The board of directors (the "Board") of Sinolink Worldwide Holdings Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (together the "Group") for the six months ended 30 June 2005, together with the comparative figures of the corresponding period in 2004 as follows:

#### FINANCIAL HIGHLIGHTS

# For the six months ended 30 June 2005

- Turnover increased by 68.3% to HK\$1,591.2 million
- Gross profit increased by 63.7% to HK\$343.0 million
- Profit attributable to shareholders increased by 371.8% to HK\$328.7 million
- Earnings per share increased by 362.7% to HK14.02 cents
- Interim dividend declared of HK3.0 cents per share and Special interim dividend declared of HK3.3 cents per share

# MANAGEMENT DISCUSSION & ANALYSIS

## BUSINESS REVIEW

For the six months ended 30 June 2005, the Group achieved satisfactory results with increased contributions from both gas fuel business and electricity generating business. The Group recorded a turnover of HK\$1,591.2 million, representing an increase of 68.3% as compared to the same period last year. Gross profit increased to HK\$343.0 million, an increase of 63.7% as compared to the same period last year. Profit attributable to shareholders increased to HK\$328.7 million, representing an increase of 371.8% as compared to the corresponding same period. Earnings per share were HK14.02 cents.

Strong performance was mainly contributed by the Group's gas fuel business, which continued to show significant progress and the consolidation of the electricity generating business and gain from non-operational activities. The property development business recorded a segment loss for the period as no new development projects were completed during the period under review and the loss was mainly derived from the fixed overheads.

Previously, the Group applied the stage of completion method to recognise revenue from precompletion contracts for the sale of development properties. In the current period, the Group has, for the first time, applied Hong Kong Interpretation 3 ("HK-Int 3") which only allowed the use of completion method to recognize revenue from pre-completion contracts for the sale of development properties. The Group has elected to earlier adopt the requirements of HK-Int 3 to pre-completion contracts for the sales of development properties entered into on or after 1 January 2004.

### Overview on the Property Development Business and Outlook

For the six months ended 30 June 2005, the Group recorded a turnover of HK\$28.6 million for the property development business, representing a decrease of 65.6% as compared to the same period last year. The Group sold a total gross floor area of approximately 3,846 square metres during the period as compared to 12,200 square metres for the same period last year and was mainly derived from the sales of the remaining units of *The Mandarin House* and *Sinolink No. 8.* 

As at 30 June 2005, the Group has the following properties under development:

- (1) Sinolink Garden Phase Four western district, *The Oasis* is a 1,322 units development covering a total gross floor area of 140,868 square metres and a 20,619 square metres commercial development. With Jusco as a major anchor tenant, the project also concentrates in the development of medium size properties. The development is expected to be completed by September 2005. The average selling price for the period was RMB8,565 per square metre, an increase of approximately 6.6% as compared to 2004 with a total of 105,800 square metres presold since July 2004;
- (2) The Mangrove West Coast is a 1,301 units development project with a total gross floor area of approximately 249,300 square metres. This residential development project has completed its structural part of the development and expects to be completed in the first half of 2006. Its presale has commenced since May 2005. The average selling price for the period was RMB20,600 per square metre with a total of 19,800 square metres presold since May 2005;
- (3) Sinolink Garden Phase Five eastern district, is a development project with a total site area of 40,786 square metres and total gross floor area of 228,574 square metres. This development project is currently under planning and expects to commence construction works at the beginning of 2006 and completed in the second half of 2008.

With the Group's real estate developments located in the city of Shenzhen of the People's Republic of China ("PRC"), the operating results in the property development business continued to benefit from the fast-growing economy of this special economic zone. In the first half of 2005, the property prices in Shenzhen continued to rise at a steady rate despite the fact that the PRC government had taken several measures to adjust its economy, which include raising the mortgage interest rate and also raised the ceiling for deposit for mortgages to 30%. The annual supply of land in Shenzhen is controlled at a level of 12,000,000 square metres with only 800,000 square metres been the residential land, representing total supply of around 6%. With the scare supply of land in prime locations, the Group believes the properties prices in Shenzhen will continue to rise steadily.

