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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)



**PANVA GAS HOLDINGS LIMITED**

百江燃氣控股有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8132)

### **Discloseable Transaction**

### **Major Transaction**

## **TRANSACTION IN RELATION TO THE ACQUISITION OF INTEREST IN CHANGCHUN GAS HOLDINGS LIMITED**

The Boards are pleased to announce that on 27 August 2004, Panriver Investments, a wholly owned subsidiary of Panva Gas has entered into the Sale and Purchase Agreement with Party A and Party C whereby Panriver Investments and Party C shall acquire 48% and 2% of the equity interest in Changchun Gas Holdings from Party A respectively. Of the total consideration of the Acquisition RMB379,200,000 shall be paid for by Panriver Investments for the 48% interest. RMB15,800,000 shall be paid for by Party C for the 2% interest.

Changchun Gas Holdings is a stated-owned enterprises incorporated in the PRC. Changchun Gas Holdings holds approximately 60% interest in Changchun Listed, a company incorporated in the PRC, the shares of which are listed on the Shanghai Stock Exchange. Upon completion of the Acquisition, Changchun Gas Holdings will become a sino-foreign joint venture company and an associated company of Panva Gas.

The total assets attributable to the Acquisition constitutes approximately 27.21% of the total assets of Panva Gas. Therefore the Acquisition constitutes a major transaction for Panva Gas under Chapter 19 of the GEM Listing Rules and is subject to shareholders' approval in accordance with the GEM Listing Rules. Such approval has already been obtained by Panva Gas from Sinolink, the controlling shareholder holding approximately 63.55% of the entire issued share capital of Panva Gas. Since Panva Gas is a subsidiary of Sinolink, the Acquisition also constitutes a discloseable transaction under Chapter 14 of the Listing Rules for Sinolink.

A circular containing further details of the Acquisition shall be despatched to the shareholders of Sinolink and Panva Gas within 21 days from the date of this announcement.

## INTRODUCTION

The Boards are pleased to announce that on 27 August 2004, Panriver Investments, a wholly-owned subsidiary of Panva Gas has entered into the Sale and Purchase Agreement with Party A and Party C. Sinolink and Panva Gas confirm that to the best of the knowledge, information and belief of the directors of the Boards, having made all reasonable enquiries, both Party A and Party C and their respective ultimate beneficial owners are third parties independent of Sinolink and Panva Gas and are not connected persons of each of them, and are not connected with any of the directors, chief executive, substantial shareholders, initial management shareholders of Sinolink and Panva Gas or any of their respective associates.

## SALE AND PURCHASE AGREEMENT

**Date:** 27 August 2004

### **Parties:**

Panriver Investments the purchaser, a wholly-owned subsidiary of Panva Gas, the principal business of which is investment holding

Party C the purchaser, an independent third party, being a company incorporated in the PRC, the business activity of which is investment holding

Party A the vendor, a local government authority responsible for the administration of the state owned assets within the city of Changchun, being the legal and beneficial owner of 100% shareholding in the Changchun Gas Holdings

Pursuant to the Sale and Purchase Agreement, Party A will transfer 48% and 2% of its equity interest in Changchun Gas Holdings to Panriver Investments and Party C respectively for a total considerations of RMB379,200,000 and RMB15,800,000 respectively. The Sale and Purchase Agreement is conditional upon obtaining the necessary approvals from the relevant PRC authorities. The Sale and Purchase Agreement does not have a long-stop date but the directors expects all the necessary approvals will be obtained by the end of this year. The consideration represents a premium of approximately 34% over the registered capital of Changchun Gas Holdings and a premium of approximately 24% over the unaudited consolidated net asset value of Changchun Gas Holdings as at 30 June 2004. Based on the unaudited consolidated net asset value of Changchun Gas Holdings as at 30 June 2004, the consideration was determined as a result of negotiation between the parties on an arms-length basis and on normal commercial terms.

## **PAYMENT TERMS**

In accordance with the Sale and Purchase Agreement the payment terms for Panriver Investments are as following:–

- RMB75,840,000 representing 20% of the consideration shall be paid within five (5) working days after signing of the Sale and Purchase Agreement;
- RMB265,440,000 representing 70% of the consideration shall be paid within five (5) working days after obtaining all necessary approvals for the Acquisition from the relevant PRC government authorities; and
- RMB37,920,000 representing 10% of the consideration shall be paid within three (3) working days after obtaining the new business registration licence of Changchun Gas Holdings.

