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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 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 27th October, 2003 with Enerchina. The Underwriting Agreement relates to Smart Orient underwriting not less than 325,107,927 Rights Shares and not more than 330,921,927 Rights Shares at HK\$0.40 per Rights Share of the Rights Issue of Enerchina.

Pursuant to a letter of undertaking dated 27th October, 2003, the Company and Smart Orient have irrevocably undertaken to Enerchina to subscribe or procure subscriptions for their provisional entitlement in full, amounting to 165,239,694 Rights Shares.

The Rights Issue refers to the issue of not less than 490,347,621 Rights Shares and not more than 496,161,621 Rights Shares at a price of HK\$0.40 per Rights Share by Enerchina on the basis of nine Rights Shares for every five 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, there are 272,415,347 Shares and the Group (together with its Concerted Party) is interested in 91,799,830 Shares representing approximately 33.7% 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 and Smart Orient subscribe for their provisional entitlement in full under the Rights Issue pursuant to the letter of undertaking, the number of Shares held by the Group and its Concerted Party would increase from 91,799,830 Shares to not less than 582,147,451 Shares and not more than 587,961,451 Shares and the interest of the Group and its Concerted Party in Enerchina would increase from approximately 33.7% of the existing issued share capital of Enerchina to approximately 76.2% and not more than 76.3% 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 Group 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. In the event that Smart Orient waives any of these conditions, the Company will take all necessary steps and make further announcements to ensure its full compliance with the Takeovers Code and the Listing Rules.

A circular will be despatched to the Company's shareholders as soon as practicable.

THE UNDERWRITING AGREEMENT

Smart Orient, a wholly-owned subsidiary of the Company, has entered into the Underwriting Agreement on 27th October, 2003 with Enerchina, whose securities are listed on the Stock Exchange. The Underwriting Agreement relates to Smart Orient underwriting not less than 325,107,927 Rights Shares (assuming none of the Options granted by Enerchina for subscription of Shares are exercised before the Record Date of the Rights Issue, being 4th December 2003) and not more than 330,921,927 Rights Shares at HK\$0.40 per Rights Share of a Rights Issue of Enerchina.

Pursuant to a letter of undertaking dated 27th October, 2003, the Company and Smart Orient have irrevocably undertaken to Enerchina to subscribe or procure subscriptions for their provisional entitlement in full under the Rights Issue, amounting to 165,239,694 Rights Shares.

If the Group (together with its Concerted Party) subscribe 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 325,107,927 Rights Shares and not more than 330,921,927 Rights Shares) in full pursuant to its obligations under the Underwriting Agreement, the aggregate value of the consideration to be paid by the Group is not less than HK\$196,139,048 and not more than HK\$198,464,648.

The Rights Issue refers to the issue of not less than 490,347,621 Rights Shares and not more than 496,161,621 Rights Shares at a price of HK\$0.40 per Rights Share by Enerchina on the basis of nine Rights Shares for every five existing Shares held by the Shareholders on the Record Date whose addresses shown on the register of members of Enerchina are in Hong Kong. Smart Orient shall be entitled to an underwriting commission of a sum equal to 2% of the subscription price multiplied by the number of Underwritten Shares. 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. The directors of the Company consider that the subscription price was reached based on arm's length negotiations between Enerchina and Smart Orient with reference to the market price of the Shares under the prevailing market conditions.

The subscription price of HK\$0.40 per Rights Share represents (i) a discount of 45.2% to the closing price of HK\$0.73 per Share quoted on the Stock Exchange on 24th October, 2003, being the last closing price prior to the date of the Underwriting Agreement, (ii) a discount of 54.3% to the average of the closing prices for the ten days ended on 24th October, 2003, of approximately HK\$0.875 per Share and (iii) a discount of 22.8% to the theoretical ex-rights price of HK\$0.518 per Share based on the closing price per Share 24th October, 2003.

According to the interim report for the 6 months ended 30th June, 2003 of Enerchina, the subscription price of HK\$0.40 per Rights Share also represents (i) a discount of approximately 76.7% to the unaudited consolidated net asset value of approximately HK\$1.72 per Share as at 30th June, 2003 and (ii) a discount of approximately 64.0% to the unaudited consolidated net tangible asset of approximately HK\$1.11 per Share as at 30th June, 2003.

