but is subject to rotational retirement and re-election requirement at AGM pursuant to Article 96 of the Articles of Association and the Listing Rules or at such time as may be required by resolution of the Board.

APPENDIX I

As at the Latest Practicable Date, Mr. TSE had personal interests in 4,070,000 Shares and 18,300,000 underlying Shares in respect of share options granted by the Company to him as beneficial owner under the Share Option Scheme. Such interests are required to be notified to SEHK pursuant to Part XV of the SFO.

Save as disclosed above, and apart from being a director of subsidiaries of the Company, as at the Latest Practicable Date, (i) Mr. TSE did not hold any other positions with the Company or subsidiaries of the Company; (ii) Mr. TSE had not held any other directorships in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date; (iii) Mr. TSE did not have any other relationships with any Directors, senior management or substantial or controlling Shareholder(s); and (iv) Mr. TSE did not have, and was not deemed to have, any other interests or short positions in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Mr. TSE 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 other information that should be disclosed pursuant to rule 13.51(2) of the Listing Rules.

INED

Ms. CHEUNG Ho Ling Honnus

Ms. CHEUNG Ho Ling Honnus, aged 53, graduated from the University of Queensland (Australia) with a Bachelor of Commerce degree and with an Executive Master of Business Administration degree from Kellogg School of Business Northwestern University and Hong Kong University of Science and Technology. She also holds a Certificate of Sustainability Leadership from University of Cambridge, an Executive Diploma in Corporate Governance and Sustainability Directorship from Hong Kong Institute of Directors (“HKIoD”), and a Financial Times Non-Executive Director Diploma. Ms. CHEUNG is a fellow member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and Certified Practising Accountants of Australia (FCPA). She is also a fellow member of the HKIoD. Ms. CHEUNG has served as Co-Founder and Chief Strategy Officer of On-us Group (previously known as “Mojodomo”) since 2020. She has been the Independent Non-Executive Director, a member of each of the Remuneration Committee, Audit Committee and Nomination Committee of Mobvista Inc. (listed on the Main Board of SEHK with stock code:1860) and an Independent Non-Executive Director, a member of each of the Remuneration Committee, Nomination Committee, Audit Committee and Corporate Governance Committee of Stelux Holdings International Limited (listed on the Main Board of SEHK with stock code: 84) since 2022, and an Independent Director and the Chairman of Audit Committee of VS MEDIA Holdings Limited (NASDAQ: VSME) since September 2023. Moreover, she was the Independent Non-Executive Director and Audit Committee Chairman for iClick Interactive Asia Group Limited (NASDAQ: ICLK) from 2017 to 2021. Prior to that, she was the Chief Financial Officer, Asia Pacific and General Manager, China for Travelzoo (NASDAQ: TZOO) from 2007 to 2019 and Regional Finance Director for Yahoo! Asia from 1999 to 2007. She built both Travelzoo Asia and Yahoo! Asia business from zero to multi-billions. Prior to working for Yahoo!, Ms. CHEUNG held various professional positions at American Standard and PricewaterhouseCoopers. She has over 20 years’ experience in financial and management functions in listed companies, specialises in building operations, providing financial leadership and spearheading mergers and acquisitions and fundraising across the global media, e-commerce, internet and fintech industries and has expertise in digital transformation, environmental, social and governance, finance, and start-up topics.

APPENDIX I

If Ms. CHEUNG is elected as an INED, the Company will enter into a service contract with Ms. CHEUNG for a term of three years and subject to rotational retirement and re-election requirement at AGM pursuant to Article 96 of the Articles of Association 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 Ms. CHEUNG by giving one month's notice in writing or payment in lieu of notice. Ms. CHEUNG will be entitled to an annual emolument of HK\$350,000 in aggregate for serving on the Board, the AGC, NC and RC which is determined by the Board with reference to her duties, responsibilities and the prevailing market conditions.

Ms. CHEUNG is an ex-colleague of Mr. CHUNG Wai Kwok Jimmy, while they were working at PwC at the same time back in the 1990s.

