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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Sinolink Worldwide Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
AMENDMENTS TO THE EXISTING BYE-LAWS,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company to be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Tuesday, 1 June 2010 at 3:00 p.m. is set out on pages 18 to 24 of this circular. Whether or not you propose to attend the meeting, please complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

29 April 2010

* for identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Tuesday, 1 June 2010 at 3:00 p.m.;
“AGM Notice”	the notice for convening the AGM as set out on pages 18 to 24 of this circular;
“Annual Report”	the annual report of the Company for the year ended 31 December 2009;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as may be amended from time to time;
“Company”	Sinolink Worldwide Holdings Limited (Stock Code: 1168), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Companies Act”	the Companies Act 1981 of Bermuda;
“Directors”	directors of the Company for the time being;
“Existing Share Option Scheme”	the share option scheme of the Company adopted pursuant to an ordinary resolution of the Shareholders passed on 24 May 2002;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	23 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice;
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in Ordinary Resolution No. 5(A) up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution;
“Resolutions”	the Ordinary Resolution(s) and the Special Resolution;
“PRC”	the People’s Republic of China;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Existing Share Option Scheme and any other share option scheme(s) of the Company, which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Existing Share Option Scheme or of the renewal of such limit;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of Share(s);
“Share Buy-Back Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities;

DEFINITIONS

“Share Issue Mandate”	a general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period as set out in Ordinary Resolution No. 5(B) up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution;
“Special Resolution”	the proposed special resolution as referred to in the AGM Notice;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Terminated Scheme”	the share option scheme of the Company adopted on 11 May 1998 and terminated pursuant to an ordinary resolution of the Shareholders passed on 24 May 2002;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

Executive Directors:

Ou Yaping (*Chairman*)

Tang Yui Man Francis (*Chief Executive Officer*)

Chen Wei

Non-executive Directors:

Law Sze Lai

Li Ningjun

Independent Non-executive Directors:

Tian Jin

Xiang Bing

Xin Luo Lin

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 Road Central

Hong Kong

29 April 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
AMENDMENTS TO THE EXISTING BYE-LAWS,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the annual general meeting of the Company held on 2 June 2009, resolutions of the Shareholders were passed, amongst other things, to give general unconditional mandates to the Directors to exercise the powers of the Company to:

- (1) repurchase Shares representing up to 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of such resolution;

* for identification purposes only

LETTER FROM THE BOARD

- (2) allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of such resolution; and
- (3) extend the general mandate for issuing Shares as mentioned in paragraph (2) above by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate granted to the Directors to repurchase Shares as mentioned in paragraph (1) above.

The above general mandates shall lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the Ordinary Resolutions at the AGM to grant fresh general mandates to the Directors.

The purpose of this circular is to provide you with information regarding the proposals for the grant of the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the refreshment of Scheme Mandate Limit, the amendments to the existing Bye-Laws, the re-election of retiring Directors and to seek your approval of the Resolutions relating to these matters at the AGM.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 2 June 2009, a general mandate was given to the Board to exercise the power of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. An ordinary resolution is therefore proposed to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 5(A) to give a fresh general mandate to the Board to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution No. 5(A) approving the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Ordinary Resolution No. 5(A) approving the Repurchase Mandate.

An explanatory statement as required under the Share Buy-Back Rules to be sent to the Shareholders, giving certain information regarding the Repurchase Mandate, is set out in Appendix I hereto.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO ISSUE SHARES

Two ordinary resolutions, namely Ordinary Resolutions Nos. 5(B) and 5(C) will be proposed at the AGM to grant to the Directors (i) a general mandate to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 5(B); and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 5(A).

The existing Share Issue Mandate will expire upon the conclusion of the AGM. The Directors consider that the Share Issue Mandate and the extension of the Share Issue Mandate by adding any Shares repurchased by the Company can increase the flexibility in the Company's affairs and are in the interest of the Shareholders and that the same shall continue to be adopted by the Company.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are respectively set out in Ordinary Resolutions Nos. 5(B) and 5(C).