## **Funding**

The consideration of the Acquisition will primarily be financed out of the internal resources of Panva Gas. As at 30 June 2004, Panva Gas had approximately HK\$854,286,000 cash and bank balances.

## **INFORMATION ON CHANGCHUN GAS HOLDINGS, PARTY A AND CHANGCHUN LISTED**

Changchun Gas Holdings currently holds, as its sole investment, approximately 60% interest in Changchun Listed, a company incorporated in the PRC, the A shares of which are listed on the Shanghai Stock Exchange. Upon completion of the Acquisition, Changchun Gas Holdings will become a sino-foreign equity joint venture company.

The principal business of both Changchun Gas Holdings and Changchun Listed include operation of the piped gas network in the city of Changchun, including the construction of the main trunk, sub-branch networks and the connection into individual households, the supply of piped gas to industrial, commercial and residential users, and the processing, transportation, storage, wholesale, retail and logistic services of coal gas, natural gas and liquefied petroleum gas (“LP Gas”) and related services.

Party A is Changchun Municipality State-owned Assets Administrative Bureau (長春市人民政府國有資產監督管理委員會), is a local government authority responsible for the administration of the state owned assets within the city of Changchun.

Changchun Gas Holdings is a PRC incorporated company with a registered share capital of RMB589,781,000 and its unaudited consolidated net asset value as at 30 June 2004 was RMB636,000,000. As Changchun Gas Holdings was incorporated on 25 March 2004, it does not have a net profit figure for disclosure purpose as required pursuant to Rule 19.58(8) of the GEM Listing Rules. However, the net profit (before taxation and extraordinary items) of the Changchun

Listed for the years ended 31 December 2002 and 31 December 2003 are RMB108,137,000 and RMB176,640,000 respectively and the net profit (after taxation and extraordinary items) are RMB90,100,000 and RMB146,454,000 respectively. However, since Panriver Investments will only be acquiring 48% of the Changchun Gas Holdings, only 48% of such profit will be attributed to the Panva Gas Group's profit and loss.

## **REASONS FOR THE ACQUISITION**

Panva Gas is engaged in the downstream operations of the gas sector in the PRC and as part of its strategy in business development, Panva Gas expands through mergers and acquisitions. In addition to its current operation in eight provinces in the PRC, Panva Gas through the Acquisition establishes its presence in the province of Jilin and further expands its piped gas operations. Changchun city is the capital of Jilin province, with an urban population of 3 million people, and serves as the major hub for the north eastern part of the PRC. The Acquisition will serve as the springboard for Panva Gas in its future business development in the north eastern part of the PRC. The directors of Sinolink and Panva Gas believe that the terms of the transaction are fair and reasonable and in the interests of the shareholders of Sinolink and Panva Gas as a whole.

Both Sinolink and Panva Gas do not have any plans to acquire the remaining 50% of the equity interest in Changchun Gas Holdings at the moment. To the best knowledge of the Directors of Sinolink and Panva Gas, Party A does not have any intention to dispose of its 50% equity interests in Changchun Gas Holdings in the near future.

## **GENERAL**

The total assets attributable to the Acquisition constitutes approximately 27.21% of the total assets of Panva Gas. Therefore the Acquisition constitutes a major transaction of Panva Gas under Chapter 19 of the GEM Listing Rules and is subject to shareholders' approval in accordance with the GEM Listing Rules. However, in pursuance to Rule 19.44 of the GEM Listing Rules, since no shareholders of Panva Gas has any material interest in the Acquisition, therefore no shareholders of Panva Gas is required to abstain from voting if Panva Gas were to convene a general meeting for the approval of the transaction; and a written shareholders' approval has been obtained by Panva Gas from Sinolink, the controlling shareholder, which holds 598,789,987 shares of HK\$0.10 each in the capital of Panva Gas representing 63.55% of the nominal value of the securities giving the right to attend and vote at the meeting to approve the transaction, thus no shareholders' meeting of Panva Gas will be held. Since Panva Gas is a subsidiary of Sinolink, the Acquisition also constitutes a discloseable transaction under Chapter 14 of the Listing Rules for Sinolink.

