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

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百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

**PROPOSALS INVOLVING BONUS ISSUE OF SHARES,
GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
PROPOSED FINAL DIVIDEND PAYMENT,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company to be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Wednesday, 23 May 2007 at 12:00 noon is set out on pages 17 to 22 of this circular. 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 Rooms 1806-1807, 18th 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 meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

30 April 2007

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EXPECTED TIMETABLE

2007

Last day for trading in Shares cum entitlements to the Bonus Issue	Tuesday, 15 May
First day for trading in Shares ex entitlements to the Bonus Issue	Wednesday, 16 May
Latest time for lodging transfers to qualify for the Bonus Issue	4:30 p.m. on Thursday, 17 May
Register of members closes (both days inclusive) from	Friday, 18 May
to	Wednesday, 23 May
Latest time for proxy forms to be returned	12:00 noon on Monday, 21 May
Record date for determination of entitlements to the Bonus Issue	Wednesday, 23 May
Annual General Meeting	12:00 noon on Wednesday, 23 May
Register of members reopens	Friday, 25 May
Despatch of certificates for the Bonus Shares	on or before Thursday, 31 May
Expected first day of dealing in the Bonus Shares	Monday, 4 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 the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Wednesday, 23 May 2007 at 12:00 noon;
“AGM Notice”	the notice for convening the AGM as set out on pages 17 to 22 of this circular;
“Annual Report”	the annual report of the Company for the year ended 31 December 2006;
“Board”	the board of Directors;
“Bonus Issue”	issue of Bonus Shares to the Shareholders on and subject to the terms and conditions set out in this circular;
“Bonus Share(s)”	new Share(s) to be issued by way of Bonus Issue by the Company as described herein;
“Bye-laws”	the bye-laws of the Company as may be amended from time to time;
“Company”	Sinolink Worldwide Holdings Limited (Stock Code: 1168), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Companies Act”	the Companies Act 1981 of Bermuda;
“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 Shareholders passed on 24 May 2002;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“Latest Practicable Date”	25 April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“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;
“Record Date”	Wednesday, 23 May 2007, 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 during the period as set out in Ordinary Resolution No. 5(A) up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Existing Share Option Scheme and any other share option scheme(s) of the Company, which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Existing Share Option Scheme or of the renewal of such limit;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“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);
“Shareholder(s)”	holder(s) of Share(s);
“Share Buy-Back 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, issue and deal with Shares during the period as set out in Ordinary Resolution No. 5(B) up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“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 Shareholders passed on 24 May 2002;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

Executive Directors:

Ou Yaping (*Chairman*)

Tang Yui Man Francis (*Chief Executive Officer*)

Chen Wei

Law Sze Lai

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Davin A. Mackenzie

Tian Jin

Xin Luo Lin

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

28th Floor

Vicwood Plaza

199 Des Voeux Road Central

Hong Kong

30 April 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING BONUS ISSUE OF SHARES,
GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
PROPOSED FINAL DIVIDEND PAYMENT,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the annual general meeting of the Company held on 29 May 2006, resolutions of the Shareholders were passed, amongst other things, to give general unconditional mandates to the Directors to exercise the powers of the Company to:

* for identification purpose only

LETTER FROM THE BOARD

1. repurchase Shares representing up to 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of such resolution;
2. allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of such resolution; and
3. extend the general mandate for issuing Shares as mentioned in paragraph (2) above by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate granted to the Directors 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 fresh general mandates to the Directors.

The purpose of this circular is to provide you with information regarding the proposals for the Bonus Issue, proposed final dividend payment, the grant of the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the refreshment of the Scheme Mandate Limit, the re-election of retiring Directors, and to seek your approval of the Ordinary Resolutions relating to these matters at the AGM.

2. BONUS ISSUE OF SHARES

References are made to the results announcement of the Company dated 19 April 2007 and the announcement of the Company dated 27 April 2007 in relation to the Bonus Issue. The Board has recommended a bonus issue of new shares to the Shareholders on the basis of one Bonus Share for every eight existing Shares held by the Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Shares will be issued and credited as fully paid and will rank *pari passu* with the then issued Shares in all respects with effect from the date of issue, except that they are not entitled to the final dividend payment for the year ended 31 December 2006 as mentioned in the results announcement of the Company dated 19 April 2007.

No fractional Bonus Shares shall be allotted and distributed but Bonus Shares representing fractional entitlements shall be aggregated and issued to a nominee to be named by the Directors and such Bonus 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 cannot be determined until the Record Date. Based on 2,873,708,688 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 of 359,213,586 Bonus Shares will be issued pursuant to the Bonus Issue.

