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百仕達控股有限公司 *

SINOLINK WORLDWIDE HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)



SilverNet Group

SILVERNET GROUP LIMITED
(incorporated in Bermuda with limited liability)

**Discloseable transaction
and
Issue of convertible note**

**Change in substantial shareholder
and
Major and connected transaction
and
Proposed change of name**

Financial adviser to Sinolink Worldwide Holdings Limited

ANGLO CHINESE
CORPORATE FINANCE, LIMITED

SUMMARY

Further to the announcements dated 19th February, 2002 issued separately by Sinolink Worldwide Holdings Limited (“Sinolink”) and SilverNet Group Limited (“SilverNet”), the boards of directors of Sinolink and SilverNet wish to jointly announce that Sinolink entered into a sale and purchase agreement dated 8th March, 2002 to acquire 1,089,310,445 shares in SilverNet representing approximately 29.99% of the issued share capital of SilverNet (the “acquisition”) from a wholly owned subsidiary of Silver Grant International Industries Limited (“Silver Grant”), a company whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), for a consideration of approximately HK\$163.4 million, equivalent to approximately HK\$0.15 per share (the “acquisition agreement”).

On 8th March, 2002, Sinolink also entered into another sale and purchase agreement (the “disposal agreement”) to sell its 100% shareholding interest in and to assign its shareholders’ loans with interest free of approximately HK\$137.90 million to Sinolink Industrial Limited (“Sinolink Industrial”) to SilverNet or any of its subsidiaries (the “disposal”). Sinolink Industrial is indirectly interested in 70% of the registered capital of Shenzhen Fuhuade Electric Power Co. Ltd. (“Fuhuade”) through its wholly owned subsidiary Sinolink Electric Power Company Limited (“Sinolink Electric Power”). The consideration under the disposal agreement is approximately HK\$360.4 million, of which approximately HK\$163.4 million shall be satisfied by cash and the balance of approximately HK\$197 million shall be payable on demand and shall carry interest at the rate of 3% per annum payable semi-annually. Payment of the said sum of HK\$197 million shall be secured by share charges given by SilverNet and Sinolink Industrial (and its nominee(s)) respectively over the shares in Sinolink Industrial and Sinolink Electric Power respectively and an

undertaking to be given by Sinolink Electric Power not to create any security interest over its 70% interest in Fuhuade, in each case in favour of Sinolink (the “security”). The obligation of the security will cease when approximately HK\$197 million plus interest thereon have been repaid in full. The disposal agreement constitutes a discloseable transaction for Sinolink and a major and connected transaction for SilverNet. The giving of the security by SilverNet and Sinolink Industrial in favour of Sinolink also constitutes a connected transaction of SilverNet. Accordingly, the disposal agreement and the giving of security are subject to the approval of SilverNet’s independent shareholders.

A circular containing, among other things, further details of the disposal and the proposed change of name, a letter of advice from the independent committee of the board of SilverNet together with a letter of advice from an independent financial adviser and a notice convening a special general meeting of the shareholders of SilverNet will be despatched to the shareholders of SilverNet as soon as practicable.

A circular containing, among other things, further details of the disposal will be despatched to the shareholders of Sinolink as soon as practicable.

The acquisition and the disposal are inter-conditional.

The directors of SilverNet noted the increase in the price and trading volume of the shares of SilverNet on 8th March, 2002. The directors of SilverNet wish to state that they are not aware of any reasons for such increase other than the transactions entered into as abovementioned.

The directors of SilverNet also propose that, following completion of the acquisition and the disposal, the company name of SilverNet shall be changed. A further announcement will be made on the proposed new company name of SilverNet as soon as possible.

This press notice appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe the securities of Sinolink and SilverNet.

Trading in the securities of Sinolink and SilverNet on the Stock Exchange were suspended at the request of Sinolink and SilverNet with effect from 10:00 a.m. on 11th March, 2002 pending release of this announcement. Applications have been made by Sinolink and SilverNet for the resumption of trading in the securities of Sinolink and SilverNet with effect from 10:00 a.m. on 12th March, 2002.

