

OTHER INFORMATION

Directors' Interests or Short Positions in Shares and underlying shares

At 30 June 2005, the interests and short positions of the Directors and chief executive of the Company in the shares of the Company (the "Share") and debentures of the Company and the shares and debentures of any associated corporation of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required pursuant to: (a) divisions 7, 8, and 9 of Part XV of the SFO, to be notified to the Company and the Stock Exchange; (b) Section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (c) the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange were as follows:

(a) Long Positions in Shares and Underlying Shares

Name of Directors	Capacity	Interest in Shares			Interest in underlying Shares pursuant to share options	Aggregate interest	Approximate percentage of issued share capital of the Company as at 30.6.2005
		Family interest	Corporate interest	Total			
Chen Wei	Beneficial owner	-	-	-	12,000,000	12,000,000	0.51%
Law Sze Lai	Beneficial owner	-	-	-	8,000,000	8,000,000	0.34%
Davin A. Mackenzie	Beneficial owner	-	-	-	2,000,000	2,000,000	0.09%
Ou Yaping	Joint interest and interest of controlled corporation	6,475,920	1,374,222,000 <i>(Note)</i>	1,380,697,920	-	1,380,697,920	58.76%
Tang Yui Man Francis	Beneficial owner	-	-	-	19,000,000	19,000,000	0.81%
Xin Luo Lin	Beneficial owner	-	-	-	2,000,000	2,000,000	0.09%

Note:

These 1,380,697,920 Shares are held by Asia Pacific Promotion Limited ("Asia Pacific"), a company incorporated in the British Virgin Islands, which is wholly-owned by Mr. Ou Yaping, chairman of the Company.

Details of the Directors' interests in share options granted by the Company are set out under the heading "Directors' Rights to Acquire Shares".

(b) Directors' Interests or Short Positions in Shares and Underlying Shares of Associated Corporations

Name of Directors	Name of associated corporations	Capacity	Total interest in shares/ (short positions)	Interest in underlying shares pursuant to share options	Aggregate interest/ (short positions)	Approximate percentage of the issued share capital of the associated corporations as at 30.6.2005
Chen Wei	Panva Gas	Beneficial owner	4,160,000	8,040,000	12,200,000	1.29%
Law Sze Lai	Enerchina	Beneficial owner	510,000	-	510,000	0.01%
Davin A. Mackenzie	Enerchina	Beneficial owner	-	2,288,000	2,288,000	0.05%
Ou Yaping	Panva Gas	Interest of controlled corporation and beneficial owner	569,305,587 (19,230,769)	3,600,000 -	572,905,587 (19,230,769)	60.80% (2.04%)
	Enerchina	Interest of controlled corporation and beneficial owner	3,617,895,635 (Note 2)	2,288,000	3,620,183,635	74.92%
Tang Yui Man Francis	Panva Gas	Beneficial owner	5,440,000	3,960,000	9,400,000	1.00%
	Enerchina	Beneficial owner	-	22,880,000	22,880,000	0.47%
Xin Luo Lin	Enerchina	Beneficial owner	-	2,288,000	2,288,000	0.05%

Notes:

- The 569,305,587 Shares of Panva Gas represent (i) 394,732,462 Shares held by Kenson Investment Limited ("Kenson") and 169,491,525 Shares held by Supreme All Investments Limited ("Supreme All"). Kenson and Supreme All are a wholly-owned subsidiary of Enerchina. 74.88% interests of Enerchina are held by the company and 58.48% interests of the Company are held by Asia Pacific; and (ii) 5,081,600 Shares held by Asia Pacific directly. As Asia Pacific is wholly-owned by Mr. Ou Yaping, he is deemed under the SFO to be interested in these shares.

Kenson is under an obligation to transfer 19,230,769 Shares of Panva Gas to Hutchison International Limited ("Hutchison International") upon full exchange of a HK\$62,500,000 redeemable note of Panva Gas (the "Note") held by Hutchison International in accordance with the terms and conditions of the Note.

- The 3,617,895,635 Shares of Enerchina represent the aggregate of: (i) the 3,393,905,282 Shares held by the Company; and (ii) the 223,990,353 Shares held by Smart Orient Investments Limited, a wholly-owned subsidiary of the Company. Mr. Ou Yaping through his wholly-owned company, Asia Pacific, interests in approximately 58.48% of the existing issued share capital of the Company and is therefore deemed under the SFO to be interested in all the shares in which the Company is interested.

Details of the Directors' interests in share options granted by the associated corporations are set out under the heading "Directors' Right to Acquire Shares".

