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## HOW TO APPLY FOR HONG KONG PUBLIC OFFER SHARES

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### WHO CAN APPLY FOR HONG KONG PUBLIC OFFER SHARES?

You, the applicant(s), and any person(s) for whose benefit you are applying, can apply for Hong Kong Public Offer Shares if you, or the person for whose benefit you are applying:

- are/is 18 years of age or older; and
- are/is not a United States person(s) (as defined in Regulation S).

If you are in a firm, the application must be in the names of the individual members, not the firm's name. If you are a body corporate, whether applying on your own behalf or on behalf of other persons, the Application Form must be stamped with your company chop (bearing your company name) and signed by a duly authorised officer, who must state his or her representative capacity.

The applicant must have a Hong Kong address.

The number of joint applicants may not exceed two. No joint applications are allowed for applications made using **PINK** Application Forms.

If your application is made by a person duly authorised under a valid power of attorney, the Company or the Global Coordinator (or its agents or nominees) as the Company's agent may accept it at its discretion, and subject to any conditions it thinks fit, including production of evidence of the authority of your attorney.

### METHODS OF APPLICATION

There are two methods of application for Hong Kong Public Offer Shares. You may use an Application Form, or you may give electronic application instructions to HKSCC to cause HKSCC Nominees to apply for Hong Kong Public Offer Shares on your behalf. However, you may not both apply on a **WHITE** or **YELLOW** Application Form and give **electronic application instructions** to HKSCC.

#### 1. Applying by using an Application Form

##### *Which Application Form to use*

The maximum offer price is set out in the **WHITE**, **YELLOW** and **PINK** Application Forms.

Use a **WHITE** Application Form if you want the Hong Kong Public Offer Shares issued in your own name.

Use a **YELLOW** Application Form if you want the Hong Kong Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your investor participant stock account or your designated CCASS Participant's stock account.

Use a **PINK** Application Form if you are an eligible employee of the Group and want your application to be given preferential consideration. Up to 450,000 Hong Kong Public Offer Shares (representing approximately 1.5% of the total number of Shares initially available under the Share Offer) are available to eligible employees of the Group on this basis.

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### ***Where to collect the Application Forms***

You can collect a **WHITE** Application Form and a prospectus from:

**Goldman Sachs (Asia) L.L.C.**  
68th Floor  
Cheung Kong Center  
2 Queen's Road Central  
Hong Kong

**Cazenove Asia Limited**  
5001, One Exchange Square  
8 Connaught Place  
Central  
Hong Kong

or

**BOCI Asia Limited**  
35th Floor, Bank of China Tower  
1 Garden Road  
Central  
Hong Kong

**Core Pacific-Yamaichi International  
(H.K.) Ltd.**  
36th Floor, Cosco Tower  
Grand Millennium Plaza  
183 Queen's Road Central  
Hong Kong

or

**Dao Heng Securities Limited**  
12th Floor, The Center  
99 Queen's Road Central  
Hong Kong

**G. K. Goh Securities (HK) Ltd**  
Suite 1808, Alexandra House  
16-20 Chater Road  
Hong Kong

or

**Guotai Junan Securities (Hong Kong)  
Limited**  
27th Floor, Low Block  
Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong

**KGI Asia Ltd**  
27th Floor, Asia Pacific Finance Tower  
Citibank Plaza  
3 Garden Road  
Central  
Hong Kong

or

**Kim Eng Securities (Hong Kong) Limited**  
Room 1901, Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

**Kingsway SW Securities Limited**  
5th Floor, Hutchison House  
10 Harcourt Road  
Central  
Hong Kong

or

**SBI E2-Capital Securities Limited**  
4th Floor, Henley Building  
5 Queen's Road Central  
Hong Kong

**Shenyin Wanguo Capital (H.K.) Limited**  
28th Floor, Citibank Tower  
Citibank Plaza  
3 Garden Road  
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or

**Sun Hung Kai International Limited**

12th Floor, One Pacific Place  
88 Queensway  
Hong Kong

**Tai Fook Securities Company Limited**

25th Floor, New World Tower  
16-18 Queen's Road Central  
Hong Kong

or

**TingKong-RexCapital Securities**

**International Limited**

Room 1701, 17th Floor  
New World Tower One  
16-18 Queen's Road Central  
Hong Kong

or any of the following branches of Standard Chartered Bank:

*Standard Chartered Bank*

*Hong Kong Island*

The Landmark Branch	The Landmark, 15 Queen's Road, Central
Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A Des Voeux Road, Central
CIG Building Branch	Shop B, G/F, CIG Building, 141 Des Voeux Road Central
Hennessy Road Branch	399 Hennessy Road, Wanchai
Leighton Centre Branch	Shop 12-16, UG/F Leighton Centre, 77 Leighton Road, Causeway Bay
North Point Centre Branch	North Point Centre, 284 King's Road, North Point
Taikoo Place Branch	Shop A & B, G/F, King's House, 969 King's Road, Quarry Bay
Aberdeen Branch	Site 5, Shop 4A, G/F, Nam Ning Street, Aberdeen Centre, Aberdeen

