



# 百仕達控股有限公司\*

## SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

**Proxy form for use at the special general meeting to be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, on Monday, 10 April 2006 at 10:00 a.m. or 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 as my/our proxy to attend and vote for me/us at the special general meeting of the Company (the “**Special General Meeting**”) to be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, on Monday, 10 April 2006 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice of the Special General Meeting as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

| ORDINARY RESOLUTION |   | For <sup>4</sup> | Against <sup>4</sup> |
|---------------------|---|------------------|----------------------|
| (i)                 | To grant a general mandate to the directors to issue shares of the Company. (Ordinary Resolution set out in the notice of special general meeting.) |                  |                      |

Dated \_\_\_\_\_ day of \_\_\_\_\_, 2006 Shareholder's Signature <sup>5</sup>: \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. The proxy need not be a member of the Company, but must attend the meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”**. Failure to complete the boxes will entitle your proxy to cast his 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.
5. 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.
6. 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.
7. 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 and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 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. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person.
8. Any alteration made to this form of proxy must be initialed by the person who signs it.
9. 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