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百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

NOTICE OF THE SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of **Sinolink Worldwide Holdings Limited** (the “**Company**”) will be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 13 July 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (A) the entering into of the placing agreement (the “**Placing Agreement**”) dated 13 June 2009 (a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) between the Company and Taifook Securities Company Limited (the “**Placing Agent**”) in connection with the offer by the Company by way of private placement through the Placing Agent, on a best effort basis, of the three-year zero coupon convertible bonds up to the aggregate principal sum of HK\$500,000,000 (the “**Convertible Bonds**”), convertible into new shares with a par value of HK\$0.10 each (each, a “**Share**”) in the capital of the Company on the terms and conditions (the “**Bond Conditions**”) contained in schedule 1 to the Placing Agreement and the performance of all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and confirmed in all respects and the directors (the “**Directors**”) of the Company be and are hereby generally and unconditionally authorised to issue the Convertible Bonds on and subject to the terms of the Placing Agreement, to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Directors, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Placing Agreement and all documents in connection therewith and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of the Bond Conditions) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole;

- (B) the creation and issue by the Company of the Convertible Bonds be and is hereby generally and unconditionally approved in all respects; and
- (C) the Directors be and are hereby generally and specifically authorised to (i) allot and issue such number of new ordinary shares (the “**Shares**”) with a par value of HK\$0.10 each in the capital of the Company (the “**Specific Mandate**”) as may be required to be allotted and issued on and subject to the terms and conditions of the Placing Agreement under resolution numbered (1A) above and (ii) upon exercise of the conversion rights attaching to the Convertible Bonds approved to be issued under resolution numbered (1A) above on and subject to the terms and conditions of the Placing Agreement and the Bond Conditions. For the avoidance of doubts, the Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 2 June 2009 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to the passing of this resolution.”
- (2) “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$480,000,000 divided into 4,800,000,000 ordinary shares (the “**Shares**”) with a par value of HK\$0.10 each to HK\$600,000,000 divided into 6,000,000,000 Shares by the creation of an additional 1,200,000,000 new Shares.”

By Order of the Board
Sinolink Worldwide Holdings Limited
Ou Yaping
Chairman

Hong Kong, 25 June 2009

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
28th Floor
Vicwood Plaza
199 Des Voeux Central
Hong Kong

Notes:

- (i) A form of proxy to be used for the meeting is enclosed herewith.
- (ii) A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
- (iii) To be valid, the instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
- (iv) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- (v) Where there are joint registered holders of any Share, any one of such persons may vote at the 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 of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (vi) The above ordinary resolutions will be put to vote at the Meeting by way of poll.

As at the date of this notice, the board of Directors comprises Mr. Ou Yaping (chairman), Mr. Tang Yui Man Francis (Chief Executive Officer) and Mr. Chen Wei as executive Directors, Mr. Law Sze Lai and Mr. Li Ningjun as non-executive Directors and Mr. Tian Jin, Dr. Xiang Bing and Mr. Xin Luo Lin as independent non-executive Directors.

* *For identification purpose only*