



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

Proxy form for use at the special general meeting to be held at the Board Room, 28th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, March 8, 2021 at 11:00 a.m.. (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 APPOINT**³ _____
of _____
or failing him/her, the **CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us at the special general meeting of the Company to be held at the Board Room, 28th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, March 8, 2021 at 11:00 a.m. (or any adjournment thereof) (the “Meeting”), for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions as set out in the notice convening the Meeting⁷.

	ORDINARY RESOLUTIONS ¹⁰	FOR ⁴	AGAINST ⁴
1	<p>(a) To approve the increase in the authorised share capital from HK\$600,000,000 divided into 6,000,000,000 shares of the Company (the “Shares”) of HK\$0.10 each to HK\$1,500,000,000 divided into 15,000,000,000 Shares by creation of an additional 9,000,000,000 unissued Shares, and such Shares shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions in the respect of ordinary shares contained in the bye-laws of the Company (the “Share Capital Increase”).</p> <p>(b) To authorize any one director of the Company (the “Director”) to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things as he may in his opinion consider to be necessary, desirable or expedient to effect and implement the Share Capital Increase.</p>		
2	<p>(a) To approve the issue by way of rights issues (the “Rights Issue”) of not less than 1,272,226,600 rights shares and not more than 2,924,090,264 right shares (the “Rights Shares”) at a subscription price of HK\$0.28 per Rights Share to the shareholders of the Company (the “Shareholders”) whose names shall appear on the register of members of the Company at the close of business on Thursday, March 18, 2021 or such other date as may be determined by the Company as the record date for the determination of the provisional entitlements of the Shareholders under the Rights Issue (the “Record Date”) (the “Qualifying Shareholders” and excluding those Shareholders (the “Non-Qualifying Shareholders”) whose addresses as shown on the register of members of the Company are outside Hong Kong whom the Directors, after making relevant enquiries, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of four Rights Shares for every five Shares then held on the Record Date.</p> <p>(b) To authorize any Director to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue, in particular:</p> <p>(i) To approve the offer, allotment or issuance of the Rights Shares pursuant to and in connection with the Rights Issue otherwise than <i>pro rata</i> to the Qualifying Shareholders and, to authorize the Directors to make exclusions or other arrangements in relation to fractional entitlements and/or the Non-Qualifying Shareholders as they deem necessary, desirable or expedient.</p> <p>(ii) To approve and allow the Qualifying Shareholders to subscribe for excess Rights Shares under the forms of application.</p> <p>(c) To authorize any Director to do all such acts and things, sign and execute all such documents and to take such steps as he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Rights Issue and the transactions contemplated thereunder.</p>		
	SPECIAL RESOLUTION¹⁰		
3	<p>(a) To approve the granting of a waiver to the Controlling Shareholder and parties acting in concert with it of any obligation to make a mandatory general offer under the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs for all the Shares (other than those owned or agreed to be acquired by the Controlling Shareholder and the parties acting in concert with it) as a result of the Rights Issue (the “Whitewash Waiver”); and</p> <p>(b) To authorize any one or more Director(s) to take such actions, do such acts and things and execute all such further documents or deed as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Whitewash Wavier and the transaction contemplated thereunder.</p>		

Date: _____ day of _____ 2021

Shareholder's Signature⁵: _____

* For identification purpose only

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under seal, under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares of the Company as if he were solely entitled thereto; but if more than one of such joint registered holders be present at the meeting personally or by proxy, then the registered holder so present whose name stands first on the register of members of the Company in respect of such shares of the Company will alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy along with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be completed and lodged with 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, not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person at the meeting or any adjourned thereof and, in such event; the relevant form of proxy shall be deemed to be revoked.
8. Any alteration made to this form of proxy must be initialed by the person who signs it.
9. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her/it.
10. The full text of the resolutions appears in the notice convening the Meeting dated February 11, 2021.
11. Notice convening the Meeting is contained in the circular issued by the Company dated February 11, 2021 which is sent to the shareholders of the Company together with this proxy form.

PERSONAL INFORMATION COLLECTIONS STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar, the Company's branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company's branch share registrar in Hong Kong (address as stated in note 7 above).