*Kowloon*

Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
Oterprise Square Branch	Shop No. 3, G/F and Shop No.1, 1/F, Oterprise Square, 26 Nathan Road, Tsimshatsui
New Mandarin Plaza Branch	Shop 12-19, G/F New Mandarin Plaza, 14 Science Museum Road, Tsimshatsui East
Yaumatei Branch	546-550 Nathan Road, Yaumatei
Mongkok Bank Centre Branch	Bank Centre, 630-636 Nathan Road, Mongkok
Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
San Po Kong Branch	10-20 Ning Yuen Street, San Po Kong
Kwun Tong Branch	88-90 Fu Yan Street, Kwun Tong

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### *New Territories*

Shatin Centre Branch	Shop 32C, Level 3, Shatin Shopping Arcade, Shatin Centre, 2-16 Wang Pok Street, Shatin
Tai Po Branch	23 & 25 Kwong Fuk Road, Tai Po Market
Tsuen Wan Branch	Basement 1/F, Emperor Plaza, 263 Sha Tsui Road, Tsuen Wan
Tuen Mun Town Plaza Branch	Shop no. G047-G052, G/F, Tuen Mun Town Plaza, Phase I, Tuen Mun

or any of the following branches of Bank of China (Hong Kong) Limited:

### *Bank of China (Hong Kong) Limited Hong Kong Island*

Bank of China Tower Branch	3rd Floor, 1 Garden Road, Central
Central District (Wing On House) Branch	71 Des Voeux Road Central
United Centre Branch	Shop 1021, 1/F United Centre, 95 Queensway
North Point Branch	G/F, Roca Centre, 464 King's Road, North Point

### *Kowloon*

Mongkok (President Commercial Centre) Branch	608 Nathan Road
Diamond Hill Branch	G107, G/F, Plaza Hollywood, Diamond Hill
Festival Walk Branch	Unit LG149, Festival Walk, Kowloon Tong
Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong

### *New Territories*

Castle Peak Road (Tsuen Wan) Branch	167 Castle Peak Road, Tsuen Wan
Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road, Yuen Long

You can collect a **YELLOW** Application Form and a prospectus from:

- (i) the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong;
- (ii) the Customer Service Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128-140 Queen's Road Central, Hong Kong; or

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(iii) your broker, who may have such Application Forms and the prospectus available.

Eligible employees can collect a **PINK** Application Form and a prospectus from the following collection counters:

- (i) 9th Floor, 4-4A Des Voeux Road Central, Hong Kong; or
- (ii) 21st Floor, Standard Chartered Tower, 388 Kwun Tong Road, Hong Kong.

For eligible employees of the Group in one of the 74 branches of Standard Chartered Bank, they can collect a pink application form and a copy of the prospectus from their respective branch managers from 9:00 a.m. on Monday, 21st October, 2002 to 11:30 a.m. on Wednesday, 23rd October, 2002.

### ***How to complete the Application Form and make payment***

There are detailed instructions in this prospectus and on each relevant Application Form. You should read these instructions carefully. If you do not follow the instructions your application may be rejected and returned by ordinary post together with the accompanying cheque(s) or banker's cashier order(s) to you (or the first-named applicant in the case of joint applicants) at your own risk at the address stated in the Application Form.

If your application is made through a person duly authorised under a valid power of attorney, the Company and the Global Coordinator (or its agents or nominees), as the Company's agents, may accept it at its discretion, and subject to any conditions it thinks fit, including evidence of the authority of your attorney.

Each **WHITE**, **YELLOW** or **PINK** Application Form must be accompanied by either one cheque or one banker's cashier order, which must be stapled to the top left hand corner of the Application Form.

If you pay by cheque, the cheque must:

- be in Hong Kong dollars;
- be drawn on your Hong Kong dollar bank account in Hong Kong;
- bear an account name (or, in the case of joint applicants, the name of the first-named applicant) (either pre-printed on the cheque or endorsed on the reverse of the cheque by an authorised signatory of the bank on which it is drawn), which must be the same as the name on your Application Form (or, in the case of joint applicants, the name of the first-named applicant). If the cheque is drawn on a joint account, one of the joint account names must be the same as the name of the first-named applicant);
- be made payable to "Horsford Nominees Limited—Standard Chartered Public Offer";
- be crossed "Account Payee Only"; and
- not be post dated.

Your application may be rejected if your cheque does not meet all of these requirements or is dishonoured on first presentation.

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If you pay by banker's cashier order, the banker's cashier order must:

- be in Hong Kong dollars;
- be issued by a licensed bank in Hong Kong and have your name certified on the reverse of the banker's cashier order by an authorised signatory of the bank on which it is drawn. The name on the reverse of the banker's cashier order and the name on the Application Form must be the same. If the application is a joint application, the name on the back of the banker's cashier order must be the same as the name of the first-named applicant;
- be made payable to "Horsford Nominees Limited—Standard Chartered Public Offer"; and
- be crossed "Account Payee Only".

