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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)

**Disclosure pursuant to Rule 13.09 of the Listing Rules
And Resumption of Trading**

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

The Company wishes to draw to the attention of its shareholders and the public that Panva (an associated company of the Company) entered into the Agreement with HK&CG (China) and HKCG on 4 December 2006, pursuant to which Panva has conditionally agreed to purchase and take assignment of, and HK&CG (China) has conditionally agreed to sell and assign, the entire issued share capital of the Target Companies and the Shareholder Loans in consideration of the allotment and issue of the Consideration Shares to HK&CG (China). HKCG, being the holding company of HK&CG (China), has agreed to guarantee the performance by HK&CG (China) of its obligations under the Agreement.

The Company has requested a suspension in the trading of its shares with effect from 9:30 a.m. on 1 December 2006 until this announcement is made by the Company. An application has been made to the Stock Exchange for resumption of trading in the shares of the Company with effect from 9:30 a.m. on 5 December 2006.

THE ACQUISITION

Reference is made to the Transaction Announcement made jointly by Enerchina, Panva and HKCG on even date.

The Company wishes to draw to the attention of its shareholders and the public that Panva (an associated company of the Company) entered into the Agreement with HK&CG (China) and HKCG on 4 December 2006, pursuant to which Panva has conditionally agreed to purchase and take assignment of, and HK&CG (China) has conditionally agreed to sell and assign, the entire issued share capital of the Target Companies and the Shareholder Loans in consideration of the allotment and issue of the Consideration Shares to HK&CG (China). HKCG, being the holding company of HK&CG (China), has agreed to guarantee the performance by HK&CG (China) of its obligations under the Agreement.

The Target Companies hold, collectively, equity interests varying from 27% to 100% in 10 PRC companies, which are principally engaged in the operation of piped gas assets and related business in the PRC.

Completion of the Agreement is subject to the fulfillment of the Conditions which include, amongst others, the obtaining of the approval of the respective shareholders of Panva and Enerchina for the Acquisition and the Consideration Share Issue on or before 31 March 2007 and the Acquisition and the Consideration Share Issue may or may not proceed. It has also been agreed that HK&CG (China) will appoint 4 executive directors to the board of Panva while Enerchina will cause 3 of the current executive directors to resign from the board of Panva upon Completion.

VOTING UNDERTAKING

The Acquisition constitutes a major transaction of Panva and also a very substantial acquisition of Enerchina, whereas the Consideration Share Issue constitutes a very substantial disposal of Enerchina within the meanings of the Listing Rules. The Acquisition and the Consideration Share Issue are therefore subject to the approval of the respective shareholders of Panva and Enerchina in their general meetings. The Company, as the controlling shareholder of Enerchina and having no material interest in the Acquisition or the Consideration Share Issue, has undertaken to Enerchina that, unless it is otherwise precluded from voting under the Listing Rules or by the Stock Exchange, it shall vote or shall procure its associates to vote in favour of any proposed resolutions for approving the Acquisition and the Consideration Share Issue at the special general meeting to be convened by Enerchina for this purpose (including any adjournment thereof).

EFFECTS OF THE ACQUISITION

The Company is, directly or indirectly, interested in approximately 45.39% of the issued share capital of Enerchina which in turn holds, directly or indirectly, approximately 60.42% of Panva (as at the date of this announcement). Accordingly, each of Panva and Enerchina is an associated company of the Company whereas Panva is, and remains before Completion, a subsidiary of Enerchina. The Acquisition will, however, result in Panva ceasing to be a subsidiary of, and becoming an associated company of, Enerchina following Completion. After Completion, Panva will be treated as an associated company of Enerchina and the results of Panva will be equity accounted for in the books of Enerchina.

The accounts of Panva was not consolidated into that of Enerchina for the financial year ended 31 December 2004. For the financial year ended 31 December 2005, the turnover of Panva contributed 54.18% to the aggregate turnover of Enerchina whereas the profit before taxation of Panva contributed 41.92% to the total profit before taxation of Enerchina. As at 31 December 2005, the asset value of Panva accounted for 71% of the total asset value of Enerchina.

