
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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,
RE-ELECTION OF RETIRING DIRECTOR,
APPOINTMENT OF NEW DIRECTOR AND
NOTICE OF ANNUAL GENERAL MEETING**

NO refreshments, NO food and beverage service and NO handing out of corporate gifts, gift coupons or cake vouchers.

A notice convening the annual general meeting of the Company to be held at R3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 30 May 2024 at 11:00 a.m. is set out on pages 15 to 19 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.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings

“associate”	has the meaning ascribed to it under the Listing Rules;
“AGM”	the annual general meeting of the Company to be held at R3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 30 May 2024 at 11:00 a.m.;
“AGM Notice”	the notice for convening the AGM as set out on pages 15 to 19 of this circular;
“Annual Report”	the annual report of the Company for the year ended 31 December 2023;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as may be amended from time to time;
“CG Code”	the Corporate Governance Code as contained in Appendix C1 to the Listing Rules;
“close associate”	has the meaning ascribed to it under the Listing Rules;
“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;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company for the time being;
“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”	23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“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);
“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 a nominal or par value of HK\$0.10 each in the share capital of the Company (or of such other nominal or par value 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);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers; 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:

Xiang Ya Bo (Chairman and Chief Executive Officer)

Chen Wei

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Directors:

Ou Jin Yi Hugo

Ou Yaping

Tang Yui Man Francis

Head office and principal place of business

in Hong Kong:

28th Floor

Infinitus Plaza

199 Des Voeux Road Central

Hong Kong

Independent Non-executive Directors:

Chen Hui

Tian Jin

Xin Luo Lin

30 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTOR,
APPOINTMENT OF NEW DIRECTOR AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the annual general meeting of the Company held on 31 May 2023, 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

LETTER FROM THE BOARD

- (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 (i) the grant of the Repurchase Mandate; (ii) the Share Issue Mandate; (iii) the extension of the Share Issue Mandate; and (iv) the re-election of retiring Director and the appointment of new Director, 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.

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. 4(B) and 4(C).

4. RE-ELECTION OF THE RETIRING DIRECTOR AND APPOINTMENT OF NEW DIRECTOR

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

In accordance with Bye-law 87(1) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. According to Bye-law 87(2) of the Bye-laws, the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Each of Mr. Xiang Ya Bo, Mr. Chen Wei and Mr. Ou Yaping who will retire by rotation and not to offer themselves for re-election and Mr. Tian Jin who has been longest in office since his last re-election and is subject to retirement at least once every three years, shall retire by rotation at the AGM. Except Mr. Xiang Ya Bo, Mr. Chen Wei and Mr. Ou Yaping who do not offer themselves for re-election, Mr. Tian Jin, being eligible, will offer himself for re-election at the AGM.

In order to devote more time to their respective personal work arrangements, Mr. Xiang Ya Bo, Mr. Chen Wei and Mr. Ou Yaping had notified the Company that they shall retire from office as an executive Director, an executive Director and a non-executive Director, respectively, with effect from the conclusion of the AGM and will not offer themselves for re-election. Mr. Xiang Ya Bo will remain as the chairman and authorised representative of Sinolink Properties Limited, a subsidiary of the Company in the PRC and each of Mr. Chen Wei and Mr. Ou Yaping will act as consultant of the Company. Each of Mr. Xiang Ya Bo, Mr. Chen Wei and Mr. Ou Yaping has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders in relation to his retirement. Upon Mr. Xiang Ya Bo's retirement as an executive Director, he will cease to be the Chairman, Chief Executive Officer, a member of each of the nomination committee and remuneration committee of the Company (the "**Nomination Committee**" and "**Remuneration Committee**" respectively), one of the authorized representatives of the Company (the "**Authorised Representative(s)**") under Rule 3.05 of the Listing Rules and an agent for the service of process in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**Process Agent**").