Your application may be rejected if your banker's cashier order does not meet all of these requirements.

The right is reserved to present all or any remittance for payment. However, your cheque or banker's cashier order will not be presented for payment before 12:00 noon on Thursday, 24th October, 2002. The Company will not give you a receipt for your payment. The Company will keep any interest accrued on your application monies (up until, in the case of monies to be refunded, the date of despatch of refund cheques). The right is also reserved to retain any share certificates and/or any surplus application monies or refunds pending clearance of your cheque or banker's cashier order.

### ***Members of the public—Time for lodging Application Forms***

Each completed **WHITE** or **YELLOW** Application Form, together with a cheque or banker's cashier order, must be lodged by **12:00 noon** on Thursday, 24th October, 2002, or, if the application lists are not open on that day, by 12:00 noon on the next day the lists are open.

Each completed **WHITE** or **YELLOW** Application Form, together with a cheque or banker's cashier order, should be deposited in the special collection boxes provided at any of the branches of Standard Chartered Bank and Bank of China (Hong Kong) Limited listed in the paragraph headed "Where to collect the Application Forms" in this section at the following times:

Monday, 21st October, 2002	- 9:00 a.m. to 4:00 p.m.
Tuesday, 22nd October, 2002	- 9:00 a.m. to 4:00 p.m.
Wednesday, 23rd October, 2002	- 9:00 a.m. to 4:00 p.m.
Thursday, 24th October, 2002	- 9:00 a.m. to 12:00 noon

The application lists will be open **from 11:45 a.m. to 12:00 noon on Thursday, 24th October, 2002, except as provided for in the paragraph headed "Effect of bad weather on the opening of the application lists" below.**

Cheques or banker's cashier orders will not be presented for payment and allocations of Offer Shares will not be made until the application lists close.

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### ***Eligible Employees—Time for lodging Application Forms***

Each completed **PINK** Application Form, together with a cheque or banker's cashier order attached, must be returned to the collection counters of the **PINK** Application Forms, the addresses of which are set out above in the paragraph headed "Where to collect the Application Forms" at the following times:

Monday, 21st October, 2002 - 9:00 a.m. to 10:00 p.m.

Tuesday, 22nd October, 2002 - 7:30 a.m. to 10:00 p.m.

Wednesday, 23rd October, 2002 - 7:30 a.m. to 12:00 noon

## **2. Applying by giving electronic application instructions to HKSCC**

### ***General***

CCASS Participants may give **electronic application instructions** to HKSCC to apply for the Hong Kong Public Offer Shares and to arrange payment of the monies due on application and payment of refunds. This will be in accordance with their participant agreements with HKSCC and the General Rules of CCASS and the CCASS Operational Procedures.

If you are a CCASS Investor Participant, you may give **electronic application instructions** through the CCASS Phone System by calling 2979 7888 or through the CCASS Internet System (<https://ip.ccass.com>) (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time).

HKSCC can also input **electronic application instructions** for you if you go to:

### **Hong Kong Securities Clearing Company Limited**

Customer Service Centre  
Upper Ground Floor  
V-Heun Building  
128-140 Queen's Road Central  
Hong Kong

and complete an input request form.

Prospectuses are available for collection from the above address.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Broker Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals for the Hong Kong Public Offer Shares on your behalf. In doing so, you will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application, whether submitted by you or through your broker or custodian, to the Company and its Hong Kong Branch Share Registrar.

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### ***Giving electronic application instructions to HKSCC to apply for Hong Kong Public Offer Shares on your behalf***

Where a **WHITE** Application Form is signed by HKSCC Nominees on behalf of persons who have given **electronic application instructions** for Hong Kong Public Offer Shares:

- (i) HKSCC Nominees is only acting as a nominee for those persons and shall not be liable for any breach of the terms and conditions of the **WHITE** Application Form or this prospectus;
- (ii) HKSCC Nominees does the following things on behalf of each such person:
  - agrees that the Hong Kong Public Offer Shares to be allocated shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for the credit of the stock account of the CCASS Participant who has inputted **electronic application instructions** on that person's behalf or that person's CCASS Investor Participant stock account;
  - undertakes and agrees to accept the Hong Kong Public Offer Shares in respect of which that person has given **electronic application instructions** or any lesser number;
  - represents, warrants and undertakes that that person is not, and none of the other person(s) for whose benefit that person is applying, is a United States person (as defined in Regulation S);
  - represents and warrants that that person understands that the Hong Kong Public Offer Shares have not been and will not be registered under the U.S. Securities Act and that the person is outside the United States (as defined in Regulation S) when giving **electronic application instructions** or is a person described in paragraph (i)(3) or Rule 902 of Regulation S;
  - undertakes and confirms that that person has not indicated an interest for and will not indicate an interest for, and has not been placed with or allocated (including conditionally and/or provisionally) any Offer Shares under the Placing nor otherwise participated in the Placing;
  - (if the **electronic application instructions** are given for that person's own benefit) declares that only one set of **electronic application instructions** has been given for that person's benefit;
  - (if that person is an agent for another person) declares that that person has only given one set of **electronic application instructions** for the benefit of that other person and that that person is duly authorised to give those instructions as that other person's agent;
  - understands that the above declaration will be relied upon by the Company, the Directors and the Global Coordinator in deciding whether or not to make any allocation of Hong Kong Public Offer Shares in respect of the **electronic application instructions** given by that person;



