
HOW TO APPLY FOR THE PUBLIC OFFER SHARES

WHICH APPLICATION FORM TO USE

Use a **WHITE** application form if you want the Public Offer Shares issued in your own name.

Use a **YELLOW** application form if you want the Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to your investor participant stock account or the stock account of your designated CCASS participant maintained in CCASS.

Note: The Public Offer Shares are not available to the Directors or chief executive of the Company or its subsidiaries or existing beneficial owners of Shares or associates of any of them.

WHERE TO COLLECT THE PROSPECTUSES AND THE APPLICATION FORMS FOR THE PUBLIC OFFER SHARES

You can collect a **WHITE** application form and a prospectus from:–

Tanrich Capital Limited

16th Floor,
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Altus Capital Limited

8th Floor, Hong Kong Diamond
Exchange Building
8 Duddell Street
Central
Hong Kong

Oriental Patron Asia Limited

27th Floor,
Two Exchange Square
8 Connaught Place
Central
Hong Kong

or

**Taiwan Securities
(Hong Kong)**

Company Limited
Room 4001, 40th Floor, Tower 2
Lippo Centre
89 Queensway
Hong Kong

**Core Pacific – Yamaichi
International (H.K.) Limited**

36th Floor, Cosco Tower
Grand Millennium Plaza
183 Queen's Road Central
Hong Kong

**First Shanghai
Securities Limited**

19th Floor,
Wing On House
71 Des Voeux Road Central
Hong Kong

or

**Prudential Brokerage
Limited**

9th Floor,
Worldwide House
19 Des Voeux Road Central
Central
Hong Kong

**Sun Hung Kai
International Limited**

Level 12
One Pacific Place
88 Queensway
Hong Kong

**Tanrich Securities Company
Limited**

16th Floor, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

or

VC Brokerage Limited

28th Floor, The Centrium
60 Wyndham Street
Central
Hong Kong

Watterson Asia Limited

5th Floor,
8 Queen's Road Central
Hong Kong

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or any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**:–

Hong Kong Island:

Des Voeux Road	4-4A, Des Voeux Road, Central, Hong Kong
88 Des Voeux Road	88 Des Voeux Road, Central, Hong Kong
Central	Shop no. 16, G/F and Lower G/F, New World Tower, 16-18 Queen's Road Central, Hong Kong
Hennessy Road	399 Hennessy Road, Wanchai, Hong Kong
Leighton Centre	Shop 12-16, UG/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong
Quarry Bay	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay, Hong Kong

Kowloon:

Mongkok	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok, Kowloon
Tsimshatsui	G/F, 10 Granville Road, Tsimshatsui, Kowloon
Kwun Tong	88-90 Fu Yan Street, Kwun Tong, Kowloon

New Territories:

Tsuen Wan	Shop C G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan, New Territories
Yuen Long	140, Yuen Long Main Road, Yuen Long, New Territories

or any of the following branches of **The Bank of East Asia, Limited**:–

Hong Kong Island:

Main Branch	10 Des Voeux Road Central, Hong Kong
Queen's Road Central Branch	Shop A - C, G/F, Wah Ying Cheong Central Building, 158 - 164 Queen's Road Central, Hong Kong
Causeway Bay Branch	46 Yee Wo Street, Hong Kong
North Point Branch	326-328 King's Road, Hong Kong
Kennedy Town Centre Branch	Shop D, G/F, Kennedy Town Centre, 23 Belcher's Street, Hong Kong

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Kowloon:

Hoi Yuen Road Branch	Unit 1, G/F, Hewlett Centre, 54 Hoi Yuen Road, Kowloon
Kwun Tong Branch	7 Hong Ning Road, Kowloon
Mongkok Branch	638 - 640 Nathan Road, Kowloon
Tsim Sha Tsui Branch	Shop A & B, Milton Mansion, No.96 Nathan Road, Kowloon
Prince Edward Branch	G/F, Hanley House, Nos 776 - 778 Nathan Road, Kowloon
San Po Kong Branch	65 Shung Ling Street, Kowloon

New Territories:

Tai Wai Branch	16-18 Tai Wai Road, Cheung Fung Mansion, Shatin
Ha Kwai Chung Branch	202 Hing Fong Road, New Territories
Tai Po Plaza Branch	Units 49-52, Level 1, Tai Po Plaza
Tuen Mun Town Plaza Branch	Shop Nos. 2-10, UG/F, Tuen Mun Town Plaza Phase II, 3 Tuen Lung Street, Tuen Mun

You can collect a **YELLOW** application form and a prospectus during normal business hours from 9:00 a.m. on 22 November 2005 until 12:00 noon on 25 November 2005 from:–

the Depository Counter of HKSCC
2nd Floor, Vicwood Plaza
199 Des Voeux Road Central
Hong Kong

or

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

or your stockbrokers may have forms available.