Directors' Right to Acquire Shares

(a) Interest in Option to Subscribe for Shares of the Company

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

Name of Directors	Date of grant	Exercise period	Exercise price HK\$	Number of Shares subject to			Approximate percentage of issued share capital of the Company	
				options at 1.1.2005	Exercised during the period	Granted during the period	Number of Shares outstanding options at 30.6.2005	at 30.6.2005
Chen Wei	14.03.2002	01.12.2002-01.12.2005	0.560	6,400,000	6,400,000	0	0	0%
	13.01.2005	31.12.2005-24.05.2008	1.126	0	0	3,600,000	3,600,000	0.15%
	13.01.2005	30.06.2006-24.05.2012	1.126	0	0	3,600,000	3,600,000	0.15%
	13.01.2005	31.12.2006-24.05.2012	1.126	0	0	4,800,000	4,800,000	0.21%
Law Sze Lai	13.01.2005	31.12.2005-24.05.2012	1.126	0	0	2,400,000	2,400,000	0.10%
	13.01.2005	30.06.2006-24.05.2012	1.126	0	0	2,400,000	2,400,000	0.10%
	13.01.2005	31.12.2006-24.05.2012	1.126	0	0	3,200,000	3,200,000	0.14%
Davin A. Mackenzie	13.01.2005	31.12.2005-24.05.2012	1.126	0	0	600,000	600,000	0.03%
	13.01.2005	30.06.2006-24.05.2012	1.126	0	0	600,000	600,000	0.03%
	13.01.2005	31.12.2006-24.05.2012	1.126	0	0	800,000	800,000	0.03%
Tang Yui Man Francis	13.01.2005	31.12.2005-24.05.2012	1.126	0	0	5,700,000	5,700,000	0.24%
	13.01.2005	30.06.2006-24.05.2012	1.126	0	0	5,700,000	5,700,000	0.24%
	13.01.2005	31.12.2006-24.05.2012	1.126	0	0	7,600,000	7,600,000	0.32%
Xin Luo Lin	13.01.2005	31.12.2005-24.05.2012	1.126	0	0	600,000	600,000	0.03%
	13.01.2005	30.06.2006-24.05.2012	1.126	0	0	600,000	600,000	0.03%
	13.01.2005	31.12.2006-24.05.2012	1.126	0	0	800,000	800,000	0.03%

Notes:

1. The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
2. These options represent personal interest held by the directors as beneficial owners.

(b) Interest in Options to Subscribe for Shares of Associated Corporations

Name of Sinolink Directors	Name of associated corporations	Date of grant	Exercise period	Exercise price HK\$	Number	Approximate
					of shares options held at 1.1.2005 and 30.6.2005	percentage of the issued share capital of the associated corporation at 30.6.2005
Chen Wei	Panva Gas	04.04.2001	01.01.2003-03.04.2011	0.475	1,800,000	0.19%
		04.04.2001	01.01.2004-03.04.2011	0.475	1,800,000	0.19%
		13.11.2001	13.11.2002-13.02.2007	0.940	1,440,000	0.15%
		19.11.2004	31.12.2005-30.03.2011	3.500	900,000	0.10%
		19.11.2004	31.12.2006-30.03.2011	3.500	900,000	0.10%
		19.11.2004	31.12.2007-30.03.2011	3.500	1,200,000	0.13%
Davin A. Mackenzie	Enerchina	20.10.2004	20.10.2005-19.10.2015	0.500	2,288,000	0.05%
Ou Yaping	Panva Gas	04.04.2001	01.01.2003-03.04.2011	0.475	1,800,000	0.19%
		04.04.2001	21.01.2004-03.04.2011	0.475	1,800,000	0.19%
	Enerchina	09.06.2004	09.06.2004-08.06.2014	0.440	2,288,000	0.05%
Tang Yui Man Francis	Panva Gas	13.11.2001	13.11.2002-13.02.2007	0.940	960,000	0.10%
		19.11.2004	31.12.2005-30.03.2011	3.500	900,000	0.10%
		19.11.2004	31.12.2006-30.03.2011	3.500	900,000	0.10%
		19.11.2004	31.12.2007-30.03.2011	3.500	1,200,000	0.13%
	Enerchina	09.06.2004	09.06.2004-08.06.2014	0.440	2,288,000	0.47%
Xiu Luo Lin	Enerchina	09.06.2004	09.06.2004-08.06.2014	0.440	2,288,000	0.05%

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.
2. These options of associated corporations represent personal interest held by the directors as beneficial owners.

Save as disclosed above, none of the directors, chief executives nor their respective associates (as defined in the Listing Rules) had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to the SFO.

