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百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

POSSIBLE DISCLOSEABLE TRANSACTION

AND

UNDERWRITING COMMITMENT

11 March 2004

* *for identification purpose only*

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

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|------------------------------|--|
| “Acceptance Date” | 13 April 2004 or such other day as Smart Orient may agree in writing with Enerchina |
| “Associate” | has the meaning ascribed to it in the Listing Rules |
| “Board” | the board of Directors |
| “Business Day” | means a day (other than a Saturday and Sunday) on which commercial banks in Hong Kong are open for business |
| “Company” | Sinolink Worldwide Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange |
| “Company Share(s)” | share(s) of HK\$0.10 each in the capital of the Company |
| “Concert Part(y/ies)” | has the meaning ascribed to the phrase “part(y/ies) acting in concert” in the Takeovers Code |
| “December Rights Issue” | the rights issue undertaken by Enerchina in accordance with the terms of the prospectus of Enerchina dated 5 December 2003 |
| “Directors” | the directors of the Company |
| “Enerchina” | Enerchina Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange |
| “Executive” | the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Shareholder(s)” | Shareholder(s) other than the Company’s Concert Party and any Shareholders who are involved or interested in the Underwriting Agreement and the related Whitewash Waiver Application |

DEFINITIONS

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| “Latest Practicable Date” | 9 March 2004, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular |
| “Letter of Undertaking” | the letter of undertaking dated 17 February 2004 from the Company to Smart Orient and Enerchina in relation to the Open Offer |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Non-Qualifying Shareholder(s)” | the Shareholder(s) whose address(es) as shown on the register of members of Enerchina at the close of business on the Record Date is/are outside Hong Kong |
| “Offer Shares” | not less than 1,525,525,936 Shares and not more than 1,543,613,936 Shares to be issued under the Open Offer |
| “Open Offer” | the open offer of two Offer Shares for every existing Share held by the Qualifying Shareholders on the Record Date at a price of HK\$0.40 per Offer Share |
| “Options” | options to subscribe for up to 9,044,000 Shares granted pursuant to the share option scheme adopted by Enerchina on 26 July 1993 |
| “Power Plant” | the power plant operated by Shenzhen Fuhuade Electric Power Co., Ltd, a subsidiary of Enerchina, in Shenzhen, the PRC |
| “PRC” | the People’s Republic of China |
| “Prospectus” | the prospectus to be issued by Enerchina in relation to the Open Offer |
| “Prospectus Documents” | the Prospectus and the application form |
| “Qualifying Shareholder(s)” | the Shareholder(s), other than the Non-Qualifying Shareholder(s), whose name(s) appear(s) on the register of members of Enerchina on the Record Date |
| “Record Date” | 26 March 2004 or such other date as Smart Orient may agree in writing with Enerchina, the record date on which entitlements to the Open Offer will be determined |
| “September Issue” | the issue of 45,400,000 Shares by Enerchina to the Company pursuant to a subscription agreement dated 26 September 2003 |

DEFINITIONS

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|--------------------------|--|
| “Settlement Date” | the day being the later of: (i) the fourth Business Day following the Acceptance Date; and (ii) the Business Day following the day on which Smart Orient receives notification from Enerchina of the total number of Underwritten Shares not taken up, or such other date as Smart Orient may agree in writing with Enerchina |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “SGM” | the special general meeting of Enerchina proposed to be convened for the purpose of, inter alia, approving the Open Offer and the Whitewash Waiver |
| “Share(s)” | share(s) of HK\$0.01 each in the capital of Enerchina |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Smart Orient” | Smart Orient Investments Limited, a company incorporated in the British Virgin Islands, a wholly-owned subsidiary of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “Underwriting Agreement” | the underwriting agreement dated 17 February 2004 and entered into between Smart Orient and Enerchina in relation to the Open Offer |
| “Underwritten Shares” | 1,029,534,906 Offer Shares being the maximum possible number of Offer Shares to be issued less those Offer Shares agreed to be taken up by: (i) the Company pursuant to the Letter of Undertaking; and (ii) Smart Orient pursuant to the Underwriting Agreement |
| “Whitewash Waiver” | a waiver from the Executive pursuant to Note 1 of the Notes on the dispensations from Rule 26 of the Takeovers Code in respect of the obligation of the Company to make a mandatory general offer for all the Shares not already owned by the Company and its Concert Parties which would otherwise arise as a result of Smart Orient subscribing for the Offer Shares under the terms of the Underwriting Agreement |



