

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

Stock code: 1168

Placing of existing shares and subscription for new shares

On 9 December 2005, the Vendor, the Company and the Placing Agent entered into the Placing and Subscription Agreement under which the Placing Agent agreed to place, on a fully underwritten basis, 280,000,000 Placing Shares held by the Vendor to independent places at the Placing Price of HK\$1.95 per Share.

The Vendor also agreed to subscribe, and the Company agreed to allot and issue to the Vendor, 280,000,000 Subscription Shares at the Subscription Price of HK\$1.95 per Share.

The net proceeds to be received by the Company from the Subscription will amount to approximately HK\$532 million. The Company intends to apply such net proceeds to finance the Company's existing property development activities, and for general working capital purposes.

At the request of the Company, trading in the securities of the Company was suspended on the Stock Exchange from 9:30 a.m. on Thursday, 8 December 2005 pending release of this announcement. Trading in the securities of the Company will resume at 9:30 a.m. on Monday, 12 December 2005.

PLACING AND SUBSCRIPTION AGREEMENT DATED 9 DECEMBER 2005

Parties

- (i) the Vendor, a controlling shareholder of the Company;
- (ii) the Company; and
- (iii) the Placing Agent (as placing agent of the Placing).

THE PLACING

Number of Placing Shares

280,000,000 Shares, representing approximately 11.9% of the Company's existing issued share capital and approximately 10.6% of its issued share capital as enlarged by the issue of the Subscription Shares. The Placing Shares have been fully placed on 9 December 2005.

The Placees

The identity of the placees, and the number of Placing Shares which they will purchase under the Placing, are as follows:

Name of placees	Number of Placing Shares purchased	% of the Placing Shares
GLG Partners LP	80,000,000	28.6
PMA Capital Management Ltd.	100,000,000	35.7
The Children's Investment Fund Management (UK) L.L.P.	80,000,000	28.6
Value Partners Ltd.	<u>20,000,000</u>	<u>7.1</u>
Total	<u><u>280,000,000</u></u>	<u><u>100.0</u></u>

The placees are all professional investors. To the best of the knowledge of the Company, none of the placees will become substantial shareholders (as defined in the Listing Rules) of the Company following completion of the Placing.

Placing Price

HK\$1.95 per Share, representing (i) a discount of approximately 6.02% to the closing price of HK\$2.075 per Share quoted on the Stock Exchange on 7 December 2005, the latest trading day prior to the date of the Placing and Subscription Agreement; (ii) a discount of approximately 6.47% to the average closing price of the Shares of approximately HK\$2.085 per Share as quoted on the Stock Exchange from 1 December to 7 December 2005, both dates inclusive, being the last five trading days immediately prior to the issuance of this announcement; and (iii) a discount of approximately 5.25% to the average closing price of the Shares of approximately HK\$2.058 per Share as quoted on the Stock Exchange from 23 November 2005 to 7 December 2005, both dates inclusive, being the last ten trading days immediately prior to the issuance of this announcement.

The Placing Price has been determined after arm's length negotiations between the parties.

Rights

The Placing Shares will be sold free of any encumbrances and third-party rights. The placees will receive all dividends and distributions declared, made or paid on or after the date of the Placing and Subscription Agreement dated 9 December 2005.

Independence of the Placing Agent and the placees

Each of the Placing Agent (and its beneficial owners) and the placees (and their respective beneficial owners) are independent of and not connected with the Vendor or any person acting in concert with it (as defined in the Takeover Code). They are also independent of and not connected with the Directors, chief executive or substantial shareholders (as defined in the Listing Rules) of the Company or any of its subsidiaries or an associate of any of them and they are not connected persons (as defined in the Listing Rules) of the Company.

Completion of Placing

The Placing is unconditional. It is expected that completion of the Placing will take place on 13 December 2005.