THE ACQUISITION AGREEMENT

Date

8th March, 2002

Parties

Vendor: Silver Grant

Purchaser: Sinolink

Shares to be acquired

1,089,310,445 shares in SilverNet representing approximately 29.99% of the issued share capital of SilverNet from Silver Grant as at the date of the acquisition agreement.

Consideration

The total consideration of approximately HK\$163.4 million for the acquisition of approximately 29.99% interest in SilverNet was determined based on arms’ length negotiations with reference to the unaudited net asset value of SilverNet and its subsidiaries (the “SilverNet group”) as represented by Silver Grant as at 31st December, 2001.

The total consideration of approximately HK\$163.4 million, equivalent to approximately HK\$0.15 per share in SilverNet, is to be satisfied as follows:

- the payment of HK\$81.80 million in cash from its internal resources, being approximately 50% of the total consideration, by Sinolink to Silver Grant on completion of the acquisition agreement.
- the issue at completion of the acquisition agreement to Silver Grant of a convertible note with a face value of HK\$81.60 million (“convertible note”), being the balance of the total consideration provided that if by completion of the acquisition agreement, the Stock Exchange has not granted or agreed to grant the listing of, and permission to deal in the shares to be issued upon any conversion of the convertible note (subject only to allotment and matters ancillary thereto), the convertible note will not be issued and a loan note with a face value of HK\$81.60 million (“loan note”) with an interest rate of 1% per annum will be issued to Silver Grant at completion.

The principal terms of the convertible note are set out below:

Issuer:	Sinolink
Principal amount:	HK\$81,600,000 provided that if the unaudited consolidated net assets of SilverNet and its subsidiaries as at 28th February, 2002 or as stated in the audited consolidated balance sheet of SilverNet and its subsidiaries as at 31st December, 2001 is less than HK\$365,000,000 (“shortfall”), Silver Grant shall surrender the convertible note or the loan note (as the case may be) to Sinolink for cancellation and a new convertible note or loan note (as the case may be) will be issued to Silver Grant by Sinolink on the same terms except that the principal amount of the new convertible note or loan note (as the case may be) shall be the amount of the outstanding sum under the original convertible note or loan note (as the case may be) less the amount of the shortfall.
Interest:	1% per annum, payable annually
Conversion price:	HK\$0.80 per share, subject to adjustment in accordance with the terms of the convertible note.
Conversion period:	The right to convert the principal amount of the convertible note may be exercised on any business day prior to 10 business days before the maturity date (see below).
Redemption:	Sinolink may at any time after six months from the date of the issue of the convertible note by giving not less than 15 days, prior written notice to the noteholder repay the whole of the principal outstanding amount of the convertible note together with interest accrued thereon from the date of the convertible note up to and including the date of repayment.
Early redemption:	Silver Grant may at any time on or after 15th August, 2002, by giving Sinolink 15 days written notice, require Sinolink to repay the whole of the principal outstanding amount of the convertible note together with interest accrued thereon from the date of issue of the convertible note up to and including the date of repayment.

Minimum conversion amount:	Not less than HK\$20,000,000 per conversion
Maturity date:	Second anniversary of the date of issue of the convertible note
Transfer:	No transfer of the convertible note will be permitted without the written consent of Sinolink provided always that any noteholder may at any time transfer all or part of the convertible note to a company or body corporate (i) which is a wholly owned subsidiary of the noteholder; (ii) of which the noteholder is a wholly owned subsidiary; or (iii) which is a wholly owned subsidiary of a company or body corporate of which the noteholder is a wholly owned subsidiary (each a “relevant associate”) and provided further that if such transferee ceases to be a relevant associate its entire holding of the convertible note shall prior to such cessation be transferred back to the previous noteholder or to another relevant associate of the noteholder.
Listing:	No listing will be sought for the convertible note, but an application will be made to the Stock Exchange for the listing of, and permission to deal in the shares to be issued upon conversion of the convertible note.