4. REFRESHMENT OF SCHEME MANDATE LIMIT

Under the Existing Share Option Scheme and the applicable Listing Rules, the Board has the right to grant to the eligible participants options to subscribe for up to a maximum of 328,599,792 Shares, representing 10% of the Shares in issue as at 20 May 2008, being the date of the annual general meeting of the Company at which the Scheme Mandate Limit was previously refreshed, and representing approximately 9.28% of the issued share capital of the Company as at the Latest Practicable Date.

Since the date of the annual general meeting of the Company on 20 May 2008, no share options were granted under the Existing Share Option Scheme. As such, options carrying rights to subscribe for 328,599,792 Shares may be granted under the Existing Share Option Scheme before the refreshment of the Scheme Mandate Limit. The Directors consider that the Company should refresh the Scheme Mandate Limit in accordance with the Existing Share Option Scheme so that the Company will have greater flexibility to provide incentives to, and recognise the contributions of, the employees of the Company and of its subsidiaries (as defined in the Listing Rules).

LETTER FROM THE BOARD

Subject to the approval of the Shareholders at the AGM and the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of options granted under the renewed Scheme Mandate Limit, on the basis of 3,541,112,832 Shares in issue as at the Latest Practicable Date, and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be entitled to grant further options under the Existing Share Option Scheme and other share option schemes of the Company carrying rights to subscribe for up to 354,111,283 Shares. As at the Latest Practicable Date, options carrying right to subscribe for up to 115,725,000 Shares, representing approximately 3.27% of the Share in issue as at the Latest Practicable Date, remained outstanding. The options previously granted under the Existing Share Option Scheme, the Terminated Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms thereof) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

An ordinary resolution will therefore be proposed to the Shareholders at the AGM to refresh the Scheme Mandate Limit so as to allow the Directors to grant share options entitling holders thereof to subscribe for up to 10% of the issued share capital of the Company as at the date of passing the relevant resolution at the AGM. Details of the refreshment of Scheme Mandate Limit are set out in Ordinary Resolution No. 5(D).

The number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme, the Terminated Scheme and all other share options schemes of the Company must not, in aggregate, exceed 30% of the issued share capital of the Company from time to time. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may be issued upon the exercise of the options to be granted under the aforesaid refreshed limit of the Existing Share Option Scheme.

5. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Messrs. Ou Yaping (Chairman), Tang Yui Man Francis (Chief Executive Officer) and Chen Wei, being the executive Directors, Messrs. Law Sze Lai and Li Ningjun, being the non-executive Directors and Messrs. Tian Jin, Xiang Bing and Xin Luo Lin, being the independent non-executive Directors.

In accordance with Bye-law 87(2) of the Bye-laws, Messrs. Chen Wei, Law Sze Lai and Tian Jin, being Directors who have been longest in office since their last re-election, shall retire by rotation at the AGM and, being eligible, would offer themselves for re-election.

LETTER FROM THE BOARD

The details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

6. AMENDMENTS TO THE EXISTING BYE-LAWS

In addition, your attention is drawn to the special resolution to be proposed at the AGM to approve certain amendments to the existing Bye-Laws.

The Directors propose to amend the Bye-Laws of the Company to, inter alia, bring the Bye-Laws in line with certain recent changes to the Listing Rules, in particular, to provide for despatch of notice or document by electronic means on the basis of deemed consent, to such extent as may be permitted by the Companies Act and the Listing Rules.

Summary explanation of the proposed amendments to the existing Bye-Laws is set out in Appendix III to this circular.

7. ANNUAL GENERAL MEETING

The AGM Notice which contains, inter alia, the Ordinary Resolutions for the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors and the Special Resolution for the amendments to the existing Bye-Laws are set out on pages 18 to 24 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders taken at the AGM to approve the Ordinary Resolutions and the Special Resolution proposed must be taken by poll.

8. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you propose to attend the AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be).

