



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1168)

Proxy form for use at the special general meeting to 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. (or any adjournment thereof)

I/We¹ _____
of _____

being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of Sinolink Worldwide Holdings Limited (the “Company”) **HEREBY APPOINT**³ _____

of _____
or failing him/her, the **CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us at the special general meeting of the Company to be held at R3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 3 July at 11:00 a.m. (or any adjournment thereof) (the “Meeting”), for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions as set out in the notice convening the Meeting⁴.

	As special resolution ¹⁰	For ⁴	Against ⁴
1	<p>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):</p> <p>(a) to reduce the par value of all issued Existing Shares 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”);</p> <p>(b) subject to and immediately upon the Capital Reduction taking effect, to cancel 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) 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”);</p> <p>(c) immediately upon the Capital Diminution taking effect, to increase the authorised share capital of the Company 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”), 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;</p> <p>(d) to credit the credit arising from the Capital Reduction 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</p> <p>(e) to authorise any one Director (or any two Directors if the common seal of the Company has to be affixed) 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.</p>		

As ordinary resolution¹⁰			
2	<p>(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”) entered into between the Company (as issuer) and Mr. Ou Yaping (as subscriber), to approve, confirm and ratify 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 (as defined in the circular of the Company dated 11 June 2024) (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 (as defined in the circular of the Company dated 11 June));</p> <p>(b) to authorise any one director of the Company 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</p> <p>(c) to grant the directors of the Company a specific mandate to exercise the powers of the Company to allot, issue and deal with the Conversion Shares.</p>		

Dated _____ day of _____ 2024

Shareholder’s Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “/” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “/” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney or other person authorised to sign the same.
6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the 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.
7. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with 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 48 hours before the time appointed for holding the Meeting or the adjournment thereof. Completion and return of the proxy form will not preclude you from attending the Meeting and voting in person should you so wish.
8. Any alteration made to this proxy form must be initialed by the person who signs it.
9. Any member of the Company entitled to attend, speak and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend, speak and vote instead of him/her.
10. The description of the resolution herein is by way of summary only. The full text of the resolution appears in the notice convening the Meeting.
11. Notice convening the Meeting is contained in the circular issued by the Company dated 11 June 2024 which is sent to the shareholders of the Company together with this proxy form.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar, the branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Hong Kong Privacy Officer of the branch share registrar in Hong Kong (address as stated in note 7 above).

** For identification purpose only*