The principal terms of the loan note are the same as the convertible note except that the loan note does not carry any conversion right.

The conversion price represents a premium of approximately of 17.6% over the latest closing price as of 8th March, 2002 being the last trading day prior to the suspension of trading of the share of Sinolink on 11th March, 2002 and a premium of approximately 23.5% over the ten trading day average price based on the closing prices of the ten trading days immediately preceding 11th March, 2002. Assuming that the conversion right under the convertible note is exercised in full and on the assumption that there is no reduction due to the shortfall, Sinolink will issue 102 million shares in Sinolink under the general mandate passed on 26th October, 2001 which represent 5.62% and 5.32% of the existing and enlarged issued share capital of Sinolink respectively and Silver Grant will be interested in approximately 5.32% of the issued share capital of Sinolink based on the issued share capital of Sinolink as at the date of the acquisition agreement.

Conditions of the acquisition agreement

Completion of the acquisition agreement is conditional upon:

- the passing of an ordinary resolution of the independent shareholders of SilverNet at a special general meeting approving the disposal agreement and the transaction contemplated thereunder; and
- the 1,089,310,445 shares in SilverNet (representing approximately 29.99% of the existing issued share capital of SilverNet) remaining listed and trading of the shares of SilverNet on the Stock Exchange not being suspended (save and except any temporary suspension of trading of the said shares for a period not exceeding 20 trading days.)

The acquisition agreement will lapse on 10th June, 2002, being 60 business days after the date of the disposal agreement.

Sale of remaining interest

Under the acquisition agreement, Silver Grant has agreed to sell on or before completion of the acquisition agreement, all of the shares in the capital of SilverNet (in an amount of 14,179,555 shares

representing approximately 0.39% of the existing issued share capital of SilverNet) (other than the shares agreed to be sold to Sinolink under the acquisition agreement) which are beneficially owned by Silver Grant and its wholly owned subsidiaries to independent third parties not connected with any of their respective subsidiaries or an associate of any of them (as such term is defined in the Rules Governing the Listing of Securities on the Stock Exchange), substantial shareholders, chief executives or directors of Silver Grant or Sinolink or acting in concert with Silver Grant or Sinolink for the purpose of the Hong Kong Code on Takeovers and Mergers.

DISPOSAL AGREEMENT

Date

8th March, 2002

Parties

Vendor: Sinolink

Purchaser: SilverNet

Interest to be acquired

Sinolink has agreed to sell and SilverNet has agreed to acquire the entire issued share capital of Sinolink Industrial. Sinolink has also agreed to assign the shareholders' loan in an amount equivalent to approximately HK\$137.90 million which is interest free owing to it by Sinolink Industrial to SilverNet. Sinolink Industrial is in turn interested in 70% of the registered capital of Fuhuade through a wholly owned subsidiary, Sinolink Electric Power, a company incorporated under the laws of Hong Kong. The audited consolidated net liabilities value of Sinolink Industrial for the year ended 31st December, 2000 was approximately HK\$20.37 million and the audited loss for the year ended 31st December, 2000 was approximately HK\$11.44 million. No audited consolidated accounts of Sinolink Industrial were prepared for the year ended 31st December, 1999.

Consideration

The consideration for the disposal has been determined, after arm's length negotiations with reference to the past and future profitability of Fuhuade and the growth capacity of Fuhuade in the future, to be approximately HK\$360.40 million, of which approximately HK\$163.40 million shall be satisfied by cash from its internal resources at completion of the disposal and the balance of HK\$197 million shall remain payable on demand and shall carry interest until actual payment at the rate of 3% per annum payable semi-annually. Payment of approximately HK\$197 million and the interest accrued thereon shall be secured by share charges given by SilverNet and Sinolink Industrial (and its nominee(s)) respectively over the shares in Sinolink Industrial and Sinolink Electric Power respectively and an undertaking to be given by Sinolink Electric Power not to create any security interest over its interest in 70% of the registered capital of Fuhuade, in each case in favour of Sinolink.

