
HOW TO APPLY FOR HONG KONG OFFER SHARES

METHODS OF APPLYING FOR THE HONG KONG OFFER SHARES

There are two ways to make an application for the Hong Kong Offer Shares. You may apply for the Hong Kong Offer Shares by either using a **WHITE** or **YELLOW** Application Form or giving **electronic application instructions** to HKSCC to cause HKSCC Nominees to apply for the Hong Kong Offer Shares on your behalf. Except where you are a nominee and provide the required information in your application, you or you and your joint applicant(s) may not make more than one application (whether individually or jointly) by applying on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC.

APPLYING BY USING A WHITE OR YELLOW APPLICATION FORM

Which Application Form to Use

Use a **WHITE** Application Form if you want the Shares to be issued in your own name.

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

Note: The Shares are not available to existing beneficial owners of Shares in our Company, Directors or chief executives of our Company, or associates of any of them ("associate" as defined in the Listing Rules) or to legal or natural persons of the PRC or United States persons (as defined in Regulation S) or persons who do not have a Hong Kong address.

Where to Collect the Application Forms

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

Lead Manager

UBS AG
25th Floor, One Exchange Square
8 Connaught Place
Central
Hong Kong

Co-Lead Managers

ABN AMRO Rothschild
38th Floor
Cheung Kong Center
2 Queen's Road Central
Hong Kong

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

CLSA Limited
18th Floor
One Pacific Place
88 Queensway
Hong Kong

HOW TO APPLY FOR HONG KONG OFFER SHARES

Co-Managers

The Bank of East Asia Limited
10 Des Voeux Road
Central
Hong Kong

CAF Securities Company Limited
13th Floor
Fairmont House
8 Cotton Tree Drive
Central
Hong Kong

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

First Shanghai Securities Limited
19th Floor
Wing On House
71 Des Voeux Road
Central
Hong Kong

Kingsway Financial Services Group Limited
5th Floor
Hutchison House
10 Harcourt Road
Central
Hong Kong

or any of the following branches of:

The Bank of East Asia, Limited

Hong Kong Island	Main Branch	10 Des Voeux Road Central
	Causeway Bay Branch	46 Yee Wo Street
	Kennedy Town Centre Branch	Shop D, G/F, Kennedy Town Centre, 23 Belcher's Street
	Wanchai Branch	314–324 Hennessy Road
Kowloon	Hoi Yuen Road Branch	Unit 1, G/F, Hewlett Centre 54 Hoi Yuen Road
	Mongkok Branch	638–640 Nathan Road
	Tsim Sha Tsui Branch	Shop A and B, Milton Mansion No. 96 Nathan Road
	Waterloo Road Branch	Shop A, G/F, Richland House 77B & 77C Waterloo Road
New Territories	Shatin New Town Branch	Shop 726–730, Level 7/F New Town Plaza Phase 1 Shatin
	Ha Kwai Chung Branch	202 Hing Fong Road

HOW TO APPLY FOR HONG KONG OFFER SHARES

Bank of China (Hong Kong) Limited

Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road Central
	Central District (Wing On House) Branch	71 Des Voeux Road Central
	Wanchai Branch	395 Hennessy Road Wanchai
	North Point Branch	G/F, Roca Centre 464 King's Road North Point
Kowloon	Mong Kok (President Commercial Centre) Branch	608 Nathan Road Mong Kok
	Kowloon Plaza Branch	Unit 1, Kowloon Plaza 485 Castle Peak Road Kowloon
	Hoi Yuen Road Branch	55 Hoi Yuen Road Kwun Tong
New Territories	Lucky Plaza Branch	G/F, Lucky Plaza Wang Pok Street Shatin
	Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road Yuen Long
	Castle Peak Road (Tsuen Wan) Branch	167 Castle Peak Road Tsuen Wan

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

- (1) The Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or
- (2) The Customer Service Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128–140 Queen's Road Central, Hong Kong; or
- (3) Your stock broker, who may have such Application Forms and this prospectus available.

How to Complete the Application Form

There are detailed instructions on each 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 or banker's cashier order 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.

