

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed dealer, 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 transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

**PROPOSED BONUS ISSUE OF SHARES,
GENERAL MANDATES TO
REPURCHASE AND TO ISSUE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND AMENDMENTS TO BYE-LAWS**

The notice convening 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, 25 May 2004 at 3:00 p.m. is set out on pages 95 to 102 of the annual report of the Company for the year ended 31 December 2003 dated 21 April 2004. 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 Shop 1712-1716, 17th 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 for holding of the meeting. Completion and return of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

30 April 2004

CONTENTS

	<i>Page(s)</i>
Expected Timetable	1
Definitions	2
Letter from the Board	
1. Introduction	4
2. Bonus Issue of Shares	5
3. General Mandate to Repurchase Shares	7
4. General Mandate to Issue Shares	7
5. Refreshment of Scheme Mandate Limit	7
6. Amendments to the Existing Bye-laws	8
7. Annual General Meeting	8
8. Actions to be taken	9
9. Recommendation	9
Appendix – Explanatory Statement	
1. Share Capital	10
2. Reasons for Repurchases	10
3. Funding of Repurchases	10
4. Undertaking	11
5. Takeovers Code	11
6. Share Prices	12
7. Share Repurchase Made by the Company	12

EXPECTED TIMETABLE

2004

Last day for trading in Shares cum entitlements to the Bonus Issue	Tuesday, 18 May
First day for trading in Shares ex entitlements to the Bonus Issue	Wednesday, 19 May
Latest time for lodging transfers to qualify for the Bonus Issue	4:00 p.m. on Thursday, 20 May
Register of members closes (both days inclusive) from	Friday, 21 May
to	Tuesday 25 May
Latest time for proxy forms to be returned	3:00 p.m. on Sunday, 23 May
Record date for determination of entitlements to the Bonus Issue	Tuesday, 25 May
Annual General Meeting	3:00 p.m. on Tuesday, 25 May
Register of members reopens	Thursday, 27 May
Despatch of certificates for the Bonus Shares	on or before Thursday, 3 June
Expected first day of dealing in the Bonus Shares	Monday, 7 June

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 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., notice of which is set out in the Annual Report;
“AGM Notice”	the notice for convening the AGM as set out on pages 95 to 102 in the Annual Report;
“Annual Report”	the annual report of the Company for the year ended 31 December 2003 dated 21 April 2004;
“Board”	the board of Directors;
“Bonus Issue”	the issue of Bonus Shares on and subject to the terms and conditions set out in this circular;
“Bonus Shares”	the new Shares to be issued pursuant to the Bonus Issue;
“Bye-laws”	the bye-laws of the Company as may be amended from time to time;
“Company”	Sinolink Worldwide Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“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 Company passed on 24 May 2002;
“Hong Kong”	The Hong Kong Special Administrative Region of The People’s Republic of China;
“Latest Practicable Date”	29 April 2004, 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

“Record Date”	25 May 2004, being the record date for determination of entitlements to the Bonus Issue;
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of Ordinary Resolution no. 5(B) during the period as set out in Ordinary Resolution no. 5(B);
“Scheme Mandate Limit”	the limit to be refreshed so as to allow the Directors to grant share options entitling holders thereof to subscribe for up to 10 per cent. of the issued share capital of the Company as at the date of passing Ordinary Resolution no. 5(E);
“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);
“Share Buyback 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 and issue shares of the Company during the period as set out in Ordinary Resolution no. 5(C) up to 20 per cent. of the issued share capital of the Company as at the date of passing Ordinary Resolution no. 5(C);
“Shareholder(s)”	holder(s) of Share(s);
“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 Company passed on 24 May 2002; and
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong.



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Executive Directors:

Mr. Ou Yaping (*Chairman*)
Mr. Tang Yui Man Francis (*Chief Executive Officer*)
Mr. Chen Wei
Mr. Law Sze Lai

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Mr. Cheung Wing Yui
Mr. Li Zhi Xiang
Mr. Tsang Yu Chor, Patrick
Mr. Xin Luo Lin

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

25th Floor, Vicwood Plaza
199 Des Voeux Road Central
Hong Kong

30 April 2004

To the Shareholders

Dear Sir or Madam,

**PROPOSED BONUS ISSUE OF SHARES,
GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND AMENDMENTS TO BYE-LAWS**

1. INTRODUCTION

At the annual general meeting of the Company held on 27 May 2003, resolutions of the Shareholders were passed, amongst other things, giving general unconditional mandates to the Directors to exercise the powers of the Company to:

1. repurchase Shares representing up to 10 per cent. of the aggregate nominal value of the issued share capital of the Company as at that date;
2. allot, issue and deal with Shares not exceeding 20 per cent. of the aggregate nominal value of the share capital of the Company in issue as at that date; 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 any Shares repurchased by the Company pursuant to the general mandate 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 new general mandates to the Directors.

The Bonus Issue is proposed to be made to the Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of 2 Bonus Shares for every 10 Shares then held.

