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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 OF SPECIAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN that a special general meeting (the “**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 Wednesday, 3 July 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 11 June 2024 (the “**Circular**”).

SPECIAL RESOLUTION

1. “**THAT**, subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below); and (ii) compliance with relevant procedures and requirements under the laws of Bermuda to effect the Capital Reorganisation (as defined below), with effect from the second business day immediately after the date on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”) or the above conditions are fulfilled (whichever is later):
 - (a) the par value of all issued Existing Shares be reduced from HK\$0.1 each to HK\$0.01 each (the “**New Shares**”) by cancelling the paid-up capital of the Company thereon to the extent of HK\$0.09 per Existing Share in issue (the “**Capital Reduction**”);
 - (b) subject to and immediately upon the Capital Reduction taking effect, all the authorised but unissued share capital of the Company (which shall include, without limitation, the authorised but unissued share capital arising from the Capital Reduction) be cancelled in its entirety resulting in the diminution of the authorised share capital of the Company by such amount representing the amount of share capital being cancelled (the “**Capital Diminution**”);

* For identification purpose only

- (c) immediately upon the Capital Diminution taking effect, the authorised share capital of the Company be increased to HK\$1,500,000,000 by the creation of such number of additional New Shares as shall be sufficient to increase the authorised share capital of the Company to HK\$1,500,000,000 divided into 150,000,000,000 New Shares (the “**Capital Increase**”), so that following the Capital Increase, the authorised share capital of the Company will be HK\$1,500,000,000 divided into 150,000,000,000 New Shares of par value of HK\$0.01 each;
- (d) the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company for use by the board of directors of the Company (the “**Directors**”) in any manner permitted by the Companies Act 1981 of Bermuda and the bye-laws of the Company ((a), (b), (c) and (d), collectively referred to as the “**Capital Reorganisation**”); and
- (e) any one Director (or any two Directors if the common seal of the Company has to be affixed) be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company and take any and all steps, and to do and/or procure to be done any and all acts and things as he or she or they may consider necessary, desirable or expedient to give effect to the Capital Reorganisation.”

ORDINARY RESOLUTION

2. “**THAT**

- (a) subject to and conditional upon the fulfilment of the conditions set out in the subscription agreement dated 30 April 2024 (as amended and supplemented by the Supplemental Agreement dated 31 May 2024) (“**Subscription Agreement**”) (a copy of which has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) entered into between the Company (as issuer) and Mr. Ou Yaping (as subscriber), the Subscription Agreement in relation to the issue of convertible bonds in the principal amount of HK\$200,000,000 with a 3-year term which are convertible into ordinary shares of the Company at the initial conversion price of HK\$0.085 per Conversion Share (subject to adjustments) and the transactions contemplated thereunder (including the allotment and issue of the shares of HK\$0.01 each in the share capital of the Company upon conversion of the Convertible Bonds) be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement and any of the transactions contemplated thereunder including but not limited to the issue of the Convertible Bonds; and

- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Conversion Shares.”

By order of the Board
Sinolink Worldwide Holdings Limited
TANG Yui Man Francis
Chairman and Chief Executive Officer

Hong Kong, 11 June 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:

1. Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him, if he is a holder of two or more shares, he may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company but he must be present in person at the Meeting to represent the member. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk>. 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. 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. Completion and delivery of a form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
3. 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.
4. The resolution(s) proposed to be approved at the Meeting will be voted by way of poll.
5. In order to be eligible to attend and vote at the Meeting, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar office and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 27 June 2024.

6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at www.sinolinkhk.com and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

7. As at the date of this notice, the board of Directors comprises one executive Director, namely Mr. TANG Yui Man Francis; two non-executive Directors, namely, Mr. OU Jin Yao Norris and Mr. OU Jin Yi Hugo and three independent non-executive Directors, namely Ms. CHEN Hui, Mr. TIAN Jin and Mr. XIN Luo Lin.