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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)

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON MARCH 8, 2021 IN RESPECT OF THE PROPOSED RIGHTS
ISSUE, APPLICATION FOR WHITELASH WAIVER, AND PROPOSED
INCREASE IN AUTHORISED SHARE CAPITAL AND
(2) CLARIFICATION ANNOUNCEMENT**

The Board is pleased to announce that all the Resolutions as set out in the Notice were duly passed by way of poll by (a) the Independent Shareholders for Resolutions numbered 2 and 3, and (b) the Shareholders for the Resolution numbered 1, respectively, at the GM held on March 8, 2021.

Pursuant to the expected timetable as set out in the Circular, (a) the last day of dealings in the Shares on a cum-rights basis will be March 9, 2021 (Tuesday); (b) the Shares will be dealt with on an ex-rights basis from March 10, 2021 (Wednesday); and (c) the Prospectus Documents will be despatched to the Qualifying Shareholders on March 19, 2021 (Friday).

Reference is made to the circular (the “**Circular**”) of Sinolink Worldwide Holdings Limited (the “**Company**”) in relation to the proposed Rights Issue and the notice (the “**Notice**”) of special general meeting of the Company (the “**GM**”) both dated February 11, 2021. Capitalised terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

POLL RESULTS OF THE GM

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) set out in the Notice were duly passed by way of poll by (a) the Independent Shareholders for Resolutions numbered 2 and 3, and (b) the Shareholders for the Resolution numbered 1, respectively, at the GM held on March 8, 2021.

* For identification purpose only

As at the date of the GM, the Company had a total of 3,541,112,832 Shares in issue. As required under the Listing Rules and/or the Takeovers Code, each member of the Controlling Shareholder Concert Group was required to abstain from voting in respect of the Rights Issue and the Whitewash Waiver at the GM. The Controlling Shareholder Concert Group is interested in an aggregate of 1,597,568,660 Shares, representing approximately 45.11% of the total number of the existing issued Shares.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for and against the Resolutions numbered 2 and 3 at the GM was 1,943,544,172 Shares, representing approximately 54.89% of the existing issued share capital of the Company. The total number of Shares entitling the Shareholders to attend and vote for and against the Resolution numbered 1 at the GM was 3,541,112,832 Shares, representing 100% of the existing issued share capital of the Company.

Save as disclosed above, no other Shareholder was required to abstain from voting on the Resolutions at the GM and no Shareholder stated its/his/her intention in the Circular to vote against any of the Resolutions at the GM.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as scrutineer for the poll at the GM.

The full text of the Resolutions was set out in the Notice. The poll results in respect of the Resolutions are as follows:

		Number of votes (Approximate %)		
		Total (Note 2)	For	Against
Ordinary resolutions (Note 1)				
1.	To approve the increase in authorised share capital from HK\$600,000,000 to HK\$1,500,000,000 by creation of additional 9,000,000,000 unissued Shares.	2,163,099,525 (100%)	2,140,476,011 (98.95%)	22,623,514 (1.05%)
2.	To approve the issue by way of Rights Issue of not less than 1,272,226,600 Rights Shares and not more than 2,924,090,264 Rights Shares at a subscription price of HK\$0.28 per Rights Share.	906,228,115 (100%)	887,624,601 (97.95%)	18,603,514 (2.05%)
Special resolution (Note 1)				
3.	To approve 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 Takeovers Code for all the Shares as a result of the Rights Issue.	906,228,116 (100%)	887,580,601 (97.94%)	18,647,515 (2.06%)

Note 1: Please refer to the Notice for full version of the Resolutions.

Note 2: Being the total number of Shares held by the Shareholders who were present and voted in person or by proxy or by corporate representative at the GM in respect of the relevant Resolutions.

As illustrated above, more than 50% of the votes were cast in favour of each of the Resolutions numbered 1 and 2, and not less than 75% of the votes were cast in favour of the Resolution numbered 3. As such, all of the Resolutions were duly passed at the GM.

GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on March 4, 2021, subject to (i) the Whitewash Waiver and the Rights Issue being separately approved by at least 75% and more than 50% respectively, of the votes cast by the Independent Shareholders either in person or by proxy at the GM by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by Controlling Shareholder and parties acting in concert with it between the date of the Announcement and the completion of the Rights Issue.

EFFECT ON SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Rights Issue are set out as below:

Assuming no exercise of the Share Options from the date of this announcement up to and including the Record Date

	As at the date of this announcement		Assuming all Shareholders have taken up the Rights Shares		Assuming only the Controlling Shareholder has taken up its Rights Shares entitlement		Assuming only the Controlling Shareholder has taken up its Rights Shares entitlement and has taken up the maximum number of excess Rights Shares	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Asia Pacific Promotion Limited	1,590,283,250	44.91%	2,862,509,850	44.91%	2,862,509,850	59.47%	4,423,173,514	69.39%
Mr. Ou and Mrs. Ou (Note 1)	7,285,410	0.21%	13,113,738	0.21%	7,285,410	0.15%	7,285,410	0.11%
Sub-total of the Controlling Shareholder Concert Group	1,597,568,660	45.11%	2,875,623,588	45.11%	2,869,795,260	59.62%	4,430,458,924	69.51%
Directors								
Mr. Chen Wei (Note 2)	13,500,000	0.38%	24,300,000	0.38%	13,500,000	0.28%	13,500,000	0.21%
Mr. Tang Yui Man Francis (Note 3)	21,375,000	0.60%	38,475,000	0.60%	21,375,000	0.44%	21,375,000	0.34%
Sub-total of Directors	34,875,000	0.98%	62,775,000	0.98%	34,875,000	0.72%	34,875,000	0.55%
Public Shareholders	1,908,669,172	53.90%	3,435,604,508	53.90%	1,908,669,172	39.65%	1,908,669,172	29.94%
Total	3,541,112,832	100.00%	6,374,003,096	100.00%	4,813,339,432	100.00%	6,374,003,096	100.00%

