



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

Form of Proxy for Special General Meeting (or any adjournment thereof)

I/We¹ _____
of _____ being the registered holder(s)
of² _____ shares of HK\$0.10 each in the capital of **Sinolink Worldwide Holdings Limited (the "Company")** HEREBY APPOINT³ _____,
of _____ or failing him the **CHAIRMAN OF THE MEETING** as my/our proxy to act for me/us at the special general meeting (or at any adjournment thereof) ("Meeting") of the Company to be held at Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Monday 13 July 2009 at 11:00 a.m. to consider and, if thought fit, pass the resolutions as set out in the notice ("Notice") convening the Meeting dated 25 June 2009 and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note 4). Terms used in this form of proxy shall have the same meaning as those defined in the Notice.

| | Ordinary Resolutions ¹¹ | For ⁴ | Against ⁴ |
|----|--|------------------|----------------------|
| 1. | To approve, confirm and ratify the Placing Agreement dated 13 June 2009 entered into between the Company and the Placing Agent in connection with the offer by the Company by way of private placement of the Convertible Bonds and the transactions contemplated thereunder (including but not limited to (i) the creation and the issue of the Convertible Bonds on the terms and conditions contained in the Placing Agreement and (ii) the grant of Specific Mandate to the Directors) and to authorise the Directors to do such things as necessary and expedient therefor. | | |
| 2. | To consider and approve the increase in the authorised share capital of the Company from HK\$480,000,000 to HK\$600,000,000 by the creation of additional 1,200,000,000 new Shares in the authorised share capital of the Company. | | |

Signature⁵ _____ Dated this _____ day of _____ 2009

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting" and insert the name and address of the person appointed proxy in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLACE A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLACE A "✓" IN THE BOX MARKED "AGAINST".** Failure to complete either of the boxes will entitle your proxy to cast your vote at his discretion in respect of the resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the Notice.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- Where there are joint holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if they are solely entitled thereto, provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first in the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with the power of attorney (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor Hopewell Centre, 183 Queens Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- The above ordinary resolutions will be put to vote at the Meeting by way of poll.
- The description of the resolutions is by way of summary only. The full text appears in the Notice.

* For identification purpose only