You should note that by completing and submitting the Application Form, amongst other things, you (and if you are joint applicants, each of you jointly and severally) for yourself or as agent or nominee and on behalf of each person for whom you act as agent or nominee:

- (i) agree with us and each of our shareholders, and we agree with each of our shareholders, to observe and comply with the Companies Ordinance, the Memorandum of Association of our Company and the Articles of Association;

HOW TO APPLY FOR HONG KONG OFFER SHARES

- (ii) agree with us and each of our shareholders that Shares in our Company are freely transferable by the holders thereof;
- (iii) authorise us to enter into a contract on your behalf with each of our Directors and officers whereby such Directors and officers undertake to observe and comply with their obligations to shareholders as stipulated in the Articles of Association;
- (iv) confirm that you have only relied on the information and representations in this prospectus in making your application and will not rely on any other information and representations save as set out in any supplement to this prospectus;
- (v) agree that we and the Directors are liable only for the information and representations contained in this prospectus and any supplement thereto;
- (vi) undertake and confirm that, you (if the application is made for your benefit) or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the International Placing;
- (vii) agree to disclose to us, our registrar, receiving bankers, the Global Coordinator and our/their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the application;
- (viii) instruct and authorise the Company and/or the Global Coordinator as agent for the Company (or their respective agents or nominees) to do on your behalf all things necessary to effect registration of any Hong Kong Offer Shares allocated to you in your name(s) or HKSCC Nominees, as the case may be, as required by the Articles of Association and otherwise to give effect to the arrangements described in this prospectus and the Application Form;
- (ix) represent and warrant that you understand that the Shares have not been and will not be registered under the U.S. Securities Act and you are outside the United States (as defined in Regulation S) when completing and submitting the Application Form or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;
- (x) agree (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- (xi) warrant the truth and accuracy of the information contained in your application;
- (xii) agree that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- (xiii) undertake and agree to accept the Shares applied for, or any lesser number allocated to you under the application;
- (xiv) if the laws of any place outside Hong Kong are applicable to your application, agree and warrant that you have complied with all such laws and none of the Company, the Global Coordinator and the Hong Kong Underwriters nor any of their respective officers or advisers will infringe any laws outside Hong Kong as a result of the acceptance of your offer to purchase, or any actions arising from your rights and obligations under the terms and conditions contained in this prospectus; and

HOW TO APPLY FOR HONG KONG OFFER SHARES

- (xv) confirm that you have read the terms and conditions and application procedures set out in this prospectus and the Application Form and agree to be bound by them.

In order for the **YELLOW** Application Forms to be valid:

- (i) **If the application is made through a designated CCASS Participant (other than a CCASS Investor Participant):**
- (a) the designated CCASS Participant or its authorised signatories must sign in the appropriate box; and
 - (b) the designated CCASS Participant must endorse the form with its company chop (bearing its company name) and insert its participant I.D. in the appropriate box.
- (ii) **If the application is made by an individual CCASS Investor Participant:**
- (a) the Application Form must contain the CCASS Investor Participant's name and Hong Kong Identity Card number; and
 - (b) the CCASS Investor Participant must insert its participant I.D. and sign in the appropriate box in the Application Form.
- (iii) **If the application is made by a joint individual CCASS Investor Participant:**
- (a) the Application Form must contain all joint CCASS Investor Participants' names and the Hong Kong Identity Card number of at least one of the joint CCASS Investor Participants; and
 - (b) the participant I.D. must be inserted and the authorised signatory(ies) of the CCASS Investor Participant's stock account must sign in the appropriate box in the Application Form.
- (iv) **If the application is made by a corporate CCASS Investor Participant:**
- (a) the Application Form must contain the CCASS Investor Participant's name and Hong Kong Business Registration number; and
 - (b) the participant I.D. and company chop (bearing its company name) endorsed by its authorised signatory(ies) must be inserted in the appropriate box in the Application Form.

Signature(s), number of signatories and form of chop, where appropriate, should match the records kept by HKSCC. Incorrect or incomplete details of the CCASS Participant or the omission or inadequacy of authorised signatory(ies) (if applicable), participant I.D. or other similar matters may render the application invalid.

If your application is made through a duly authorised attorney, we and the Global Coordinator as our agent may accept it at our/their discretion, and subject to any conditions we/they think fit, including evidence of the authority of your attorney. We and the Global Coordinator, in the capacity as our agent, will have full discretion to reject or accept any application, in full or in part, without assigning any reason.

How to Make Payment for the Application

Each completed **WHITE** or **YELLOW** 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 "The Bank of East Asia (Nominees) Ltd. — China Resources Peoples Telephone 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.