Conditions of the disposal agreement

Completion of the disposal agreement is conditional upon:

- the passing of an ordinary resolution of the independent shareholders of SilverNet at a special general meeting of SilverNet to approve the disposal agreement and the transactions contemplated thereunder; and

- the acquisition agreement having been entered into and becoming in all respects unconditional in accordance with its terms save for any condition therein requiring the disposal agreement to be unconditional.

Profit guarantee

The disposal agreement provides that if the after tax profit(s) of Fuhuade arising from its ordinary activities and excluding any exceptional or extraordinary items (either profit or loss):

- for the two financial years ending 31st December, 2002 and 31st December, 2003 in the aggregate is less than RMB135,000,000 (equivalent to approximately HK\$127.36 million); or
- for the year ending 31st December, 2003 is less than RMB110,000,000 (equivalent to approximately HK\$103.77 million),

(each being the “relevant guaranteed profit”), Sinolink shall pay to SilverNet an amount equal to the shortfall between the relevant guaranteed profit and the corresponding profit.

The directors of Sinolink and SilverNet consider that the terms of the disposal to be fair and reasonable and in the interest of the shareholders of Sinolink and SilverNet respectively as a whole.

Information on Fuhuade

Fuhuade is a Sino foreign equity joint venture established in 1994 in the PRC with an operation period of 30 years commencing from November 1994. Fuhuade operates Dapeng Power Plant which is the power plant located in Dapeng Town, Longgang District, Shenzhen, the PRC and is engaged in the business of electricity generation and supply. The audited net profits before and after taxation of Fuhuade for the financial year ended 31st December, 1999 were RMB14,477,839 and RMB13,757,942 respectively and the audited net loss after taxation for the financial year ended 31st December, 2000 was RMB22,431,078. The audited net asset value of Fuhuade as at 31st December, 2000 was RMB184,688,984.

The board of Sinolink at present has no definitive plan or decision to dispose of any business other than Fuhuade to SilverNet. However, it is the intention of SilverNet to continue the remaining business of SilverNet after the completion of the disposal agreement and to diversify the business of SilverNet into electricity generation. It is not expected that there will be any material changes to the employees and the assets of SilverNet following completion of the disposal agreement. The board of SilverNet intends to review the business operations of the SilverNet group following the completion of the disposal agreement and to implement appropriate measures to rationalize the business operation of the SilverNet group, if it is deemed to be necessary.

Information on Sinolink, SilverNet and Silver Grant

Sinolink

Sinolink, a company listed on the main board of the Stock Exchange, is principally engaged in property development, electricity supply operations and the sale and distribution of liquefied petroleum gas and natural gas. The audited consolidated net asset value of Sinolink as at 31st December, 1999 was approximately HK\$1,178 million and the audited profit before and after taxation was approximately HK\$41.7 million and HK\$36.0 million respectively. The audited consolidated net asset value of Sinolink as at 31st December, 2000 was approximately HK\$1,199 million and the

audited consolidated profit before and after taxation for the year ended 31st December, 2000 was approximately HK\$28.1 and HK\$21 million. The unaudited net asset value of Sinolink as at 30th June, 2001 was approximately HK\$1,255 million and the unaudited profit attributable to shareholders for the six months ended 30th June, 2001 was approximately HK\$66.2 million.

SilverNet

SilverNet, a company listed on the main board of the Stock Exchange, is principally engaged in investment in technology enabled businesses and property. The audited consolidated net asset value of SilverNet for the year ended 31st December, 2000 was approximately HK\$499 million and the audited consolidated loss for the period from 1st September, 1999 to 31st December, 2000 was approximately HK\$98.2 million. The unaudited net asset value of SilverNet as at 30th June, 2001 was approximately HK\$493 million and the unaudited loss for the six months ended 30th June, 2001 was approximately HK\$6.1 million.

