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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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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 GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, REFRESHMENT OF SCHEME MANDATE LIMIT, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at the R3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 28 May 2021 at 11:00 a.m. is set out on pages 19 to 23 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 17M 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.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see pages 1 & 2 of this circular for measures being taken to try to prevent and control the spread of the Coronavirus at the AGM (as defined on page 3 of this circular), including but not limited to:

- compulsory temperature checks and health declarations;
- compulsory wearing of surgical face masks; and
- no distribution of corporate gifts and refreshments.

Attendees who do not comply with the precautionary measures may be denied entry into the AGM venue. The Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

\* For identification purpose only

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders (as defined on page 4 of this circular), staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue declaration forms confirming their names and contact details, and confirming that they (i) have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong, (ii) have not ever lived with any person under home quarantine (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding prescribed period fixed by the Hong Kong government. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) Every attendee will be required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats. Any person who does not comply with this requirement may be denied entry into the AGM venue and be asked to leave the venue.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under applicable law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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The proxy form is attached to this circular. Alternatively, the proxy form can be downloaded from the “Investor Relations” section of the Company’s website at <http://www.sinolinkhk.com/> or the designated website of the Stock Exchange (as defined on page 4 of this circular) at <http://www.hkexnews.hk>. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choose not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company Secretary of the Company by facsimile or email as follows:

Company Secretary  
Email: [ir@sinolinkhk.com](mailto:ir@sinolinkhk.com)  
Fax: (852) 2851 0970

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company’s Share Registrar as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai, Hong Kong  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)  
E-mail: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)  
Tel: 852 2862 8555  
Fax: 852 2865 0990

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## DEFINITIONS

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*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 R3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 28 May 2021 at 11:00 a.m.;
“AGM Notice”	the notice for convening the AGM as set out on pages 19 to 23 of this circular;
“Annual Report”	the annual report of the Company for the year ended 31 December 2020;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as may be amended from time to time;
“Companies Act”	the Companies Act 1981 of Bermuda;
“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;
“Directors”	directors of the Company for the time being;
“Eligible Persons”	(a) any full time or part time employees of the Group or any directors of the Company or any of its subsidiaries; (b) any customer, supplier or provider of services, landlord or tenant, agent, partner, consultant, or adviser of or a contractor to or person doing business with any member of the Group; (c) trustee of any trust the principal beneficiary of which is, or discretionary trust the discretionary objects of which include, any person referred to (a) or (b) above; (d) a company wholly beneficially owned by any person referred to in (a) or (b) above, and (e) such other persons (or classes of persons) as the Board may in its absolute discretion determine;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	22 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Option(s)”	option(s) to subscribe for Shares granted pursuant to the Share Option Scheme;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice;
“PRC”	the People’s Republic of China;
“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. 4(A) up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolution;
“Resolutions”	the Ordinary Resolution(s);
“Share Option Scheme”	the share option scheme of the Company adopted pursuant to an ordinary resolution of the Shareholders passed on 17 May 2012;
“Scheme Mandate Limit”	the maximum number of Share which may be issued upon exercise of all Options to be granted under the 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 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 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 granted 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. 4(B) up to 20% of the total number of issued Shares as at the date of passing of such resolution;
“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 subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of Share(s);

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers; and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Xiang Ya Bo (Chairman and Chief Executive Officer)  
Chen Wei

*Non-executive Directors:*

Ou Yaping  
Ou Jin Yi Hugo  
Tang Yui Man Francis

*Independent Non-executive Directors:*

Tian Jin  
Xiang Bing  
Xin Luo Lin

*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

28 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
REFRESHMENT OF SCHEME MANDATE LIMIT,  
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 2020, 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:

- (1) repurchase Shares representing up to 10% of the total number of the issued Shares as at the date of passing of such resolution;

\* For identification purpose only



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## LETTER FROM THE BOARD

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- (2) allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares 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 total number 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 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 grant of 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 and to seek your approval of the Resolutions relating to these matters at the AGM.

### **2. GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed at the forthcoming AGM to grant to the Directors the Repurchase Mandate, details of which are set out in the Ordinary Resolution No. 4(A), and to give a fresh general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution No. 4(A) approving the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the total number of issued Shares as at the date of passing the Ordinary Resolution No. 4(A) approving the Repurchase Mandate.

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

### **3. GENERAL MANDATE TO ISSUE SHARES**

Two ordinary resolutions, namely Ordinary Resolutions Nos. 4(B) and 4(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 total number of issued Shares as at the date of passing of the Ordinary Resolution No. 4(B), representing 1,274,800,619 Shares as at the Latest Practicable Date; and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company since the grant of such general mandate up to 10% of the total number of issued Shares as at the date of passing of the Ordinary Resolution No. 4(A).