In addition, the closer economic ties between Shenzhen and Hong Kong and the continued rise on household income and their affordability ratio locally, all contributed to the acceleration of foreign and local investors to invest in Shenzhen properties. In addition, the continued influx of hot money from overseas investing in fixed assets on speculation of further revaluation of Renminbi ("RMB") also trigger them to invest in the PRC property markets especially through investing in prime locations and high quality properties. *The Mangrove West Coast* since its presale had attracted about 50% foreign investors to buy our properties. To seize these opportunities, the Group is actively seeking its expansions in the property development business by exploring any new potential projects in Shenzhen capable of generating good returns and value to our shareholders.

In the second half of 2005, the Group will reap a significant amount of sales from the presold units of *The Oasis*, which has obtained its occupancy permit in September 2005. As at period end date, the Group had accumulated sales over 75% of the residential units of *The Oasis* and over 8% of the residential units of *The Mangrove West Coast*. The Group expects to achieve its planned sales of the remaining 25% of *The Oasis* and will not sell more than 40% of *The Mangrove West Coast* in 2005 so as to capture the anticipated upward trend of the Shenzhen property markets.

#### **Overview on Electricity Generation Business and Outlook**

For the six months ended 30 June 2005, the Group's electricity generation business operated through Enerchina Holdings Limited ("Enerchina"), recorded a turnover of HK\$589.1 million, an increase of 61.5% and sold 1,022.3 million kwh of electricity, representing an increase of 61.4% as compared to 633.5 million kwh over the same period last year. This remarkable performance was the result of the increase in power generation due to increased capacity, the strong demand for electricity in the Guangdong Province and the continuation of implementing effective cost control by the management especially on the fuel supply. In June 2005, Enerchina Group was currently equipped with a total installed capacity of 665,000 kilowatts an increase of 2.2 times over the installed capacity of last period.

Enerchina expects the current price level of crude oil will sustain for a period of time due to the uncertainties encountered in the oil producing regions and the un-equilibrium price of supply and demand. Going forward, the management will continue to implement various remedial measures in order to minimize the fluctuation of fuel costs. Enerchina is also in discussion with Shenzhen Power Supply Bureau on various measures in order to compensate part or all of the increased fuel costs. In the immediate term, Enerchina is actively pursuing to convert using heavy oil to natural gas as our primary source of fuel to generate electricity at the power plant as natural gas and is expecting to be significantly cheaper source of fuel with substantial less pollution. In the first half of 2005, Enerchina had completed a disposal of its 41.0% equity interest in Xin Hua Control Engineering Company Limited ("Xin Hua Control") for a consideration of US\$23.5 million, which was equivalent to approximately HK\$182.8 million and recorded a gain of HK\$95.9 million from the disposal. Xin Hua Control is principally engaged in the business of manufacture and sale of control systems for power plants and large scale manufacturing plants. The directors of Enerchina are of the view that the disposal is the sale of non-core business and it is in the interest of Enerchina.

As the installed capacity increased, Enerchina expects the power output to further increase in the second half of 2005. Enerchina will continue to strengthen its remedial policies to mitigate the effect of the rising fuel costs. In addition, Enerchina will endeavour to reduce operating costs and enhance overall efficiency.

Looking ahead, Enerchina sees the power sector in the PRC as a challenge. Despite the fact that the demand for electricity in the Guangdong Province as well as the PRC would continue to be strong, the future heavy oil price is still a major determinant of Enerchina's power sector profitability and Enerchina considers that the heavy oil price may further increase if the price of crude oil continues to rise. Therefore, Enerchina has already planned to convert the fuel consumption of the power plant from heavy oil to natural gas, a significantly cheaper and cleaner source of fuel. In addition, a significant expansion plan has been put in place to increase the power generation capacity from Enerchina's exiting total installed capacity of 665,000 kilowatts to 1,450,000 kilowatts.

