



百仕達控股有限公司\*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

**PROPOSED UNDERWRITING COMMITMENT**

Financial adviser to Sinolink Worldwide Holdings Limited

**ANGLO CHINESE**  
CORPORATE FINANCE, LIMITED

Smart Orient, a wholly-owned subsidiary of the Company, has entered into the Underwriting Agreement on 11th December, 2002 with Enerchina. The Underwriting Agreement relates to Smart Orient underwriting not less than 3,814,402,683 Rights Shares and not more than 3,891,922,683 Rights Shares at HK\$0.02 per Rights Share of the Rights Issue of Enerchina.

Pursuant to a letter of undertaking dated 11th December, 2002, the Company has irrevocably undertaken to Enerchina to subscribe or procure subscriptions for its provisional entitlement in full, amounting to 1,633,965,666 Rights Shares.

The Rights Issue refers to the issue of not less than 5,448,368,349 Rights Shares and not more than 5,525,888,349 Rights Shares at a price of HK\$0.02 per Rights Share by Enerchina on the basis of three Rights Shares for every two existing Shares held by the Qualifying Shareholders on the Record Date. (Details of the Rights Issue and the Underwriting Agreement are set out in the announcement of Enerchina released on the same date as this announcement.)

As at the date of this announcement, the Company (together with its Associate and its Concerted Party) is interested in 1,089,310,445 Shares representing approximately 29.99% of the issued share capital of Enerchina. In the event that Smart Orient is called upon to subscribe for the Rights Shares in full pursuant to its obligations under the Underwriting Agreement and the Company subscribes for its provisional entitlement in full under the Rights Issue pursuant to the letter of undertaking, the number of Shares held by the Company, its Associate and its Concerted Party would increase from 1,089,310,445 Shares to not less than 6,537,678,794 Shares and not more than 6,615,198,794 Shares and the interest of the Company, its Associate and its Concerted Party in Enerchina would increase from approximately 29.99% of the existing issued share capital of Enerchina to approximately 72% of the enlarged issued share capital of Enerchina immediately upon completion of the Rights Issue. The subscription of Rights 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, its Associate and its Concerted Party. The Company will apply to the Executive for the Whitewash Waiver accordingly.

The granting of the Whitewash Waiver by the Executive and the approval of the Whitewash Waiver by the Independent Shareholders are, inter alia, conditions to which the Rights Issue is subject and in the event that the Whitewash Waiver is not granted by the Executive or approved by the Independent Shareholders and waived by Smart Orient, the Underwriting Agreement will lapse and the Rights Issue will not proceed. Smart Orient reserves its right to waive the conditions of the granting of the Whitewash Waiver by the Executive and/or the approval of the Whitewash Waiver by the Independent Shareholders.

**THE UNDERWRITING AGREEMENT**

Smart Orient, a wholly-owned subsidiary of the Company, has entered into the Underwriting Agreement on 11th December, 2002 with Enerchina, whose securities are listed on the Stock Exchange. The Underwriting Agreement relates to Smart Orient underwriting not less than 3,814,402,683 Rights Shares (assuming none of the share options granted by Enerchina for subscription of Shares are exercised before the record date of the Rights Issue, being 27th January, 2003) and not more than 3,891,922,683 Rights Shares at HK\$0.02 per Rights Share of a Rights Issue of Enerchina.

Pursuant to a letter of undertaking dated 11th December, 2002, the Company has irrevocably undertaken to Enerchina to subscribe or procure subscriptions for its provisional entitlement in full under the Rights Issue, amounting to 1,633,965,666 Rights Shares. If the Company subscribes for its provisional entitlement in full under the Rights Issue pursuant to the letter of undertaking and Smart Orient is called upon to subscribe for the Rights Shares (that is, not less than 3,814,402,683 Rights Shares and not more than 3,891,922,683 Rights Shares) in full pursuant to its obligations under the Underwriting Agreement, the aggregate value of the consideration to be paid by the Company and its subsidiaries is not less than HK\$108,967,366.98 and not more than HK\$110,517,766.98.

The Rights Issue refers to the issue of not less than 5,448,368,349 Rights Shares and not more than 5,525,888,349 Rights Shares at a price of HK\$0.02 per Rights Share by Enerchina on the basis of three Rights Shares for every two existing Shares held by the Shareholders on the Record Date whose addresses shown on the register of members of Enerchina are in Hong Kong.

