

Appendix 5
FORMS RELATING TO LISTING
FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Panva Gas Holdings Limited

Stock code (ordinary Shares): 8132

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 9th February, 2004.

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 20th April, 2001

Name of sponsor(s): Nil

Name of directors:

Executive Directors:

Mr. Ou Yaping (*Chairman*)

Mr. Chen Wei (*Managing Director*)

Mr. Lai Wen Guang

Mr. Lau Shi Wa

Mr. Li Fujun

Mr. Tang Yui Man, Francis

Mr. Zhang Keyu

Non-Executive Directors:

Mr. Fok Kin-ning, Canning

Mr. To Chi Keung, Simon

(*alternate director to Mr. Fok Kin-ning, Canning*)

Mr. Zheng Dunxun

Independent Non-Executive Directors:

Mr. Cheung Hon Kit

Mr. Li Xiao Ru

Name(s) of substantial shareholder(s) (as such term is defined in Rule 1.01 of GEM Listing Rules) and their respective interests in the ordinary share of HK\$0.10 each of the Company (“Shares”) and other security of the Company:

Long positions and short positions in Shares and underlying Shares in the Company

Name of shareholders	Capacity	Personal interest	Interest in Shares Long positions/(short positions)			Interest in underlying Shares pursuant to share options/debentures	Aggregate interest/(short positions)	Approximate percentage of the Company’s issued share capital
			Corporate interest	Family interest	Total interest in Shares			
Kenson Investment Limited	Beneficial owner	-	429,298,462	-	429,298,462	-	429,298,462	45.59%
		-	(38,461,538)	-	(38,461,538)	-	(38,461,538)	(4.08%)
Supreme All Investments Limited	Beneficial owner	-	169,491,525	-	169,491,525	-	169,491,525	18.00%
Sinolink Worldwide Holdings Limited	Interest of controlled corporation	-	598,789,987	-	598,789,987	-	598,789,987	63.59%
		-	(38,461,538)	-	(38,461,538)	-	(38,461,538)	(4.08%)
Asia Pacific Promotion Limited	Beneficial owner and interest of controlled corporation	-	604,871,587	-	604,871,587	-	604,871,587	64.24%
		-	(38,461,538)	-	(38,461,538)	-	(38,461,538)	(4.08%)
Mr. Ou Yaping	Beneficial owner and interest of controlled corporation	-	604,871,587	-	604,871,587	3,600,000	608,871,587	64.62%
		-	(38,461,538)	-	(38,461,538)	-	(38,461,538)	(4.08%)
Hutchison International Limited	Beneficial owner	-	38,461,538	-	38,461,538	38,461,538	76,923,076	8.17%
Hutchison Whampoa Limited	Interest of controlled corporation	-	38,461,538	-	38,461,538	38,461,538	76,923,076	8.17%
Cheung Kong (Holdings) Limited	Interest of controlled corporation	-	38,461,538	-	38,461,538	38,461,538	76,923,076	8.17%
Mr. Li Ka-shing	Interest of controlled corporation	-	38,461,538	-	38,461,538	38,461,538	76,923,076	8.17%

Notes:

1. Sinolink Worldwide Holdings Limited (“Sinolink”) is interested in the entire issued share capital of Kenson Investment Limited (“Kenson”) and Supreme All Investments Limited (“Supreme All”). Therefore, by virtue of S.310 of Part XV of the Securities and Future Ordinance (the “SFO”), the Shares in which Kenson and Supreme All are shown as being interested are included in and duplicate with interest in the Shares of the Company held by Sinolink and Asia Pacific Promotion Limited (“Asia Pacific”). Mr. Ou is the sole beneficial shareholder of Asia Pacific. Mr. Ou is deemed under Part XV of the SFO to have an interest in the Shares held by Kenson and Supreme All.

Kenson is under an obligation to transfer 38,461,538 Shares to Hutchison International Limited (“Hutchison International”) upon full exchange of a HK\$125,000,000 redeemable note (the “Note”) held by Hutchison International in accordance with the terms and conditions of the Note.

2. Hutchison International is interested in 38,461,538 Shares and in the Note which is exchangeable into existing Shares at the exchange price of HK\$3.25 (subject to adjustment) per Share. Upon full exchange of the Note at the initial exchange price, Hutchison International shall be entitled to another 38,461,538 Shares and is accordingly interested in an aggregate of 76,923,076 Shares.