Arrangements to Purchase Shares or Debentures

Other than the share option schemes of the Group as disclosed herein, at no time the period was the Company, its holdings company, or any or its subsidiaries or fellow subsidiaries, party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of share in, or debenture of, the Company or any other body corporate, and neither the directors nor the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

Substantial Shareholders

At 30 June 2005, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of the directors, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company:

Long Positions and Short Positions in Shares and Underlying Shares of the Company

Name of shareholders	Capacity	Interest in shares	Approximate percentage of Sinolink's issued share capital at 30.6.2005
Asia Pacific	Beneficial owner	1,374,222,000 <i>(Note 1)</i>	58.48%
Value Partners Limited	Investment manager	120,000,000 <i>(Note 2)</i>	5.11%
Cheah Cheng Hye	Interest of controlled corporation	120,000,000 <i>(Note 2)</i>	5.11%
Pope Asset Management, LLC	Investment manager	116,958,800	4.98%

Notes:

1. The 1,374,222,000 Shares are held by Asia Pacific, a company incorporated in the British Virgin Islands, which is wholly-owned by Mr. Ou Yaping, chairman of the Company.
2. These 120,000,000 Shares are held by Value Partners Limited, a company which is held by 32.77% by Mr. Cheah Cheng Hye. Accordingly, Mr. Cheah Cheng Hye is deemed to be interested in these Shares.

Save as disclosed above, no person had registered an interest in the share capital of the Company that was required to be disclosed under Divisions 2 and 3 of Part XV of the SFO and the Listing Rules.

Save for the shareholders as disclosed herein, the directors are not aware of any persons who, as at 30 June 2005, were entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company and were also, as a practicable matter, able to direct or influence the management of the Company.

Share Option Schemes of the Group

(a) Share Options of the Company

The following table discloses movements in the Company's share options during the period:

Category 1: Directors

	Option type	Outstanding at 1.1.2005	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30.6.2005
Chen Wei	2002A	6,400,000	-	(6,400,000)	-	-
	2005	-	12,000,000	-	-	12,000,000
Law Sze Lai	2002A	-	8,000,000	-	-	8,000,000
Davin A. Mackenzie	2005	-	2,000,000	-	-	2,000,000
Tang Yui Man Francis	2005	-	19,000,000	-	-	19,000,000
Xin Luo Lin	2005	-	2,000,000	-	-	2,000,000
Total directors		6,400,000	43,000,000	(6,400,000)	-	43,000,000

Category 2: Employees

	Outstanding at 1.1.2005	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30.6.2005
2004	24,850,000	-	(9,870,000)	(750,000)	14,230,000
2005	-	61,800,000	-	(1,000,000)	60,800,000
Total for employees	24,850,000	61,800,000	(9,870,000)	(1,750,000)	75,030,000
All categories	31,250,000	104,800,000	(16,270,000)	(1,750,000)	118,030,000

Details of specific categories of options granted are as follows:

Option type	Date of grant	Exercise period	Exercise price HK\$
2002A	14.03.2002	01.12.2002-01.12.2005	0.560
2004	01.01.2004	01.06.2004-31.05.2008	0.760
	01.01.2004	01.01.2005-31.05.2008	0.760
	01.01.2004	01.06.2005-31.05.2008	0.760
	01.01.2004	01.01.2005-31.05.2008	0.760
	01.01.2004	01.01.2006-31.05.2008	0.760
2005	13.01.2005	31.12.2005-24.05.2012	1.126
	13.01.2005	30.06.2006-24.05.2012	1.126
	13.01.2005	31.12.2006-24.05.2012	1.126

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.
2. The closing price of the Company shares immediately before 13 January 2005, the date of grant of the 2005 options was HK\$1.12.
3. The weighted average closing price of the Company share immediately before the dates on which the options were exercised on 4 January 2005, 13 January 2005, 19 January 2005, 14 February 2005, 21 February 2005, 8 March 2005, 15 April 2005, 19 May 2005 and 7 June 2005 were HK\$1.14, HK\$1.09, HK\$1.12, HK\$1.20, HK\$1.27, HK\$1.17, HK\$1.45, HK\$1.30 and HK\$1.32.
4. During the period, 104,800,000 share options granted under the share option schemes approved by the shareholders of the Company on 24 May 2002.
5. During the period, 1,750,000 share options were lapsed under the share option schemes. No share options were cancelled under the share option schemes.
6. The fair value of the options granted under the relevant share option scheme in the current period measured at the date of grant (13 January 2005) totalled approximately HK\$32,358,930. The following significant assumptions were used to derive the fair value using the Black-Scholes option pricing model:

Expected volatility:	50% based on historical volatility
Expected dividend yield:	4.9% based on historical dividends
Expected life:	4.5 years from grant date
Risk free interest rate:	2.6% being the approximate yield of 5-year Exchange Fund Note on the grant date

The Black-Scholes options pricing model was developed to estimate the fair value of traded options which do not have vesting restrictions and are fully transferable. This pricing model requires the input of highly subjective assumptions including the volatility of the share price. As the Company's options are different from traded options and because changes in subjective input assumptions can materially affect the fair value estimate in the directors opinion the model does not necessarily provide a reliable single measure of the fair value of the share options.