Termination events

The Placing and Subscription Agreement contains provisions granting the Placing Agent the right to terminate its placing obligations if it becomes aware that certain events have occurred before 8:00 a.m. on the date of completion of the Placing. These events include (i) any breach of the representations, warranties and undertakings set out in the Placing Agreement which would have a material adverse effect on the Group; (ii) any material adverse change in the general affairs, management, business or the financial or trading position of the Group; and (iii) any significant change in local, national or international financial, economic, political, military or market conditions or currency exchange rates or exchange controls which the Placing Agent considers is likely to have a material adverse effect on the success of the Placing.

If the Placing Agent exercises its right to terminate the Placing, the Placing will not proceed. Shareholders and investors are advised to exercise caution in dealing in the Shares.

Lock-up

The Vendor has undertaken to the Placing Agent that, prior to the expiry of the period of 90 days from completion of the Placing, it will not and will procure that none of its nominees or associates will sell or otherwise dispose of (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares (including the Subscription Shares) or any interests therein, without the prior written consent of the Placing Agent.

In addition, the Company has undertaken to the Placing Agent, and the Vendor has undertaken to the Placing Agent to procure that, prior to the expiry of the period of 90 days from completion of the Placing, the Company will not allot or issue or agree to allot or issue (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares, except for (i) the Subscription Shares to be allotted and issued to the Vendor pursuant to the Subscription or (ii) any scrip dividend scheme or share option scheme that may be operated by the Company from time to time.

THE SUBSCRIPTION

Number of Subscription Shares

280,000,000 new Shares, representing approximately 11.9% of the Company's existing issued share capital, and approximately 10.6% of its issued share capital as enlarged by the issue of the Subscription Shares.

Subscription Price

HK\$1.95 per Share, which is equivalent to the Placing Price. The total subscription monies payable by the Vendor to the Company will be the Subscription Price per Share (i.e. HK\$1.95) multiplied by the number of Subscription Shares less the commission and other expenses incurred by the Vendor and by the Company in relation to the Placing and the Subscription. This represents a net amount per Share payable to the Company (after deducting expenses) of approximately HK\$1.90. All commission, costs and expenses incurred in connection with the Placing and the Subscription will be borne by the Company and the interest accrued, if any, on the net proceeds from the date of completion of the Placing to the date of completion of the Subscription will be attributable to the Company.

Mandate to issue new Shares

The Subscription Shares will be issued under the general mandate granted to the Directors pursuant to a resolution passed by the shareholders of the Company at the annual general meeting held on 18 May 2005. Under such general mandate, the Directors are allowed to allot and issue up to 469,456,448 Shares. As at the date of this announcement, no Share (other than Shares allotted pursuant to share option schemes) has been allotted and issued pursuant to such general mandate.

Ranking

The Subscription Shares, when fully paid, will rank equally with the existing issued shares of the Company.

Conditions of the Subscription

Completion of the Subscription is conditional on:

1. the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Subscription Shares;
2. completion of the Placing; and
3. (if so required by the laws of Bermuda) the consent of the Bermuda Monetary Authority and all other consents and approvals required under Bermuda law in respect of the Subscription and the transactions contemplated under the Placing and Subscription Agreement.

None of the conditions stated above can be waived. If the conditions are not fulfilled on or before 23 December 2005 or such other date as may be agreed between the Company and the Vendor, the Subscription will lapse.

Completion of the Subscription

Completion of the Subscription will take place on the next business day after the date upon which the last of the conditions is satisfied or such other date as the Vendor and the Company may agree, provided that completion will not be later than 23 December 2005.