An ordinary resolution will be proposed to approve the Bonus Issue, details of which are set out in Ordinary Resolution No. 5(E).

LETTER FROM THE BOARD

The Bonus Issue is conditional, amongst other things, upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM for approving the Bonus Issue; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares.

Subject to fulfillment of the above conditions, certificates for the Bonus Shares are expected to be dispatched to the Shareholders by ordinary post at their own risk on or about Thursday, 31 May 2007.

Reasons for the Bonus Issue

The Board believes that the Bonus Issue represents a return to the support of the Shareholders.

3. PROPOSED FINAL DIVIDEND PAYMENT

The Board has recommended a final dividend for the year ended 31 December 2006 of HK\$0.035 per Share amounting to not less than HK\$100,579,804.08 payable to Shareholders on the register of members of the Company on 23 May 2007. An ordinary resolution will be proposed at the AGM to approve the final dividend payment. Subject to Shareholders' approval, the final dividend will be payable on or before Thursday, 31 May 2007.

4. 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(A). The Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Ordinary Resolution approving the Repurchase Mandate.

An explanatory statement as required under the Share Buy-Back Rules to be sent to Shareholders, giving certain information regarding the Repurchase Mandate, is set out in Appendix I hereto.

5. GENERAL MANDATE TO ISSUE SHARES

Two ordinary resolutions, namely Ordinary Resolutions Nos. 5(B) and 5(C) will be proposed at the AGM to grant to the Directors (i) a general mandate to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 5(B) and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the issued share capital of the Company as at the date of passing of the Ordinary Resolution No. 5(A).

LETTER FROM THE BOARD

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are respectively set out in Ordinary Resolutions Nos. 5(B) and No. 5(C).

6. REFRESHMENT OF SCHEME MANDATE LIMIT

Under the Existing Share Option Scheme and the applicable Listing Rules, the Board has the right to grant to the eligible participants options to subscribe for up to a maximum of 285,051,868 Shares, representing 10% of the Shares in issue as at 29 May 2006, being the date of the annual general meeting of the Company at which the Scheme Mandate Limit was previously refreshed and representing approximately 9.92% of the issued share capital of the Company as at the Latest Practicable Date.

Since the date of the annual general meeting of the Company on 29 May 2006, the Company has granted options carrying right to subscribe for an aggregate of 125,600,000 Shares under the Existing Share Option Scheme and which remained outstanding. As such, options carrying rights to subscribe for 159,451,868 Shares may be granted under the Existing Share Option Scheme before the refreshment of the Scheme Mandate Limit. The Directors consider that the Company should refresh the Scheme Mandate Limit in accordance with the Existing Share Option Scheme so that the Company will have 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).

Subject to the approval of the Shareholders at the AGM and the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of options granted under the renewed Scheme Mandate Limit, on the basis of 2,873,708,688 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 of the Company carrying rights to subscribe for up to 287,370,868 Shares. As at the Latest Practicable Date, options carrying right to subscribe for up to 190,750,000 Shares, representing approximately 6.64% of the Share in issue as at the Latest Practicable Date, remained outstanding. The options previously granted under the Existing Share Option Scheme, the Terminated Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms thereof) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

An ordinary resolution will therefore be proposed 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% of the issued share capital of the Company as at the date of passing the relevant resolution at the AGM. Details of the refreshment of Scheme Mandate Limit are set out in Ordinary Resolution No. 5(D).

LETTER FROM THE BOARD

The number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme, the Terminated Scheme and all other share options schemes of the Company must not, in aggregate, exceed 30% of the issued 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.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may be issued upon the exercise of the options to be granted under the aforesaid refreshed limit of the Existing Share Option Scheme.

7. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Messrs. Ou Yaping (Chairman), Tang Yui Man Francis (Chief Executive Officer), Chen Wei and Law Sze Lai, being the executive Directors, and Messrs. Davin A. Mackenzie, Tian Jian and Xin Luo Lin, being the independent non-executive Directors.

In accordance with Bye-law 87(1), Messrs. Ou Yaping and Tang Yui Man Francis and Davin A. Mackenzie shall retire at the AGM and, being eligible, would offer themselves for re-election.

The details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

8. ANNUAL GENERAL MEETING

The AGM Notice which contains, inter alia, the Ordinary Resolutions for the Bonus Issue, proposed final dividend payment, the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the refreshment of Scheme Mandate Limit, and the re-election of retiring Directors are set out on pages 17 to 22 of this circular.

