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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)

**Discloseable Transaction**



**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)

**Major Transaction**

## **ACQUISITION OF INTERESTS IN ANSHAN CITY GAS COMPANY**

The Sinolink Board and the Panva Gas Board are pleased to announce that on 23 December 2004, Panriver Investments, a wholly-owned subsidiary of Panva Gas, entered into the Asset Transfer Agreement with Anshan City Bureau and Shanghai Investment whereby Panriver Investments acquire 51% equity interests in Anshan City Gas in the city of Anshan, Liaoning Province, PRC, for a total consideration of RMB70,490,000 (equivalent to approximately HK\$66,500,000) and Shanghai Investment shall acquire 30% equity interests in Anshan City Gas for a total consideration of RMB41,470,000 (equivalent to approximately HK\$39,122,642).

Upon obtaining from relevant PRC government authorities all necessary approvals for the Asset Transfer Agreement, Anshan City Gas will then become a joint venture company and shall be named 鞍山百江燃氣有限公司 ("Anshan Panva Gas Co., Ltd.), and will be owned as to 51% by Panriver Investments, as to 30% by Shanghai Investment and as to 19% by Anshan City Bureau and will become a subsidiary of Panva Gas (and thus an indirect non-wholly owned subsidiary of Sinolink).

The entering into the Asset Transfer Agreement constitutes a discloseable transaction for Panva Gas under Chapter 19 of the GEM Listing Rules and also constitutes a discloseable transaction for Sinolink under Chapter 14 of the Listing Rules.

Circulars containing further details of the Asset Transfer Agreement and other information as respectively required under the GEM Listing Rules and the Listing Rules will be despatched to the respective shareholders of Panva Gas and Sinolink as soon as practicable.

\* For identification purpose only

## **INTRODUCTION**

The Sinolink Board and the Panva Gas Board are pleased to announce that on 23 December 2004, Panriver Investments, a wholly-owned subsidiary of Panva Gas, entered into the Asset Transfer Agreement with Anshan City Bureau and Shanghai Investment in relation to the acquisition of interests in Anshan City Gas.

## **ASSET TRANSFER AGREEMENT**

**Date:** 23 December 2004

**Parties:** (i) Anshan City Bureau

(ii) Panriver Investments

(iii) Shanghai Investment

To the best of the knowledge, information and belief of the Sinolink Board and the Panva Gas Board and having made all reasonable enquiries, both Anshan City Bureau and Shanghai Investment (and its respective ultimate beneficial owners) are independent third parties and not connected persons (as respectively defined in the GEM Listing Rules and the Listing Rules) to Sinolink and to Panva Gas.

### **Assets to be acquired:**

Anshan City Bureau is currently the registered owner of 100% equity interests in Anshan City Gas. Pursuant to the Asset Transfer Agreement, Anshan City Bureau will transfer 51% equity interests to Panriver Investments and 30% equity interests to Shanghai Investment with the result that Anshan City Bureau will be the registered owner of 19% equity interests in Anshan City Gas.

Upon establishment of the joint venture company, the new company shall be named 鞍山百江燃氣有限公司 (“Anshan Panva Gas Co. Ltd.”), the principal business of which will include the provision of gas fuel, investment in, operation and management of the piped gas network for a period of 30 years to the city of Anshan. Panriver Investments will own 51% equity interests in Anshan Panva Gas and Anshan Panva Gas will become a subsidiary of Panva Gas (and thus an indirect non-wholly owned subsidiary of Sinolink).

### **Consideration:**

In accordance with the terms and conditions of the Asset Transfer Agreement, the consideration to be paid by Panriver Investments for 51% equity interests in Anshan City Gas shall be RMB70,490,000 (equivalent to approximately HK\$66,500,000), whereas Shanghai Investment will pay the sum of RMB41,470,000 (equivalent to approximately HK\$39,122,642) for 30% equity interests in Anshan City Gas.