The purpose of this circular is to provide you with information regarding the Bonus Issue, the Repurchase Mandate, the Share Issue Mandate, the refreshment of the Scheme Mandate Limit and the amendments to the Bye-laws and to seek your approval of the Ordinary Resolutions and the Special Resolution relating to these matters at the AGM.

2. BONUS ISSUE OF SHARES

The Bonus Issue will be made on the basis of 2 Bonus Shares, credited as fully paid by way of capitalisation of part of the Company's share premium account, for every 10 Shares held by the Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Shares will rank *pari passu* in all respects with the Shares in issue on the date of issue of the Bonus Shares, except that they are not entitled to the final dividend proposed to be declared as mentioned in Ordinary Resolution no. 2 and will not rank for the Bonus Issue.

No fractional Shares shall be allotted and distributed, but Shares representing fractional entitlements shall be aggregated and issued to a nominee to be named by the Directors and such Shares shall at such time as the nominee thinks fit be sold and the net proceeds shall be retained for the benefit of the Company.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until the Record Date. Based on 1,915,335,200 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or repurchased prior to the Record Date, a total number of 383,067,040 Bonus Shares will be issued pursuant to the Bonus Issue and it is proposed that the Directors be authorised to capitalise the sum of HK\$38,306,704 being part of the amount standing to the credit of the share premium account of the Company and apply such sum in paying up in full for the Bonus Shares.

An ordinary resolution set out as Ordinary Resolution no. 5(A) in the AGM Notice will be proposed at the AGM to approve the Bonus Issue.

The Bonus Issue is conditional upon (i) the passing of the Ordinary Resolution no. 5(A) to approve the Bonus Issue at the AGM; and (ii) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Bonus Shares.

LETTER FROM THE BOARD

Adjustment to exercise price of outstanding options

As at the Latest Practicable Date, there were 56,250,000 Shares which would fall to be issued upon exercise of outstanding options (“Outstanding Options”) granted under the Terminated Scheme and the Existing Share Option Scheme.

In accordance with the rules of the Terminated Scheme and the Existing Share Option Scheme, the Company shall instruct the auditors to certify in writing to the Directors on the adjustment, if any, that in their opinion fairly and reasonably to be made either generally or as regards any particular grantee, to (i) the number or nominal amount of Share to which the options relate; (ii) the subscription price of any option; (iii) the maximum number of Shares; and (iv) the method of exercise in respect of all options.

The adjustment as so certified by the auditors shall be made, provided that: (i) any such adjustment shall be made on the basis that proportion of the issued share capital of the Company for which any grantee would have been entitled had he exercised all the options held by him immediately prior to such adjustment shall equal to the proportion of the issued share capital of the Company for which he would have been entitled had he exercised all the options held by him immediately after such adjustment; (ii) any such adjustment shall be made on the basis that the aggregate subscription price payable by a grantee on the full exercise of any option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; (iii) no such adjustment shall be made the effect of which would be to enable a share to be issued at less than its nominal value; and (iv) the issue of securities of the Company as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment.

Closure of Register of Members

The register of members of the Company will be closed from Friday, 21 May 2004 to Tuesday, 25 May 2004, both days inclusive, during which period no registration of transfer of Shares will be effected. In order to qualify for the Bonus Issue, Shareholders whose Shares are not registered in their names should complete and lodge transfer forms and Share certificates by 4:00 p.m. on Thursday, 20 May 2004 with the 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 for registration.

Trading Arrangement

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. No part of the share capital of the Company is listed on or dealt in on any other stock exchange and no such listing or permission to deal is being or is proposed to be sought.

It is expected that certificates for the Bonus Shares will be posted to those entitled thereto at their own risk on or before Thursday, 3 June 2004. In the case of joint shareholdings, the certificates for the Bonus Shares will be posted to the address of the first-named member on the register of members of the Company in respect of such joint holding. Dealings in the Bonus Shares are expected to commence on Monday, 7 June 2004, and will be subject to Hong Kong stamp duty.

3. 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(B) of the AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate are Shares representing up to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the Ordinary Resolution approving the Repurchase Mandate.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Repurchase Mandate, is set out in the appendix hereto.

4. GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions will be proposed to grant to the Directors the Share Issue Mandate, and to authorize an extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are respectively set out in Ordinary Resolutions nos. 5(C) and 5(D) in the AGM Notice.

5. REFRESHMENT OF SCHEME MANDATE LIMIT

Under the Existing Share Option Scheme, the Board has the right to grant to the eligible participants options to subscribe for a maximum of 184,877,700 Shares, being 10 per cent. of the Shares in issue as at the date of adoption of the Existing Share Option Scheme and representing approximately 9.65 per cent. of the issued share capital of the Company as at the Latest Practicable Date. As at the Latest Practicable Date, (i) options carrying right to subscribe for up to 25,400,000 Shares have been granted under the Existing Share Option Scheme and options carrying rights to subscribe for up to a total of 30,850,000 Shares remain outstanding under the Terminated Scheme; and (ii) 17,030,000 of the options were lapsed under the Terminated Scheme, but none of these options were exercised or cancelled.