Pursuant to the letter of undertaking mentioned above, the Company and Smart Orient are 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 Underwritten 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, there are 272,415,347 Shares and the Group (together with its Concerted Party) is interested in 91,799,830 Shares representing approximately 33.7% of the entire existing issued share capital of Enerchina. The Group owns 91,799,830 Shares. 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 and Smart Orient subscribe for their provisional entitlement in full under the Rights Issue pursuant to the letter of undertaking, the number of Shares held by the Group and its Concerted Party would increase from 91,799,830 Shares to not less than 582,147,451 Shares and not more than 587,961,451 Shares and the interest of the Group and its Concerted Party in Enerchina would increase from approximately 33.7% of the existing issued share capital of Enerchina to approximately 76.2% and not more than 76.3% of the enlarged issued share capital of Enerchina immediately upon completion of the Rights Issue.

In the event that less than 25% of the issued share capital of Enerchina is held by the public after the Rights Issue, the Company has undertaken to the Stock Exchange to take steps as soon as practicable following the close of the Rights Issue to place down the Shares held to parties who are not connected persons of Enerchina (as defined in the Listing Rules) so that the public float of Enerchina is not less than 25% of the enlarged issued share capital of Enerchina.

If as a result of the Rights Issue, less than 25% of the issued Shares are held in the hands of the public, Enerchina will take steps to restore its public float of 25%. If the Stock Exchange believes that (a) a false market exists or may exist in the trading of 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 Rights Issue.

The Group will utilise its internal resources to meet its financial commitment under the Underwriting Agreement and the letter of undertaking, which is approximately HK\$198 million at maximum. The Group intends to maintain its existing shareholding in Enerchina and all the new Shares it subscribes 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 Group 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. Save for the placing of 45,400,000 Shares and the subscription of the same amount of new Shares by the Company in September 2003, the Group and its Concerted Party have not dealt in the Shares during the six-month period prior to the date of this announcement.

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

- (1) the passing of ordinary resolutions by Shareholders at the SGM approving the increase in the authorised share capital of Enerchina from HK\$7,500,000 to HK\$25,000,000 by the creation of 1,750,000,000 new Shares;
- (2) 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;
- (3) 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;
- (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 Independent Shareholders at the SGM approving the Rights Issue;
- (7) the posting of the Prospectus Documents to Qualifying Shareholders on 5th December, 2003 or such other date as the Smart Orient may agree in writing with Enerchina; and
- (8) 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.

In the event that conditions (1) to (7) (inclusive) have not been satisfied or waived in whole or in part by Smart Orient on or before the date of posting the Prospectus Documents (expected to be on or about 5th December, 2003) and condition (8) has not been satisfied or waived by Smart Orient on or before 4:00 pm on the Acceptance Date, the Underwriting Agreement will lapse and the Rights Issue will not proceed.

The Group and its Concerted Party will abstain from voting in the SGM in respect of the resolution relating to the approval of the Whitewash Waiver and the Rights Issue.

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. In the event that Smart Orient waives any of these conditions, the Company will take all necessary steps and make further announcements to ensure its full compliance with the Takeovers Code and the Listing Rules.

REASONS FOR THE UNDERWRITING COMMITMENT

Enerchina announced in its announcement dated 9th October, 2003 that it was contemplating the expansion of its power plant in Shenzhen. The relevant authority in Shenzhen issued an in-principle approval to a subsidiary of Enerchina on 29th September, 2003 to carry out the feasibility study of the expansion. In view of the expansion plan, the directors of Enerchina considered that more funding would be required for the expansion of its power plant in Shenzhen.

The directors of the Company noticed the gradual improvement of Enerchina's profitability upon the commencement of commercial operations of Enerchina's expanded power plant in the half-year ended 30th June, 2003. The directors of Enerchina believe that the Rights Issue provides a good opportunity for Enerchina to raise funds to strengthen its capital base and improves its financial position to provide flexibility to pursue any new business opportunities for the Enerchina's future development and expansion.

The directors of the Company also believe that, in addition to 2% commission earned by the Group in underwriting the Rights Issue, the Underwriting Agreement provides an attractive opportunity for the Group to benefit from the strong demand and growth potential of electricity market in Guangdong Province of China that Enerchina may leverage on. The commission to be earned by the Group under the Underwriting Agreement is approximately HK\$2.6 million and will be booked as other income of the Group.