The total consideration of RMB111,960,000 (equivalent to approximately HK\$105,622,642) for the total 81% equity interests was determined after arms' length negotiations between Panriver Investments, Shanghai Investment and Anshan City Bureau, and was determined based on a valuation report on the assets of Anshan City Gas as at 30 June 2004 prepared by a qualified PRC property valuer. The net asset value of Anshan City Gas (excluding land currently leased by Anshan City Gas) was valued at approximately RMB138,220,000 (equivalent to approximately HK\$130,396,226) (as at 30 June 2004).

**Terms of payment of consideration:**

- a. within 10 Business Days from the Effective Date, Panriver Investments and Shanghai Investment shall each pay approximately 30% of their respective consideration (i.e. the respective sums of RMB21,150,000 (equivalent to approximately HK\$19,952,830) and RMB12,440,000 (equivalent to approximately HK\$11,735,849)) to Anshan City Bureau;
- b. within 10 Business Days from all necessary governmental approvals having been obtained for the Asset Transfer Agreement, Panriver Investments and Shanghai Investment shall each pay approximately 40% of their respective consideration (i.e. the respective sums of RMB28,200,000 (equivalent to approximately HK\$26,603,773) and RMB16,590,000 (equivalent to approximately HK\$15,650,943)) to Anshan City Bureau; and
- c. the remainder of the consideration shall be paid by each of Panriver Investments and Shanghai Investment within 10 Business Days after obtaining the business registration of Anshan Panva Gas.

**Effective Date:**

The parties have agreed with each other to procure that the Asset Transfer Agreement is duly registered with the relevant PRC governmental authorities and upon such condition precedent being satisfied, such date shall be the Effective Date.

**FUNDING**

The consideration for the 51% equity interests in Anshan City Gas will be financed out of the internal resources of Panva Gas.

**INFORMATION ON ANSHAN CITY GAS AND ANSHAN CITY BUREAU**

Anshan City Bureau is a local government authority responsible for the public welfare of the city of Anshan, Liaoning Province, the PRC.

Anshan City Gas is currently a state-owned enterprise incorporated in the PRC in 1919, which is currently 100% owned by Anshan City Bureau, which is principally engaged in the provision of gas fuel, the investment, operations and management of the piped gas network of the city of Anshan.

Anshan Panva Gas shall have thirty (30) years exclusive operation rights in the city of Anshan from the date of its establishment for the provision of gas fuel, investment in, operation and management of the piped gas network to the city of Anshan.

As at 30 June 2004, Anshan City Gas had net assets of approximately RMB138,220,000 (equivalent to approximately HK\$130,396,226). The net losses before and after taxation and extraordinary items for the year ended 31 December 2002 were RMB11,827,000 (equivalent to approximately HK\$11,157,547). The net losses before and after taxation and extraordinary items for the year ended 31 December 2003 were RMB23,419,000 (equivalent to approximately HK\$22,093,396).

## **REASONS FOR ENTERING INTO THE ASSET TRANSFER AGREEMENT**

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 the circumstances, the entering into of the Asset Transfer Agreement will allow Panva Gas to enhance its earnings and assets base. Anshan is the third largest city in the province of Liaoning with a population of approximately 3.6 million people. The acquisition marks the third city in northeastern PRC after the cities of Changchun and Qiqihar for Panva Gas and is therefore in line with the business strategy of Panva Gas. The Panva Gas Board expects that, with its proven track record in managing this kind of business and the fact that it has 30 years' right of exclusive operation, it would be able to turnaround Anshan Panva Gas and thus make a profit contribution to its shareholders. However, the Panva Gas Board does not expect the Asset Transfer Agreement will have any immediate material impact on either the earnings or the assets and liabilities of Panva Gas or Sinolink, upon completion.

Sinolink is principally engaged in (i) property development; (ii) the sale and distribution of LP Gas and natural gas and the construction of gas pipelines in the PRC; and (iii) electricity generation.