Assuming other than all the outstanding Share Options being exercised in full, there is no change to the number of issued Shares on or before the Record Date

	As at the date of this announcement		Immediately upon full exercise of all outstanding Share Options on or before the Record Date		Assuming all Shareholders have taken up the Rights Shares		Assuming only the Controlling Shareholder has taken up its Rights Shares entitlement		Assuming only the Controlling Shareholder has taken up its Rights Shares entitlement and has taken up the maximum number of excess Rights Shares	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Asia Pacific Promotion Limited	1,590,283,250	44.91%	1,590,283,250	43.51%	2,862,509,850	43.51%	2,862,509,850	58.09%	4,514,373,514	68.62%
Mr. Ou and Mrs. Ou (Note 1)	7,285,410	0.21%	7,285,410	0.20%	13,113,738	0.20%	7,285,410	0.15%	7,285,410	0.11%
Mr. Xiang Ya Bo (Note 4)	—	—	35,000,000	0.96%	63,000,000	0.96%	35,000,000	0.71%	35,000,000	0.53%
Sub-total of the Controlling Shareholder Concert Group	1,597,568,660	45.11%	1,632,568,660	44.67%	2,938,623,588	44.67%	2,904,795,260	58.95%	4,556,658,924	69.26%
Directors										
Mr. Chen Wei (Note 2)	13,500,000	0.38%	16,500,000	0.45%	29,700,000	0.45%	16,500,000	0.33%	16,500,000	0.25%
Mr. Tang Yui Man Francis (Note 3)	21,375,000	0.60%	56,375,000	1.54%	101,475,000	1.54%	56,375,000	1.14%	56,375,000	0.86%
Mr. Tian Jin (Note 5)	—	—	2,000,000	0.05%	3,600,000	0.05%	2,000,000	0.04%	2,000,000	0.03%
Dr. Xiang Bing (Note 6)	—	—	2,000,000	0.05%	3,600,000	0.05%	2,000,000	0.04%	2,000,000	0.03%
Mr. Xin Luo Lin (Note 7)	—	—	2,000,000	0.05%	3,600,000	0.05%	2,000,000	0.04%	2,000,000	0.03%
Sub-total of Directors	34,875,000	0.98%	78,875,000	2.16%	141,975,000	2.16%	78,875,000	1.60%	78,875,000	1.20%
Public Shareholders	1,908,669,172	53.90%	1,943,669,172	53.18%	3,498,604,508	53.18%	1,943,669,172	39.45%	1,943,669,172	29.54%
Total	3,541,112,832	100.00%	3,655,112,832	100.00%	6,579,203,096	100.00%	4,927,339,432	100.00%	6,579,203,096	100.00%

Notes:

1. These shares are held by the joint account of Mr. Ou and Mrs. Ou.
2. Mr. Chen Wei is an executive Director.
3. Mr. Tang Yui Man Francis is a non-executive Director.
4. Mr. Xiang Ya Bo is an executive Director, the Chairman and Chief Executive Officer of the Company. He is also a brother of Mr. Ou.
5. Mr. Tian Jin is an independent non-executive Director.
6. Dr. Xiang Bing is an independent non-executive Director.
7. Mr. Xin Luo Lin is an independent non-executive Director.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS

The Rights Issue will proceed in accordance with the expected timetable as set out in the Circular. Pursuant to the expected timetable, the last day of dealings in the Shares on a cum-rights basis will be March 9, 2021 (Tuesday) and the Shares will be dealt with on an ex-rights basis from March 10, 2021 (Wednesday).

CLARIFICATION ON THE ANNOUNCEMENT AND THE CIRCULAR

Reference is made to the Announcement and the Circular.

Due to certain inadvertent typographical errors, the Board wishes to clarify that certain paragraphs in the Announcement and the Circular shall be read as follows (with the amendments underlined):

- A. Paragraph (iv) of the section headed “Subscription Price” on page 11 of the Announcement:

“a discount of approximately 31.37% to the theoretical ex-rights price of approximately HK\$0.408 per Share based on the benchmarked price, being the average of the closing prices per Share as quoted on the Stock Exchange for the five previous consecutive trading days up to and including the Last Trading Day of HK\$0.511;”; and

- B. Paragraphs (v) of the sections headed (i) “Subscription Price” of the “Letter from the Board” on page 15 and (ii) “3.1 The Subscription Price” of the “Letter from the Independent Financial Adviser” on page 52 of the Circular:

“a discount of approximately 31.37% to the theoretical ex-rights price of approximately HK\$0.408 per Share based on the benchmark price, being the average of the closing prices per Share as quoted on the Stock Exchange for the five previous consecutive trading days up to and including the Last Trading Day of HK\$0.511;”.

Save as disclosed above, all other information in the Announcement and the Circular remains unchanged.

WARNING OF THE RISKS OF DEALING IN THE SHARES

The Rights Issue is subject to the fulfilment of certain conditions including but not limited to the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and full-paid forms. Please refer to the paragraph headed “Conditions of the Rights Issue” under the section headed “Proposed Rights Issue” in the Circular. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

For and on behalf of
Sinolink Worldwide Holdings Limited
Lo Tai On
Company Secretary

Hong Kong, March 8, 2021

As at the date of this announcement, the Board comprises Mr. Xiang Ya Bo (Chairman of the Board 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.