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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 to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale 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,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO BYE-LAWS OF THE COMPANY
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 Monday, 29 May 2006 at 12:00 noon is set out on pages 14 to 18 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 46th 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.

2 May 2006

* for identification purpose 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 Monday, 29 May 2006 at 12:00 noon;
“AGM Notice”	the notice for convening the AGM as set out on pages 14 to 18 of this circular;
“Annual Report”	the annual report of the Company for the year ended 31 December 2005 dated 24 April 2006;
“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 People’s Republic of China;
“Latest Practicable Date”	26 April 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“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;

DEFINITIONS

“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;
“Scheme Mandate Limit”	the maximum number of Share 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 sub-division, 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;
“Share Issue Mandate”	a general mandate 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 Shareholders passed on 24 May 2002;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.



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

Law Sze Lai

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Davin A. Mackenzie

Tian Jin

Xin Luo Lin

*Head office and principal place
of business in Hong Kong:*

28th Floor

Vicwood Plaza

199 Des Voeux Road Central

Hong Kong

2 May 2006

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

At the annual general meeting of the Company held on 18 May 2005, 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;
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

* for identification purpose only

LETTER FROM THE BOARD

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.

Further, at the special general meeting of the Company held on 10 April 2006, resolutions were passed to give general unconditional mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution.

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 refreshment of the Scheme Mandate Limit, re-election of Directors, the amendments to the existing Bye-laws of the Company, and to seek your approval of the Ordinary Resolutions and the Special Resolution relating to these matters at the AGM.

2. GENERAL MANDATE TO REPURCHASE SHARES

An Ordinary Resolution will be proposed to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 5(A) of the AGM Notice. 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 approving the Repurchase Mandate.

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

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).

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 No. 5(C) in the AGM Notice.

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 234,728,224 Shares, being 10% of the Shares in issue as at 18 May 2005, being the date of the annual general meeting of the Company at which the Scheme Mandate Limit was previously refreshed and representing approximately 8.25% of the issued share capital of the Company as at the Latest Practicable Date.

Since the date of the annual general meeting on 18 May 2005, the Company has granted options carrying right to subscribe for an aggregate of 2,800,000 Shares under the Existing Share Option Scheme and which remained outstanding. As such, options carrying rights to subscribe for 231,928,224 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 has 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).

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 2,850,368,688 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 285,036,868 Shares. As at the Latest Practicable Date, options carrying right to subscribe for up to 91,290,000 Shares, representing approximately 3.12% 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.

A 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.

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.

LETTER FROM THE BOARD

5. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 86(2) of the Bye-laws, Mr. Tian Jin will retire from office at the AGM, and being eligible, would offer himself for re-election.

In accordance with Bye-law 87(1) of the Bye-laws, Messrs Chen Wei, Law Sze Lai and Xin Luo Lin shall retire at the AGM and, being eligible, would offer themselves for re-election.

The details of the 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

The Stock Exchange made certain amendments to the Listing Rules relating to the Code on Corporate Governance Practices and Corporate Governance Report which came into effect on 1 January 2005 and to the contents of the constitutional documents which came into effect on 1 March 2006.

Accordingly, the Directors propose to the Shareholders to pass a special resolution at the AGM to amend the existing Bye-laws in order to bring the Bye-laws in line with the requirements of the amended Listing Rules.

The proposed amendments, if duly passed, will have the following effects :

- (1) a poll may be demanded by a Director in circumstances required by the Listing Rules;
- (2) any Director appointed by the Directors of the Company may only hold office until the next general meeting in the case of filling a casual vacancy or the next annual general meeting in the case of an addition to the board of directors of the Company and is eligible for re-election at that meeting; and
- (3) a Director may be removed by an ordinary resolution of members at a general meeting.

7. ANNUAL GENERAL MEETING

The AGM Notice which contains, inter alia, the Ordinary Resolutions to grant to the Directors the Repurchase Mandate, the Share Issue Mandate, the refreshment of Scheme Mandate Limit, the re-election of retiring Directors and the proposed Special Resolution to amend the existing Bye-laws is set out on pages 14 to 18 of this circular.

LETTER FROM THE BOARD

8. ACTIONS 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 46th 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 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).

9. PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-law 66, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman; or
- (b) by at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the member.

10. RECOMMENDATION

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

Yours faithfully,
By Order of the Board
Tang Yui Man Francis
Chief Executive Officer

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 2,850,368,688 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 285,036,868 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 2005 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 (HK\$)	Lowest (HK\$)
April 2005	1.580	1.210
May 2005	1.480	1.230
June 2005	1.360	1.290
July 2005	1.310	1.170
August 2005	1.430	1.260
September 2005	1.790	1.440
October 2005	1.700	1.550
November 2005	2.075	1.600
December 2005	2.700	2.050
January 2006	2.525	2.250
February 2006	2.550	2.200
March 2006	2.875	2.300
April 2006 (up to the Latest Practicable Date)	3.025	1.930

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.