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- authorises the Company to place the name of HKSCC Nominees on the register of members of the Company as the holder of the Hong Kong Public Offer Shares allocated in respect of that person's **electronic application instructions** and to send share certificate(s) and/or refund money in accordance with the arrangements separately agreed between the Company and HKSCC;
- confirms that that person has read the terms and conditions and application procedures set out in this prospectus and agrees to be bound by them;
- confirms that that person has only relied on the information and representations in this prospectus in giving that person's **electronic application instructions** or instructing that person's broker or custodian to give **electronic application instructions** on that person's behalf;
- agrees that the Company and the Directors are liable only for the information and representations contained in this prospectus;
- agrees to disclose to the Company, the Global Coordinator and their respective agents any information which they may require about that person or the person for whose benefit that person has made the application;
- agrees (without prejudice to any other rights which that person may have) that once the application of HKSCC Nominees is accepted, the application cannot be rescinded for innocent misrepresentation;
- agrees that that person cannot revoke the **electronic application instructions** before 20th November, 2002, such agreement to take effect as a collateral contract with the Company and to become binding when that person gives the instructions and such collateral contract to be in consideration of the Company agreeing that it will not offer any Hong Kong Public Offer Shares to any person before 20th November, 2002 except by means of one of the procedures referred to in this prospectus. However, that person may revoke the instructions before the end of the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is a Saturday, Sunday or public holiday in Hong Kong) if a person responsible for this prospectus under Section 40 of the Companies Ordinance gives a public notice under that section which excludes or limits the responsibility of that person for this prospectus;
- agrees that once the application of HKSCC Nominees is accepted, neither that application nor that person's **electronic application instructions** can be revoked, and that acceptance of that application will be evidenced by the announcement of the basis of allocations and/or making the results of allocations publicly, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot, respectively; and
- agrees to the arrangements, undertakings and warranties specified in the participant agreement between that person and HKSCC, read with the

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General Rules of CCASS and the CCASS Operational Procedures, in respect of the giving of **electronic application instructions** relating to Hong Kong Public Offer Shares.

### ***Effect of giving electronic application instructions to HKSCC***

By giving **electronic application instructions** to HKSCC or instructing your broker or custodian who is a CCASS Broker Participant or a CCASS Custodian Participant to give such instructions to HKSCC, you (and if you are joint applicants, each of you jointly and severally) are deemed to have done the following things. Neither HKSCC nor HKSCC Nominees shall be liable to the Company or any other person in respect of the things mentioned below:

- instructed and authorised HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participants) to apply for Hong Kong Public Offer Shares on your behalf;
- instructed and authorised HKSCC to arrange payment of the maximum offer price stated in the Application Forms, the related brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee by debiting your designated bank account and, in the case of a wholly or partially unsuccessful application and/or if the Offer Price as finally determined is less than the maximum offer price (excluding brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee) paid on application, refund of the application monies, or the appropriate portion thereof, in each case including the related brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee, by crediting your designated bank account; and
- instructed and authorised HKSCC to cause HKSCC Nominees to do on your behalf all the things which it is stated to do on your behalf in this prospectus and the **WHITE** Application Form.

### ***Multiple applications***

If you are suspected of having made multiple applications or if more than one application is made for your benefit, the number of Hong Kong Public Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of Hong Kong Public Offer Shares in respect of which you have given such instructions and/or in respect of which such instructions have been given for your benefit. Any **electronic application instructions** for Hong Kong Public Offer Shares given by you or for your benefit to HKSCC shall be deemed to be an actual application.

### ***Minimum subscription amount and permitted multiples***

You may give or cause your broker or custodian to give **electronic application instructions** in respect of a minimum of 50 Hong Kong Public Offer Shares. Such instructions in respect of more than 50 Hong Kong Public Offer Shares must be in one of the multiples set out in the table in the **WHITE** Application Forms.

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### *Time for inputting electronic application instructions*

CCASS Participants can input **electronic application instructions** at the following times on the following dates:

- Monday, 21st October, 2002 — 9:00 a.m. to 7:00 p.m.
- Tuesday, 22nd October, 2002 — 9:00 a.m. to 7:00 p.m.
- Wednesday, 23rd October, 2002 — 9:00 a.m. to 7:00 p.m.
- Thursday, 24th October, 2002 — 9:00 a.m. to 12:00 noon

The latest time for inputting your electronic application instructions via CCASS (if you are a CCASS Participant) is 12:00 noon on Thursday, 24th October, 2002 or if the application lists are not open on that day, by the time and date stated in the paragraph headed “Effect of bad weather on the opening of the application lists” in this section.