Enerchina will continue to explore the opportunities to expand into the coal gasification business and the clean energy sector of the PRC. With the extensive gas distribution network of Panva Gas Holdings Limited ("Panva Gas" or "Panva Gas Group") in the PRC, the management strongly believes it will provide synergies and logistic support for the development of Enerchina's possible future coal gasification business in the PRC.

## Overview on Gas Fuel Business and Outlook

For the six months ended 30 June 2005, the Group's gas fuel business, operated by Panva Gas, recorded a turnover of HK\$958.1 million, an increase of 12.9% over the same period last year. Gross profit grew by 31.3% to HK\$225.0 million and profit attributable to shareholders increased by 34.0% to HK\$128.2 million.

The gas fuel business was further divided into wholesale and retail of Liquefied Petroleumn Gas ("LP Gas"), the sale of piped gas and gas pipelines development business. The turnover contribution from each of these activities amounted to HK\$418.8 million, HK\$256.1 million, HK\$55.0 million and HK\$199.2 million, accounting for 43.7%, 26.7%, 5.7% and 20.8% respectively to the Panya Gas's turnover.

The PRC economy remained in good shape during the first half of 2005, showing high growth with low inflation. According to a report of the People's Bank of China, the PRC is expected to record a growth of 9.2% in gross domestic product for the first six months. It is anticipated that rapid growth will be phasing over to solid growth as the PRC enters into a new stage of economic expansion. A solidly growing economy will provide good conditions for the Group's gas fuel business to accelerate its development.

With the PRC's rising need for energy infrastructure development and the PRC Government's strong efforts to transform the state-owned gas enterprises, more opportunities are emerging on the horizon for the Panva Gas Group's expansion of city gas businesses. The Panva Gas Group is accelerating its new project development in the PRC. Following last year's conclusion of projects in Qiqihar, Changchun and Anshan in the three northeastern PRC provinces, the Panva Gas Group early this year commenced discussions in more than 10 premium PRC cities of large and medium size on joint venture opportunities. It is expected that some of these projects will be concluded in the second half of this year, which will further increase the Group's economies-of-scale and competitive advantages. In another focal region, the southwestern PRC region, the Panva Gas Group apart from concluding the Jianyang project also entered into discussions with gas operators in Chongqing and other cities in Sichuan province during the first half. The Panva Gas Group is looking forward to satisfactory results from these discussions in the second half of the year. Besides the northeastern and southwestern PRC regions, the Panva Gas Group also negotiated for selective projects in the northern and southern PRC regions during the first half and made solid progress.

Moreover, the Panva Gas Group is discussing LP Gas projects in several large and medium sized cities in order to further strengthen its leading position in the LP Gas market in the PRC. The Panva Gas Group is hopeful that some of these provincial city gas projects will be concluded in the second half of the year.

Panva Gas continued to make progress in the Sichuan province with one new project acquired in the city of Jianyang for a total consideration of RMB28.5 million. Upon the completion of the acquisition, the Panva Gas Group will be granted an exclusive right to operate natural gas business in Jianyang city for 30 years.

The PRC is making further efforts to reform its economic system. In 2005, the State Council Office of Northeast Revitalization published the "Implementation Opinions on the Further Opening of the Northeastern Industrial Base to Foreign Investment", pursuant to which certain sectors in the northeastern PRC region will be further opened up to foreign investment. These sectors included the development and operation of city gas, heat and water pipelines, where the restrictions on foreign equity investments will be relaxed, to the extent that foreign investors might hold controlling interests upon approval by the PRC authorities. In February 2005, the State Council released a new policy paper on "Encouraging, Supporting and Guiding the Development of the Non-State Sector" which lowers the threshold for private businesses' entry into sectors the State previously monopolised. This coincided with the formation of the

first non-State oil enterprise in the PRC, providing ample evidence that the market economy of the PRC is gradually becoming more sophisticated. Such favourable conditions provide good opportunities for the Group in any new project development.