Silver Grant

Silver Grant, a company listed on the main board of the Hong Kong Stock Exchange, is principally engaged in property investment, infrastructure and high technology investments. As at 31st December, 2000, the audited consolidated net asset value of Silver Grant was approximately HK\$1,972 million and the audited consolidated profit for the year ended 31st December, 2000 was approximately HK\$32.7 million. The unaudited net asset value of Silver Grant as at 30th June, 2001 was approximately HK\$1,983 million and the unaudited profit for the six months ended 30th June, 2001 was approximately HK\$33.3 million.

Reasons for the acquisition and the disposal

Sinolink Industrial is indirectly interested in 70% of the registered capital of Fuhuade which is engaged in the business of developing, constructing, owning and operating electric power generation facilities. The remaining 30% of the registered capital of Fuhuade is held by Shenzhen Sinolink Enterprise Co., Ltd., a 80% owned subsidiary of Sinolink. As disclosed in the circular dated 26th October, 2001 issued by Sinolink, in view of the rapidly growing demand for electricity in Shenzhen, Sinolink considered that the building and operating of a combined cycle power plant in Shenzhen would improve the profitability of Sinolink. Therefore, the Sinolink group intends to expand its electricity generation business by enlarging its output capacity expansion in order to enhance its competitiveness in the electricity generation business. As a result, the directors of Sinolink believe that the electricity generation business will benefit from being held by a separately listed company of a listed group with a focus on electricity generation business which will assist it in obtaining funding for the business and enhancing its standing in the PRC market.

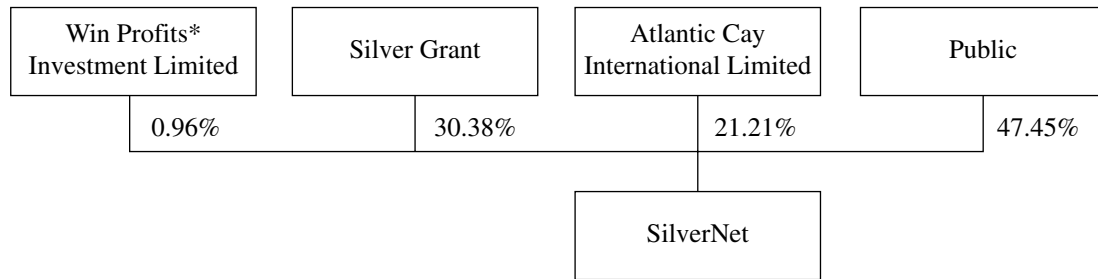
The directors of SilverNet consider that the acquisition of Fuhuade represents a good opportunity to diversify its business into the electricity generation business in the PRC. They also consider that Fuhuade will have considerable growth potential in the longer term and is expected to make a significant contribution to the SilverNet group's results in the future.

Intended use of proceeds from the disposal

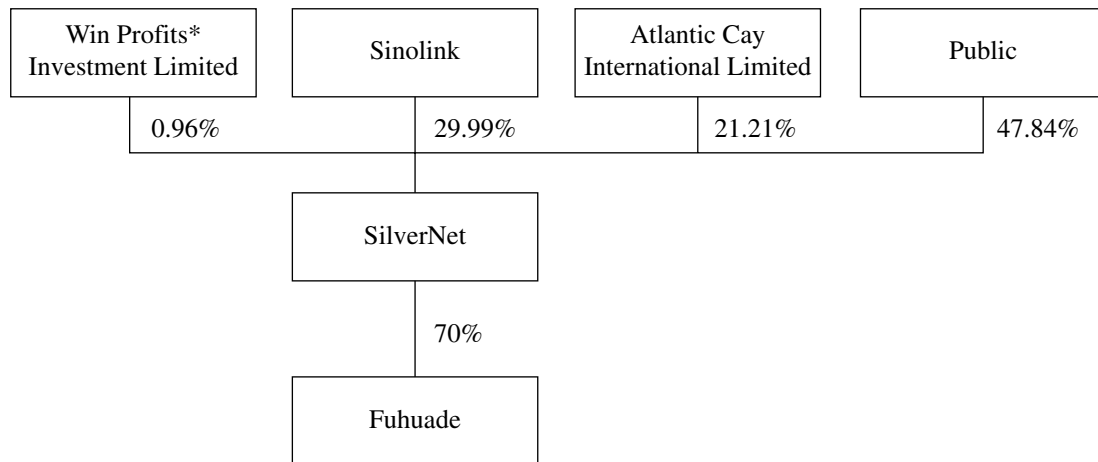
The board of Sinolink intends to use the net proceeds from the disposal as general working capital for Sinolink.