### *Allocation of Hong Kong Public Offer Shares*

For the purposes of allocating Hong Kong Public Offer Shares, HKSCC Nominees will not be treated as an applicant. Instead, each CCASS Participant who gives **electronic application instructions** or each person for whose benefit each such instructions is given will be treated as an applicant.

### *Section 40 of the Companies Ordinance*

The Company and all other parties involved in the preparation of this prospectus acknowledge that each CCASS Participant who gives or causes to give **electronic application instructions** is a person who may be entitled to compensation under Section 40 of the Companies Ordinance.

### *Warning*

The subscription for Hong Kong Public Offer Shares by giving **electronic application instructions** to HKSCC is only a facility provided to CCASS Participants. The Company, the Directors, the Global Coordinator and the Underwriters take no responsibility for the application and provide no assurance that any CCASS Participant will be allocated any Hong Kong Public Offer Shares.

To ensure that CCASS Investor Participants can give their **electronic application instructions** to HKSCC through the CCASS Phone System or the CCASS Internet System, CCASS Investor Participants are advised not to delay the input of their **electronic application instructions** to the systems. If CCASS Investor Participants have problems in connecting to the CCASS Phone System or the CCASS Internet System to submit their **electronic application instructions**, they should either: (i) submit a **WHITE** or **YELLOW** Application Form; or (ii) go to HKSCC’s Customer Service Centre to complete an input request form for **electronic application instructions** before 12:00 noon on Thursday, 24th October, 2002.

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### HOW MANY APPLICATIONS MAY YOU MAKE?

**There are only two situations where you may make more than one application for Hong Kong Public Offer Shares:**

1. You are a nominee, in which case you may both give **electronic application instructions** to HKSCC (if you are a CCASS Participant) and lodge more than one application in your own name on behalf of different owners. In the box on the Application Form marked “For nominees” you must include:

- an account number; or
- some other identification code

for each beneficial owner. If you do not include this information, the application will be treated as being for your benefit.

2. If you are an eligible employee and apply on a **PINK** Application Form, you may also apply for Hong Kong Public Offer Shares on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC.

**Otherwise, multiple applications are not allowed.**

All of your applications will be rejected as multiple applications if you, or you and joint applicant(s) together:

- make more than one application on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC; or
- make more than one application on a **PINK** Application Form; or
- apply on one **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC for more than the total number of Shares initially available in either Pool A or Pool B as more particularly described in the section headed “Structure of the Share Offer” of this prospectus; or
- apply on one **PINK** Application Form for more than 10,000 Shares.

All of your applications will also be rejected as multiple applications if more than one application is made for your benefit (including the part of the application made by HKSCC Nominees acting on your electronic application instructions). If an application is made by an unlisted company and

- the only business of that company is dealing in securities; and
- you exercise statutory control over that company

then the application will be treated as being for your benefit.

“Unlisted company” means a company with no equity securities listed on the Hong Kong Stock Exchange.

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“Statutory control” in relation to a company means you:

- control the composition of the board of directors of that company; or
- control more than half of the voting power of that company; or
- hold more than half of the issued share capital of that company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

### EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS

The application lists will not open if there is:

- a typhoon warning signal number 8 or above; or
- a “black” rainstorm warning,

in force at any time between **9:00 a.m.** and **12:00 noon** on Thursday, 24th October, 2002. Instead they will open between **11:45 a.m.** and **12:00 noon** on the next business day which does not have either of those warnings in force at any time between **9:00 a.m.** and **12:00 noon**.

“Business day” means a day that is not a Saturday, Sunday or public holiday in Hong Kong.

### HOW MUCH ARE THE HONG KONG PUBLIC OFFER SHARES?

The maximum offer price per Hong Kong Public Offer Share is stated in the Application Forms. You must also pay brokerage of 1%, the SFC transaction levy of 0.007% and the Hong Kong Stock Exchange trading fee of 0.005%. The Application Forms have tables showing the exact amount payable for multiples of Shares.

You must pay the maximum offer price, brokerage, the SFC transaction levy and the Hong Kong Stock Exchange trading fee in full when you apply for Shares.

If your application is successful, brokerage is paid to participants of the Hong Kong Stock Exchange, the transaction levy is paid to the SFC and the trading fee is paid to the Hong Kong Stock Exchange.

If the Offer Price as finally determined is less than the maximum offer price as stated in the Application Forms, appropriate refund payments (including the brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants, without interest. Details of the procedure for refund are contained above in the paragraph headed “Despatch/collection of share certificates and refund of application monies” in this section.

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### DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES

If an application is rejected, not accepted or accepted in part only, or if the Offer Price is less than the maximum offer price stated in the Application Forms (excluding brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee thereon) which is payable on application, or if the conditions of the Share Offer are not fulfilled in accordance with those set out in the section headed “Structure of the Share Offer” of this prospectus or if any application is revoked or any allocation pursuant thereto has become void, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee, will be refunded, without interest. It is intended that special efforts will be made to avoid any undue delay in refunding any application monies.