百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Executive Directors:

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

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr Cheung Wing Yui
Mr Li Zhi Xiang
Mr Tsang Yu Chor, Patrick
Mr Xin Luo Lin

Head office and principal place of

business in Hong Kong:
25th Floor, Vicwood Plaza
199 Des Voeux Road Central
Hong Kong

11 March 2004

To: The shareholders of the Company

Dear Sir or Madam,

**POSSIBLE DISCLOSEABLE TRANSACTION
AND
UNDERWRITING COMMITMENT**

1 INTRODUCTION

The Board announced in the Company's joint announcement with Enerchina dated 19 February 2004 that Smart Orient, a wholly-owned subsidiary of the Company, had entered into the Underwriting Agreement on 17 February 2004 with Enerchina. The Underwriting Agreement relates to Smart Orient underwriting not less than 1,011,446,906 Offer Shares and not more than 1,029,534,906 Offer Shares at a subscription price of HK\$0.40 per Offer Share.

As at the Latest Practicable Date, there were 762,762,968 Shares in issue. As at that date, the Company and its Concert Party, Smart Orient, were together interested in 257,039,515 Shares representing approximately 33.70% of the existing issued share capital of Enerchina. Pursuant to the Letter of Undertaking and the Underwriting Agreement, the Company and Smart Orient have each irrevocably

* for identification purpose only

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undertaken to Enerchina that the Shares beneficially owned by each of them will remain registered in their names until the Record Date and that they will subscribe for all the Offer Shares to which each of them is entitled under the Open Offer, amounting to, in aggregate, 514,079,030 Offer Shares. In the event that the Company and Smart Orient subscribe for their respective entitlements in full under the Open Offer (as required pursuant to the Letter of Undertaking and the Underwriting Agreement) and Smart Orient is called upon to subscribe for the balance of the Offer Shares in full pursuant to its obligations under the Underwriting Agreement, the number of Shares held by the Company and its Concert Party would increase from 257,039,515 Shares (representing approximately 33.70% of the existing issued share capital of Enerchina) to not less than 1,782,565,451 Shares and not more than 1,800,653,451 Shares (representing approximately 77.90% and approximately 77.77% respectively of the enlarged issued share capital of Enerchina following completion of the Open Offer). Accordingly, the subscription for Offer Shares by Smart Orient pursuant to the Underwriting Agreement may trigger a mandatory general offer by the Company under Rule 26 of the Takeovers Code for all the Shares not held by the Company and its Concert Parties. The Company has therefore applied to the Executive for the Whitewash Waiver.

The Underwriting Agreement is conditional upon, inter alia, the grant by the Executive of the Whitewash Waiver and its approval by the Independent Shareholders. The Open Offer is conditional upon the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms. In the event that the Whitewash Waiver is not granted by the Executive or approved by the Independent Shareholders, the Underwriting Agreement will lapse and the Open Offer will not proceed.

The purpose of this circular is to provide you with further details of the Underwriting Agreement and other information as required by the Listing Rules.

2 THE UNDERWRITING AGREEMENT

Smart Orient, a wholly-owned subsidiary of the Company, entered into the Underwriting Agreement with Enerchina on 17 February 2004. Under the terms of the Underwriting Agreement Smart Orient has agreed to underwrite not less than 1,011,446,906 Offer Shares and not more than 1,029,534,906 Offer Shares at a subscription price of HK\$0.40 per Offer Share.

Pursuant to the Letter of Undertaking and the Underwriting Agreement, the Company and Smart Orient have each irrevocably undertaken to Enerchina to subscribe for all the Offer Shares to which they are respectively entitled under the Open Offer, amounting to, in aggregate, 514,079,030 Offer Shares.