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 "The Bank of East Asia (Nominees) Ltd. — China Resources Peoples Telephone Public Offer";
- be crossed "Account Payee Only"; and
- not be post dated.

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, 25 March 2004. The Company will not give you a receipt for your payment. The Company will keep any interest accrued on your

HOW TO APPLY FOR HONG KONG OFFER SHARES

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 Applying for Hong Kong Offer Shares

Completed **WHITE** or **YELLOW** Application Forms, together with payment attached, must be lodged by 12:00 noon on Thursday, 25 March 2004, or, if the application lists are not open on that day, by the time and date stated in the sub-paragraph headed "Effect of Bad Weather on the Opening of the Application Lists" below.

Your completed Application Form, together with payment attached, should be deposited in the special collection boxes provided at any of the branches of The Bank of East Asia, Limited and Bank of China (Hong Kong) Limited listed under the paragraph headed "Where to Collect the Application Forms" above of this section at the following times:

Monday, 22 March 2004 — 9:00 a.m. to 4:00 p.m.
Tuesday, 23 March 2004 — 9:00 a.m. to 4:00 p.m.
Wednesday, 24 March 2004 — 9:00 a.m. to 4:00 p.m.
Thursday, 25 March 2004 — 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, 25 March 2004.

No proceedings will be taken on applications for the Shares and no allotment of any such Shares will be made until after the closing of the application lists. No allotment of any of the Shares will be made later than Wednesday, 21 April 2004.

Effect of Bad Weather on the Opening of the Application Lists

The application lists will not open if there is:

- a tropical cyclone warning signal number 8 or above, or
- a "black" rainstorm warning

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, 25 March 2004. 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 Hong Kong 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.

Publication of Results

We expect to announce the basis of allotment, the results of applications and the Hong Kong Identity Card/Passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering on Tuesday, 30 March 2004 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).

HOW TO APPLY FOR HONG KONG OFFER SHARES

Despatch/Collection of Share Certificates and Refund Cheques

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the offer price of HK\$5.65 per Share (excluding brokerage, SFC transaction levy, investor compensation levy and Stock Exchange trading fee thereon) initially paid on application, or if the conditions of the Global Offering are not fulfilled in accordance with the section headed “Structure of the Global Offering” or if any application is revoked or any allotment pursuant thereto has become void, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, investor compensation levy and 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 application monies where appropriate.

You will receive one Share certificate for all the Hong Kong Offer Shares issued to you under the Hong Kong Public Offering (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 documents of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application but, subject to personal collection as mentioned below, in due course there will be sent to you (or, in the case of joint applicants, to the first-named applicant) by ordinary post, at your own risk, to the address specified on your Application Form:

- (a) for applications on **WHITE** Application Forms: (i) Share certificate for all the Hong Kong Offer Shares applied for, if the application is wholly successful; or (ii) Share certificate for the number of Hong Kong Offer Shares successfully applied for, if the application is partially successful (for wholly successful and partially successful applicants on **YELLOW** Application Forms: Share certificates for their Shares successfully applied for will be deposited into CCASS as described below); and/or
- (b) for applications on **WHITE** or **YELLOW** Application Forms, refund cheque(s) 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 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 per Share paid on application in the event that the Offer Price is less than the offer price per Share initially paid on application, in each case including the brokerage of 1 per cent., SFC transaction levy of 0.005 per cent., investor compensation levy of 0.002 per cent. and Stock Exchange trading fee of 0.005 per cent., attributable to such refund/surplus monies but without interest.

Subject to personal collection as mentioned below, refund cheques for surplus application monies (if any) in respect of wholly and partially unsuccessful applications and the difference between the Offer Price and the offer price per Share initially paid on application (if any) under **WHITE** or **YELLOW** Application Forms and Share certificates for wholly and partially successful applicants under **WHITE** Application Forms are expected to be posted on or around Tuesday, 30 March 2004. The right is reserved to retain any Share certificate(s) and any surplus application monies pending clearance of cheque(s).

HOW TO APPLY FOR HONG KONG OFFER SHARES

Share certificates will only become valid certificates of title at 8:00 a.m. on Wednesday, 31 March 2004 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for termination of the Hong Kong Underwriting Agreement” has not been exercised.

