



百仕達控股有限公司\*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Proxy form for use at the annual general meeting to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Hong Kong on Tuesday, 25 May 2004 at 3:00 p.m. and at any adjournment thereof

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of Sinolink Worldwide Holdings Limited  
(“the Company”) HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the **CHAIRMAN OF THE MEETING** or as my/our proxy to attend and vote for me/us at the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Hong Kong on Tuesday, the 25th day of May, 2004 at 3:00 p.m. (and at any adjournment thereof) as indicated below<sup>4</sup>.

|    |   | For <sup>4</sup> | Against <sup>4</sup> |
|----|---|------------------|----------------------|
| 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 31 December, 2003.                                 |                  |                      |
| 2. | To declare a final dividend for the year ended 31 December 2003.  |                  |                      |
| 3. | (i) To re-elect Mr. LI Zhi Xiang as a director.<br>(ii) To authorise the board of directors to fix the remuneration of directors.   |                  |                      |
| 4. | To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the board of directors to fix their remuneration.  |                  |                      |
| 5. | (i) Ordinary Resolution on item 5(A) of the notice of annual general meeting.<br>(To approve bonus issue of shares of the Company)  |                  |                      |
|    | (ii) Ordinary Resolution on item 5(B) of the notice of annual general meeting.<br>(To grant a general mandate to the directors to repurchase shares of the Company)                                   |                  |                      |
|    | (iii) Ordinary Resolution on item 5(C) of the notice of annual general meeting.<br>(To grant a general mandate to the directors to issue shares of the Company)                                       |                  |                      |
|    | (iv) Ordinary Resolution on item 5(D) of the notice of annual general meeting.<br>(To extend the general mandate to issue shares granted to the directors to cover shares repurchased by the Company) |                  |                      |
|    | (v) Ordinary Resolution on item 5(E) of the notice of annual general meeting.<br>(To approve the refreshment of mandate limit to the existing share option scheme)                                    |                  |                      |
|    | (vi) Special Resolution on item 5(F) of the notice of annual general meeting.<br>(To approve the amendment of bye-laws of the Company)  |                  |                      |

Dated: \_\_\_\_\_ Shareholder's Signature<sup>5</sup>: \_\_\_\_\_

Notes :

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 duly authorised in writing.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th 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 at which the person named in the instrument proposes to vote.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

\* For identification purposes only