The Panva Gas Group at this stage is adhering equal importance to corporate management and new project development, and focusing on the parallel expansion of piped gas and LP Gas businesses. As far as corporate management is concerned, the Panva Gas Group is making realignments and enhancements for its new acquired enterprises, targeting at their specific needs that arise from the differences in geographic characteristics and individual circumstances. With regard to new project development, the Panva Gas Group will continue to increase its penetration in the target cities in the Sichuan province and the northeastern PRC region, while seeking for quality projects in the northern, eastern and southern PRC regions on a selective basis.

### FINANCIAL REVIEW

The Group's total borrowings decreased from HK\$4,332.6 million as at 31 December 2004 to HK\$4,103.3 million as at 30 June 2005. The net decrease is mainly due to repayment of bank and other loans. The proportion of borrowings due within one year to total borrowings increased from 18.7% to 34.6% and a long term borrowings to equity ratio of 100.0%. Bank borrowings are mainly used to finance the property development projects and the construction of power plants and the convertible note, convertible bonds and the guaranteed senior notes are used for the expansion of gas fuel business. The borrowings are mainly at floating interest rates.

Other than pledged bank deposits, assets pledged in securing these loans have a net book value of HK\$651.3 million as at 30 June 2005. The borrowings of the Group are denominated in RMB, United States Dollars and Hong Kong Dollars. As the entire operation of the Group is carried out in the PRC, substantial receipts and payments in relation to operation are denominated in RMB. No financial instruments were used for hedging purpose except for the interest rate swaps entered into by the Panva Gas Group to hedge the senior notes; however, the Board is evaluating and closely monitoring the potential impact of RMB appreciation and interest rate movement and the financial instruments that could minimize such potential impact on the Group.

The Group's cash and cash equivalents amounted to HK\$3,090.5 million as at 30 June 2005 are mostly denominated in RMB, Hong Kong dollars and US dollars.

#### Major and Capital Market Events

On 3 December 2004, the Group increased its stake in Enerchina from 37.1% to 50.1% by purchasing another 13.0% from independent third parties. At the same time, an unconditional general offer was made and closed on 18 January 2005 with the Group's holding further increased to 63.38%.

During the period, the Company made several placements on Enerchina's shares to various independent third parties and altogether raised HK\$250.6 million from the placings for working capital of the Group.

On 24 June 2005, Goodunited Holdings Limited, an indirect wholly owned subsidiary of Enerchina, seized the opportunity to maximize the benefit from its electricity operations by entering into an agreement with Shenzhen Huishen Electric Power Company Limited ("Shenzhen Huishen") to purchase 30% registered capital of Shenzhen Fuhuade Electric Power Co., Limited, an indirect wholly owned subsidiary of Enerchina from Shenzhen Huishen for a total consideration of RMB250 million. The acquisition was completed on 29 July 2005.

#### Group Reorganisation

On 7 April 2005, the Board of the Company had reached an agreement with the Board of Enerchina, whereby the Company agreed to sell its stake of 58.45% interest in Panva Gas to Enerchina for a consideration HK\$1,753.0 million payable in issuing new shares of Enerchina at HK\$0.69 per share. Both the Board of Sinolink and Enerchina consider that Panva Gas will provide a long term and reliable income base for Enerchina and as Enerchina itself is already a subsidiary of Sinolink, after completion of the acquisition, Panva Gas remains as the Company's subsidiary. The re-organisation was completed on 2 June 2005.

Subsequent to the acquisition, the Group through Enerchina had made various on-market purchases aggregated to 19,935,000 shares of Panva Gas for a total consideration of HK\$62.3 million, equivalent to an average of HK\$3.126 per share, representing approximately 2.1% of the issued share capital of Panva Gas. As the results of the acquisition and the various on-market purchases, the Group is currently holding approximately 60.6% shareholding interest in Panva Gas.