(a) If you apply using a WHITE Application Form:

If you apply for 500,000 Hong Kong Offer Shares or more on a **WHITE** Application Form and have indicated your intention in your Application Form to collect your refund cheque(s) (where applicable) and/or Share certificate(s) (where applicable) from Tricor Investor Services Limited and have provided all information required by your Application Form, you may collect your refund cheque(s) (where applicable) and Share certificate(s) (where applicable) from Tricor Investor Services Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Tuesday, 30 March 2004 or such other date as notified by us in the newspapers as the date of collection/despatch of refund cheques/Share certificates. If you are an individual who opts for personal collection, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, you must attend by your authorised representative bearing a letter of authorisation from your corporation stamped with your corporation’s chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited. If you do not collect your refund cheque(s) (where applicable) and/or Share certificate(s) (where applicable) personally within the time specified for collection, they will be sent to the address as specified in your Application Form promptly thereafter by ordinary post and at your own risk.

If you apply for less than 500,000 Hong Kong Offer Shares or if you apply for 500,000 Hong Kong Offer Shares or more but have not indicated on your Application Form that you will collect your refund cheque(s) (where applicable) and/or Share certificate(s) (where applicable) in person, your refund cheque(s) (where applicable) and/or Share certificate(s) (where applicable) will be sent to the address on your Application Form on Tuesday, 30 March 2004, by ordinary post and at your own risk.

(b) If you apply using a YELLOW Application Form:

If you apply for 500,000 Hong Kong Offer Shares or more and you have elected on your **YELLOW** Application Form to collect your refund cheque (where applicable) in person, please follow the same instructions as those for **WHITE** Application Form applicants as described above.

If you apply for less than 500,000 Hong Kong Offer Shares or more but have not indicated on your Application Form that you will collect your refund cheque(s) (where applicable) in person, your refund cheque(s) (where applicable) will be sent to the address on your Application Form on Tuesday, 30 March 2004 by ordinary post and at your own risk.

If you apply for Hong Kong Offer Shares using a **YELLOW** Application Form 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 in your Application Form at the close of business on Tuesday, 30 March 2004, or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.

HOW TO APPLY FOR HONG KONG OFFER SHARES

If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):

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

If you are applying as a CCASS Investor Participant:

- we expect to publish the results of CCASS Investor Participants' applications together with the results of the Hong Kong Public Offering in the newspapers on Tuesday, 30 March 2004. You should check the announcement published by us and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, 30 March 2004 or such other date as shall be determined by HKSCC or HKSCC Nominees. On Wednesday, 31 March 2004 (the next day following the credit of the Hong Kong Offer Shares to your stock account), you can check your new account balance via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your stock account.

APPLYING BY GIVING ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC

General

CCASS Participants may give **electronic application instructions** to HKSCC to apply for the Hong Kong 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.

Copies of this prospectus 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 to apply for the Hong Kong Offer Shares on your behalf.

HOW TO APPLY FOR HONG KONG OFFER SHARES

You are 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 us and our registrar.

Giving Electronic Application Instructions to HKSCC to Apply for Hong Kong Offer Shares by HKSCC Nominees On Your Behalf

Where a **WHITE** Application Form is signed by HKSCC Nominees on behalf of persons who have given **electronic application instructions** to apply for the Hong Kong 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 Offer Shares to be allotted 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 Offer Shares in respect of which that person has given **electronic application instructions** or any lesser number;
 - represents and warrants that that person understands that the Hong Kong 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 (h)(3) of Rule 902 of Regulation S;
 - undertakes and confirms that, that person or the person(s) for whose benefit that person has made the application has not applied for or taken up, or indicated an interest for, and will not apply for or take up, any Offer Shares under the International 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 us, the Directors and the Global Coordinator in deciding whether or not to make any allotment of Hong Kong Offer Shares in respect of the **electronic application instructions** given by that person and that that person may be prosecuted if he makes a false declaration;
 - authorises us to place the name of HKSCC Nominees on the register of members of our Company as the holder of the Hong Kong Offer Shares allotted in respect of that person's **electronic application instructions** and to send Share certificate(s) and/or refund monies in accordance with the arrangements separately agreed between us 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;