FUNDING OF THE UNDERWRITING COMMITMENT

The Group will utilise its internal resources to meet its financial commitment under the Underwriting Agreement and the letter of undertaking, which is approximately HK\$198 million at maximum. As at 30th June, 2003, the Group's cash and cash equivalent amounted to approximately HK\$867.7 million in aggregate.

In the event that the Whitewash Waiver is not granted by the Executive or approved by the Independent Shareholders and waived by Smart Orient and Smart Orient proceeds to subscribe for the Rights Shares pursuant to its obligations under the Underwriting Agreement, the Company may be required to make a mandatory general offer under Rule 26 of the Takeovers Code for all the Shares not held by the Group and its Concerted Party. An amount of approximately HK\$196 million in aggregate will then be required from the Company to satisfy the full acceptance of the general offer at HK\$0.40 per Share. Anglo Chinese Corporate Finance, Limited has confirmed that the Company has sufficient internal financial resources to satisfy the full acceptance of the possible general offer.

PRINCIPAL ACTIVITIES OF THE GROUP AND ENERCHINA

The Group is a conglomerate with extensive businesses presence in China. The Group's businesses can be classified into three groups: i) property development and investment; ii) pipeline construction, transportation, storage, distribution and sales of liquefied petroleum gas and natural gas; and iii) electricity generation and supply.

Enerchina is principally engaged in the investment of electricity supplies and technology enabled businesses in China. The power plant that Enerchina operates is located in Shenzhen. For the year ended 31st December, 2002, Enerchina recorded audited net loss 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 31st December, 2001, Enerchina recorded audited net loss 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 30th June, 2003, the unaudited net profit before and after taxation and extraordinary items attributable to the Shareholders was approximately HK\$5.1 million. As at 30th June, 2003, the unaudited net tangible assets of Enerchina amounted to approximately HK\$253.0 million.

POSSIBLE DISCLOSEABLE TRANSACTION

If the Company and Smart Orient subscribe for their provisional entitlement in full under the Rights Issue and Smart Orient is called upon in full to subscribe for the Rights Shares pursuant to its obligations under the Underwriting Agreement, the interest of the Group and its Concerted Party in Enerchina would increase from approximately 33.7% of the existing issued share capital of Enerchina to approximately 76.2% and not more than 76.3% of the enlarged issued share capital of Enerchina immediately upon completion of the Rights Issue. At present, there are two out of eight directors on the board of Enerchina representing the Group. If the Group is interested in more than 50% of Enerchina's enlarged issued share capital after the Rights Issue, the Group will take appropriate action to reflect the best interest of the Group in Enerchina. However at this moment the Group has not decided whether to increase its representation on Enerchina's board of directors and to consolidate the results of Enerchina. The underwriting commitment may constitute a discloseable transaction under rule 14.12 of the Listing Rules and a circular will be despatched to the Company's shareholders as soon as practicable.

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 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 of the Company holds any Shares.

DEFINITIONS USED IN THIS ANNOUNCEMENT

“Acceptance Date”	19th December, 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
“Business Day”	A day (other than Saturday) on which banks are generally open for business in Hong Kong
“Company”	Sinolink Worldwide Holdings Limited, a 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, 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

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholder(s)”	Shareholder(s) other than the Group, its Concerted Party and any Shareholders who are involved in or interested in the Underwriting Agreement
“Options”	Options to subscribe for up to 3,230,000 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
“Prospectus”	the prospectus to be issued by Enerchina in relation to the Rights Issue
“Prospectus Documents”	the Prospectus, the provisional allotment letter and the form of application for excess Rights Shares
“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”	4th December, 2003, the record date by which entitlements to the Rights Issue will be determined
“Rights Issue”	the rights issue of nine Rights Shares for every five existing Shares held by the Qualifying Shareholders on the Record Date at a price of HK\$0.40 per Rights Share
“Rights Shares”	not less than 490,347,621 new Shares and not more than 496,161,621 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 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
“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 27th October, 2003 and entered into between Smart Orient and Enerchina in relation to the Rights Issue

“Underwritten Shares”

330,921,927 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 27th October, 2003

“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
Chief Executive Officer

Hong Kong, 31st October 2003

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, 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
The Standard and Hong Kong Economic Journal.*