If the Company and Smart Orient subscribe for all of the Offer Shares to which they are each entitled under the Open Offer (as required pursuant to the Letter of Undertaking and the Underwriting Agreement) and Smart Orient is called upon to subscribe for the Offer Shares it is obliged to underwrite pursuant to the Underwriting Agreement, the aggregate amount of consideration to be paid by the Group would be not less than HK\$610,210,374 and not more than HK\$617,445,574. The terms of the Underwriting Agreement have been arrived at after arm's length negotiations between the parties thereto and are based on normal commercial terms.

Under the terms of the Underwriting Agreement, Smart Orient is entitled to an underwriting commission of 2% of the subscription price multiplied by the number of Underwritten Shares. Details of

LETTER FROM THE BOARD

the Open Offer and the Underwriting Agreement are set out in the joint announcement made by the Company and Enerchina dated 19 February 2004. The subscription price for the Open Offer was arrived at after arm's length negotiations between Enerchina and Smart Orient with reference to the market price of the Shares and taking into account various factors including, but not limited to, prevailing market conditions and a reasonable incentive for the Qualifying Shareholders to subscribe for the Offer Shares.

The subscription price of HK\$0.40 per Offer Share represents:

- (i) a discount of 55.06% to the closing price of HK\$0.89 per Share quoted on the Stock Exchange on 16 February 2004, being the last trading day prior to the date of the Underwriting Agreement;
- (ii) a discount of 56.14% to the average of the closing prices for each of the ten trading days up to and including 16 February 2004, of approximately HK\$0.912 per Share;
- (iii) a discount of 28.57% to the theoretical ex-entitlement price of HK\$0.56 per Share based on the closing price per Share on 16 February 2004; and
- (iv) a discount of 49.37% to the closing price of HK\$0.79 per Share on the Latest Practicable Date.

According to the figures contained in the interim report of Enerchina for the six months ended 30 June 2003 adjusted to take account of the December Rights Issue, the subscription price of HK\$0.40 per Offer Share also represents:

- (i) a discount of 50% to the unaudited consolidated net asset value per Share of approximately HK\$0.80; and
- (ii) a discount of approximately 35.48% to the unaudited consolidated net tangible assets per Share of approximately HK\$0.62.

Under the terms of the Letter of Undertaking and the Underwriting Agreement, the Company and Smart Orient respectively are each required to pay the subscription consideration in full for all the Offer Shares to which they are respectively entitled on or before the Acceptance Date. Under the terms of the Underwriting Agreement, Smart Orient is required to pay the subscription consideration in full for such Underwritten Shares not taken up less such amounts as are payable to it by Enerchina (such as the underwriting commission and certain expenses) on or before the Settlement Date.

In the event that less than 25% of the issued share capital of Enerchina is held by the public after the Open Offer, the Company has undertaken to the Stock Exchange to take steps as soon as practicable following the close of the Open Offer to place down the Shares held to independent third parties not connected with the directors, chief executive and substantial shareholders of Enerchina or its subsidiaries or any of their respective Associates so that the public float of Enerchina is not less than 25% of the enlarged issued share capital of Enerchina.

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If, as a result of the Open Offer, less than 25% of the issued Shares are held in the hands of the public, both the Company and Enerchina will take steps to restore public float of 25%. If the Stock Exchange believes that:

- (a) a false market exists or may exist in the Shares; or
- (b) there are too few Shares in public hands to maintain an orderly market,

then it will consider exercising its discretion to suspend trading in the Shares. It is the intention of the Company to maintain the listing of Enerchina on the Stock Exchange after the Open Offer.

The Group intends to retain its existing shareholding in Enerchina and all the new Shares it subscribes as a result of the Open Offer as a long-term investment.

Save for the September Issue and the December Rights Issue, the Company and its Concert Party have not dealt in the Shares during the six-month period prior to the Latest Practicable Date.

The Underwriting Agreement is conditional upon, inter alia:

- (a) the passing of an ordinary resolution by the Shareholders at the SGM approving the increase in the authorised share capital of Enerchina from HK\$25,000,000 to HK\$50,000,000 by the creation of 2,500,000,000 new Shares;
- (b) the grant of the Whitewash Waiver by the Executive;
- (c) the passing of a resolution by the Independent Shareholders by way of poll at the SGM, in compliance with the Takeovers Code to approve the Whitewash Waiver;
- (d) the passing of a resolution by the Independent Shareholders at the SGM approving the Open Offer;
- (e) Enerchina registering or filing, as the case may be, all relevant documents with the Registrar of Companies in Hong Kong in accordance with the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and with the Registrar of Companies in Bermuda in accordance with the Companies Act 1981 of Bermuda;
- (f) the posting of the Prospectus Documents to Qualifying Shareholders on 29 March 2004, or such other date as Smart Orient may agree in writing with Enerchina; and
- (g) the listing committee of the Stock Exchange granting and not withdrawing the listing of, and permission to deal in, the Offer Shares.