The subscription price of HK\$0.02 per Rights Share represents (i) a discount of 60% to the closing price of HK\$0.05 per Share quoted on the Stock Exchange on 11th December, 2002, being the date of the Underwriting Agreement and (ii) a discount of 37.5% to the theoretical ex-rights price of HK\$0.032 per Share based on the closing price per Share on the same date. (Details of the Rights Issue and the Underwriting Agreement are set out in the announcement of Enerchina released on the same date as this announcement.) Smart Orient shall be entitled to an underwriting commission of a sum equal to 2% of the subscription price multiplied by the number of Unwritten Shares.

Pursuant to the letter of undertaking mentioned above, the Company is required to settle the subscription consideration in full for the Rights Shares to which it is entitled on or before the Acceptance Date. Pursuant to the Underwriting Agreement, Smart Orient is required to settle the subscription consideration in full for such Unwritten Shares not taken up less such amounts payable to it by Enerchina, such as commission and certain expenses, under the Underwriting Agreement on or before the Settlement Date.

As at the date of this announcement, the Company (together with its Associate and its Concerted Party) is interested in 1,089,310,445 Shares representing approximately 29.99% of the entire existing issued share capital of Enerchina. In the event that Smart Orient is called upon to subscribe for the Rights Shares in full pursuant to its obligations under the Underwriting Agreement and the Company subscribes for its provisional entitlement in full under the Rights Issue pursuant to the letter of undertaking, the number of Shares held by the Company, its Associate and its Concerted Party would increase from 1,089,310,445 Shares to not less than 6,537,678,794 Shares and not more than 6,615,198,794 Shares and the interest of the Company, its Associate and its Concerted Party in Enerchina would increase from approximately 29.99% of the existing issued share capital of Enerchina to approximately 72% of the enlarged issued share capital of Enerchina immediately upon completion of the Rights Issue. The Company will utilise its internal resources to meet its financial commitment under the Underwriting Agreement and the letter of undertaking, which is approximately HK\$110.5 million at maximum. The Company intends to maintain its shareholding in Enerchina following the Rights Issue as a long-term investment. The subscription of Rights 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, its Associate and its Concerted Party. The Company will apply to the Executive for the Whitewash Waiver accordingly. The grant of the Whitewash Waiver and the Rights Issue will be subject to the approval of the Independent Shareholders and the Shareholders respectively. The Company, its Associate and its Concerted Party have not dealt in the Shares during the six-month period prior to the date of the Underwriting Agreement.

Apart from the Company, Atlantic Cay International Limited is another substantial shareholder of Enerchina holding approximately 21.20% of the issued share capital of Enerchina. The directors of the Company have been informed by Enerchina that according to the register kept by Enerchina pursuant to section 16(1) of the Securities (Disclosure of Interests) Ordinance, Enerchina has not recorded any change in the shareholding of Atlantic Cay International Limited over the six months prior to the date of this announcement.

The obligations of the parties under the Underwriting Agreement are subject to, inter alia:

- (1) the despatch of a circular to all Shareholders containing, inter alia, details of the Rights Issue and the Whitewash Waiver, together with proxy form and notice of SGM;
- (2) 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;
- (3) the listing committee of the Stock Exchange granting the listing of, and permission to deal in the Rights Shares in their nil-paid and fully-paid forms;
- (4) the grant of the Whitewash Waiver by the Executive;
- (5) the passing of ordinary resolutions by Independent Shareholders by way of poll at the SGM, in compliance with the Takeovers Code to approve the Whitewash Waiver;
- (6) the passing of ordinary resolutions by Shareholders at the SGM approving the Rights Issue;
- (7) the passing of ordinary resolutions by Shareholders at the SGM approving to refresh the general mandates to issue and repurchase Shares granted by the Shareholders in the annual general meeting of Enerchina held on 24th May, 2002;
- (8) the posting of the (i) the prospectus relating to the issue of the Rights Shares; (ii) the renounceable provisional allotment letter representing the Rights Shares proposed to be issued as mentioned in the Underwriting Agreement; and (iii) the excess application form for additional Rights Shares proposed to be issued as mentioned in the Underwriting Agreement to Qualifying Shareholders on 28th January, 2003 or such other date as the Smart Orient may agree in writing with Enerchina; and
- (9) the obligations of Smart Orient under the Underwriting Agreement becoming unconditional and the Underwriting Agreement not being terminated in accordance with its terms.

The Company, its Associate and its Concerted Party will abstain from voting in the SGM in respect of the resolution relating to the approval of the Whitewash Waiver.

The granting of the Whitewash Waiver by the Executive and the approval of the Whitewash Waiver by the Independent Shareholders are, inter alia, conditions to which the Rights Issue is subject and in the event that the Whitewash Waiver is not granted by the Executive or approved by the Independent Shareholders and waived by Smart Orient, the Underwriting Agreement will lapse and the Rights Issue will not proceed. Smart Orient reserves its right to waive the conditions of the granting of the Whitewash Waiver by the Executive and/or the approval of the Whitewash Waiver by the Independent Shareholders.