Both the Sinolink Board and the Panva Gas Board (including their respective independent non-executive directors) believe that the Asset Transfer Agreement was entered into upon normal commercial terms. Both the Sinolink Board and the Panva Gas Board (including their respective independent non-executive directors) consider that the terms of the Asset Transfer Agreement are fair and reasonable and are in the interests of the respective shareholders of Sinolink and Panva Gas as a whole.

## **GENERAL**

The entering into the Asset Transfer Agreement constitutes a discloseable transaction for Panva Gas under Chapter 19 of the GEM Listing Rules and also constitutes a discloseable transaction for Sinolink under Chapter 14 of the Listing Rules.

Circulars containing further details of the Asset Transfer Agreement and other information as respectively required under the GEM Listing Rules and the Listing Rules will be despatched to the respective shareholders of Panva Gas and Sinolink as soon as practicable.

## DEFINITIONS

|                            |   |
|----------------------------|---|
| “Anshan City Bureau”       | 鞍山市公用事業管理局 (“Anshan City Public Utilities Management Bureau”)   |
| “Anshan City Gas”          | 鞍山市煤氣總公司 (“Anshan City Gas Company”), a limited liability company incorporated in the PRC   |
| “Anshan Panva Gas”         | 鞍山百江燃氣有限公司 (“Anshan Panva Gas Co. Ltd.”), a limited liability company to be incorporated in the PRC   |
| “Asset Transfer Agreement” | the asset transfer agreement dated 23 December 2004 entered into between Panriver Investments, Anshan City Bureau and Shanghai Investment in relation to Anshan City Gas  |
| “Business Day(s)”          | means day(s) (other than a Saturday or a Sunday) on which licensed banks are open for business in the PRC   |
| “Effective Date”           | the date on which the Asset Transfer Agreement becomes legally effective under the laws of the PRC  |
| “GEM Listing Rules”        | the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange   |
| “Hong Kong”                | the Hong Kong Special Administrative Region of the PRC  |
| “HK\$”                     | Hong Kong dollars, the lawful currency of Hong Kong   |
| “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, a limited liability company incorporated in the PRC   |
| “Panva Gas”                | Panva Gas Holdings Limited (百江燃氣控股有限公司*) (Stock Code: 8132), a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Growth Enterprise Market of the Stock Exchange |

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| “Panva Gas Board”     | the board of directors of Panva Gas  |
| “PRC”                 | the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan                          |
| “RMB”                 | Renminbi, the lawful currency of the PRC   |
| “Shanghai Investment” | 上海建世海嘉投資有限公司 (“Shanghai Jian Shi Hai Jia Investment Co., Ltd”), a limited liability company incorporated in the PRC  |
| “Sinolink”            | Sinolink Worldwide Holdings Limited (Stock Code: 1168), a limited liability company incorporated in Bermuda, whose shares are listed on the Main Board of the Stock Exchange |
| “Sinolink Board”      | the board of directors of Sinolink   |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited  |
| “%”                   | per cent.  |

By Order of the Board  
**Sinolink Worldwide Holdings Limited**  
**Tang Yui Man, Francis**  
*Chief Executive Officer*

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

23 December 2004, Hong Kong

As at the date of this announcement, the Sinolink Board and the Panva Gas Board comprise of :

**SINOLINK WORLDWIDE  
HOLDINGS LIMITED**

*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  
HOLDINGS LIMITED**

*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 FOK Kin-Ning, Canning*)

*Independent Non-executive Directors:*

CHEUNG Hon Kit

LI Xiao Ru

GE Ming

*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 Enterprise 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 not 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.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting.*

*For the purpose of illustration only and unless otherwise stated, the conversion of Renminbi into Hong Kong dollars is stated at the exchange rate of HK\$1.00 = RMB1.06. Such conversion should not be construed as a representation that the amount in question has been, could have been or could be converted at any particular rate or at all.*