

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 4 August 2005.

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 20 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. Ge Ming
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	Interest in Shares Long positions / (short positions)	Interest in underlying Shares pursuant to the Note / debentures	Aggregate interest / (short positions)	Approximate percentage of the Company's issued share capital
Asia Pacific Promotion Limited	Interest of controlled corporation and beneficial owner	575,806,587 (19,230,769) <i>(Note 1)</i>	-	575,806,587 (19,230,769)	61.11% (2.04%)
Sinolink Worldwide Holdings Limited	Interest of controlled corporation	570,724,987 (19,230,769) <i>(Note 1)</i>	-	570,724,987 (19,230,769)	60.57% (2.04%)
Enerchina Holdings Limited	Interest of controlled corporation	570,724,987 (19,230,769) <i>(Note 1)</i>	-	570,724,987 (19,230,769)	60.57% (2.04%)
Kenson Investment Limited	Beneficial owner	401,233,462 (19,230,769) <i>(Note 1)</i>	-	401,233,462 (19,230,769)	42.58% (2.04%)
Deutsche Bank Aktiengesellschaft	Beneficial owner and securities interest in shares	24,394,282	48,081,000	72,475,282	7.69%
Hutchison International Limited	Beneficial owner	38,461,538	19,230,769	57,692,307 <i>(Note 2)</i>	6.12%
Hutchison Whampoa Limited	Interest of controlled corporation	38,461,538	19,230,769	57,692,307 <i>(Note 2)</i>	6.12%
Cheung Kong (Holdings) Limited	Interest of controlled corporation	38,461,538	19,230,769	57,692,307 <i>(Note 3)</i>	6.12%
Li Ka-Shing Unity Trustee Company Limited	Trustee	38,461,538	19,230,769	57,692,307 <i>(Note 3)</i>	6.12%
Li Ka-Shing Unity Trustcorp Limited	Trustee and beneficiary of a trust	38,461,538	19,230,769	57,692,307 <i>(Note 3)</i>	6.12%
Li Ka-Shing Unity Trustee Corporation Limited	Trustee and beneficiary of a trust	38,461,538	19,230,769	57,692,307 <i>(Note 3)</i>	6.12%

Name of shareholders	Capacity	Interest in Shares Long positions / (short positions)	Interest in underlying Shares pursuant to the Note / debentures	Aggregate interest / (short positions)	Approximate percentage of the Company's issued share capital
Li Ka-shing	Interest of controlled corporation and as founder of discretionary trusts	38,461,538	19,230,769	57,692,307 <i>(Note 3)</i>	6.12%
Value Partners Limited	Investment manager	48,000,000 <i>(Note 4)</i>	-	48,000,000	5.09%
Cheah Cheng Hye	Interest of controlled corporation	48,000,000 <i>(Note 4)</i>	-	48,000,000	5.09%

Notes:

- The 575,806,587 Shares represent (i) 401,233,462 Shares held by Kenson Investment Limited ("Kenson"), a wholly-owned subsidiary of Enerchina Holdings Limited ("Enerchina"). 74.80% interests of Enerchina are held by Sinolink Worldwide Holdings Limited ("Sinolink") and 58.45% interests of Sinolink are held by Asia Pacific Promotion Limited ("Asia Pacific"). Mr. Ou Yaping is the sole beneficial owner of Asia Pacific. Mr. Ou Yaping is deemed under the Securities and Futures Ordinance (the "SFO") to be interested in these Shares; (ii) 5,081,600 Shares held by Asia Pacific directly. The entire issued share capital of Asia Pacific are legally and beneficially held by Mr. Ou Yaping; and (iii) 169,491,525 Shares held by Supreme All Investments Limited ("Supreme All"). 100% interests of Supreme All are held by Enerchina. Mr. Ou is deemed under the SFO to be interested in these Shares.

Kenson is under an obligation to transfer 19,230,769 Shares to Hutchison International Limited ("Hutchison International") upon full exchange of a HK\$62,500,000 redeemable note (the "Note") held by Hutchison International in accordance with the terms and conditions of the Note.

- 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 19,230,769 Shares and is accordingly interested in an aggregate of 57,692,307 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 57,692,307 Shares.

- 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 is deemed to be interested in the 38,461,538 Shares and the Note representing 19,230,769 underlying Shares both held by Hutchison International.

- These 48,000,000 Shares are held by Value Partners Limited, a company which is held by 31.82% by Mr. Cheah Cheng Hye. Accordingly, Mr. Cheah Cheng Hye is deemed to be interested in these Shares.

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 Enerchina Holdings Limited
Financial year end date:	31 December
Registered address:	Maples and Calder Attorneys-at-Law Ugland House P.O. Box 309 GT 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. Old 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 20 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 1 January 2003 and expires on 3 April 2011.

ii. Share Option Scheme

Share options were granted to employees of the Company under the Share Option Scheme adopted 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 13 February 2002 and expires on 13 February 2007. The Share Option Scheme was terminated on 18 May 2005.

II. New Share Option Scheme

The New Share Option Scheme was adopted by the Company pursuant to an ordinary resolution passed by the Company on 26 April 2005 and approved by Sinolink pursuant to an ordinary resolution passed by Sinolink on 18 May 2005. No options has been granted under the New Share Option Scheme.

The maximum outstanding number of share options under the Old Share Option Schemes and the New 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 6 June 2003 up to the close of business on 9 April 2008 (but in no event thereafter) or if such Convertible Bond shall have been called for redemption before 9 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 8 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.

3) Debt Securities

Issuer :	Company
Joint bookrunners and lead managers:	Merrill Lynch International and Morgan Stanley & Co. International Limited
Principal amount of the Senior Notes:	US\$200 million (approximately HK\$1,560 million) aggregate principal amount of 8.25% guaranteed senior notes due 2011.
Maturity Date:	23 September 2011
Interest:	8.25% per annum, payable semi-annually in arrear on 23 March and 23 September of each year.
Denomination:	The senior notes are issued in registered form in denominations of US\$1,000.
Subsidiary Guarantors:	The initial Subsidiary Guarantors that executed the Indenture on the 23 September 2004 by China Pan River Group Limited, China Overlink Holdings Co., Limited, Sinolink LPG Investment Limited, Singkong Investments Limited and Sinolink Power Investment Limited.
Subsidiary Guarantees:	Each of the Subsidiary Guarantors will jointly and severally guarantee the due and punctual payment of the principal of, premium, if any, and interest on, and all other amounts payable under, the senior notes.
Listing:	The senior notes is listed on the Singapore Exchange Securities Trading Limited.

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

Tang Yui Man Francis

Chen Wei

Li Fujun

Shen Lian Jin

Zhang Keyu

Fok Kin-ning, Canning

To Chi Keung, Simon
(alternate director to Mr. Fok Kin-ning, Canning)

Cheung Hon Kit

Ge Ming

Li Xiao Ru