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

10. RECOMMENDATION

The Directors believe that the proposals for the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the refreshment of the Scheme Mandate Limit, the amendments to the existing Bye-Laws and the re-election of the retiring Directors are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that you should vote in favour of all relevant resolutions to be proposed at the AGM.

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By Order of the Board
Sinolink Worldwide Holdings Limited
Tang Yui Man Francis
Chief Executive Officer and Executive Director

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions. This appendix serves as an explanatory statement, as required to be sent to Shareholders in connection with the proposed general mandate for repurchase of Shares by the Share Buy-Back Rules.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. SHARE CAPITAL

Based on the 3,541,112,832 Shares in issue as at the Latest Practicable Date, and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 354,111,283 Shares during the period as set out in Ordinary Resolution No. 5(A), representing not more than 10% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and Bye-laws and the applicable laws of Bermuda and Hong Kong. It is proposed that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed from available cash flow or working capital facilities of the Company and its subsidiaries. The Companies Act provides that the amount of capital repayable in connection with a repurchase of Shares may only be paid out of the capital paid up on such Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. The Companies Act further provides that the amount of premium payable on repurchase may only be paid out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2009 contained in the Annual Report) in the event that the powers granted pursuant to the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2009	0.71	0.53
May 2009	1.10	0.65
June 2009	1.28	0.99
July 2009	1.35	1.19
August 2009	1.60	1.09
September 2009	1.97	1.40
October 2009	2.05	1.40
November 2009	1.58	1.41
December 2009	1.75	1.37
January 2010	1.55	1.24
February 2010	1.36	1.22
March 2010	1.34	1.27
April 2010 (up to the Latest Practicable Date)	1.48	1.23

6. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM and exercised by the Board.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that it/he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders and exercised by the Board.

The Repurchase Mandate will expire upon the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by the Ordinary Resolution No. 5(A).

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of and increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members maintained under section 336 of the SFO, Mr. Ou Yaping together with his associates were interested in 1,568,130,660 Shares, representing approximately 44.28% of the issued share capital of the Company. Based on such interest and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interest of Mr. Ou Yaping together with his associates in the Company would be increased to approximately 49.20% of the issued share capital of the Company and an obligation to make a general offer may arise. In such an event, the Directors will take all steps necessary to comply with the Listing Rules and the Takeovers Code. Save as mentioned above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate. Save as mentioned above, the Directors have no intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the number of Shares held by the public will not fall below 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has repurchased its own shares on the Stock Exchange, details of which are as follows:

Date of Repurchase	Number of Shares repurchased	Highest price per share <i>HK\$</i>	Lowest price per share <i>HK\$</i>
2 February 2010	2,000,000	1.34	1.32
27 January 2010	5,000,000	1.30	1.29
26 January 2010	5,000,000	1.33	1.31
25 January 2010	10,000,000	1.33	1.32
30 November 2009	6,100,000	1.48	1.44
27 November 2009	10,600,000	1.44	1.41
26 November 2009	8,482,000	1.48	1.44
	<u>47,182,000</u>		

The Shares repurchased during the six-month period immediately proceeding to the Latest Practicable Date were cancelled upon repurchase and accordingly, the issued share capital of the Company was diminished by the nominal value thereof.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six-month period immediately preceding the Latest Practicable Date.

The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

(1) MR. CHEN WEI

Mr. Chen Wei (“Mr. Chen”), aged 48, was appointed as an executive director of the Company in December 1997. He is also an executive director and the chief executive officer of Enerchina Holdings Limited, a company listed on The Stock Exchange. Mr. Chen holds a Bachelor of Engineering Management degree from the Beijing Institute of Technology in the PRC. Mr. Chen was previously employed by a number of large organisations and has over 24 years of experience in engineering, business administration, market development and management. Mr. Chen joined the Group in February 1992 and is responsible for the overall business development, management and strategic planning of the Group. He is also a director of a member of the Group. He resigned as an executive director of Towngas China Company Limited, the shares of which are listed on the Stock Exchange, with effect from 31 December 2009. Save as disclosed above, Mr. Chen has not held any directorship in other listed public companies in the past three years.