Hutchison International is a wholly owned subsidiary of Hutchison Whampoa Limited (“Hutchison Whampoa”). By virtue of Part XV of the SFO, Hutchison Whampoa is deemed to be interested in 76,923,076 Shares.

3. Cheung Kong (Holdings) Limited and Mr. Li Ka-shing are deemed to be interested in 76,923,076 Shares held by Hutchison International by virtue of their deemed interest in Hutchison Whampoa.

Name(s) of company(ies) listed on
GEM or the Main Board of the Stock
Exchange within the same group as
the Company:

Sinolink Worldwide Holdings Limited

Financial year end date:

31st December

Registered address:

Maples and Calder
Attorneys-at-Law
Ugland House
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Head office and principal place of
business:

Room 2501-2502, Vicwood Plaza
199 Des Voeux Road Central
Hong Kong

Website:

www.panva-gas.com

Share registrar:

Computershare Hong Kong Investor Services Limited

Auditors:

Deloitte Touche Tohmatsu

B. Business activities

The Company is an investment holding company. Its subsidiaries are principally engaged in the sale and distribution of LP Gas and natural gas in the PRC including the sale of LP Gas in bulk and in cylinders, the provision of piped LP Gas and natural gas, construction of gas pipelines, and the sale of LP Gas and natural gas household appliances.

C. Ordinary Shares

Number of ordinary Shares in issue	941,650,891
Par value of ordinary Shares in issue	HK\$0.10
Board lot size (in number of Shares):	1,000
Name of other stock exchange(s) on which ordinary Shares are also listed:	N/A

D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	N/A
No. of warrants outstanding:	N/A
No. of Shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

1) Share Option Schemes

i. Pre-Listing Share Option Plan

Share options were granted to employees of the Company under the Pre-Listing Share Option Plan prior to the listing of the Shares on GEM on 20th April, 2001. The subscription price for Shares is HK\$0.475 (adjusted for bonus issue of Shares). The grantees will be entitled to exercise the options commencing on or after 1st January, 2003 and expires on 3rd April, 2011.

ii. Share Option Scheme

Share options were granted to employees of the Company under the Share Option Scheme in 2001. The subscription prices for the Shares is HK\$0.94 (adjusted for bonus issue of Shares). The grantees will be entitled to exercise the options commencing on or after 13th February, 2002 and expires on 13th February, 2007.

The maximum outstanding number of share options under the Pre-Listing Share Option Plan and the Share Option Scheme aggregated together shall not be more than 10% of the issued share capital of the Company at any moment in time.

2) Convertible Bonds

Issuer:	Company
Sole bookrunner and lead manager:	Morgan Stanley & Co. International Limited
Principal amount of the Convertible Bonds:	US\$47.725 million (approximately HK\$372.26 million) aggregate principal amount of Convertible Bonds
Form:	The Convertible Bonds in registered form in the denomination of US\$1,000 each or integral multiples thereof and constituted by a trust deed entered into by the Company and DB Trustees (Hong Kong) Limited as trustee.
Interest:	2% per annum, payable semi-annually in arrear in each year.
Conversion Rights:	Holder of the Convertible Bonds have the right to convert the Convertible Bonds into Shares during the Conversion Period.
Conversion Period:	During the period commencing from 6th June, 2003 up to the close of business on 9th April, 2008 (but in no event thereafter) or if such Convertible Bond shall have been called for redemption before 9th April, 2008, then up to the close of business on a date no later than seven business days prior to the date fixed for redemption thereof.
Conversion Price:	HK\$3.8043 per Share (adjusted on 8th January, 2004) (subject to adjustment) with a fixed rate of exchange on conversion of HK\$7.8 = US\$1.00
Listing:	the Convertible Bonds is listed on the Luxembourg Stock Exchange.

RESPONSIBILITY STATEMENT

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Ou Yaping

Chen Wei

Lai Wen Guang

Lau Shi Wa

Li Fujun

Tang Yui Man, Francis

Zheng Dunxun

Cheung Hon Kit

Li Xiao Ru

Fok Kin-ning, Canning

To Chi Keung, Simon

Zhang Keyu