#### **Capital Commitments**

As at 30 June 2005, the Group has capital commitments in respect of properties under development amounted to HK\$587.6 million, in respect of acquisition of property, plant and equipment amounted to HK\$97.4 million and in respect of unpaid capital contribution of investment projects amounted to HK\$34.5 million.

#### **Contingent Liabilities**

Guarantees given to banks as security for the mortgage loans arranged for the purchases of the Group's properties amounted to HK\$463.8 million.

A supplier filed an arbitration in August 2003 against Shenzhen Fuhuade Electric Power Co., Limited claiming for additional contract price in the amount of HK\$28 million. The arbitration is still in progress and the outcome of such cannot be ascertained. No provision for the amount claimed has been made by the Group as at 30 June 2005. Save as the outstanding arbitration, the Group had no material contingent liabilities as at 30 June 2005.

# INTERIM DIVIDEND AND SPECIAL INTERIM DIVIDEND

The Board has revolved to declare an interim dividend of HK3.0 cents (2004: HK1.5 cents) per share and a special interim dividend of HK3.3 cents (2004: nil) per share in respect of the six months ended 30 June 2005. The interim dividend and special interim dividend are payable on or before 14 October 2005 to shareholders whose names appear on the register of members of the Company on 7 October 2005.

#### CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Tuesday, 4 October 2005 to Friday, 7 October 2005 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for the interim dividend and special interim dividend, all completed transfer forms together with relevant share certificates must be lodged with the Company's Hong Kong branch transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Monday, 3 October, 2005.

### EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2005, the Group employed approximately 4,532 employees for its principal activities. The Group recognizes the importance of high calibre and competent staff and continues to provide remuneration packages to employees with reference to prevailing market practices and individual performance. Other various benefits, such as medical and retirement benefits, are also provided. In addition, share options may be granted to eligible employees of the Group in accordance with the terms of the approved share option scheme adopted by the Group.

#### PURCHASES, SALE OR REDEMPTION OF LISTED SECURITIES

There was no purchase, sale or redemption of the Company's listed shares by the Company or any of its subsidiaries during the six months ended 30 June 2005.

## CORPORATE GOVERNANCE

On 1 January 2005, the Code of Best Practices was replaced by the Code on Corporate Governance Practices ("Code") contained in Appendix 14 of the Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Company adopted all the code provisions in the Code as its own code on corporate governance practices.

During the period, the Company complied with the code provisions as set out in the Code except that the chairman and other members of the audit committee were unable to attend the annual general meeting of the Company held on 18 May 2005 because they were out of Hong Kong at that time for business commitment. This does not meet with the first sentence of the code provision E.1.2 of the Code which provides that the chairman of the board should arrange for chairman of audit committee or another member of the committee or their appointed delegate to be available to answer questions at the annual general meeting.

# MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the directors. Having made specific enquiry of all directors, the Company confirmed that in respect of the six months ended 30 June 2005, all directors have complied with the required standard set out in the Model Code.

# AUDIT COMMITTEE

The Company has an audit committee ("Audit Committee") which was established in accordance with the requirements of the Code for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee comprises three independent non-executive directors. The members of the Audit Committee are Messrs. Xin Luo Lin, Davin A. Mackenzie and Tian Jin. The Audit Committee meets regularly with the Company's senior management and the Company's auditors to consider the Company's financial reporting process, the effectiveness of internal controls, the audit process and risk management.

The interim results of the Group for the six months ended 30 June 2005 had not been audited, but had been reviewed by the Company's auditors, Deloitte Touche Tohmatsu and the Audit Committee.

#### APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our gratitude to all staff for their devoted efforts and hard work.

By Order of the Board Tang Yui Man Francis Chief Executive Officer

Hong Kong, 14 September 2005