SHAREHOLDING STRUCTURE OF SILVERNET

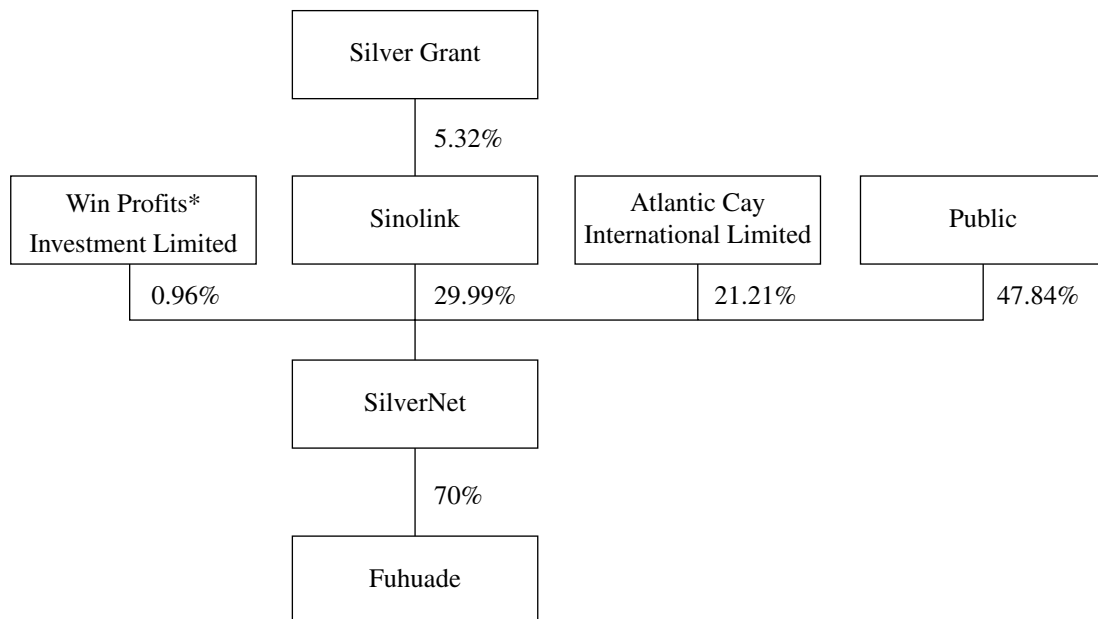
Before completion of the acquisition and the disposal



After completion of the acquisition and the disposal



Upon full conversion of the convertible note at a conversion price of HK\$0.80 per share of Sinolink (assuming there is no reduction due to the shortfall)



* Win Profits Investment Limited is a company beneficially owned by Mr. Koo Fook Sun Louis, the chief executive officer and a director of SilverNet

CHANGE IN SUBSTANTIAL SHAREHOLDER OF SILVERNET

Silver Grant is currently interested in approximately 30.38% of the issued share capital of SilverNet. Upon completion of the acquisition agreement, SilverNet will cease to become an associated company of Silver Grant and Sinolink will become interested in approximately 29.99% of the issued share capital of SilverNet.

COMPLETION

Completion of the acquisition agreement and the disposal agreement will take place on the third business day from the date on which the conditions set out in the acquisition agreement and the disposal agreement are fulfilled or such other date as the parties to the relevant agreements may agree. However, the acquisition agreement will lapse on 10th June, 2002, being 60 business days after the date of the disposal agreement.