In the event that conditions (a), (e) and (f) have not been satisfied or waived by Smart Orient, and conditions (b) to (d) (inclusive) have not been satisfied, on or before the date of posting the Prospectus

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Documents (expected to be on or about 29 March 2004) or such other date as Smart Orient may agree in writing with Enerchina) and condition (g) has not been satisfied or waived by Smart Orient on or before 4:00 p.m. on the Acceptance Date, the Underwriting Agreement will lapse and the Open Offer will not proceed.

As at the Latest Practicable Date, conditions (a), (b), (c) to (g) (inclusive) had not been fulfilled. In particular, conditions (a), (c) and (d) are subject to the result of the SGM.

The Company and its Concert Party, Smart Orient, will abstain from voting at the SGM in respect of the resolutions relating to the approval of the Open Offer and the Whitewash Waiver.

3 REASONS FOR THE UNDERWRITING COMMITMENT

Enerchina announced in its announcement dated 5 January 2004 that the relevant government authority had approved, in principle, further expansion of the installed capacity of the Power Plant by 180MW. In the joint announcement made by the Company and Enerchina dated 19 February 2004, it was stated that the directors of Enerchina expected that such expansion would require additional funding of approximately HK\$500 million and that such funding would be raised by means of additional borrowing and the Open Offer.

The Directors noticed the gradual improvement of Enerchina's profitability upon the commencement of commercial operations of the expanded Power Plant in the six month period ended 30 June 2003. The Directors believe that the Open Offer provides a good opportunity for Enerchina to raise funds to further strengthen its capital base and improve its financial position to provide flexibility for Enerchina to pursue any new business opportunities for its future development and expansion.

The Directors also believe that, in addition to the 2% commission to be earned by Smart Orient in underwriting the Open Offer, the Underwriting Agreement provides an attractive opportunity for Smart Orient, and therefore the Company, to benefit from the opportunities available to Enerchina as a result of the strong demand for electricity, and the growth potential of the market for electricity, in the Guangdong province of the PRC. The commission to be earned by the Group under the Underwriting Agreement is approximately HK\$8 million and will be booked as other income of the Group in the Company's consolidated accounts.

4 FUNDING OF THE UNDERWRITING COMMITMENT

The Group will utilise its internal resources to meet its financial commitments under the Underwriting Agreement (if called upon to do so) and the Letter of Undertaking, which is approximately HK\$617 million at maximum (calculated by multiplying the maximum number of Offer Shares by the subscription price). As at 30 June 2003, the Group's cash and cash equivalents amounted to approximately HK\$867.7 million in aggregate.

5 PRINCIPAL ACTIVITIES OF THE GROUP AND ENERCHINA

The Group is a conglomerate with extensive business presence in the PRC. The Group's principal businesses are: (i) property development and investment; (ii) transportation, storage, distribution and sales of liquefied petroleum gas and natural gas; and (iii) electricity generation and supply.

LETTER FROM THE BOARD

Enerchina is an investment holding company. Enerchina's group's principal business is electricity generation and supply in the PRC. Enerchina's principal operating plant is the Power Plant which is operated by Enerchina's principal subsidiary, Shenzhen Fuhade Electricity Power Co., Ltd. For the year ended 31 December 2002, Enerchina recorded audited net losses before and after taxation and extraordinary items attributable to the Shareholders of approximately HK\$85.6 million and approximately HK\$85.7 million respectively. For the year ended 31 December 2001, Enerchina recorded audited net losses before and after taxation and extraordinary items attributable to the Shareholders of approximately HK\$139.8 million and approximately HK\$141.9 million respectively. For the six months ended 30 June 2003, the unaudited net profits before and after taxation and extraordinary items attributable to the Shareholders was approximately HK\$5.1 million. As at 30 June 2003, the unaudited net tangible assets of Enerchina amounted to approximately HK\$253.0 million.