The total number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme and the Terminated Scheme are 56,250,000 (representing approximately 2.94 per cent. of the Shares in issue as at the Latest Practicable Date).

The Directors consider that the Company should refresh the Scheme Mandate Limit 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). If the Scheme Mandate Limit is “refreshed”, on the basis of 1,915,335,200 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 carrying rights to subscribe for 191,533,520 Shares.

LETTER FROM THE BOARD

A resolution will therefore be put 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 per cent. 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 Terminated Scheme and the Existing Share Option Scheme must not, in aggregate, exceed 30 per cent. of the issue 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.

6. AMENDMENTS TO THE EXISTING BYE-LAWS

The amendments to the Listing Rules became effective on 31 March 2004. Those amendments, include, amongst others, the amendments to Appendix 3 of the Listing Rules governing the constitutional documents of a listed issuer. In this connection, the Special Resolution as set out in the AGM Notice is proposed to make amendments to the Bye-laws to comply with the requirements of the amended Appendix 3 of the Listing Rules.

As a result of the amendments to the Listing Rules, amongst others, (1) where the Company has actual knowledge, any Shareholder who is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted; (2) a minimum of 7 days' period is required for lodgment by Shareholder of the notice to nominate a Director (other than the retiring Director) and for the lodgment by the nominated person of a notice to indicate his willingness to be elected and the lodgment of such notice shall commence no earlier than the day after the despatch of the notice of meeting appointed for such election; and (3) a Director shall abstain from voting at the board meeting on any matter in which he or any of his associates has material interest and the Director shall not be counted towards the quorum of the relevant board meeting.

To align the Bye-laws with the amendments to the Listing Rules, the Board proposes the Bye-laws be amended in the manner as set out in the Special Resolution.

7. ANNUAL GENERAL MEETING

At the AGM, the Ordinary Resolutions will be proposed to approve the Bonus Issue and to grant to the Directors the Repurchase Mandate, the Share Issue Mandate and the refreshment of the Scheme Mandate Limit and the Special Resolution will be proposed to amend the existing Bye-laws.

LETTER FROM THE BOARD

8. ACTIONS TO BE TAKEN

A proxy form for use at the AGM is despatched to you with this circular. Whether or not you propose to attend the AGM, you are requested to complete the proxy form and return it to the 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM.

9. RECOMMENDATION

The Directors believe that the Bonus Issue, the Repurchase Mandate, the Share Issue Mandate, the refreshment of the Scheme Mandate Limit and the amendments to the 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 Ordinary Resolutions and the Special Resolution set out in the AGM Notice.

Yours faithfully,

By Order of the Board

TANG YUI MAN, FRANCIS

Executive Director & Chief Executive Officer

This appendix serves as an explanatory statement, as required under the Share Buyback Rules, to provide information to the Shareholders with regard to the Repurchase Mandate to enable them to make an informed decision as to whether to vote in favour of the Repurchase Mandate. For the purpose of this appendix, the term “Shares” shall mean shares of all classes and securities which carry a right to subscribe for or purchase shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,915,335,200 Shares. As at the same date, options to subscribe for 56,250,000 Shares had been granted and were outstanding under the Terminated Scheme and Existing Share Option Scheme.

Subject to the passing of Ordinary Resolution no. 5(B) and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 191,533,520 Shares representing not more than 10 per cent. of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the applicable laws of Bermuda and the Listing Rules. Under Bermuda law, the amount of capital to be repaid in connection with a Share repurchase may only be paid out of the capital paid up on the relevant Shares or the funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on a repurchase may only be paid out of the funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company.

The Directors at present have not decided which proposed source of funding is to be used when the Repurchase Mandate is exercised.

There might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts for the year ended 31 December 2003 contained in the Annual Report) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders of the Company.

5. TAKEOVERS CODE

If as a result of a repurchase of Shares, 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) could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, Asia Pacific Promotion Limited together with its associates held 1,250,581,600 Shares, representing in aggregate approximately 65.29 per cent. of the issued share capital of the Company. To the best of knowledge and belief of the Company, no other person, together with his/her associates, was beneficially interested in Shares representing 10 per cent. or more of the issued share capital of the Company.

In the event that the Directors exercise the Repurchase Mandate in full, then (if the present shareholdings otherwise remain the same) the shareholdings of Asia Pacific Promotion Limited in the Company would be increased from approximately 65.29 per cent. to approximately 72.55 per cent.. The Company does not intend to repurchase its Shares which will lead to less than 25 per cent. of its issued share capital being held by the public. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:–

	Highest HK\$	Lowest HK\$
2003		
April	0.54	0.48
May	0.62	0.51
June	0.64	0.56
July	0.63	0.51
August	0.81	0.61
September	0.80	0.73
October	0.95	0.74
November	0.93	0.82
December	0.96	0.82
2004		
January	1.27	0.91
February	1.27	1.15
March	1.21	0.95

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.