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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)**

## **DISCLOSEABLE TRANSACTION — EXTENSION OF ENTRUSTED LOAN**

### **EXTENSION OF ENTRUSTED LOAN**

References are made to (i) the announcement of the Company dated 20 October 2022 in relation to, among others, the grant of the Entrusted Loan A to the Borrower and its extension; (ii) the announcement of the Company dated 28 December 2022 in relation to the grant of the Entrusted Loan B to the Borrower; and (iii) the announcement of the Company dated 18 August 2023 in relation to the further extension of the maturity date of the Remaining Entrusted Loan A in the principal amount of RMB100,000,000 to 18 August 2024. As at the date of this announcement, the Borrower has partially repaid to the Lender the Entrusted Loan A in the principal amount of RMB30,000,000 and the Borrower has not repaid to the Lender any part of the Entrusted Loan B.

The Board announces that, on 25 July 2024, the Lender, a wholly-owned subsidiary of the Company, entered into (i) the Third Supplemental Entrusted Loan Agreement A with the Borrower and the Trustee, pursuant to which the parties agreed to further extend the maturity date of the Remaining Entrusted Loan A in the principal amount of RMB100,000,000 (equivalent to approximately HK\$109,890,110) to 13 August 2025; and (ii) the First Supplemental Entrusted Loan Agreement B with the Borrower and the Trustee, pursuant to which the parties agreed to further extend the maturity date of the Entrusted Loan B in the principal amount of RMB50,000,000 (equivalent to approximately HK\$54,945,055) to 13 August 2025.

### **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios in respect of the Remaining Entrusted Loan A or the Entrusted Loan B (on a standalone basis) exceeds 5% but all of them are less than 25%, and one of the applicable percentage ratios in respect of the Remaining Entrusted Loan A and the Entrusted Loan B (on an aggregated basis) exceeds 5% but all of them are less than 25%, the extension of the Remaining Entrusted Loan A and the Entrusted Loan B constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

## EXTENSION OF ENTRUSTED LOAN

References are made to (i) the announcement of the Company dated 20 October 2022 in relation to, among others, the grant of the Entrusted Loan A to the Borrower and its extension; (ii) the announcement of the Company dated 28 December 2022 in relation to the grant of the Entrusted Loan B to the Borrower; and (iii) the announcement of the Company dated 18 August 2023 in relation to the further extension of the maturity date of the Remaining Entrusted Loan A in the principal amount of RMB100,000,000 to 18 August 2024. As at the date of this announcement, the Borrower has partially repaid to the Lender the Entrusted Loan A in the principal amount of RMB30,000,000 and the Borrower has not repaid to the Lender any part of the Entrusted Loan B.

The Board announces that, on 25 July 2024, the Lender, a wholly-owned subsidiary of the Company, entered into (i) the Third Supplemental Entrusted Loan Agreement A with the Borrower and the Entrustee, pursuant to which the parties agreed to further extend the maturity date of the Remaining Entrusted Loan A in the principal amount of RMB100,000,000 (equivalent to approximately HK\$109,890,110) to 13 August 2025; and (ii) the First Supplemental Entrusted Loan Agreement B with the Borrower and the Entrustee, pursuant to which the parties agreed to further extend the maturity date of the Entrusted Loan B in the principal amount of RMB50,000,000 (equivalent to approximately HK\$54,945,055) to 13 August 2025.

## THE THIRD SUPPLEMENTAL ENTRUSTED LOAN AGREEMENT A AND THE FIRST SUPPLEMENTAL ENTRUSTED LOAN AGREEMENT B

The principal terms of the Third Supplemental Entrusted Loan Agreement A are summarised as follows:

<b>Date:</b>	25 July 2024
<b>Parties:</b>	(i) Lender; (ii) Borrower; and (iii) Entrustee
<b>Principal amount:</b>	RMB100,000,000 (equivalent to approximately HK\$109,890,110)
<b>Interest:</b>	5% per annum and payable quarterly in arrears
<b>Term:</b>	Maturity date extended to 13 August 2025
<b>Repayment:</b>	Subject as otherwise provided in the Third Supplemental Entrusted Loan Agreement A, the Borrower shall repay the principal amount of the Remaining Entrusted Loan A on the maturity date.
<b>Prepayment:</b>	The Borrower may at any time prepay all or part of the Remaining Entrusted Loan A and the accrued interests by giving prior written notice to the Lender