Having regard to the retirement of Mr. Xiang Ya Bo at the conclusion of the AGM, Mr. Tang Yui Man, Francis, a non-executive Director, has been re-designated as an executive Director and has been appointed as the Chairman, the Chief Executive Officer, a member of each of the Remuneration Committee and Nomination Committee, one of the Authorised Representatives under Rule 3.05 of the Listing Rules and the Process Agent with effect following the retirement of Mr. Xiang Ya Bo at the conclusion of the AGM. Please refer to the announcement of the Company dated 27 March 2024 for the biographical details of Mr. Tang Yui Man, Francis.

LETTER FROM THE BOARD

By virtue of code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Board considers that vesting the roles of the chairman of the Board and the chief executive officer in Mr. Tang Yui Man Francis is beneficial to the management and business development of the Group and will provide a strong and consistent leadership to the Group. Therefore, having considered the current business operation and the size of the Group, the Board is of the view that Mr. Tang Yui Man Francis acting as both the Chairman and the Chief Executive Officer is acceptable and in the best interest of the Group. Given that there is a balanced Board with three independent non-executive Directors, who are experienced individuals, there are adequate balance of power and safeguards in place. The Board will review and monitor this situation periodically and would ensure that the present structure would not impair the balance of power of the Company.

Pursuant to code provision B.2.3 of the CG Code, if an independent non-executive director has served more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the shareholders.

Notwithstanding the fact that Mr. Tian Jin has served on the Board for more than nine years, he has never held any executive or management position in the Group, nor has he throughout such period been under the employment of any member of the Group. In addition, Mr. Tian Jin does not have any financial or family relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders, which could give rise to a conflict of interests situation or otherwise affect his exercise of independent judgement. The Directors noted the positive contribution of Mr. Tian Jin to the development of the Company's strategy and policies through independent, constructive and informed contributions supported by his skills, expertise and qualifications and from his active participation at meetings.

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2023 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 Director 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 Mr. Tian Jin to stand for re-election as Director at the AGM. As a good corporate governance practice, the above retiring Director abstained from voting at the relevant Board meeting on the resolution of recommendation for his re-election by the Shareholders at the AGM.

After considering the recommendation of the Nomination Committee, the Board has proposed to appoint Mr. Ou Jin Yao Norris as a non-executive Director to enhance and strengthen the Board composition and the development of the Company. According to Bye-law 86(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in general meeting. The Board accepted the nomination by the Nomination Committee and recommended that an ordinary resolution be proposed at the AGM to appoint Mr. Ou Jin Yao Norris as a non-executive Director.

LETTER FROM THE BOARD

Brief biographical details of Mr. Tian Jin, being the retiring Director proposed to be re-elected, and Mr. Ou Jin Yao Norris, being the new Director proposed to be appointed, are set out in Appendix II to this circular.

5. 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 re-election of the retiring Director and the appointment of new Director are set out on pages 14 to 18 of this circular.

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 Monday, 27 May 2024 to Thursday, 30 May 2024, 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 Friday, 24 May 2024.

6. TYPHOON AND RAINSTORM ARRANGEMENTS

In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company website (www.sinolinkhk.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

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).

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Directors believe that the proposals for the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the re-election of the retiring Director and the appointment of the new Director 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. 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 2023 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:

	Traded Shares Price	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
April 2023	0.175	0.156
May 2023	0.178	0.155
June 2023	0.174	0.142
July 2023	0.171	0.135
August 2023	0.160	0.127
September 2023	0.150	0.122
October 2023	0.130	0.105
November 2023	0.124	0.098
December 2023	0.108	0.089
January 2024	0.100	0.083
February 2024	0.098	0.079
March 2024	0.085	0.062
April 2024 (up to the Latest Practicable Date)	0.085	0.068

6. GENERAL

The Directors will exercise the power of the Company to make purchases pursuant to 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 if the Repurchase Mandate 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 Company has confirmed that neither the explanatory statement set out in this Appendix I nor the Repurchase Mandate has any unusual features.