The existing mandate to allot, issue and deal with Shares will expire upon the conclusion of the AGM. The Directors consider that the Share Issue Mandate and the extension of the Share Issue Mandate by adding any Shares repurchased by the Company can increase the flexibility in the Company's affairs and are in the interest of the Shareholders and that the same shall continue to be adopted by the Company.

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## LETTER FROM THE BOARD

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Details of the Share Issue Mandate and the extension of the Share Issue Mandate are respectively set out in Ordinary Resolutions Nos. 4(B) and 4(C).

#### 4. REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 17 May 2012. The purpose of the Share Option Scheme is to enable the Group to continue to, (i) recognise and acknowledge the contributions that Eligible Persons have (or may have) made or may make to the Group (whether directly or indirectly); (ii) attract and retain and appropriately remunerate the best possible quality of employees and other Eligible Persons; (iii) motivate the Eligible Persons to optimise their performance and efficiency for the benefit of the Group; (iv) enhance its business, employee and other relations; and/or (v) retain maximum flexibility as to the range and nature of rewards and incentives which the Company can offer to Eligible Persons. The Board may in its absolute discretion determine the Eligible Persons. In exercising such discretion, the Board takes into account the purposes of the Share Option Scheme and the following factors which are applicable to all Eligible Persons, including but not limited to the consultants, advisors and other non-employees, and such other factors as they may consider appropriate:

- (1) whether such person has any relationship (whether business or otherwise) with the Group and the nature and duration of such relationship;
- (2) any contributions which have been made, or may be made, by such persons to the Group (or benefits received by the Group from such persons or persons associated with them) and the nature of any such contributions or benefits; and
- (3) the views of the independent non-executive Directors as to whether any connected person (as defined in the Listing Rules) of the Company (not being a Group Director or employee) should be approved as an Eligible Person.

Under the Share Option Scheme and the applicable Listing Rules, the total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme of the Company must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the rules of the Share Option Scheme. At the annual general meeting of the Company held on 19 May 2016, the Scheme Mandate Limit was refreshed pursuant to which the Company was authorised to grant Options to subscribe for up to a maximum number of 354,111,283 Shares, representing 10% of the number of Shares then in issue (the “**Previous Refreshment**”).

## LETTER FROM THE BOARD

The movements of the Options under the Share Option Scheme since the Previous Refreshment and up to the Latest Practicable Date are set out as follows:

Category	Date of Grant	Exercise Price (HK\$)	Option Period	Number of Options held at the date of 2016 AGM	Number of Options Adjusted during the period	Number of Options held as at the Latest Practicable Date
<b>Directors</b>						
Chen Wei	15.05.2015	1.185	15.11.2015-14.05.2025	1,500,000	234,000	1,734,000
			15.05.2016-14.05.2025	1,500,000	234,000	1,734,000
Tang Yui Man Francis	15.05.2015	1.185	15.11.2015-14.05.2025	17,500,000	2,730,000	20,230,000
			15.05.2016-14.05.2025	17,500,000	2,730,000	20,230,000
Tian Jin	15.05.2015	1.185	15.11.2015-14.05.2025	1,000,000	156,000	1,156,000
			15.05.2016-14.05.2025	1,000,000	156,000	1,156,000
Xiang Bing	15.05.2015	1.185	15.11.2015-14.05.2025	1,000,000	156,000	1,156,000
			15.05.2016-14.05.2025	1,000,000	156,000	1,156,000
Xiang Ya Bo	15.05.2015	1.185	15.11.2015-14.05.2025	17,500,000	2,730,000	20,230,000
			15.05.2016-14.05.2025	17,500,000	2,730,000	20,230,000
Xin Luo Lin	15.05.2015	1.185	15.11.2015-14.05.2025	1,000,000	156,000	1,156,000
			15.05.2016-14.05.2025	1,000,000	156,000	1,156,000
<b>Employees (in aggregate)</b>	15.05.2015	1.185	15.11.2015-14.05.2025	35,000,000	1,820,000	40,460,000
			15.05.2016-14.05.2025		1,820,000	
			15.11.2016-14.05.2025		1,820,000	
Total				<u>114,000,000</u>	<u>17,784,000</u>	<u>131,784,000</u>

Save as aforesaid, no Options were granted, lapsed, exercised or cancelled since the Previous Refreshment and up to the Latest Practicable Date.