9. ACTIONS TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you propose to attend the AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th 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 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be).

LETTER FROM THE BOARD

10. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 18 May 2007 to Wednesday, 23 May 2007, both days inclusive, during which period no share transfer will be effected. In order to qualify for the Bonus Issue and the final dividend payment as referred to in paragraph 3 of this letter, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 17 May 2007.

11. PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-law 66, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman; or
- (b) by at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the rules of the Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the member.

LETTER FROM THE BOARD

12. RECOMMENDATION

The Directors believe that the proposals for the Bonus Issue, proposed final dividend payment, the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the refreshment of Scheme Mandate Limit and the re-election of the retiring Directors are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that you should vote in favour of all relevant resolutions to be proposed at the AGM.

Yours faithfully,

By Order of the Board

Tang Yui Man Francis

Chief Executive Officer and Executive Director

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions. This appendix serves as an explanatory statement, as required to be sent to Shareholders in connection with the proposed general mandate for repurchase of Shares by the Share Buy-Back Rules.

2. REASONS FOR REPURCHASES

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

3. SHARE CAPITAL

Based on the 2,873,708,688 Shares in issue as at the Latest Practicable Date, and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 287,370,868 Shares during the period as set out in Ordinary Resolution No. 5(A), representing not more than 10% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and Bye-laws and the applicable laws of Bermuda and Hong Kong. It is proposed that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed from available cash flow or working capital facilities of the Company and its subsidiaries. The Companies Act provides that the amount of capital repayable in connection with a repurchase of Shares may only be paid out of the capital paid up on such Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. The Companies Act further provides that the amount of premium payable on repurchase may only be paid out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2006 contained in the Annual Report) in the event that the powers granted pursuant to the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest (HK\$)	Lowest (HK\$)
April 2006	3.025	1.930
May 2006	2.100	1.450
June 2006	1.650	1.310
July 2006	1.620	1.370
August 2006	1.500	1.360
September 2006	1.800	1.450
October 2006	1.740	1.550
November 2006	1.780	1.610
December 2006	2.090	1.830
January 2007	2.010	1.760
February 2007	1.930	1.740
March 2007	1.780	1.610
April 2007 (up to the Latest Practicable Date)	1.900	1.680

6. GENERAL

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

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by Shareholders at the AGM and exercised by the Board.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that it/he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders and exercised by the Board.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, 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), depending on the level of and increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members maintained under section 336 of the SFO, Mr. Ou Yaping together with his associates were interested in 1,393,893,920 Shares, representing approximately 48.51% of the issued share capital of the Company. Based on such interest and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interest of Mr. Ou Yaping together with his associates in the Company would be increased to approximately 53.89% of the issued share capital of the Company and an obligation to make a general offer may arise. In such an event, the Directors will take all steps necessary to comply with the Listing Rules and the Takeovers Code. Save as mentioned above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate. Save as mentioned above, the Directors have no intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the number of Shares held by the public will not fall below 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months preceding the Latest Practicable Date.

The details of the Directors proposed to be re-elected at the AGM are set out as follows:

(1) MR. OU YAPING

Mr. Ou Yaping (“Mr. Ou”), aged 45, was appointed as the chairman and an executive Director of the Company in December 1997. Mr. Ou is the founder and the indirect shareholder of the Group. He is also the chairman and an executive director of Enerchina Holdings Limited (“Enerchina”) and an executive director of Panva Gas Holdings Limited (“Panva Gas”), listed public companies in Hong Kong. He holds a Bachelor of Engineering Management degree from the Beijing Institute of Technology in the People’s Republic of China (“PRC”) and is also the vice chairman of the board and a part-time professor of that institute. Mr. Ou was previously employed by a number of trading companies and investment companies in the PRC and Hong Kong. Mr. Ou has over 21 years of experience in investing, trading and corporate management. He is responsible for the overall business development, management and strategic development of the Group. Mr. Ou is a director of Asia Pacific Promotion Limited, a substantial shareholder of the Company and is also a director of various members of the Group. Save as disclosed above, Mr. Ou has not held any directorship in other publicly listed public companies in the past three years.

