

## 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 20th July, 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. Tang Yui Man, Francis (*Vice Chairman*)

Mr. Chen Wei (*Managing Director*)

Mr. Li Fujun

Mr. Shen Lian Jin

Mr. Zhang Keyu

***Non-Executive Directors***

Mr. Fok Kin-ning, Canning

Mr. To Chi Keung, Simon

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

***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	Interest in Shares Long positions / (short positions)			Total interest in Shares	Interest in underlying Shares pursuant to share options / debentures	Aggregate interest/ (short positions)	Approximate percentage of the Company's issued share capital
	Beneficial owner	Held by controlled corporation	Held by trust				
Kenson Investment Limited	429,298,462 (38,461,538) <i>(Note 1)</i>	- -	- -	429,298,462 (38,461,538)	- -	429,298,462 (38,461,538)	45.56% (4.08%)
Sinolink Worldwide Holdings Limited	- -	598,789,987 (38,461,538)	- -	598,789,987 (38,461,538)	- -	598,789,987 (38,461,538)	63.54% (4.08%)
Asia Pacific Promotion Limited	- -	604,871,587 (38,461,538)	- -	604,871,587 (38,461,538)	- -	604,871,587 (38,461,538)	64.19% (4.08%)
Ou Yaping	- -	604,871,587 (38,461,538)	- -	604,871,587 (38,461,538)	3,600,000 -	608,471,587 (38,461,538)	64.57% (4.08%)
Hutchison International Limited	38,461,538	-	-	38,461,538	38,461,538	76,923,076	8.16%
Hutchison Whampoa Limited	-	38,461,538 <i>(Note 2)</i>	-	38,461,538	38,461,538	76,923,076	8.16%
Cheung Kong (Holdings) Limited	-	38,461,538 <i>(Note 3)</i>	-	38,461,538	38,461,538	76,923,076	8.16%
Li Ka-Shing Unity Trustee Company Limited	-	-	38,461,538 (as trustee) <i>(Note 3)</i>	38,461,538	38,461,538	76,923,076	8.16%
Li Ka-Shing Unity Trustcorp Limited	-	-	38,461,538 (as trustee and beneficiary of a trust) <i>(Note 3)</i>	38,461,538	38,461,538	76,923,076	8.16%
Li Ka-Shing Unity Trustee Corporation Limited	-	-	38,461,538 (as trustee and beneficiary of a trust) <i>(Note 3)</i>	38,461,538	38,461,538	76,923,076	8.16%
Li Ka-shing	-	38,461,538 (also as founder of discretionary trusts) <i>(Note 3)</i>	-	38,461,538	38,461,538	76,923,076	8.16%

*Notes:*

1. Sinolink Worldwide Holdings Limited ("Sinolink") is interested in the entire issued share capital of Kenson Investment Limited ("Kenson"). Therefore, by virtue of Section 310 of Part XV of the Securities and Futures Ordinance (the "SFO"), the Shares in which Kenson is 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.

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. Certain subsidiaries of Cheung Kong (Holdings) Limited ("Cheung Kong") are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of Hutchison Whampoa.

Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital, owns the entire issued share capital of Li Ka-Shing Unity Trustee Company Limited ("TUT1"). TUT1 as trustee of The Li Ka-Shing Unity Trust, together with certain companies which TUT1 as trustee of The Li Ka-Shing Unity Trust is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of Cheung Kong.

In addition, Li Ka-Shing Unity Holdings Limited also owns the entire issued share capital of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 holds units in The Li Ka-Shing Unity Trust.

By virtue of the SFO, each of Mr. Li Ka-shing, being the settlor and may being regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, TDT1, TDT2, TUT1 and Cheung Kong are all deemed to be interested in the 38,461,538 Shares and the Note representing 38,461,538 underlying Shares both held by Hutchison International.

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:	28th Floor, 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 liquefied petroleum gas (“LP Gas”) and natural gas in the People’s Republic of China 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:	942,250,891
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:	Holders 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:

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*Ou Yaping*

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*Chen Wei*

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*Li Fujun*

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*Shen Lian Jin*

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*Tang Yui Man, Francis*

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*Zhang Keyu*

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*Fok Kin-ning, Canning*

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*To Chi Keung, Simon*

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*Cheung Hon Kit*

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*Li Xiao Ru*