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 interest in shares maintained under section 336 of the SFO, Mr. Ou Yaping together with his associates were interested in 3,285,423,039 Shares, representing approximately 51.54% 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 57.27% of the issued Shares and such increase would not give rise to an obligation to make a general offer for Shares under the Takeovers Code. 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.

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 Director proposed to be re-elected at the AGM are set out as follows:

MR. TIAN JIN

Mr. Tian Jin (“**Mr. Tian**”), aged 66, 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. As at the Latest Practicable Date, Mr. Tian had 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 12 December 2023, 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 share options granted by the Company to subscribe for 2,312,000 Shares. Save as disclosed above and as at the Latest Practicable Date, Mr. Tian did 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, Mr. Tian did not hold any other positions in the Group. Other than the aforesaid, in relation to Mr. Tian, 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 Director.

The details of the new Director proposed to be appointed at the AGM are set out as follows:

MR. OU JIN YAO NORRIS

Mr. Ou Jin Yao Norris (“**Mr. Norris Ou**”), aged 30, was appointed as executive director of Shanghai Bund de Rockefeller Group Master Development Co., Ltd in February 2024, and he had served as a consultant at McKinsey & Company in Shanghai from 2020 to 2023. He obtained a Bachelor’s degree of Arts from Middlebury College, USA. Mr. Norris Ou is a son of Mr. Ou Yaping, a non-executive Director and controlling Shareholder and a brother of Mr. Ou Jin Yi Hugo, a non-executive Director. Mr. Norris Ou is also a nephew of Mr. Xiang Ya Bo, the Chairman, Chief Executive Officer and an executive Director. As at the Latest Practicable Date, Mr. Norris Ou had not held any directorship in other listed public companies in the past three years.

Upon his appointment as a non-executive Director having been approved by the Shareholders at the forthcoming AGM, Mr. Norris Ou will enter into a letter of appointment with the Company for a term of 1 year commencing on 30 May 2024. He will be subject to retirement and re-election under the provisions of Bye-laws and will be entitled to an annual remuneration of HK\$1,200,000 (on a pro rata basis according to the duration of his appointment) payable in 12 equal instalments, which has been determined by the Board based on the review and recommendation from the Remuneration Committee with reference to his duties and responsibilities within the Company, the Company’s performance and the prevailing market situation. Save as disclosed above, as at the Latest Practicable Date, he did not have any relationship with any other Directors, senior management of the Company, substantial or controlling Shareholders nor has any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Norris Ou did not hold any other positions in the Group. Other than the aforesaid, in relation to Mr. Norris Ou, 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 matter need to be brought to the attention of the Shareholders in relation to the proposed appointment.

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)

NO refreshments, NO food and beverage service and NO handing out of corporate gifts, gift coupons or cake vouchers.

NOTICE IS HEREBY GIVEN that the annual general meeting of Sinolink Worldwide Holdings Limited (the “**Company**”) will be held at R3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 30 May 2024 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 2023.
2. (a) To re-elect Mr. Tian Jin as an independent non-executive director of the Company;
(b) To appoint Mr. Ou Jin Yao Norris as a non-executive director of the Company; and
(c) 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 2024.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
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 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

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 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(A), 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).”

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

Hong Kong, 30 April 2024

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) The annual general meeting will be held in the form of physical meeting. Any member entitled to attend, speak and vote at the meeting is entitled to appoint another person as his proxy to attend, speak 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 holders, 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.

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- (v) Mr. Tian Jin will retire and, with reference to Resolution 2(a), being eligible, will offer himself for re-election at the said annual general meeting. In respect of Resolution 2(b), the Board recommended Mr. Ou Jin Yao Norris for appointment as non-executive director of the Company at the said annual general meeting. Their particulars are set out in Appendix II of the circular to shareholders dated 30 April 2024.

- (vi) The register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, 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 Friday, 24 May 2024.

- (vii) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company website (www.sinolinkhk.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

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