Mr. Ou has entered into a service agreement with the Company dated 31 March 2005 for a specific term of 3 years but he is subject to retirement and re-election provisions in the Bye-laws. He is entitled to an annual salary of HK\$3,500,000, as determined by the Board and the remuneration committee of the Company with reference to market terms, his duties and responsibilities within the Company and the Company’s remuneration policy. Mr. Ou is also entitled to a year end discretionary bonus which shall be determined by the Board at its absolute discretion having regard to the Company’s performance and the prevailing market situation. Save as disclosed, as at the Latest Practicable Date, Mr. Ou does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Ou has a deemed interest in 1,393,893,920 Shares, representing approximately 48.51% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

(2) MR. TANG YUI MAN FRANCIS

Mr. Tang Yui Man Francis (“Mr. Tang”), aged 44, was appointed as the chief executive officer in 2002 and an executive Director of the Company in September 2001. He is also an executive director of Enerchina, a listed public company in Hong Kong, and an alternate director to Mr. Ou Yaping of Panva Gas, a listed public company in Hong Kong. Mr. Tang holds a Bachelor’s degree in Computer Studies from the University of Victoria in Canada and a Master of Business Administration degree from The City University of New York in the United States. Mr. Tang is a qualified accountant in the United States and has numerous years of experience in management, accounting and finance. Mr. Tang is responsible for corporate planning, strategic development and financial planning and management of the Group. He is also a director of various members of the Group. Save as disclosed above, Mr. Tang has not held any directorship in other listed public companies in the past three years.

Mr. Tang has entered into a service agreement with the Company dated 19 March 2007 for a specific term of 3 years but he is subject to retirement and re-election provisions in the Bye-laws. He is entitled to an annual salary of HK\$1,898,000 including allowance, as determined by the Board and the remuneration committee of the Company with reference to market terms, his duties and responsibilities

within the Company and the Company's remuneration policy. Mr. Tang is also entitled to a year end discretionary bonus which shall be determined by the Board at its absolute discretion having regard to the Company's performance and the prevailing market situation. Save as disclosed, as at the Latest Practicable Date, Mr. Tang does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tang has a personal interest in 5,700,000 Shares, representing approximately 0.19% of the issued share capital of the Company, and share options granted by the Company to subscribe for 33,300,000 Shares, representing approximately 1.15% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

(3) MR. DAVIN A. MACKENZIE

Mr. Davin A. Mackenzie ("Mr. Mackenzie"), aged 47, was appointed as an independent non-executive Director of the Company in August 2004. He is also member of the audit committee and the remuneration committee of the Company. Mr. Mackenzie has a bachelor degree of arts from Dartmouth College, the US, a master degree of business administration from Wharton School, the US and a master degree of arts in international studies from the University of Pennsylvania, the US. Mr. Mackenzie also attended the World Bank Executive Development Program at Harvard Business School, the US in 1999.

Mr. Mackenzie is the managing director and the Beijing representative of Peak Capital L.L.C., a private equity and advisory firm. Prior to this, Mr. Mackenzie was with the International Finance Corporation ("IFC") for seven years from 1993 to 2000. During the last four years with the IFC, Mr. Mackenzie was its resident representative in the PRC. While with the IFC, Mr. Mackenzie spearheaded the corporation's activities in indigenous private sector financing, state owned enterprise restructuring, western province investment and financial sector development and oversaw the growth of IFC's PRC portfolio of over 40 investments of approximately US\$1.2 billion in commitments. He also led a number of advisory initiatives with the PRC government including projects related to foreign direct investment, private infrastructure and domestic private sector development. Prior to the IFC, Mr. Mackenzie worked for Mercer Management Consulting in Washington, the US and the Bank of Boston Taipei Branch, Taiwan. He is on the development committee and is the former Chair of the Board of Governors of the Western Academy of Beijing and is on the management committee and the former chairman of Sports Beijing. He is also an independent non-executive director of Enerchina and Chia Hsin Cement Greater China Holding Corporation, both are listed public companies in Hong Kong, AsiaInfo Holdings, Inc. and The 9 Limited. Save as disclosed above, Mr. Mackenzie has not held any directorship in other listed public companies in the past three years.

Mr. Mackenzie is appointed for a term of 1 year and is subject to retirement and re-election provisions in the Bye-laws. He is entitled to a director's fee for an amount of HK\$250,000 per year payable in two equal installments. His director's fee is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and to be authorized by the shareholders of the Company at the annual general meeting. Mr. Mackenzie is not entitled to any bonus payments. Save as disclosed, as at the Latest Practicable Date, Mr. Mackenzie does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Mackenzie has a personal interest in share options granted by the Company to subscribe for 4,600,000 Shares, representing approximately 0.16% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Save as disclosed, as at the Latest Practicable Date, each of the above Directors does not hold any other positions in the Group. Other than the aforesaid, in relation to each of the above Directors, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provision under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Directors.