CHANGE OF NAME OF SILVERNET

Subject to the acquisition and the disposal becoming unconditional in all respects, the passing of a special resolution, on which all the ordinary shareholders of SilverNet will be permitted to vote, and the approval of the Registrar of Companies in Bermuda, the name of SilverNet Group Limited will be changed in order to reflect the business acquired from Sinolink under the disposal agreement. A further announcement will be made on the proposed new company name of SilverNet as soon as possible.

APPOINTMENT OF DIRECTORS

The board of SilverNet is currently made up of 7 directors, comprising 5 executive and 2 independent non-executive directors. Mr. Gao Jian Min and Mr. Zhao Jian Gong, being the existing directors of SilverNet, intend to resign as directors of SilverNet and its relevant subsidiaries upon completion of the acquisition and the disposal. SilverNet and its relevant subsidiaries currently intends to appoint 2 persons who have experience in electric power generation business nominated by Sinolink as new directors of SilverNet and its relevant subsidiaries on completion of the acquisition and the disposal. None of the other existing directors of SilverNet currently has intention to resign from the board and a further announcement will be made as and when there is a change in the board of SilverNet.

GENERAL

Further to the announcement issued by Sinolink dated 19th February, 2002, the board of Sinolink has been informed by Mr. Ou Yaping, the chairman of Sinolink, that Asia Pacific Promotion Limited, which is legally and beneficially owned by Mr. Ou, is still in discussion with an independent third party who is not connected with Sinolink, its directors, chief executive or any substantial shareholders of Sinolink, its subsidiaries or any of their respective associates regarding the possible introduction of a strategic shareholder to Sinolink. These discussions are still at a very preliminary stage and may or may not lead to any agreement. A further announcement will be made when appropriate.

The disposal agreement constitutes a discloseable transaction for Sinolink and a major and connected transaction for SilverNet. The giving of security by SilverNet and Sinolink Industrial in favour of Sinolink also constitutes a connected transaction of SilverNet. Accordingly, the disposal agreement and the giving of security are subject to the approval of SilverNet's independent shareholders.

The directors of SilverNet noted the increase in the price and trading volume of the shares of SilverNet on 8th March, 2002. The directors of SilverNet wish to state that they are not aware of any reasons other than the transactions entered into as abovementioned for such increase.

The directors of SilverNet also confirm that there are no negotiations or agreements relating to intended acquisitions or realizations which are discloseable under paragraph 3 of the Listing Agreement, nor are the directors of SilverNet aware of any matter discloseable under the general obligation imposed by paragraph 2 of the Listing Agreement, which is or may be of a price-sensitive nature.

A circular containing, among other things, further details of the disposal and the proposed change of name, a letter of advice from the independent committee of the board of SilverNet together with a letter of advice from an independent financial adviser and a notice convening a special general meeting of the shareholders of SilverNet will be despatched to the shareholders of SilverNet as soon as practicable.

A circular containing, among other things, further details of the disposal will be despatched to the shareholders of Sinolink as soon as practicable.

Trading in the securities of Sinolink and SilverNet on the Stock Exchange were suspended at the request of Sinolink and SilverNet with effect from 10:00 a.m. on 11th March, 2002 pending release of this announcement. Applications have been made by Sinolink and SilverNet for the resumption of trading in the securities of Sinolink and SilverNet with effect from 10:00 a.m. on 12th March, 2002.

By order of the board of
SINOLINK WORLDWIDE HOLDINGS LIMITED
Tang Yui Man, Francis
Executive Director

By order of the board of
SILVERNET GROUP LIMITED
Sun Qiang Chang
Chairman

11th March, 2002, Hong Kong

** For identification purpose only*

Unless otherwise specified in this announcement, amounts denominated in RMB have been translated, for the purpose of illustration only, into Hong Kong dollars using an exchange rate of HK\$1.00 : RMB1.06.

Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Journal.