You will receive one share certificate for all the Hong Kong Public Offer Shares issued to you under the Hong Kong Public Offer (except pursuant to applications made on **YELLOW** Application Forms or by **electronic application instructions** to HKSCC where the share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for application monies received. If you apply for Hong Kong Public Offer Shares using an Application Form, you (or in the case of joint applicants, the first-named applicant) will be sent by ordinary post, at your own risk to the address specified on the Application Form:

- (a) (i) a share certificate for all the Hong Kong Public Offer Shares applied for, if the application is wholly successful; or (ii) a share certificate for the number of Hong Kong Public Offer Shares successfully applied for, if the application is partially successful (except for wholly successful and partially successful applicants who have used **YELLOW** Application Forms, whose share certificates will in each case be deposited into CCASS as described below); and/or
- (b) a refund cheque or refund cheques crossed “Account Payee Only” in favour of the applicant (or, in the case of joint applicants, the first-named applicant) for: (i) the surplus application monies for the Hong Kong Public Offer Shares unsuccessfully applied for, if the application is partially unsuccessful; or (ii) all the application monies, if the application is wholly unsuccessful; and/or (iii) the difference between the Offer Price and the maximum offer price stated in the Application Forms paid on application in the event that the Offer Price is less than the maximum offer price stated in the Application Forms paid on application, in each case including the related brokerage at the rate of 1%, the SFC transaction levy of 0.007% and the Hong Kong Stock Exchange trading fee of 0.005% but without interest.

Subject as mentioned below, refund cheques for surplus application monies (if any) in respect of wholly and partially unsuccessful applications and monies representing the difference (if any) between the Offer Price and the maximum offer price per Share paid on application under the Application Forms are expected to be posted on or before Wednesday, 30th October, 2002, and share certificates for successful applicants under **WHITE** and **PINK**

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## HOW TO APPLY FOR HONG KONG PUBLIC OFFER SHARES

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Application Forms are expected to be posted on or before Tuesday, 29th October, 2002. The right is reserved to retain any share certificates and any surplus application monies pending clearance of cheque(s).

If you apply for 15,000 Hong Kong Public Offer Shares or more using a **WHITE** or **YELLOW** Application Form and have indicated your intention in your **WHITE** or **YELLOW** Application Form to collect any refund cheque(s) and, if you are using a **WHITE** Application Form, your share certificate, in person from the Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, and have provided all information required in your Application Form, you may collect (where applicable) any refund cheque and (where applicable) your share certificate from the Hong Kong Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong from 9:00 a.m. to 12:00 noon on (i) Tuesday, 29th October, 2002 for share certificates; and (ii) Wednesday, 30th October, 2002 for refund cheques. If you are an individual who opts for personal collection, you may not authorise any other person to collect on your behalf. If you are a corporate applicant which opts for personal collection, collection must be made by your authorised representative bearing a letter of authorisation from your corporation stamped with your company's chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Branch Share Registrar. Any uncollected refund cheque(s) and share certificate(s) will be despatched promptly to applicants by ordinary post to the address as specified in the relevant Application Form at their own risk.

If you apply for Hong Kong Public Offer Shares using a **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you on the **YELLOW** Application Form or the stock account of your designated CCASS Participant to which you have instructed to give electronic application instructions on your behalf (as appropriate) at the close of business on Tuesday, 29th October, 2002 or under contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees. If you apply by giving **electronic application instructions** to HKSCC, refund of the application monies (including the related brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee) (if any) will be credited to your designated bank account or the bank account of your broker or custodian on Wednesday, 30th October, 2002.

Even though share certificates for the Hong Kong Public Offer Shares will be despatched by ordinary post and/or be made available for collection or issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant (as the case may be) before the date on which dealings of the Shares commence on the Hong Kong Stock Exchange, investors are reminded that the Hong Kong Public Offer Shares will only be issued conditional upon all the conditions of listing being fulfilled or waived prior to times and dates specified (see section headed "Structure of the Share Offer—Conditions of the Share Offer" of this prospectus for further details). Accordingly, share certificates to be issued in relation to the Hong Kong Public Offer Shares will only be valid if and when such conditions are fulfilled. If such conditions are not fulfilled or waived prior to the times and dates specified, the Share Offer will lapse. Notice of the lapse of the Hong Kong Public Offer will be published

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by the Company in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on the next day following such lapse. In such eventuality, no Shares will be issued pursuant to the Share Offer and all share certificates issued in respect of the Hong Kong Public Offer Shares will be null and void.