GENERAL

Completion of the Agreement is subject to the fulfillment of the Conditions and the Acquisition and the Consideration Share Issue may or may not proceed. Accordingly, the issue of this announcement does not in any way imply that the Acquisition and the Consideration Share Issue will be completed. Shareholders of the Company and potential investors may refer to the Transaction Announcement for details of the Acquisition and the Consideration Share Issue and should exercise caution when dealing in the shares of the Company.

SUSPENSION AND RESUMPTION OF TRADING

Trading in the shares of the Company on the Stock Exchange was suspended at the request of the Company from 9:30 a.m. on 1 December 2006 pending the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in their shares from 9:30 a.m. on 5 December 2006.

DEFINITIONS

“Acquisition”	the acquisition by Panva of the entire issued share capital of each of the Target Companies and the taking of the assignment of the Shareholder Loans in consideration of the Consideration Share Issue and subject to other terms and conditions of the Agreement
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“Agreement”	the Sale and Purchase Agreement dated 4 December 2006 entered between Panva, HK&CG (China) and HKCG in relation to the Acquisition
“BVI”	the British Virgin Islands
“Company”	Sinolink Worldwide Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 1168)
“Completion”	the completion of the Acquisition in accordance with the terms of the Agreement
“Conditions”	conditions precedent to Completion as set out in the Agreement
“Consideration Shares”	such number of Panva Shares as shall be representing 45% of the issued share capital of Panva as at the date of the Agreement as enlarged by the issue of the Consideration Shares. Such Consideration Shares will be issued at an unit price of HK\$4.18 per Panva Share
“Consideration Share Issue”	the allotment and issue of the Consideration Shares to HK&CG (China) as consideration of the Acquisition
“Enerchina”	Enerchina Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 622)
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region, the People’s Republic of China
“HKCG”	The Hong Kong and China Gas Company Limited, a company incorporated in Hong Kong, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 003)
“HK&CG (China)”	Hong Kong & China Gas (China) Limited, a company incorporated in BVI with limited liability and a wholly-owned subsidiary of HKCG
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Panva”	Panva Gas Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1083)
“Panva Shares”	ordinary shares of HK\$0.10 each in the capital of Panva
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan
“Shareholder Loans”	the outstanding loans due from the Target Companies to HK&CG (China) or its associates as at Completion, being approximately HK\$568,093,080, together with all interest accrued thereon, if any
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target 1”	Hong Kong & China Gas (Qingdao) Limited, a company incorporated in BVI with limited liability
“Target 2”	Hong Kong & China Gas (Zibo) Limited, a company incorporated in BVI with limited liability
“Target 3”	Hong Kong & China Gas (Yantai) Limited, a company incorporated in BVI with limited liability
“Target 4”	Hong Kong & China Gas (Weifang) Limited, a company incorporated in BVI with limited liability
“Target 5”	Hong Kong & China Gas (Weihai) Limited, a company incorporated in BVI with limited liability
“Target 6”	Hong Kong & China Gas (Taian) Limited, a company incorporated in BVI with limited liability
“Target 7”	Hong Kong & China Gas (Maanshan) Limited, a company incorporated in BVI with limited liability
“Target 8”	Hong Kong & China Gas (Anqing) Limited, a company incorporated in BVI with limited liability

“Target Companies”	Target 1, Target 2, Target 3, Target 4, Target 5, Target 6, Target 7 and Target 8
“Transaction Announcement”	the announcement of even date jointly issued by Panva, Enerchina and HKCG in relation to the Agreement

By Order of the Board
Ou Yaping
Chairman

Hong Kong, 4 December 2006

The board of directors of the Company as at the date of this Announcement comprises:–

Executive Directors: Ou Yaping (*Chairman*), Tang Yui Man, Francis (*Chief Executive Officer*), Chen Wei, Law Sze Lai

Independent Non-Executive Directors: Davin A. Mackenzie, Tian Jin, Xin Luo Lin

* *For identification purposes only*

Please also refer to the published version of this announcement in South China Morning Post.