Since the adoption of the Share Option Scheme, there were 131,784,000 outstanding Options, which were granted on 15 May 2015 as mentioned above and represented approximately 2.07% of the issued share capital of the Company as at the Latest Practicable Date. 222,327,283 Options, which represented approximately 3.49% of the issued share capital of the Company, remained ungranted as at the Latest Practicable Date. Since the adoption of the Share Option Scheme, the Company has not granted any Options to any non-employee.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company had an aggregate of 6,374,003,096 Shares in issue and assuming no additional Shares will be issued or repurchased from the Latest Practicable Date up to the date of the AGM, it is expected that, upon the approval of the refreshment of the Scheme Mandate Limit of the Share Option Scheme at the AGM, the Directors will be authorised to grant Options to subscribe up to 637,400,309 Shares, representing 10% of the sum of the number of Shares in issue of 6,374,003,096 Shares as at the Latest Practicable Date. The 131,784,000 outstanding Options as at the Latest Practicable Date and the 505,616,309 Options, which may be granted under the Scheme Mandate Limit to be refreshed at the AGM and with assumption that there is no change in the issued share capital of the Company during the period from the Latest Practicable Date to the date of AGM, totalling 131,784,000 Options are less than 30% of the number of issued Shares (i.e. 1,912,200,928 Shares) as at the Latest Practicable Date. The Board proposes to refresh the Scheme Mandate Limit in the AGM 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). As at the Latest Practicable Date, the Company has no present intention nor plan of granting any Options under the refreshed Scheme Mandate Limit in the coming 12 months.

Pursuant to the Listing Rules and the Share Option Scheme, Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised Options) will not be counted for purpose of calculating the Scheme Mandate Limit as refreshed. The Directors consider that such refreshment of the Scheme Mandate Limit of the Share Option Scheme is in the interest of the Company and the Shareholders as a whole.

The limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the Shares in issue from time to time. No Options may be granted under the Share Option Scheme and any other schemes of the Company if this will result in the limit being exceeded.

The proposed refreshment of Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of the AGM approving the refreshment of Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit.

Application has been 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 Share Option Scheme.

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## LETTER FROM THE BOARD

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### 5. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Messrs. Xiang Ya Bo (Chairman and Chief Executive Officer) and Chen Wei, being the executive Directors, Messrs. Ou Yaping, Ou Jin Yi Hugo and Tang Yui Man Francis, being the non-executive Directors and Messrs. Tian Jin, Xiang Bing and Xin Luo Lin, being the independent non-executive Directors.

In accordance with Bye-law 87 (1) of the Bye-laws, Messrs. Chen Wei, Ou Yaping and Tian Jin, being Directors who have been longest in office since their last re-election, shall retire by rotation at the AGM and, being eligible, would offer themselves for re-election.

The nomination committee of the Company had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2020 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Tian Jin, remain independent. The nomination committee had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the nomination committee, the Board has proposed that all the above retiring Directors, namely Messrs. Chen Wei, Ou Yaping and Tian Jin, stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the above retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Tian Jin has been an independent non-executive Director for more than nine years. The Board believes that he is still independent as he has not held any executive or management position in the Group since his appointment. In performing his role as an independent non-executive Director, Mr. Tian Jin has been exercising independent judgment not in any way affected by his length of service to the Company. Mr. Tian Jin has also provided the Company with an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Hence, the Board comes to the view that Mr. Tian Jin should be re-elected and therefore recommends the Shareholders to vote in favour of the resolution for his re-election. In this regard, a separate resolution will be put forward at the AGM to re-elect Mr. Tian Jin as an independent non-executive Director.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II hereto.

### 6. ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The AGM Notice which contains, inter alia, the Ordinary Resolutions for 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 set out on pages 19 to 23 of this circular.

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## LETTER FROM THE BOARD

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To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the Resolutions to be proposed at the AGM.

Pursuant to the Listing Rules, any vote of Shareholders taken at the AGM to approve the resolutions proposed must be taken by poll, and an announcement will be made by the Company after the AGM on the poll results of the AGM.

The register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both days inclusive, during which period no share transfer will be effected. In order to identify the entitlement for attending the AGM, 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 Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 May 2021.

### 7. ACTION 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 17M 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 holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be).

### 8. RECOMMENDATION

The Directors believe that the proposals for 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.

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
For and on behalf of  
**Sinolink Worldwide Holdings Limited**  
**Xiang Ya Bo**  
*Chairman and Chief Executive Officer*

**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 6,374,003,096 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 637,400,309 Shares during the period as set out in the Ordinary Resolution No. 4(A), representing not more than 10% of the total number of Shares in issue 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 of the Company 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 Group. 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. Such repurchase may only be made if on the effective date of purchase, there are no reasonable grounds for believing that the Company is, and after the purchase would be, unable to pay its debts as they fall due.