### **CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED HONG KONG PUBLIC OFFER SHARES**

You should note the following situations in which Hong Kong Public Offer Shares will not be allocated to you, or your application is liable to be rejected:

- **If your application is revoked:**

By completing an Application Form, or where a **WHITE** Application Form is signed by HKSCC Nominees on your behalf (whereby you have given electronic application instructions to apply for Hong Kong Public Offer Shares) once the application of HKSCC Nominees is accepted, you agree that you cannot revoke your application before 20th November, 2002. This agreement will take effect as a collateral contract with the Company, and will become binding on you when you lodge your Application Form or when a **WHITE** Application Form is submitted by HKSCC Nominees on behalf of persons who have given **electronic application instructions**. This collateral contract will be in consideration of the Company agreeing that it will not offer any Shares to any person before 20th November, 2002 except by means of one of the procedures referred to in this prospectus. For this purpose, acceptance of applications which are not rejected will be constituted by announcement of the basis of allocations and/or making available the results of allocation publicly, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot, respectively.

You may only revoke your application earlier than 20th November, 2002 if a person responsible for this prospectus under section 40 of the Companies Ordinance gives a public notice under that section which excludes or limits the responsibility of that person for this prospectus.

If your application has been accepted, it cannot be revoked.

- **If the allocation of Hong Kong Public Offer Shares is void:**

Your allocation of Hong Kong Public Offer Shares will be void if the Listing Committee of the Hong Kong Stock Exchange does not grant permission to list the Shares either:

- within three weeks from the closing of the applications lists; or
- within a longer period of up to six weeks if the Listing Committee of the Hong Kong Stock Exchange notifies the Company of that longer period within three weeks from the closing of the application lists.

- **If your application is rejected:**

Your application will be rejected if:

- it is a multiple application or a suspected multiple application;
- your Application Form is not duly completed;



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- your payment is not made correctly;
- you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonoured on first presentation; or
- you or the person(s) for whose benefit you are applying have applied for or taken up or indicated an interest for or received or have been or will be placed with or allocated (including conditionally and/or provisionally) Placing Shares.

You should note that you may apply for Shares under the Hong Kong Public Offer or indicate an interest in Shares under the Placing, but may not do both.

- **If the Company, the Global Coordinator or their respective agents exercise their discretion:**

The Company and the Global Coordinator or their respective agents and nominees, have full discretion to reject or accept any application, or to accept only part of any application, without having to give any reasons for any rejection or acceptance.

- **If your application is not accepted:**

Your application will not be accepted if the Hong Kong Underwriting Agreement and/or the Placing and Underwriting Agreement do/does not become unconditional or is/are terminated in accordance with its/their terms.

## PERSONAL DATA

### Personal information collection statement

The main provisions of the Personal Data (Privacy) Ordinance (the "Ordinance") came into effect in Hong Kong on 20th December, 1996. This Personal Information Collection Statement informs the applicant for and holder of Shares, as the data subject, of the policies and practices of the Company and its share registrars in relation to personal data and the Ordinance.

#### 1. Reasons for the collection of your personal data

From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and the Hong Kong Branch Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the registrars.

Failure to supply the requested data may result in your application for Hong Kong Public Offer Shares being rejected or in delay or inability of the Company or the Hong Kong Branch Share Registrar to effect transfers of the Hong Kong Public Offer Shares which you have successfully applied for and/or the despatch of share certificate(s) and/or refund cheque(s) to which you are entitled.

It is important that holders of securities inform the Company and the Hong Kong Branch Share Registrar immediately of any inaccuracies in the personal data supplied.

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## HOW TO APPLY FOR HONG KONG PUBLIC OFFER SHARES

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If any individual wishes to visit the official Standard Chartered Share Offer website, [www.scbhklisting.com.hk](http://www.scbhklisting.com.hk), it will be necessary, in order to verify his or her status as a Hong Kong resident, for such person to supply his or her Hong Kong identity card number. Any applicant for Hong Kong Public Offer Shares who wishes to ascertain whether he or she has been successfully allocated Hong Kong Public Offer Shares via the Standard Chartered Share Offer Hotline or the Standard Chartered Share Offer website when the results of allocation are available will also be required to provide his or her Hong Kong identity card number or passport number, as the case may be. Failure by any person to supply his or her Hong Kong identity card number or passport number as requested may result in such person not being able to ascertain whether he or she has been allocated any Hong Kong Public Offer Shares.

### 2. Purposes

The personal data of applicants and holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and verification of compliance with the terms and application procedures set out in this prospectus (including the relevant Application Form) and announcing the results of allocations of the Hong Kong Public Offer Shares;
- verifying your status as a Hong Kong resident and ascertaining whether you have successfully been allocated any Hong Kong Public Offer Shares when the results of allocation become available should you call the Standard Chartered Share Offer Hotline or visit the official Standard Chartered Share Offer website, [www.scbhklisting.com.hk](http://www.scbhklisting.com.hk);
- registering new issues or transfers into or out of the names of holders of securities of the Company including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the Hong Kong branch register and/or the U.K. principal register of the Company;
- conducting or assisting to conduct signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc.;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Branch Share Registrar to discharge their obligations to holders of securities and/or regulators and any other purposes to which the holders of securities may from time to time agree.