The principal terms of the First Supplemental Entrusted Loan Agreement B are summarised as follows:

<b>Date:</b>	25 July 2024
<b>Parties:</b>	(i) Lender; (ii) Borrower; and (iii) Entrustee
<b>Principal amount:</b>	RMB50,000,000 (equivalent to approximately HK\$54,945,055)
<b>Interest:</b>	5% per annum and payable quarterly in arrears
<b>Term:</b>	Maturity date extended to 13 August 2025
<b>Repayment:</b>	Subject as otherwise provided in the First Supplemental Entrusted Loan Agreement B, the Borrower shall repay the principal amount of the Entrusted Loan B on the maturity date
<b>Prepayment:</b>	The Borrower may at any time prepay all or part of the Entrusted Loan B and the accrued interests by giving prior written notice to the Lender

## **SECURITY AND GUARANTEE**

The Remaining Entrusted Loan A and Entrusted Loan B shall be secured by a share charge to be executed by Yang Maoyong and Huang Qingxiang in respect of the 49% equity interest (and the derivative interest) of the Borrower.

## **FUNDING OF THE REMAINING ENTRUSTED LOAN A AND ENTRUSTED LOAN B**

The Group financed the Remaining Entrusted Loan A and the Entrusted Loan B with its internal resources.

## **INFORMATION ON THE GROUP AND THE LENDER**

The Company is an investment holding company. The Group is principally and increasingly focused on engaging in the businesses of financial technology investment and management, property development, property management, property investment, financial services and asset financing.

The Lender is principally engaged in finance leasing.

## **INFORMATION ON THE BORROWER AND THE ENTRUSTEE**

The Borrower is a company established in the PRC with limited liability. The Borrower is principally engaged in telecom value-added services, radio and TV program production and management. It has expanded its business further into provision of professional and for various insurance companies and brokers by using technological measures. The Borrower is ultimately owned as 70% by Yang Maoyong and 30% by Huang Qingxiang.

The Entrustee is the Shanghai branch of China Merchants Bank Co., Ltd., a joint stock company incorporated in the PRC whose shares listed on the Main Board of the Stock Exchange (Stock Code: 03968 and Preference Share Stock Code: 04614). China Merchants Bank Co., Ltd is principally engaged in retail finance and wholesale finance and the controlling shareholder of its largest shareholder is China Merchants Group Ltd.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Borrower, the Entrustee and their ultimate beneficial owners is an Independent Third Party.

## **REASONS FOR AND BENEFITS OF THE EXTENSION OF THE REMAINING ENTRUSTED LOAN A AND ENTRUSTED LOAN B**

The terms of the Third Supplemental Entrusted Loan Agreement A and the First Supplemental Entrusted Loan Agreement B (including the interest rate) were arrived at by the Lender and the Borrower after arm's length negotiation, having regard to the commercial practice and the amount and term of the Remaining Entrusted Loan A and the Entrusted Loan B. The provision of the Remaining Entrusted Loan A and the Entrusted Loan B would provide interest income at the rate of 5% per annum to the Group, which would bring better returns to the Group than bank deposits. Having considered the fact that the Borrower has partially repaid to the Lender the Entrusted Loan A in the principal amount of RMB30,000,000 in July 2023, the financial background and repayment history of the Borrower, the interest income to be brought to the Group and the addition of collaterals to the Lender, the Board considered that the terms of the Third Supplemental Entrusted Loan Agreement A and the First Supplemental Entrusted Loan Agreement B were on normal commercial terms and were fair and reasonable and in the interest of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios in respect of the Remaining Entrusted Loan A or the Entrusted Loan B (on a standalone basis) exceeds 5% but all of them are less than 25%, and one of the applicable percentage ratios in respect of the Remaining Entrusted Loan A and the Entrusted Loan B (on an aggregated basis) exceeds 5% but all of them are less than 25%, the extension of the Remaining Entrusted Loan A and the Entrusted Loan B constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings as set out below:

“Board”	the board of Directors
“Borrower”	Shanghai Weixun Network Technology Co., Ltd.* (上海威尋網路技術有限公司), a company established in the PRC with limited liability
“Company”	Sinolink Worldwide Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1168)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Entrustee”	Shanghai branch of China Merchants Bank Co., Ltd., a joint stock company incorporated in the PRC whose shares listed on the Main Board of the Stock Exchange (Stock Code: 3968 and Preference Share Stock Code: 4614)
“Entrusted Loan A”	an entrusted loan in the principal amount of RMB130,000,000 provided by the Lender to the Borrower pursuant to the terms of Entrusted Loan Agreement A, which was subsequently extended in the principal amount of RMB130,000,000 pursuant to the terms of the First Supplemental Entrusted Loan Agreement A
“Entrusted Loan B”	an entrusted loan in the principal amount of RMB50,000,000 provided by the Lender to the Borrower pursuant to the terms of the Entrusted Loan Agreement B
“Entrusted Loan Agreement A”	a loan agreement dated 17 August 2021 entered into between the Lender, the Borrower and the Entrustee in respect of the provision of Entrusted Loan A, details of which are contained in the announcement of the Company dated 20 October 2022
“Entrusted Loan Agreement B”	a loan agreement dated 26 December 2022 entered into between the Lender, the Borrower and the Entrustee in respect of the provision of the Entrusted Loan B, details of which are contained in the announcement of the Company dated 28 December 2022

“First Supplemental Entrusted Loan Agreement A”	the supplemental entrusted loan agreement dated 18 August 2022 entered into between the Lender, the Borrower and the Entrustee in respect of the extension of the Entrusted Loan A, details of which are contained in the announcement of the Company dated 20 October 2022
“First Supplemental Entrusted Loan Agreement B”	the first supplemental entrusted loan agreement dated 25 July 2024 entered into between the Lender, the Borrower and the Entrustee in respect of the extension of the Entrusted Loan B
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a third party independent of the Company and the connected persons of the Company
“Lender”	Shanghai Zhonglian Business Management Service Co., Ltd. * (上海眾聯商業管理服務有限公司) (formerly known as Zhonglian Finance Leasing (Shanghai) Co., Ltd.* (眾聯融資租賃(上海)有限公司)), a company established in the PRC with limited liability, which is a wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Remaining Entrusted Loan A”	the entrusted loan in the remaining principal amount of RMB100,000,000 provided by the Lender to the Borrower pursuant to the terms of the Second Supplemental Entrusted Loan Agreement A and the Third Supplemental Entrusted Loan Agreement A
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Second Supplemental Entrusted Loan Agreement A”	the second supplemental entrusted loan agreement dated 16 August 2023 entered into between the Lender, the Borrower and the Entrustee in respect of the extension of the Remaining Entrusted Loan A, details of which are contained in the announcement of the Company dated 18 August 2023
“Third Supplemental Entrusted Loan Agreement A”	the third supplemental entrusted loan agreement dated 25 July 2024 entered into between the Lender, the Borrower and the Entrustee in respect of the further extension of the Remaining Entrusted Loan A
“%”	per cent.

*In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of HK\$1 to RMB0.91 in respect of the Third Supplemental Entrusted Loan Agreement A and the First Supplemental Entrusted Loan Agreement B, based on the approximate exchange rate at the relevant time of entering into the agreements. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.*

By order of the Board  
**Sinolink Worldwide Holdings Limited**  
**TANG Yui Man Francis**  
*Chairman and Chief Executive Officer*

Hong Kong, 25 July 2024

*As at the date of this announcement, the Board comprises Mr. Tang Yui Man Francis (Chairman of the Board and Chief Executive Officer) as executive Director; Mr. Ou Jin Yao Norris and Mr. Ou Jin Yi Hugo as non-executive Directors; and Ms. Chen Hui, Mr. Tian Jin and Mr. Xin Luo Lin as independent non-executive Directors.*

\* *For identification purposes only*