Pursuant to the service agreement and supplemental agreement entered into between Mr. Chen Wei and the Company on 31 March 2008 and 15 January 2010, respectively, Mr. Chen was appointed for a specific term of three years from 1 April 2008 and is subject to retirement and re-election provisions of Bye-Laws and he is entitled to annual salary of HK\$600,040 and year-end discretionary bonus which are determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. As at the Latest Practicable Date, he does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chen has a personal interest in 13,500,000 Shares, representing approximately 0.38% of the issued share capital of the Company, and share options granted by the Company to subscribe for 11,250,000 Shares, representing 0.32% of the issued share capital of the Company. Save as disclosed above, Mr. Chen does not have any interest in Shares, within the meaning of Part XV of the SFO.

(2) MR. LAW SZE LAI

Mr. Law Sze Lai (“**Mr. Law**”), aged 67, was appointed as an executive director of the Company in December 1997 and re-designated as a non-executive director in September 2007. He is also the chairman of supervisory committee of Sinolink Properties Limited. Mr. Law was employed by a number of real estate companies in the PRC. He is a qualified economist in the PRC and has over 22 years of experience in property development. Mr. Law joined the Group in 1992. Save as disclosed above, Mr. Law has not held any directorship in other listed public companies in the past three years.

Pursuant to a letter of appointment entered into between Mr. Law and the Company, Mr. Law was appointed for a term of one year, and is subject to retirement and re-election provisions of Bye-laws and he is entitled to an annual salary of HK\$1,400,000.00 and a discretionary year-end bonus which are determined by the Board based on the review and recommendation from the remuneration committee of the Company with reference to his duties and responsibilities within the Company, the Company’s performance and the prevailing market situation. As at the Latest Practicable Date, he does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Law has a personal interest in 9,345,500 Shares, representing approximately 0.26% of the issued share capital of the Company, and share options granted by the Company to subscribe for 9,675,000 Shares, representing 0.27% of the issued share capital of the Company. Save as disclosed above, Mr. Law does not have any interest in Shares, within the meaning of Part XV of the SFO.

(3) MR. TIAN JIN

Mr. Tian Jin (“**Mr. Tian**”), aged 52, was appointed as an independent non-executive director of the Company in May 2005. He is also a member of audit committee of the Company. Mr. Tian holds a Bachelor of Arts from Hunan University, Master of Arts from Wuhan University and Doctorate in Administration and Management from Auburn University. He is the Chief Operating Officer of Asia Operations, Morningstar Inc., Chief Executive Officer of Morningstar Asia Ltd, and Chairman of Morningstar China. Before joining Morningstar Inc., he was the Lecturer of Hunan University, Visiting Professor of Auburn University, Director of Academic Technology Development of DePaul University, Director of Institutional Planning and Research of DePaul University. Save as disclosed above, Mr. Tian has not held any directorship in other listed public companies in the past three years.

Pursuant to a letter of appointment entered into between Mr. Tian and the Company, Mr. Tian is appointed for a term of one year and is subject to retirement and re-election provisions in the Bye-laws. He is entitled to an annual remuneration of HK\$250,000.00 payable in two equal installments. His remuneration is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and to be authorized by the shareholders of the Company at the annual general meeting of the Company. Mr. Tian is not entitled to any bonus payments. As at the Latest Practicable Date, he does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tian has a personal interest in share options granted by the Company to subscribe for 5,175,000 Shares, representing 0.15% of the issued share capital of the Company. Save as disclosed above, Mr. Tian does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, each of the above Director does not hold any other positions in the Group. Other than the aforesaid, in relation to each of the above Directors, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provision under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Directors.

This appendix sets out the summary explanation of the proposed amendments to the existing Bye-Laws. The Directors recommend certain amendments to be made to the Bye-Laws principally in order to bring them in line with certain recent changes to the Listing Rules. A special resolution to approve the amendments to the Bye-Laws will be proposed at the AGM. The effect of the proposed amendment is to provide for the despatch of notice or document by electronic means on the basis of deemed consent, to such extent as may be permitted by the Companies Act and the Listing Rules.