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## HOW TO APPLY FOR HONG KONG PUBLIC OFFER SHARES

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### 3. Transfer of personal data

Personal data held by the Company and the Hong Kong Branch Share Registrar relating to the holders of securities will be kept confidential but the Company and the Hong Kong Branch Share Registrar may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain or transfer (whether within or outside Hong Kong) the personal data of the holders of securities to, from or with any and all of the following persons and entities:

- the Company, its subsidiaries or their respective appointed agents such as financial advisers, receiving bankers and the Principal Share Registrar;
- where applicants for securities request deposit into CCASS, to HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company, its subsidiaries and/or the Hong Kong Branch Share Registrar in connection with the operation of their respective businesses;
- any regulatory or governmental bodies (including the Hong Kong Stock Exchange and the SFC); and
- any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers, etc.

By signing the relevant Application Form or by giving **electronic application instructions** to HKSCC, you agree to all of the above.

### 4. Access and correction of personal data

The Ordinance provides the holders of securities with rights to ascertain whether the Company, its subsidiaries or the Hong Kong Branch Share Registrar hold(s) their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company, its subsidiaries and the Hong Kong Branch Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company for the attention of the Assistant Company Secretary or (as the case may be) the Hong Kong Branch Share Registrar for the attention of the Privacy Compliance Officer for the purposes of the Ordinance.

## RESULTS OF ALLOCATION

The results of allocations of Hong Kong Public Offer Shares under the Hong Kong Public Offer, including applications made under **WHITE**, **YELLOW** and **PINK** Application Forms and by giving **electronic application instructions** to HKSCC, which will include the Hong Kong identity card numbers, passport numbers or Hong Kong business registration

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numbers of successful applicants and the number of Hong Kong Public Offer Shares successfully applied for. These will be available at the times and dates and in the manner specified as follows:

- special allocation results booklets setting out the results of allocations will be available for inspection at the receiving banks listed under the paragraph headed “Where to collect the Application Forms” in this section during opening hours of individual branches from Tuesday, 29th October, 2002 to Thursday, 31st October, 2002;
- results of allocations will be available from the Standard Chartered Share Offer Hotline. Applicants may find out whether or not their applications have been successful and the number of Hong Kong Public Offer Shares allocated to them, if any, by calling 183-3828 between 7:00 a.m. and 12:00 a.m. from Tuesday, 29th October, 2002 to Thursday, 31st October, 2002;
- results of allocations will be available from the Standard Chartered Share Offer Website at [www.scbhklisting.com.hk](http://www.scbhklisting.com.hk) on a 24-hour basis from Tuesday, 29th October, 2002 to Friday, 8th November, 2002;
- special allocations results booklets setting out the results of allocations will be available for inspection at all 128 branches of Hongkong Post during opening hours of individual post offices from Tuesday, 29th October, 2002 to Thursday, 31st October, 2002; and
- Hong Kong Underwriters will have special allocations results booklets setting out the results of allocation. Applicants can contact Hong Kong Underwriters for results of allocations during normal business hours from Tuesday, 29th October, 2002 to Thursday, 31st October, 2002.

If you are a CCASS Participant, you should check the results of allocation published by the Company and report any discrepancies into HKSCC before 5:00 p.m. on Tuesday, 29th October, 2002 or any other date HKSCC or HKSCC Nominees chooses.

If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant) for Hong Kong Public Offer Shares to be credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Public Offer Shares allocated to you with that CCASS Participant.

If you are applying as a CCASS Investor Participant on a **YELLOW** Application Form, you can also check the number of Hong Kong Public Shares credited to your stock account via the CCASS Phone System and CCASS Internet System on Wednesday, 30th October, 2002.

If you are instructing your broker or custodian to give **electronic application instructions** on your behalf, you can also check the number of Hong Kong Public Offer Shares allocated to you and the amount of refund (if any) payable to you with that broker or custodian.

If you are applying as a CCASS Investor Participant by giving **electronic application instructions** to HKSCC, you can also check the number of Hong Kong Public Offer Shares

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allocated to you and the amount of refund (if any) payable to you via the CCASS Phone System and CCASS Internet System on Tuesday, 29th October, 2002.

HKSCC will also send you an activity statement showing the number of Hong Kong Public Offer Shares credited to your CCASS Investor Participant stock account on Wednesday, 30th October, 2002 (i.e. the next business day following the credit of any Hong Kong Public Offer Shares to your CCASS Investor Participant stock account), and (if you are applying by giving **electronic application instructions** to HKSCC) the amount of refund monies (if any) credited to your designated bank account on Thursday, 31st October, 2002 if you are applying as a CCASS Investor Participant.

### SHARES WILL BE ELIGIBLE FOR CCASS

If the Hong Kong Stock Exchange grants the listing of and permission to deal in the Shares and the stock admission requirements of HKSCC are complied with, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange or on any other date HKSCC chooses. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

### COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in Shares are expected to commence at 9:30 a.m. on Thursday, 31st October, 2002.

The Shares will be traded in board lots of 50 Shares each.