HOW TO APPLY FOR HONG KONG OFFER SHARES

- 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 and will not rely on any other information and representations save as set out in any supplement to this prospectus;
- agrees that we and the Directors are liable only for the information and representations contained in this prospectus and any supplement thereto;
- agrees to disclose that person's personal data to us, the Global Coordinator and/or its respective agents and any information which they may require about that person;
- agrees (without prejudice to any other rights which that person may have) that once the application of HKSCC Nominees has been accepted, the application cannot be rescinded for innocent misrepresentation;
- agrees that that person cannot revoke the **electronic application instructions** on or before Wednesday, 21 April 2004, such agreement to take effect as a collateral contract with us and to become binding when that person gives the instructions and such collateral contract to be in consideration of us agreeing that we will not offer any Hong Kong Offer Shares to any person on or before Wednesday, 21 April 2004, except by means of one of the procedures referred to in this prospectus. However, that person may revoke the instructions on or before Wednesday, 21 April 2004 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 results of the Hong Kong Public Offering published by us;
- agrees to the arrangements, undertakings and warranties specified in the participant agreement between that person and HKSCC, read with the General Rules of CCASS and the CCASS Operational Procedures, in respect of the giving of **electronic application instructions** relating to Hong Kong Offer Shares;
- agrees with us, for ourselves and for the benefit of each of our shareholders (and so that we will be deemed by our acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for ourselves and on behalf of each of our shareholders, with each CCASS Participant giving **electronic application instructions**) to observe and comply with the Companies Ordinance, the Memorandum of Association and the Articles of Association;
- agrees with us (for ourselves and for the benefit of each of our shareholders) that Shares in our Company are freely transferable by the holders thereof;
- authorises us to enter into a contract on your behalf with each of our Directors and officers whereby each such Director and officer undertakes to observe and comply with their obligations to shareholders stipulated in the Articles of Association; and
- agrees that that person's application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong.

HOW TO APPLY FOR HONG KONG 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 us 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 the Hong Kong Offer Shares on your behalf;
- instructed and authorised HKSCC to arrange payment of the maximum offer price, brokerage, SFC transaction levy, investor compensation levy and Stock Exchange trading fee by debiting your designated bank account and, in the case of a wholly or partially unsuccessful application and/or the Offer Price is less than the offer price per Share initially paid on application, refund of the application monies, in each case including brokerage, SFC transaction levy, investor compensation levy and Stock Exchange trading fee, by crediting your designated bank account;
- 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 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 Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of Hong Kong 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** to make an application for the Hong Kong 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 who is a CCASS Broker Participant or a CCASS Custodian Participant to give **electronic application instructions** in respect of a minimum of 500 Hong Kong Offer Shares. Such instructions in respect of more than 500 Hong Kong Offer Shares must be in one of the numbers or multiples set out in the table in the Application Forms.

Time for Inputting Electronic Application Instructions

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

Monday, 22 March 2004	—	9:00 a.m. to 7:00 p.m.⁽¹⁾
Tuesday, 23 March 2004	—	9:00 a.m. to 7:00 p.m.⁽¹⁾
Wednesday, 24 March 2004	—	9:00 a.m. to 7:00 p.m.⁽¹⁾
Thursday, 25 March 2004	—	9:00 a.m. to 12:00 noon

⁽¹⁾ These times may be subject to change as HKSCC may determine from time to time with prior notification to CCASS Participants.

HOW TO APPLY FOR HONG KONG OFFER SHARES

Effect of Bad Weather on Inputting Electronic Application Instructions

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, 25 March 2004, the last application day. If:

- a tropical cyclone warning signal number 8 or above; or
- a “black” rainstorm warning signal

is in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, 25 March 2004, the last application day will be postponed to the next business day which does not have either of those warning signals in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on such day. Business day means a day that is not a Saturday, Sunday or public holiday in Hong Kong.

Allocation of Hong Kong Offer Shares

For the purposes of allocating Hong Kong 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.

Deposit of Share Certificates into CCASS and Refund of Application Monies

- No temporary document of title will be issued. No receipt will be issued for application monies received.
- If 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 the credit of the stock account of the CCASS Participant which you have instructed to give **electronic application instructions** on your behalf or your CCASS Investor Participant stock account at the close of business on Tuesday, 30 March 2004, or, in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees.
- We expect to publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, we will include information relating to the relevant beneficial owner, where supplied), your Hong Kong Identity Card/Passport number or other identification code (Hong Kong Business Registration number for corporations) and the basis of allotment of the Hong Kong Public Offering in the newspapers on Tuesday, 30 March 2004. You should check the announcement published by us and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, 30 March 2004 or such other date as shall be determined by HKSCC or HKSCC Nominees.
- If you have instructed your broker or custodian to give **electronic application instructions** on your behalf, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you with that broker or custodian.
- If you have applied as a CCASS Investor Participant, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time) on Tuesday, 30 March 2004. On Wednesday, 31 March 2004, (i.e., the next business day following the credit of the Hong Kong Offer Shares to your CCASS Investor Participant stock account and

HOW TO APPLY FOR HONG KONG OFFER SHARES

the credit of refund monies to your designated bank account), HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.