6 INTENTIONS OF THE COMPANY AND POSSIBLE DISCLOSEABLE TRANSACTION

At present, two out of eight directors on the board of Enerchina represent the Group. If the Group's interest in Enerchina increases to more than 50% of its enlarged issued share capital after the Open Offer, the Group will consider what action is appropriate to ensure that the Group's best interests in Enerchina are protected. Such action may include increasing the number of the Group's representatives on the board of directors of Enerchina so that they become the majority. However, the composition of the Group's representation on the board and the identity of the prospective directors, were such an event to arise and such action to be taken, had not been decided as at the Latest Practicable Date. If Enerchina becomes a subsidiary of the Company, the accounts of Enerchina and its subsidiaries in relation to the Group will be treated in accordance with Generally Accepted Accounting Principles in Hong Kong. It is therefore expected that such accounts will be consolidated into the accounts of the Group. The Board believes that the underwriting of the Open Offer by Sinolink through Smart Orient will not have a material adverse effect on the earnings or assets and liabilities of the Company.

The unaudited net tangible assets of Enerchina as at 30 June 2003 adjusted to take account of the September Issue and the December Rights Issue amounted to approximately HK\$470.3 million. This figure is more than 15% but less than 50% of the unaudited net tangible assets of the Group as at 30 June 2003 of approximately HK\$1,619 million. The underwriting commitment of Smart Orient contemplated under the Underwriting Agreement therefore constitutes a possible discloseable transaction for the Company under Rule 14.12 of the Listing Rules.

7 GENERAL

The entering into of the Underwriting Agreement does not constitute a connected transaction of the Company under Chapter 14 of the Listing Rules as Enerchina is not a connected person in relation to the Company under the Listing Rules. Save for the indirect shareholding interests of Mr Ou Yaping and Asia Pacific Promotion Limited in Enerchina through the Company, no other connected person (as that term is defined in the Listing Rules) of the Company holds any Shares.

Your attention is drawn to the general information on the Company set out in the Appendix to this circular.

Yours faithfully,
By order of the Board
TANG YUI MAN, FRANCIS
Executive Director and Chief Executive Officer

1 RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular (other than information relating to Enerchina) and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts (other than facts relating to Enerchina) the omission of which would make any statement herein misleading.

2 DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Company Shares and debentures of the Company and the shares and debentures of any associated corporation of the Company (within the meaning of Part XV of the SFO) which were required pursuant to: (a) Divisions 7, 8 and 9 of Part XV of the SFO, to be notified to the Company and the Stock Exchange; (b) section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (c) the Model Code for Securities Transactions by Directors of Listed Company, to be notified to the Company and the Stock Exchange, were as follows:

(a) Directors' interests or short positions in the Company Shares and the Company's share options

| Name of Directors | Capacity | Personal interest | Family interest | Corporate interest | Total interest in Company Shares | Aggregate interest | Approximate percentage of the Company's issued share capital |
|-----------------------|---|------------------------|-----------------|---------------------------|----------------------------------|--------------------|--|
| Chen Wei | Beneficial owner | 12,000,000 (Note 1) | - | - | - | 12,000,000 | 0.63% |
| Law Sze Lai | Beneficial owner | 12,000,000 (Note 1) | - | - | - | 12,000,000 | 0.63% |
| Tang Yui Man, Francis | Beneficial owner | 3,800,000 (Note 1) | - | - | - | 3,800,000 | 0.20% |
| Ou Yaping | Beneficial owner and interest of controlled corporation | - | 5,396,600 | 1,245,185,000 (Note 2) | 1,250,581,600 | 1,250,581,600 | 65.44% |

Notes:

- 1 These interests represent the Company Shares in which this Director is deemed to be interested in as a result of holding share options.
- 2 These Company Shares are held by Asia Pacific Promotion Limited (“Asia Pacific”), a company incorporated in the British Virgin Islands, which is legally and beneficially owned by Mr Ou Yaping, chairman of the Company.

Details of the Directors’ interests in share options granted by the Company are set out under the heading “Directors’ rights to acquire Company Shares” below.