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 2020 contained in the Annual Report) in the event that the powers granted pursuant to the Repurchase Mandate is 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:

	<b>Traded Shares Price</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>(HK\$)</i>	<i>(HK\$)</i>
April 2020	0.355	0.255
May 2020	0.390	0.285
June 2020	0.540	0.335
July 2020	0.620	0.460
August 2020	0.540	0.455
September 2020	0.500	0.380
October 2020	0.520	0.375
November 2020	0.500	0.450
December 2020	0.580	0.450
January 2021	0.510	0.300
February 2021	0.580	0.340
March 2021	0.495	0.314*
April 2021 (up to the Latest Practicable Date)	0.425	0.290

*(\* adjusted due to rights issue)*

**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 nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM and exercised by the Board.

No core connected person (as defined in the Listing Rules) of the Company 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 the Shareholders and exercised by the Board.

The Repurchase Mandate will expire upon 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 or the Companies Act or any other applicable laws of Bermuda to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by the Ordinary Resolution No. 4(A).



**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 3,165,423,039 Shares, representing approximately 49.66% of the issued Shares. Based on such interest and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the interest of Mr. Ou Yaping together with his associates in the Company will be increased to approximately 55.18% of the issued Shares and an obligation to make a general offer may arise. 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. 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 retiring Directors proposed to be re-elected at the AGM are set out as follows:*

**(1) MR. CHEN WEI**

Mr. Chen Wei (“**Mr. Chen**”), aged 59, was appointed as an executive Director in December 1997. He holds a Bachelor of Engineering Management degree from the Beijing Institute of Technology in the PRC. Mr. Chen was previously employed by a number of large organisations and has over 35 years of experience in engineering, business administration, market development and management. Mr. Chen joined the Group in February 1992 and is responsible for the overall business development, management and strategic planning of the Group. Save as disclosed above, Mr. Chen has not held any directorship in other listed public companies in the past three years.

Pursuant to the letter of appointment entered into between Mr. Chen and the Company on 1 April 2020, Mr. Chen is appointed for a term of three years until 31 March 2023. He is subject to retirement and re-election provisions of the Bye-laws and he is entitled to annual remuneration of HK\$2,080,000 which is determined by the Board based on the review and recommendation from 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.

As at the Latest Practicable Date, Mr. Chen did not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders and had a personal interest in 13,500,000 Shares and Options granted by the Company to subscribe for 3,468,000 Shares. Save as disclosed above, Mr. Chen does not have any interest in the Shares within the meaning of Part XV of the SFO.

**(2) MR. OU YAPING**

Mr. Ou Yaping (“**Mr. Ou**”), aged 59, was appointed as the Chairman of the Board and an executive Director in December 1997 and re-designated as a non-executive Director and resigned as the Chairman of the Board and a member of remuneration committee of the Company in August 2013. Mr. Ou is the founder of the Group and the substantial Shareholder. He is the chairman of ZhongAn Online P&C Insurance Co., Ltd., a company whose shares are listed on the Stock Exchange (SEHK: 6060). Mr. Ou holds a Bachelor of Engineering Management degree from the Beijing Institute of Technology in the PRC. Mr. Ou is a brother of Mr. Xiang Ya Bo, an executive Director, the Chairman of the Board and Chief Executive Officer of the Company and the father of Mr. Ou Jin Yi Hugo, a non-executive Director. He is also the director and shareholder of Asia Pacific Promotion Limited, a substantial shareholder of the Company. Save as disclosed above, Mr. Ou has not held any directorship in other listed public companies in the past three years.

Pursuant to the letter of appointment entered into between Mr. Ou and the Company on 1 December 2020, Mr. Ou is appointed for a term of one year until 31 December 2021 and is subject to retirement and re-election provisions of the Bye-laws and he is entitled to annual remuneration of HK\$2,940,000 which are determined by the Board based on the review and recommendation from 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.

As at the Latest Practicable Date, Mr. Ou has interests in 3,165,423,039 Shares. Save as disclosed above, Mr. Ou does not have relationship with any other Directors, senior management of the Company, substantial or controlling Shareholders nor have any interest in Shares within the meaning of Part XV of the SFO.