EFFECT OF THE PLACING AND THE SUBSCRIPTION

The shareholding structure of the Company before and after the Placing and the Subscription is summarised as follows (*Note 1*):

	At the date of this Announcement		Immediately after completion of the Placing but before the Subscription		Immediately after completion of the Placing and the Subscription	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
The Vendor and Mr. Ou and family (<i>Note 2</i>)	1,380,697,920	58.6	1,100,697,920	46.7	1,380,697,920	52.4
Public shareholders						
Placees (<i>Note 3</i>)	—	—	280,000,000	11.9	280,000,000	10.6
Other shareholders	<u>974,214,320</u>	<u>41.4</u>	<u>974,214,320</u>	<u>41.4</u>	<u>974,214,320</u>	<u>37.0</u>
Total	<u><u>2,354,912,240</u></u>	<u><u>100.0</u></u>	<u><u>2,354,912,240</u></u>	<u><u>100.0</u></u>	<u><u>2,634,912,240</u></u>	<u><u>100.0</u></u>

Notes:

- (1) The table assumes no Shares are issued pursuant to the employee share option scheme of the Company between the date of this announcement and completion of the Placing and the Subscription.
- (2) Immediately prior to the Placing, the Vendor held directly 1,374,222,000 Shares and Mr. Ou Yaping (the legal and beneficial owner of the Vendor) had an indirect family interest in 6,475,920 Shares.
- (3) Some placees of the Placing Shares may be existing shareholders of the Company. Any existing holdings of Placees are included under "Other Shareholders".

REASONS FOR THE PLACING AND THE SUBSCRIPTION AND USE OF PROCEEDS

The net proceeds to be received by the Company from the Subscription will amount to approximately HK\$532 million. The Company intends to apply such net proceeds to finance the Company's existing property development activities, and for general working capital purposes. There has been no issue of any equity securities in the 12 months prior to the date of this announcement (other than pursuant to employee share options schemes of the Company).

In view of current capital market conditions, the Directors consider that the Placing and the Subscription represent a good opportunity for the Company to raise funds in order to meet those funding obligations. It will also increase the capital base of the Company and broaden its shareholder base.

The Directors believe the terms of the Placing and the Subscription, which have been negotiated on an arm's length basis in accordance with normal commercial terms, are fair and reasonable and are in the interests of the Company and its shareholders taken as a whole.

The Company will apply to the Stock Exchange for the grant of the listing of, and permission to deal in, the Subscription Shares. At the request of the Company, trading in the securities of the Company was suspended on the Stock Exchange from 9:30 a.m. on Thursday, 8 December 2005 pending release of this announcement. Trading in the securities of the Company will resume at 9:30 a.m. on Monday, 12 December 2005.

DEFINITIONS

“associate”	has the meaning ascribed to it in the Listing Rules
“Company”	Sinolink Worldwide Holdings Limited (Stock code: 1168), a company incorporated in Bermuda with limited liability
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placing”	the placing of the Placing Shares by the Placing Agent pursuant to the Placing and Subscription Agreement
“Placing Agent”	Merrill Lynch Far East Limited, a deemed licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing and Subscription Agreement”	the placing and subscription agreement dated 9 December 2005 entered into between the Vendor, the Company and the Placing Agent in relation to the Placing and Subscription
“Placing Price”	HK\$1.95 per Placing Share
“Placing Shares”	280,000,000 Shares currently owned by the Vendor
“SFC”	the Securities and Futures Commission

“Share(s)”	share(s) of nominal value of HK\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Subscription Shares by the Vendor at the Subscription Price pursuant to the Placing and Subscription Agreement
“Subscription Price”	HK\$1.95 per Subscription Share
“Subscription Shares”	280,000,000 new Shares to be subscribed by the Vendor at the Subscription Price under the Placing and Subscription Agreement and which shall be the same as the number of Placing Shares placed under the Placing and Subscription Agreement
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“trading day”	has the meaning ascribed to it in the Listing Rules
“Vendor”	Asia Pacific Promotion Limited, a private company incorporated in the British Virgin Islands which is wholly-owned by Mr. Ou Yaping

By Order of the Board
Sinolink Worldwide Holdings Limited
OU Yaping
Chairman

Hong Kong, 9 December 2005

As at the date of this announcement, the Directors of the Company are Ou Yaping, Tang Yui Man Francis, Chen Wei, Law Sze Lai, Davin A. Mackenzie, Tian Jin and Xin Luo Lin.

All the directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement misleading.

Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Times.