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## SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

# **REFRESHMENT OF GENERAL MANDATE**

The Directors were authorized to allot and issue up to 469,456,448 Shares pursuant to the General Mandate. Upon completion of the Placing in February 2006, the General Mandate had been used up. The Board therefore proposes to seek the approval of the Independent Shareholders to refresh the General Mandate at the SGM.

An independent board committee comprising the independent non-executive Directors will be formed to advise the Independent Shareholders on the refreshment of the General Mandate and an independent financial adviser will be appointed to advise the independent board committee of the Company on the terms of the refreshment of General Mandate. A circular containing information as regards the refreshment of the General Mandate, and a letter from an independent financial adviser to be appointed to advise the independent board committee on the refreshment of the General Mandate together with a notice convening the SGM, will be despatched to the Shareholders as soon as practicable.

### **REFRESHMENT OF GENERAL MANDATE**

The Directors were authorized to allot and issue up to 469,456,448 Shares pursuant to the General Mandate. Upon completion of the Placing, the General Mandate had been fully utilized. The Board therefore proposes to seek the approval of the Independent Shareholders to refresh the General Mandate at the SGM.

Asia Pacific as the controlling shareholder together with its associates (which has the meaning under the Listing Rules) will abstain from voting on the resolution for the refreshment of the General Mandate at the SGM pursuant to Rule 13.36(4) of the Listing Rules.

#### GENERAL

An independent board committee comprising the independent non-executive Directors will be formed to advise the Independent Shareholders on the refreshment of the General Mandate and an independent financial adviser will be appointed to advise the independent board committee of the Company on the terms of the refreshment of General Mandate. A circular containing information as regards the refreshment of the General Mandate and a letter from an independent financial adviser to be appointed to advise the independent board committee on the refreshment of the General Mandate together with a notice convening the SGM will be despatched to the Shareholders as soon as practicable.

### DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

"Asia Pacific"	Asia Pacific Promotion Limited, a company incorporated in the British Virgin Islands and legally and beneficially wholly-owned by Mr. Ou Yaping, being the controlling shareholder of the Company
"Board"	the board of Directors
"Company"	Sinolink Worldwide Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"Directors"	the directors of the Company from time to time
"General Mandate"	the general mandate approved by the Shareholders on 18 May 2005 authorising the Directors to allot and issue Shares up to $20\%$ of the issued share capital of the Company as at that date
"Group"	the Company and its subsidiaries
"Independent Shareholders"	the Shareholders other than Asia Pacific and its associates
"Listing Rules"	the Rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
"Placing"	the placing of 189,456,448 Shares pursuant to the terms of the placing and subscription agreement dated 25 January 2006 entered into between Asia Pacific as vendor, the Company and Morgan Stanley & Co. International Limited as placing agent as announced by the Company on 25 January 2006
"SGM"	the special general meeting of the Company to be convened to consider and, if thought fit, approve the refreshment of the General Mandate

"Shareholders" holders of Shares

"Shares" ordinary shares of HK\$0.10 each in the share capital of the Company

"Stock Exchange" The Stock Exchange of Hong Kong Limited

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

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

Hong Kong, 10 March 2006

\* For identification purposes only

Please also refer to the published version of this announcement in The Standard.