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, Asia Pacific Promotion Limited together with its associates were interested in 1,380,697,920 Shares, representing approximately 48.44% 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 Asia Pacific Promotion Limited together with its associates in the Company would be increased to approximately 53.82% 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 general mandate to repurchase. 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.

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 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 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 Shareholders and exercised by the Board.

7. SHARES REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months preceding the Latest Practicable Date.

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

(1) MR. CHEN WEI

Mr. Chen Wei, aged 44, is an executive Director of the Company. He is also the managing director of Panva Gas. Mr. Chen holds a Bachelor of Engineering Management degree from the Beijing Institute of Technology in the PRC. He was previously employed by a number of other large organizations and has over 20 years of experience in engineering business administration, market development and management. Mr. Chen joined the Sinolink Group in February 1992 and is responsible for the overall development, management and strategic planning of the Company. He has been the executive Director since December 1997. Save as disclosed above, Mr. Chen has not held any directorship in other publicly listed companies in the past three years.

Mr. Chen has not entered into any service agreement with the Company and there is no agreement as to the director's fee payable to Mr. Chen. His director's fee is to be determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is not entitled to any bonus payments. Further announcement will be made when the director's fee of Mr. Chen is determined. For the year ended 31 December 2005, Mr. Chen has received remuneration in the amount of HK\$4,017,000. He does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save for the interest in share options granted by the Company to subscribe for 12,000,000 Shares, representing 0.42% of the issued share capital of the Company, Mr. Chen does not have any interest in the Shares, within the meaning of Part XV of the SFO.

(2) MR. LAW SZE LAI

Mr. Law Sze Lai, aged 63, is an executive Director of the Company. He is also an executive director of Sinolink Properties Limited. He has been employed by a number of real estate companies in the PRC. He is a qualified economist in the PRC and has over 18 years of experience in property development. Mr. Law joined the Group in 1992 and is responsible for the coordination and administration of the real estate business of the Group. He has been the executive Director since December 1997. Save as disclosed above, Mr. Law has not held any directorship in other publicly listed companies in the past three years.

Mr. Law has entered into a service agreement with the Company dated 31 May 2005 for a specific term of 3 years but he is subject to the retirement and re-election provisions in the articles of association of the Company. He is entitled to a monthly salary HK\$100,000 and two months end of year payment provided that in the relevant year in which his service agreement commenced, Mr. Law shall be entitled to a year end payment on a pro-rata basis calculated by reference to the number of days of his service covered in the relevant year bears to the number of days in that relevant year. Mr. Law is also entitled to a year of end discretionary bonus determined by the Board at its absolute discretion having regard to the Company's performance and the prevailing market situation. He does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. Saved for the

interest in 2,400,000 Shares and the interest in share options granted by the Company to subscribe for 5,600,000 Shares, representing in aggregate 0.28% of the issued share capital of the Company as at the Latest Practicable Date, 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, aged 48, is an independent non-executive Director of the Company. He holds a Bachelor of Arts from Hunan University, Master of Arts from Wuhan University and Doctorate in Administration and Management from Auburn University. Mr. Tian is the COO of Asia Operations, Morningstar Inc., CEO 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. He has been the independent non-executive Director since May 2005. Save as disclosed above, Mr. Tian has not held any directorship in other publicly listed companies in the past three years.

Mr. Tian is appointed for a term of 2 years and is subject to retirement and re-election provisions in the articles of association of the Company. With the resolution approved on 18 May 2005 by the remuneration committee of the Company, Mr. Tian is entitled a director's fees for an amount of HK\$250,000 per year payable in two equal instalments. His director's fee is to be 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. Mr. Tian is not entitled to any bonus payments. He does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save for the interest in share options granted by the Company to subscribe for 2,000,000 Shares, representing 0.07% of the issued share capital of the Company, Mr. Tian does not have any interest in Shares within the meaning of Part XV of the SFO.

(4) MR. XIN LUO LIN

Mr. Xin Luo Lin, aged 57, is an independent non-executive Director of the Company. He postgraduated from the Peking University in the PRC and is the Justice of Peace in New South Wales of Australia. Mr. Xin holds directorships in a number of companies in Hong Kong. He is also an independent non-executive director of Enerchina. He has been the independent non-executive Director since June 2002. Save as disclosed above, Mr. Xin has not held any directorship in other publicly listed companies in the past three years.