The proposed amendments are set out in full in the AGM Notice.

NOTICE OF ANNUAL GENERAL MEETING



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

NOTICE IS HEREBY GIVEN that the annual general meeting of Sinolink Worldwide Holdings Limited (“**Company**”) will be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Tuesday, 1 June 2010 at 3:00 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2009;
2. (a) to re-elect the following directors of the Company:
 - (i) Mr. Chen Wei;
 - (ii) Mr. Law Sze Lai; and
 - (iii) Mr. Tian Jin; and
 - (b) to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
3. to re-appoint auditors of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditors of the Company;
4. to consider and declare a final dividend for the year ended 31 December 2009;

* for identification purposes only

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5. as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company, with or without modification:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the rules and regulation of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which the Directors are authorized to repurchase pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”;

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(B) **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares of the Company to be allotted after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities of the Company or (iii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire shares of the Company or (iv) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum of association and the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company, or any class of shares of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”;

- (C) “**THAT** conditional upon the passing of resolutions nos. 5(A) and 5(B) set out in the notice convening this meeting, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution no. 5(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5(A) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”;

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- (D) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the ordinary shares of HK\$0.10 each (“**Share**”) in the share capital of the Company (representing a maximum of 10 per cent of the ordinary shares of the Company in issue as at the date of passing of this resolution) which may be issued pursuant to the exercise of options granted under the Company’s share option scheme adopted on 24 May 2002 (the “**Share Option Scheme**”), the 10 per cent. limit on grant of options under the Share Option Scheme be and is hereby refreshed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution (the “**Refreshed Mandate Limit**”); and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Mandate Limit.”; and
6. as special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company, with or without modification:

SPECIAL RESOLUTION

“**THAT** the Bye-Laws of the Company be and are hereby amended as follows:

- (1) to delete the existing Bye-law 160 in its entirety and inserting in its place the following in substitution therefor as the new Bye-law 160:

“160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result

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in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or the Newspapers and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”;

- (2) to insert the following as the new Bye-law 161(b) and the existing Bye-law 161(b) and Bye-law 161 (c) shall be re-numbered as Bye-law 161 (c) and Bye-law (d) respectively:

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;”;

- (3) to delete the word “and” appearing at the end of the new Bye-law 161 (c);
- (4) to replace the full-stop appearing at the end of the new Bye-law 161 (d) with the punctuation and the word “; and”; and
- (5) to insert the following as the new Bye-law 161(e):

“(e) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.””

By Order of the Board
Sinolink Worldwide Holdings Limited
LO Tai On
Company Secretary

Hong Kong, 29 April 2010

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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 Road Central
Hong Kong

Notes:

- (i) Any member entitled to attend and vote at the meeting is 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.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (iii) To be valid, the form, a form of 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 17M Floor, Hopewell Centre, 183 Queens Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting.
- (iv) In the case of joint holders of a share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (v) With reference to Resolution 2(a)(i), 2(a)(ii) and 2(a)(iii) above, Mr. Chen Wei, Mr. Law Sze Lai and Mr. Tian Jin will retire by rotation and, being eligible, offer themselves for re-election at the AGM. Their particulars are set out in Appendix II of the circular to shareholders dated 29 April 2010.
- (vi) The register of members of the Company will be closed from 26 May 2010 to 1 June 2010, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the annual general meeting and the entitlement of final dividend to be approved at the said meeting, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 25 May 2010.
- (vii) As at the date of this notice, the executive Directors of the Company are Mr. Ou Yaping (Chairman), Mr. Tang Yui Man Francis (Chief Executive Officer) and Mr. Chen Wei; the non-executive Directors are Mr. Law Sze Lai and Mr. Li Ningjun; the independent non-executive Directors are Mr. Tian Jin, Dr. Xiang Bing and Mr. Xin Luo Lin.