- Refund of your application monies (if any) in respect of wholly and partially unsuccessful applications and/or difference between the Offer Price and the offer price per Share initially paid on application, in each case including brokerage of 1 per cent., SFC transaction levy of 0.005 per cent., investor compensation levy of 0.002 per cent. and Stock Exchange trading fee of 0.005 per cent., will be credited to your designated bank account or the designated bank account of your broker or custodian on Tuesday, 30 March 2004. No interest will be paid thereon.

Section 40 of the Companies Ordinance

For the avoidance of doubt, we 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.

Personal Data

The section of the Application Form headed “Personal Data” applies to any personal data held by us and the Share registrar about you in the same way as it applies to personal data about applicants other than HKSCC Nominees.

Warning

The subscription of the Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC is only a facility provided to CCASS Participants. We, the Directors, the Sponsor, the Global Coordinator and the Underwriters take no responsibility for the application and provide no assurance that any CCASS Participant will be allotted any Hong Kong 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 wait until the last minute to input their **electronic application instructions** to the systems. In the event that CCASS Investor Participants have problems 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, 25 March 2004.

HOW MANY APPLICATIONS YOU MAY MAKE

You may make more than one application for Hong Kong Offer Shares if and only if:

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 Form in your own name if each application is made 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 made for your benefit.

Otherwise, multiple applications are not allowed.

It will be a term and condition of all applications that by completing and delivering an Application Form, you:

- (if the application is made for your own benefit) warrant that this is the only application which will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC;
- (if you are an agent for another person) warrant that reasonable enquiries have been made of that other person that this is the only application which will be made for the benefit of that other person on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC and that you are duly authorised to sign the Application Form as that other person’s agent.

Except where you are a nominee and provide the information required to be provided in your application, all of your applications will be rejected as multiple applications if you, or you and your joint applicant(s) together:

- make more than one application (whether individually or jointly) on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC;
- both apply (whether individually or jointly) on one **WHITE** Application Form and one **YELLOW** Application Form or on one **WHITE** or **YELLOW** Application Form and give **electronic application instructions** to HKSCC;
- apply on one **WHITE** or **YELLOW** Application Form (whether individually or jointly) or by giving **electronic application instructions** to HKSCC for more than 13,426,000 Shares, being the greatest multiple of 500 Shares which does not exceed 50 per cent. of the Shares initially being offered for public subscription under the Hong Kong Public Offering as more particularly described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering”; or
- have applied for or taken up, or indicated an interest for, or have been or will be placed (including conditionally and/or provisionally) Offer Shares under the International Placing.

HOW TO APPLY FOR HONG KONG OFFER 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 **electronic application instructions**). If an application is made by an unlisted company and

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

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

Unlisted company means a company with no equity securities listed on the Stock Exchange.

Statutory control means you:

- control the composition of the board of directors of the company; or
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the 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).

CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED HONG KONG OFFER SHARES

Full details of the circumstances in which you will not be allotted the Hong Kong Offer Shares (whether you are making your application by an Application Form or electronically instructing HKSCC to cause HKSCC Nominees to apply on your behalf) are set out in the notes attached to the Application Forms, and you should read them carefully. You should note in particular the following situations in which Hong Kong Offer Shares will not be allotted to you:

- **If your application is revoked**

By completing and submitting an Application Form or giving electronic application instructions to HKSCC you agree that you cannot revoke your application on or before Wednesday, 21 April 2004. This agreement will take effect as a collateral contract with us, and will become binding when you submit your application. This collateral contract will be in consideration of us agreeing that we will not offer any Hong Kong Offer Shares to any person on or before Wednesday, 21 April 2004 except by means of one of the procedures referred to in this prospectus.

You may only revoke your application on or before Wednesday, 21 April 2004 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 any supplement to this prospectus is issued, applicant(s) who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the

HOW TO APPLY FOR HONG KONG OFFER SHARES

procedure to be notified, all applications that have been submitted remain valid and may be accepted. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of this prospectus as supplemented.

If your application has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the announcement of the results of allocation, 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.