### **(3) MR. TIAN JIN**

Mr. Tian Jin ("**Mr. Tian**"), aged 63, was appointed as an independent non-executive Director in May 2005. He is also a member of audit committee and chairman of nomination committee of the Company. Mr. Tian holds a Bachelor of Arts from Hunan University, Master of Arts from Wuhan University and Doctorate in Administration and Management from Auburn University. He is the Principal of Tur Partners LLC effective from 14 November 2011. Before joining Tur Partners LLC, Mr. Tian served as CEO of Morningstar Asia and chairman of Morningstar China and was a lecturer of Hunan University, visiting professor of Auburn University, director of Academic Technology Development of DePaul University, director of Institutional Planning and Research of DePaul University. Mr. Tian has not held any directorship in other listed public companies in the past three years.

Pursuant to the letter of appointment entered into between Mr. Tian and the Company on 1 December 2020, Mr. Tian is appointed for a term of one year and is subject to retirement and re-election provisions in the Bye-laws. He is entitled to an annual remuneration of HK\$250,000 payable in two equal instalments which is determined by the Board (with Shareholders' authorization) based on the review and recommendation from 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.

Mr. Tian has given his written annual confirmation independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in Rule 3.13 of the Listing Rules. He does not have any other relationship with any Directors, senior management of the Company, substantial or controlling Shareholders. The Board is also not aware of any circumstance that might influence Mr. Tian in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent. The Board is of the view that Mr. Tian is beneficial to the Board with diversity of his comprehensive experience and knowledge that contributes to invaluable expertise, continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

As at the Latest Practicable Date, Mr. Tian did not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders and had personal interest in Options granted by the Company to subscribe for 2,312,000 Shares. Save as disclosed above, Mr. Tian does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, each of the above retiring Directors did not hold any other positions in the Group. Other than the aforesaid, in relation to each of the above retiring 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 Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Sinolink Worldwide Holdings Limited (“**Company**”) will be held at R3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 28 May 2021 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 December 2020;
2. (a) To re-elect the following retiring directors of the Company:
  - (i) To re-elect Mr. Chen Wei as executive director of the Company;
  - (ii) To re-elect Mr. Ou Yaping as non-executive director of the Company;
  - (iii) To re-elect Mr. Tian Jin as independent non-executive director of the Company;  
and
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 December 2021;
3. To re-appoint auditors of the Company and to authorise the board of directors of the Company to fix their remuneration; and
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company, with or without modification:

### ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (“**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

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**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 (“**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 regulations 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;

- (b) the total number of Shares which the Directors are authorised to exercise the powers of the Company to repurchase pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10% of the total number of issued Shares at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted 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 (“**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 (“**Shares**”) 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) which would or might require Shares to be allotted after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the total number of Shares 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 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 in accordance with the memorandum of association and the bye-laws of the Company, shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted 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.

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares, 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).”;

- (C) “**THAT** conditional upon the passing of resolutions Nos. 4(A) and 4(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. 4(B) set out in the notice convening this

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## NOTICE OF ANNUAL GENERAL MEETING

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meeting be and is hereby extended by the addition thereto of a number representing the total number of issued Shares repurchased by the Company subsequent to the passing of the resolution No. 4(B), provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution).”; and

- (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 shares of HK\$0.10 each (“**Shares**”) in the share capital of the Company (representing a maximum 10 per cent. of the Shares 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 17 May 2012 (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 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 Shares in issue as at the date of passing of this resolution (such number of Shares to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the 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.”

By Order of the Board  
**Sinolink Worldwide Holdings Limited**  
**LO Tai On**  
*Company Secretary*

Hong Kong, 28 April 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



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## NOTICE OF ANNUAL GENERAL MEETING

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*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 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, a proxy form 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 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) 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) Mr. Chen Wei, Mr. Ou Yaping and Mr. Tian Jin will retire and, with reference to Resolutions 2(a)(i) to (iii), Mr. Chen Wei, Mr. Ou Yaping and Mr. Tian Jin, being eligible, offer themselves for re-election at the said annual general meeting. Their particulars are set out in Appendix II of the circular to shareholders dated 28 April 2021.
- (vi) The register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both days inclusive, during which period no share transfer will be effected. In order to identify the entitlement for attending the meeting, 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 Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 May 2021.
- (vii) As at the date of this notice, the executive Directors of the Company are Mr. Xiang Ya Bo (Chairman and Chief Executive Officer) and Mr. Chen Wei; the non-executive Directors are Mr. Ou Yaping, Mr. Ou Jin Yi Hugo and Mr. Tang Yui Man Francis; the independent non-executive Directors are Mr. Tian Jin, Dr. Xiang Bing and Mr. Xin Luo Lin.