**REASONS FOR THE UNDERWRITING COMMITMENT**

The directors of the Company believe that, in addition to 2% commission earned by the Company in underwriting the Rights Issue, the Underwriting Agreement also provides an opportunity for the Company to further develop its energy business.

**FUNDING OF THE UNDERWRITING COMMITMENT**

The Company will utilise its internal resources to meet its financial commitment under the Underwriting Agreement and the letter of undertaking, which is approximately HK\$110.5 million at maximum.

In the event that the Company is required to make a mandatory general offer under Rule 26 of the Takeovers Code for all the Shares not held by the Company, its Associate and its Concerted Party, an additional amount of approximately HK\$50.9 million in aggregate will be required for the Company to satisfy the full acceptance of the general offer at HK\$0.02 per Share. Anglo Chinese Corporate Finance, Limited has confirmed that the Company has sufficient internal financial resources to satisfy its financial commitment under the Underwriting Agreement and the letter of undertaking and full acceptance of the possible general offer.

**PRINCIPAL ACTIVITIES OF THE COMPANY AND ENERCHINA**

The Company is principally engaged in property development, electricity supply operations and the sale and distribution of liquefied petroleum gas and natural gas.

Enerchina is principally engaged in the investment in electricity generation and technology enabled businesses.

**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 subsidiary of the Company and not connected with the directors, chief executive, substantial shareholders of the Company or its subsidiaries or any of their respective Associates under the Listing Rules.

**DEFINITIONS USED IN THIS ANNOUNCEMENT**

|                              |  |
|------------------------------|--|
| “Acceptance Date”            | 17th February, 2003 or such other day as Smart Orient may agree in writing with Enerchina  |
| “Associate”                  | has the same meaning ascribed to it as defined in the Listing Rules  |
| “Company”                    | Sinolink Worldwide Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange  |
| “Concerted Party”            | has the meaning ascribed to it as “party acting in concert” under the Takeovers Code   |
| “Enerchina”                  | Enerchina Holdings Limited, an exempted 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  |
| “HK\$”                       | Hong Kong dollars  |
| “Hong Kong”                  | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Independent Shareholder(s)” | Shareholder(s) other than the Company, its Associate and its Concerted Party   |
| “Options”                    | Options to subscribe for up to 51,680,000 Shares granted pursuant to the share option scheme adopted by Enerchina on 26th July, 1993   |
| “Listing Rules”              | Rules Governing the Listing of Securities on the Stock Exchange  |
| “Qualifying Shareholder(s)”  | the Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at close of business on the Record Date and has as its address on the register of members of the Company on the Record Date in Hong Kong   |
| “Record Date”                | 27th January, 2003, the record date by which entitlements to the Rights Issue will be determined   |
| “Rights Issue”               | the issue of not less than 5,448,368,349 Rights Shares and not more than 5,525,888,349 Rights Shares at a price of HK\$0.02 per Rights Share   |
| “Rights Shares”              | not less than 5,448,368,349 new Shares and not more than 5,525,888,349 new Shares to be issued under the Rights Issue  |
| “Settlement Date”            | the day being the later of (i) the fourth Business Day following the Acceptance Date and (ii) the Business Date following the day on which Smart Orient receives notification from Enerchina of the total number of Unwritten Shares not taken up or such other date as Smart Orient may agree in writing with Enerchina |
| “Shareholder(s)”             | holder(s) of Share(s)  |
| “Share(s)”                   | share(s) of HK\$0.01 each in the existing capital of Enerchina   |
| “SGM”                        | the special general meeting of Enerchina proposed to be convened for the purpose of approving, inter alia, the Whitewash Waiver and the Rights Issue   |
| “Smart Orient”               | Smart Orient Investments Limited, a company incorporated in the British Virgin Islands and is 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 11th December, 2002 and entered into between Smart Orient and Enerchina in relation to the Rights Issue   |
| “Unwritten Shares”           | 3,891,922,683 Right Shares being the maximum possible number of the Rights Shares to be issued less those Rights Shares agreed to be taken up by the Company pursuant to the letter of undertaking dated 11th December, 2002   |
| “Whitewash Waiver”           | a waiver from the Executive pursuant to note 1 of the notes on dispensations from Rule 26 of the Takeovers Code  |

By order of the Board of  
**Sinolink Worldwide Holdings Limited**  
**TANG Yui Man, Francis**  
Executive Director

Hong Kong, 19th December, 2002

All the directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

\* for identification purpose only

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