Directors’ rights to acquire Company Shares

Pursuant to the Company’s share option scheme, the Company has granted options to subscribe for Company Shares in favour of certain Directors, the details of which are as follows:

| Name of Directors | Date of grant | Exercise period | Exercise price | Number of Company Shares subject to outstanding options as at the Latest Practicable Date | Approximately percentage of the Company’s issued share capital |
|-----------------------|---------------|-------------------------|----------------|---|--|
| Chen Wei | 14.03.2002 | 01.09.2002 – 01.09.2004 | HK\$0.67 | 6,000,000 | 0.31% |
| | 14.03.2002 | 01.12.2002 – 01.12.2005 | HK\$0.67 | 6,000,000 | 0.31% |
| Law Sze Lai | 14.03.2002 | 01.09.2002 – 01.09.2004 | HK\$0.67 | 6,000,000 | 0.31% |
| | 14.03.2002 | 01.12.2002 – 01.12.2005 | HK\$0.67 | 6,000,000 | 0.31% |
| Tang Yui Man, Francis | 14.03.2002 | 01.09.2002 – 01.09.2004 | HK\$0.67 | 1,900,000 | 0.10% |
| | 14.03.2002 | 01.12.2002 – 01.12.2005 | HK\$0.67 | 1,900,000 | 0.10% |

Note: The vesting period of the share options is from the date of grant until the commencement of the exercise period.

(b) Directors' interests and short positions in associated corporations (within the meaning of Part XV of the SFO) of the Company

| Name of Directors | Name of associated corporation | Capacity | Nature of interest | Total interests in shares long positions/ (short position) | Approximate percentage of the issued share capital of the associated corporation |
|-----------------------|--------------------------------|---|--------------------|--|--|
| Chen Wei | Panva Gas Holdings Limited | Beneficial owner | Personal | 9,200,000 (Note 1) | 0.98% |
| Tang Yui Man, Francis | Panva Gas Holdings Limited | Beneficial owner | Personal | 6,400,000 (Note 2) | 0.68% |
| Ou Yaping | Panva Gas Holdings Limited | Beneficial owner and interest of controlled corporation | Corporate | 608,471,587 (Note 3) (38,461,538) | 62.62% |
| | Enerchina | Interest of controlled corporation | Corporate | 1,800,653,451 (Note 4) | 236.07% |

Notes:

- 1 Interests in 5,040,000 of these shares represents the shares in which this Director is deemed to be interested as a result of holding share options.
- 2 Interests in 960,000 of these shares represents the shares in which this Director is deemed to be interested as a result of holding share options.
- 3 This number of shares represents: (i) 3,600,000 share options held by Mr Ou Yaping; and (ii) 604,871,587 shares beneficially owned by Asia Pacific.
- 4 This number of Shares represent the aggregate of: (a) the 257,039,515 Shares in the existing share capital of Enerchina in which the Company is interested (Mr Ou Yaping through Asia Pacific, holds approximately 65.44% of the existing issued share capital of the Company and is therefore deemed to be interested in all the Shares in which the Company is interested); (b) the 514,079,030 Shares in which the Company is deemed to be interested as a result of its, and Smart Orient's, undertaking to subscribe for all the Offer Shares to which it is entitled under the Open Offer; and (c) the 1,029,534,906 Shares being the maximum number of Offer Shares which Smart Orient may be required to take up under the Underwriting Agreement.

3 SUBSTANTIAL INTERESTS

Other than the interests disclosed above in respect of certain Directors, the Directors are not aware of any other person who, as at the Latest Practicable Date, had an interest or short position in the Company Shares which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

4 DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into, or was proposing to enter into, any service contracts with the Company or any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

5 LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, neither the Company nor any member of the Group is engaged in any litigation or arbitration of material importance and there is no litigation or arbitration or claim of material importance known to the Directors to be pending or threatened by or against the Company or any member of the Group.

6 GENERAL

- (a) The secretary of the Company is Mr Yu Man To, Gerald, a certified accountant in Australia and an associate member of the Hong Kong Society of Accountants.
- (b) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (c) The registrars and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited whose office is situated at Room 1901-1905, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) In any event of inconsistency, the English language text of this circular shall prevail over the Chinese language text.