Mr. Xin is appointed for a term of one year and is subject to retirement and re-election provisions in the articles of association of the Company. With the resolution approved on 18 May 2005 by the remuneration committee of the Company, Mr. Xin is entitled a director's fees for an amount of HK\$250,000 per year payable in two equal instalments. His director's fee is to be 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. Mr. Xin is not entitled to any bonus payments. He does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save for the interest in share options granted by the Company to subscribe for 2,000,000 Shares, representing 0.07% of the issued share capital of the Company, Mr. Xin does not have any interest in Shares within the meaning of Part XV of the SFO.

In the opinion of the Board, other than the aforesaid matters, 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 matter that needs to be brought to the attention of the Shareholders in relation to the re-election of the above Directors.

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 (the “Company”) will be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 29 May 2006 at 12:00 noon for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2005;
2. to declare a final dividend for the year ended 31 December 2005;
3. to re-elect directors and to authorise the board of directors to fix the remuneration of the directors;
4. to re-appoint auditors and to authorise the board of directors to fix the remuneration of the auditors;
5. to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions and/or special resolutions (as the case may be):

ORDINARY RESOLUTIONS

(A) “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “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 (“the 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;

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

(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 (the “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, 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

NOTICE OF ANNUAL GENERAL MEETING

- (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; and

“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.”

NOTICE OF ANNUAL GENERAL MEETING

- (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 (“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.”

SPECIAL RESOLUTIONS

- (E) “**THAT** the existing bye-laws of the Company be and are hereby in the following manner:
- (a) Bye-law (66)
- (i) By inserting the following words after the words “on a show of hands unless” in the third sentence in the first paragraph of Bye-law 66:
- “voting by way of poll is required by the rules of the Designated Stock Exchange or”
- (ii) By deleting the full-stop at the end of Bye-law 66(d), replacing therewith a semicolon and the word “or” and inserting the following as new Bye-law 66(e):
- “(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”
- (b) Bye-law 86(2)

By deleting the last sentence in existing Bye-law 86(2) in its entirety and substituting therefore the following:–

“Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.”

NOTICE OF ANNUAL GENERAL MEETING

(c) Bye-law 86(4)

By deleting the words “special resolution” in the third line of paragraph 4 of bye-law 86 and replacing them with the words “ordinary resolution”

(d) Bye-law 87(2)

By deleting the last sentence of Bye-law 87(2).”

By Order of the Board
LO Tai On
Company Secretary

Hong Kong, 2 May 2006

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 authorised 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 46th 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.

NOTICE OF ANNUAL GENERAL MEETING

- (v) The register of members of the Company will be closed from Thursday, 25 May 2006 to Monday, 29 May 2006, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend of the Company, all completed transfer forms with share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Wednesday, 24 May 2006.
- (vi) As at the date of this notice, the executive Directors of the Company are Messrs. Ou Yaping, Tang Yui Man Francis, Chen Wei and Law Sze Lai, the independent non-executive Directors are Messrs Davin A. Mackenzie, Tian Jin and Xin Luo Lin.



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 annual general meeting to be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 29th May, 2006 at 12:00 noon or at 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 attend and vote for me/us at 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 Monday, the 29th day of May, 2006 at 12:00 noon (or at any adjournment thereof) as indicated below⁴.

		For ⁴	Against ⁴
1.	To receive and consider the audited financial statements and the reports of the directors of the Company and report of auditors for the year ended 31st December, 2005.		
2.	To declare final dividend for the year ended 31 December 2005.		
3.	(i) To re-elect Mr. Chen Wei as a director of the Company.		
	(ii) To re-elect Mr. Law Sze Lai as a director of the Company.		
	(iii) To re-elect Mr. Tian Jin as a director of the Company.		
	(iv) to re-elect Mr. Xin Luo Lin as a director of the Company;		
	(v) To authorise the board of directors to fix the remuneration of directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix the remuneration of the auditors.		
	ORDINARY RESOLUTIONS		
5.	(i) To grant a general mandate to the directors to repurchase shares of the Company. (Ordinary Resolution no. 5(A) of the notice of annual general meeting.)		
	(ii) To grant a general mandate to the directors to issue shares of the Company. (Ordinary Resolution no. 5(B) of the notice of annual general meeting.)		
	(iii) To extend the general mandate to issue shares granted to the directors to cover shares repurchased by the Company. (Ordinary Resolution no. 5(C) of the notice of annual general meeting.)		
	(iv) To approve the refreshment of mandate limit to the existing share option scheme. (Ordinary Resolution no. 5(D) of the notice of annual general meeting.)		
	SPECIAL RESOLUTIONS		
	(v) To approve the amendment of bye-laws of the Company. (Special Resolution no. 5(E) of the notice of annual general meeting.)		

Dated _____ day of _____, 2006.

Shareholder's signature⁵: _____

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 in the capital of the Company registered in your name(s).
- 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.
- 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 vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney or other person authorised to sign the same.
- 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 the 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy together with the power of attorney or other authority (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 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned 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.
- Completion and deposit the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only