All the options forfeited before expiry of the options will be treated as lapsed options under the relevant share option scheme.

Based on the closing price of the Company's share on the date of grant and the above assumptions the computed fair value under the options granted during the period was approximately HK\$0.31 per option share.

(b) Share Options of Enerchina

The following table discloses movements in Enerchina's share options during the period:

Directors	Option type	Outstanding	Resigned as	Cancelled	Outstanding
		at 1.1.2005	director during the period	during the period	at 30.6.2005
Davin A. Mackenzie	2002 Scheme	2,288,000	–	–	2,288,000
Ou Yaping	2002 Scheme	2,288,000	–	–	2,288,000
Tang Yui Man Francis	2002 Scheme	22,880,000	–	–	22,880,000
Xin Luo Lin	2002 Scheme	2,288,000	–	–	2,288,000
Other directors	1993 Scheme	26,250,000	–	–	26,250,000
	2002 Scheme	32,168,000	(5,000,000)	–	27,168,000
Total Directors		<u>88,162,000</u>	<u>(5,000,000)</u>	–	<u>83,162,000</u>
Other participant	2002 Scheme	–	5,000,000	–	5,000,000
Total employees	2002 Scheme	<u>26,900,000</u>	–	<u>(2,100,000)</u>	<u>24,800,000</u>
All categories		<u>115,062,000</u>	–	<u>(2,100,000)</u>	<u>112,962,000</u>

Details of specific category of options of Enerchina granted are as follows:

Option type	Date of grant	Exercise period	Exercise price after adjustment HK\$
1993 Scheme	24.05.2000	24.05.2000-23.05.2010	0.55
2002 Scheme	09.06.2004	09.06.2004-08.06.2014	0.44
	09.06.2004	09.06.2005-08.06.2014	0.44
	09.06.2004	09.06.2006-08.06.2014	0.44
	09.06.2004	09.12.2006-08.06.2014	0.44
	20.10.2004	20.10.2005-19.10.2015	0.50

Notes:

1. The vesting period of the share options is from the date of the grant until the commencement of exercise period.
2. During the period, no share option was granted, exercised and lapsed under the share option schemes.
3. 2,100,000 share options of Enerchina were cancelled on 18 January 2005 as the result of the open offer.

(c) Share Options of Panva Gas

Movements of the share options, which have been granted under the Pre-Listing Share Option Scheme ("Pre-Listing Options") and Share Option Schemes of Panva Gas which were approved by sole shareholder on 4 April 2001 and granted in 2001 ("2001 Options") and in 2004 ("2004 Options"), during the period are set out below:

Category 1: Directors

	Option types	Outstanding at 1.1.2005	Lapsed during the period	Outstanding at 30.6.2005
Chen Wei	Pre-Listing Options	3,600,000	–	3,600,000
	2001 Options	1,440,000	–	1,440,000
	2004 Options	3,000,000	–	3,000,000
Ou Yaping	Pre-Listing Options	3,600,000	–	3,600,000
Tang Yui Man, Francis	2001 Options	960,000	–	960,000
	2004 Options	3,000,000	–	3,000,000
Other directors	Pre-Listing Options	2,420,000	–	2,420,000
	2001 Options	480,000	–	480,000
	2004 Options	6,400,000	–	6,400,000
Total Directors		24,900,000	–	24,900,000

Category 2: Employees

	Pre-Listing Options	4,250,000	–	4,250,000
	2001 Options	5,689,000	(440,000)	5,249,000
	2004 Options	8,800,000	–	8,800,000
Total Employees		18,739,000	(440,000)	18,299,000
All categories		43,639,000	(440,000)	43,199,000

Details of specific category of options of Panva Gas are as follows:

Option type	Date of grant	Exercise period	Exercise price HK\$
Pre-listing Options	04.04.2001	01.01.2003-30.04.2011	0.475
	04.04.2001	01.01.2004-30.04.2011	0.475
2001 Options	13.11.2001	13.02.2002-13.02.2007	0.940
	13.11.2001	13.05.2002-13.02.2007	0.940
	13.11.2001	13.11.2002-13.02.2007	0.940
2004 Options	19.11.2004	31.12.2005-30.03.2011	3.500
	19.11.2004	31.12.2006-30.03.2011	3.500
	19.11.2004	31.12.2007-30.03.2011	3.500

Notes:

1. The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
2. During the period, no share option of Panva Gas was granted, exercised and cancelled under the share option schemes.
3. 440,000 share options of Panva Gas were lapsed during the period.