NOTICE OF ANNUAL GENERAL MEETING



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

NOTICE IS HEREBY GIVEN that the annual general meeting of Sinolink Worldwide Holdings Limited (the “Company”) will be held at the Board Room, 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Wednesday, 23 May 2007 at 12:00 noon for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2006;
2. to declare a final dividend for the year ended 31 December 2006;
3. to re-elect directors and to authorise the board of directors to fix the remuneration of the directors;
4. to re-appoint auditors and to authorise the board of directors to fix the remuneration of the auditors;
5. to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the rules and regulation of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of shares of the Company which the Directors are authorized to repurchase pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (B) **“THAT:**
- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares of the Company to be allotted after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities of the Company or (iii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire shares of the Company or (iv) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum of association and the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company, or any class of shares of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon the passing of resolutions nos. 5(A) and 5(B) set out in the notice convening this meeting, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution no. 5(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5(A) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”
- (D) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the ordinary shares of HK\$0.10 each (“**Share**”) in the share capital of the Company (representing a maximum of 10 per cent of the ordinary shares of the Company in issue as at the date of passing of this resolution) which may be issued pursuant to the exercise of options granted under the Company’s share option scheme adopted on 24 May 2002 (the “**Share Option Scheme**”), the 10 per cent. limit on grant of options under the Share Option Scheme be and is hereby refreshed provided that the total number of shares of the Company which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution (the “**Refreshed Mandate Limit**”); and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Mandate Limit.”
- (E) “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant listing of, and permission to deal in, the Bonus Shares (as hereinafter defined) to be issued:
- (a) upon the recommendation of the directors of the Company, a sum of not less than HK\$35,921,358; being part of the amount standing to the credit of the share premium account of the Company, or such larger sum as may be necessary to give effect to the bonus issue of shares pursuant to this resolution, be capitalized and the directors of the Company be and are hereby authorised and directed to apply such sum in paying up in full at par not less than 359,213,586 new shares of HK\$0.10 each in the capital of the Company (the “**Bonus Shares**”), and that such Bonus Shares be allotted and issued, credited as fully paid, to the shareholders of the Company on the basis of one Bonus Share for every eight existing issued shares of HK\$0.10 each in the capital of the Company (“**Shares**”) held by the shareholders whose names appear on the register of members of the Company on Wednesday, 23 May 2007 (the “**Record Date**”);

NOTICE OF ANNUAL GENERAL MEETING

- (b) the Bonus Shares to be issued pursuant to paragraph (a) above shall, subject to the memorandum of association and bye-laws of the Company, rank *pari passu* in all respects with the existing issued Shares on the Record Date, except that they will not be entitled to the final dividend for the year ended 31 December 2006 and will not rank for the bonus issue of shares mentioned in this resolution;
- (c) fractional Bonus Shares shall not be allotted and distributed but shall be aggregated and issued to a nominee to be named by the directors of the Company and such Bonus Shares shall at such time as the nominee thinks fit be sold and the net proceeds thereof shall be retained for the benefit of the Company; and
- (d) the directors of the Company be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of Bonus Shares referred to in paragraph (a) of this resolution, including but not limited to, determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

Hong Kong, 30 April 2007

By Order of the Board
Lo Tai On
Company Secretary

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

28th Floor, Vicwood Plaza
199 Des Voeux Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (iii) To be valid, the form, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor Hopewell Centre, 183 Queens Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting.
- (iv) In the case of joint holders of a share, if more than one of such joint holders be present at any 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 holder, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (v) The register of members of the Company will be closed from Friday, 18 May 2007 to Wednesday, 23 May 2007, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend and the bonus issue of shares, all transfer accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 17 May 2007.
- (vi) With regard to item no. 3 in this notice, the Board proposes that the retiring Directors namely, Mr. Ou Yaping, Mr. Tang Yui Man Francis and Mr. Davin A. Mackenzie be re-elected as Directors of the Company. Details of these Directors are set out in Appendix II to the circular despatched to shareholders of the Company dated 30 April 2007.
- (vii) As at the date of this notice, the executive Directors of the Company are Mr. Ou Yaping, Mr. Tang Yui Man Francis, Mr. Chen Wei and Mr. Law Sze Lai, the independent non-executive Directors are Mr. Davin A. Mackenzie, Mr. Tian Jin and Mr. Xin Luo Lin.