



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**Meeting**”) of Sinolink Worldwide Holdings Limited (the “**Company**”) will be held at the 28th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on March 8, 2021 (Monday) at 11:00 a.m. for considering and if thought fit, to approve the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Company’s authorised share capital be increased from HK\$600,000,000 divided into 6,000,000,000 shares of the Company (the “**Shares**”) of HK\$0.10 each to HK\$1,500,000,000 divided into 15,000,000,000 shares of HK\$0.10 each by creation of an additional 9,000,000,000 unissued Shares, and such Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company (the “**Share Capital Increase**”); and
- (b) any one director of the Company (the “**Director**”) be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his opinion may be necessary, desirable or expedient to effect and implement this resolution.”

* For identification purpose only

2. **“THAT** subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Rights Shares (as defined below) (in their nil-paid and fully-paid forms); (ii) the passing of the resolution numbered 1 in respect of the Share Capital Increase; and (iii) satisfaction of all conditions as set out in the paragraph headed “Conditions of the Rights Issue” in the letter from the board of the circular of the Company dated February 11, 2021 (the **“Circular”**):
- (a) the issue by way of rights issue (the **“Rights Issue”**) of not less than 1,272,226,600 rights shares and not more than 2,924,090,264 rights shares (the **“Rights Shares”**) at a subscription price of HK\$0.28 per Rights Share to the shareholders of the Company (the **“Shareholders”**) whose names shall appear on the register of members of the Company at the close of business on March 18, 2021 (Thursday) or such other date as may be determined by the Company as the record date for the determination of the provisional entitlements of the Shareholders under the Rights Issue (the **“Record Date”**) (the **“Qualifying Shareholders”** and excluding those Shareholders (the **“Non-Qualifying Shareholders”**)) whose addresses as shown on the register of members of the Company are outside Hong Kong whom the Directors, after making relevant enquiries, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of four Rights Shares for every five shares in the Company (the **“Shares”**) then held on the Record Date be and is hereby approved;
 - (b) any Director be and is hereby authorised to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue in particular, (i) the Rights Shares may be offered, allotted or issued otherwise than *pro rata* to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or the Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; (ii) the Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders will be made available for subscription under forms of application for excess Rights Shares; and
 - (c) any one or more Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such documents and to take such steps as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Rights Issue and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

3. “THAT

- (a) subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the granting of a waiver to the Controlling Shareholder and parties acting in concert with it of any obligation to make a mandatory general offer under the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs for all the Shares (other than those owned or agreed to be acquired by the Controlling Shareholder and the parties acting in concert with it) as a result of the Rights Issue (the “**Whitewash Waiver**”) be and is hereby approved; and
- (b) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.”

By Order of the Board
Sinolink Worldwide Holdings Limited
Xiang Ya Bo
Chairman and Chief Executive Officer

Hong Kong, February 11, 2021

Registered Office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of
business in Hong Kong:
28th Floor, Infinitus Plaza
199 Des Voeux Road Central
Hong Kong

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 needs 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 authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (iii) To be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially 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 17M Floor, Hopewell Centre, 183 Queen’s 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) The register of members of the Company will be closed from March 2, 2021 (Tuesday) to March 8, 2021 (Monday) (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the GM. Record date for the purpose of determining the entitlements of the Shareholders to attend and vote at the GM will be on March 8, 2021 (Monday). In order to qualify for the aforesaid entitlements, all transfers must be lodged with the Company's branch share registrar 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, by no later than 4:30 p.m. on March 1, 2021 (Monday).
- (v) 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.
- (vi) If Typhoon Signal No. 8 or above is expected to be hoisted or "extreme conditions" caused by a super typhoon or a Black Rainstorm Warning Signal is expected to be in force any time after 8:00 a.m. on the date of the GM, then the GM will be postponed and the shareholders will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice posted on the websites of the Company and the Stock Exchange.
- (vii) The GM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the GM under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises Mr. Xiang Ya Bo (Chairman and Chief Executive Officer) and Mr. Chen Wei as executive Directors; Mr. Ou Yaping, Mr. Ou Jin Yi Hugo and Mr. Tang Yui Man Francis as non-executive Directors; and Mr. Tian Jin, Dr. Xiang Bing and Mr. Xin Luo Lin as independent non-executive Directors.

The Directors 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 in this announcement misleading.

PRECAUTIONARY MEASURES AT THE SPECIAL GENERAL MEETING

In view of the recent developments of the Novel Coronavirus (COVID-19) pandemic, and taking into consideration of the guidelines issued by the Government of Hong Kong, the Company will implement the following preventive measures at the GM to protect attending shareholders from the risk of infection:

- compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue of the GM;
- every shareholder or proxy is required to wear surgical face mask throughout the GM; and
- no distribution of corporate gifts and no refreshment will be served.

Any person who does not comply with the precautionary measures may be denied entry into the venue. The Company wishes to remind all shareholders that physical attendance in person at the GM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the GM as their proxy to vote on the resolution at the GM as an alternative to attending the GM in person.

For further details of the precautionary measures at the special general meeting of the Company, please refer to the circular of the Company dated February 11, 2021.