- **Full discretion of us or our agents to reject or accept your application**

We and the Global Coordinator (as agent for us), or its respective agents and nominees, have full discretion to reject or accept any application, or to accept only part of any application.

We, the Global Coordinator and the Hong Kong Underwriters, in their capacity as our agents, and their agents and nominees do not have to give any reason for any rejection or acceptance.

- **If the allotment of Hong Kong Offer Shares is void**

The allotment of Hong Kong Offer Shares to you or to HKSCC Nominees (if you give **electronic application instructions** or apply by a **YELLOW** Application Form) will be void if the Listing Committee of the Stock Exchange does not grant permission to list the Shares either:

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

- **You will not receive any allotment if:**

- you make multiple applications or suspected multiple applications;
- you or the person for whose benefits you apply for have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) Offer Shares in the International Placing. By filling in any of the Application Forms or apply by giving **electronic application instructions** to HKSCC, you agree not to apply for Hong Kong Offer Shares as well as Offer Shares in the International Placing. Reasonable steps will be taken to identify and reject applications in the Hong Kong Public Offering from investors who have received Offer Shares in the International Placing, and to identify and reject indications of interest in the International Placing from investors who have received Hong Kong Offer Shares in the Hong Kong Public Offering;
- your payment is not made correctly or you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonoured upon its first presentation;
- your Application Form is not completed in accordance with the instructions as stated in the Application Form (if you apply by an Application Form);
- the Underwriting Agreements do not become unconditional; or

HOW TO APPLY FOR HONG KONG OFFER SHARES

- the Underwriting Agreements are terminated in accordance with their respective terms.

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

HOW MUCH ARE THE HONG KONG OFFER SHARES

The maximum offer price is HK\$5.65 per Share. You must also pay brokerage of 1 per cent., SFC transaction levy of 0.005 per cent., investor compensation levy of 0.002 per cent. and Stock Exchange trading fee of 0.005 per cent. in full. This means that for every board lot of 500 Shares you will pay approximately HK\$2,853.59. The Application Forms have tables showing the exact amount payable for certain multiples of Shares up to 100,000 Shares.

You must pay the amount payable upon application for the Shares by one cheque or one banker's cashier order in accordance with the terms set out in the Application Form (if you apply by an Application Form). Please refer also to the paragraph headed "How to Make Payment for the Application" of this section.

If your application is successful, brokerage is paid to participants of the Stock Exchange or the Stock Exchange (as the case may be), the SFC transaction levy, investor compensation levy and the Stock Exchange trading fee are paid to the Stock Exchange (in the case of the SFC transaction levy and the investor compensation levy, collected on behalf of the SFC).

REFUND OF APPLICATION MONIES

If you do not receive any Hong Kong Offer Shares for any reason, we will refund your application monies, including brokerage of 1 per cent., SFC transaction levy of 0.005 per cent., investor compensation levy of 0.002 per cent. and Stock Exchange trading fee of 0.005 per cent.. No interest will be paid thereon. All interest accrued on such monies prior to the date of despatch of refund cheques will be retained for the benefit of our Company.

If your application is accepted only in part, we will refund the appropriate portion of your application monies, including the related brokerage of 1 per cent., SFC transaction levy of 0.005 per cent., investor compensation levy of 0.002 per cent. and Stock Exchange trading fee of 0.005 per cent., without interest.

If the Offer Price as finally determined is less than the offer price per Share (excluding brokerage, SFC transaction levy, investor compensation levy and Stock Exchange trading fee thereon) initially paid on application, we will refund the surplus application monies, together with the related brokerage of 1 per cent., SFC transaction levy of 0.005 per cent., investor compensation levy of 0.002 per cent. and Stock Exchange trading fee of 0.005 per cent., without interest.

In a contingency situation involving a substantial over-subscription, at the discretion of us and the Global Coordinator, cheques for applications on Application Forms for certain small denominations of Hong Kong Offer Shares (apart from successful applications) may not be cleared.

Refund of your application monies (if any) will be made on Tuesday, 30 March 2004 in accordance with the various arrangements as described above.

DEALINGS AND SETTLEMENT

Commencement of Dealings in the Shares

Dealings in the Shares on the Stock Exchange are expected to commence on Wednesday, 31 March 2004.

The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 331.

Shares will be Eligible for Admission into CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and we comply with the stock admission requirements of HKSCC, 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 Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the 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.

Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangement as such arrangements may affect their rights and interests.

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