Save as disclosed above, as at the Latest Practicable Date, (i) Ms. CHEUNG did not hold any other positions with the Company or subsidiaries of the Company; (ii) Ms. CHEUNG had not held any other directorships in any other listed public companies in Hong Kong or overseas during the past three years preceding the Latest Practicable Date; (iii) Ms. CHEUNG did not have any other relationships with any Directors, senior management or substantial or controlling Shareholder(s); and (iv) Ms. CHEUNG did not have, and was not deemed to have, any other interests or short positions in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO. Ms. CHEUNG has confirmed her independence as regards the factors in Rule 3.13 of the Listing Rules and that there are no other factors that may affect her independence. Ms. CHEUNG has also confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with her election and there is no other 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 (the “**Company**”) will be held on Friday, 24 May 2024 at 2:00 p.m. (“**2024 AGM**”) at Function Room A, Hotel COZI • Oasis, Tsuen Wan, 443 Castle Peak Road, Kwai Chung, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 15 April 2024.

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 2023.
2. To declare a final dividend for the year ended 31 December 2023.
3. To re-elect the following retiring Directors:
 - (i) To re-elect Dr. LEE Harry Nai Shee, S.B.S., J.P. as a Non-executive Director; and
 - (ii) To re-elect Mr. TSE Kam Keung as an Executive Director.
4. To elect Ms. CHEUNG Ho Ling Honnus as an Independent Non-Executive Director.
5. To authorise the Board to fix the remuneration of Directors.
6. To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

7. **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, shall not exceed 20% of the total number of issued Shares at the date of this resolution and such mandate shall remain in effect until (i) the conclusion of the next AGM, (ii) the expiration of the period within which the next AGM is required by any applicable law or by the Articles of Association to be held, or (iii) it is revoked or varied by an ordinary resolution of Shareholders in a general meeting, whichever is the earliest.

By Order of the Board
Dr. LEE Harry Nai Shee, S.B.S., J.P.
Chairman

Hong Kong, 15 April 2024

Notes:

1. Any Shareholder entitled to attend and vote at the 2024 AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead in accordance with the Articles of Association. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting of the Company, either personally or by proxy, in respect of such Share as if he/she 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 of members of the Company 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 2024 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 Shareholders from attending and voting in person at the 2024 AGM (or any adjourned meeting thereof) should they so wish.
4. At the 2024 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 of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of Shares will be registered to determine the Shareholders' entitlement to attend and vote at the 2024 AGM. The record date for determining the entitlements of the Shareholders to attend and vote at the 2024 AGM is Friday, 24 May 2024. In order to qualify to attend and vote at the 2024 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, 20 May 2024.
6. The register of members will be closed from Friday, 31 May 2024 to Tuesday, 4 June 2024, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the entitlements of the Shareholders to the final dividend is Friday, 31 May 2024. 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, 30 May 2024.

NOTICE OF ANNUAL GENERAL MEETING

7. Concerning resolutions 3(i), (ii) and 4 above, Dr. LEE Harry Nai Shee, s.B.S., J.P. and Mr. TSE Kam Keung will retire as Directors at the 2024 AGM and being eligible, have offered themselves for re-election. Ms. CHEUNG Ho Ling Honnus has offered herself for election as a Director. Details of the above Directors for re-election and election (as the case may be) are set out in Appendix I to the circular of the Company dated 15 April 2024.
8. Concerning resolution 7 above, the Directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the Shareholders as a general mandate for the purposes of Sections 140 and 141 of the Companies Ordinance (Cap. 622, Laws of Hong Kong) and the Listing Rules.
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 Harry Nai Shee, s.B.S., J.P. (Chairman), Dr. LEE Delman, Mr. YING Tze Man and Mr. YUEN Wing Sang Vincent;

Executive Directors: Mr. TSE Kam Keung, Mr. CHENG Chun Chung Andrew and Ms. CHUNG Shun Kwan; and

Independent Non-executive Directors: Mr. CHAK Hubert, Mr. CHAU Tak Hay, Ms. CHAN Chi Yan, Mr. CHUNG Wai Kwok Jimmy and Mr. LIN Sun Mo Willy, G.B.S., J.P., FCILT.