As Panva Gas Group will only holds 48% equity interest in Changchun Gas Holdings and with only 2 board seats out of 6 board members of Changchun Gas Holdings (Party A and Party C will have the right to appoint 3 board members and 1 board member of Changchun Gas Holdings respectively), it will be accounted for as an associated company in the financial statements of Panva Gas.

To the best knowledge, information and belief of the respective directors of Sinolink and Panva Gas, Party A and Party C and their respective associates do not own any shares in Sinolink and Panva Gas.

## **INFORMATION ON SINOLINK AND PANVA GAS**

Panva Gas is principally engaged in the sale and distribution of natural gas and LP Gas in the Eastern, Central and Southwestern regions of the PRC. The main activities include the sale of LP Gas in bulk and in cylinders, the provision of piped natural gas and LP Gas, the construction of gas pipelines, the operation of city gas pipeline networks, the operation of natural gas and LP Gas automobile refilling stations, and the sale of natural gas and LP Gas household appliances.

Sinolink is a China-based conglomerate, with three major business focuses: i) property development and investment; ii) pipeline construction, liquefied petroleum gas and natural gas distribution, transportation, storage, wholesale and retail sales through Panva Gas (stock code: 8132); and iii) electricity generation and supply through Enerchina Holdings Limited (stock code: 622).

A circular containing further details of the Acquisition shall be dispatched to the shareholders of Sinolink & Panva Gas within 21 days from the date of this announcement.

## **DEFINITION**

“Acquisition”	the acquisition of 48% shareholding in the Changchun Gas Holdings under the Sale and Purchase Agreement
“Boards”	the boards of directors of Sinolink and Panva Gas
“Changchun Gas Holdings”	Changchun Gas Holdings Limited (長春燃氣控股有限公司)
“Changchun Listed”	Changchun Gas Co., Ltd. (長春燃氣股份有限公司)
“GEM Listing Rules”	the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange
“Groups”	Sinolink Group and Panva Group
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LP Gas”	liquefied petroleum gas
“Panriver Investments”	Panriver Investments Company Limited, a wholly owned subsidiary of Panva Gas established in the PRC

“Panva Gas”	Panva Gas Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Growth Enterprise Market of the Stock Exchange
“Panva Gas Group”	Panva Gas and its subsidiaries
“Party A”	Changchun Municipality State-owned Assets Administrative Bureau (長春市人民政府國有資產監督管理委員會)
“Party C”	Shenzhen Hua Fu Investment Co., Ltd. (深圳市華孚能源投資有限公司)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement entered into on 27 August 2004 by Panriver Investments, Party A and Party C whereby Party A agrees to transfer 48% and 2% respectively of the Changchun Gas Holdings to Panriver Investments and Party C
“Sinolink”	Sinolink Worldwide Holdings Limited, a Company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Sinolink Group”	Sinolink and its subsidiaries
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**Sinolink Worldwide Holdings Limited**  
**Ou Yaping**  
*Chairman*

By order of the Board  
**Panva Gas Holdings Limited**  
**Chen Wei**  
*Managing Director*

As at the date of this announcement, the Boards comprise of:

**SINOLINK**

*Executive Directors:*

OU Yaping (*Chairman*)

TANG Yui Man Francis (*Chief Executive Officer*)

CHEN Wei

LAW Sze Lai

*Independent Non-executive Directors:*

LI Zhi Xiang

XIN Luo Lin

Davin A. MACKENZIE

**PANVA GAS**

*Executive Directors:*

OU Yaping (*Chairman*)

TANG Yui Man, Francis (*Vice Chairman*)

CHEN Wei (*Managing Director*)

LI Fujun

ZHANG Keyu

SHEN Lian Jin

*Non-executive Directors:*

FOK Kin-Ning, Canning

TO Chi Keung, Simon

*(alternate director to Mr. FOK Kin-Ning,  
Canning)*

*Independent Non-executive Directors:*

CHEUNG Hon Kit

LI Xiao Ru

27 August 2004, Hong Kong

\* *For identification purpose only*

*This announcement, for which the directors of Panva Gas Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprises Market of the Stock Exchange for the purpose of giving information with regard to Panva Gas Holdings Limited. The directors of Panva Gas Holdings Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (i) the information contained in this announcement is accurate and complete in all material respects and no misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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