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HOW TO COMPLETE THE APPLICATION FORMS FOR THE PUBLIC OFFER SHARES

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.

If your application is made through a duly authorised attorney, the Company and the Joint Book-runners (on behalf of the Public Offer Underwriters) as agent of the Company may accept the application at their discretion, and subject to any conditions they think fit, including evidence of the authority of your attorney. the Joint Book-runners has full discretion to reject or accept any application, in full or in part, without assigning any reason.

HOW MANY APPLICATIONS MAY YOU MAKE FOR THE PUBLIC OFFER SHARES

If you are a nominee, you may lodge more than one application in your own name on behalf of different beneficial owners. In the box on the application form(s) 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.

Otherwise, multiple applications are not allowed.

All of your applications will be rejected as multiple applications if you, or you and your joint applicants together:–

- make more than one application on a **WHITE** or **YELLOW** application form; or
- apply on one **WHITE** or **YELLOW** application form for more than 100% of the Public Offer Shares initially available in either pool A or pool B; or
- make one application whether individually or jointly with others on one **WHITE** or **YELLOW** application form, AND, make application for the Placing Shares; or
- have been allocated the Offer Shares (other than the Public Offer Shares).

All of your applications will also be rejected as multiple applications if more than one application is made for your benefit. 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 that application will be treated as being 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 that company; or*

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- *control more than half the voting power of that company; or*
- *hold more than half 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).*

OFFER PRICE

The Offer Price will not be more than HK\$0.88 per Share and is expected to be not less than HK\$0.56 per Share. Applicants under the Public Offer should pay, on application, the maximum price of HK\$0.88 per Share plus 1% brokerage, 0.005% Stock Exchange trading fee, 0.005% transaction levy and 0.002% investor compensation levy imposed by the SFC amounting to a total of HK\$3,555.63 for every board lot of 4,000 Shares. The application forms have tables showing the exact amount payable for certain multiples of Public Offer Shares.

You must pay the Offer Price, brokerage, the transaction levy imposed by the SFC and the Stock Exchange trading fee in full when you apply for Public Offer Shares. Your payment must be made by one cheque or one banker's cashier order and must comply with the terms of the application forms.

If your application is successful, brokerage is paid to participants of the Stock Exchange, the transaction levy is paid to the SFC and the trading fee is paid to the Stock Exchange. If the Offer Price, as finally determined in the manner described below, is lower than HK\$0.88 per Share, being the maximum price, appropriate refund payments (including the brokerage, the SFC transaction levy, investor compensation levy and the Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applications, without interest.

WHEN TO APPLY FOR THE PUBLIC OFFER SHARES

Completed **WHITE** or **YELLOW** application forms, with payment in Hong Kong dollars for the full amount payable on application attached and made payable to The Bank of East Asia (Nominees) Limited – New Heritage Public Offer, must be lodged by 12:00 noon (Hong Kong time) on Friday, 25 November 2005, or, if the application lists of the Public Offer are not open on that day, then by 12:00 noon (Hong Kong time) on the day the lists are open.

Your completed application form, with payment in Hong Kong dollars for the full amount payable on application attached and made payable to The Bank of East Asia (Nominees) Limited – New Heritage Public Offer, should be deposited in the special collection boxes provided at any of the branches of Standard Chartered Bank (Hong Kong) Limited or The Bank of East Asia, Limited listed under “Where to collect the prospectuses and the application forms for the Public Offer Shares” in this section at the following times:–

Tuesday, 22 November 2005 – 9:00 a.m. to 4:00 p.m.
Wednesday, 23 November 2005 – 9:00 a.m. to 4:00 p.m.
Thursday, 24 November 2005 – 9:00 a.m. to 4:00 p.m.
Friday, 25 November 2005 – 9:00 a.m. to 12:00 noon

The application lists of the Public Offer will open from 11:45 a.m. (Hong Kong time) to 12:00 noon (Hong Kong time) on Friday, 25 November 2005.

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EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS OF THE PUBLIC OFFER

The application lists of the Public Offer will not open if there is:-

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

in force at any time between 9:00 a.m. (Hong Kong time) and 12:00 noon (Hong Kong time) on Friday, 25 November 2005 in Hong Kong. Instead they will open between 11:45 a.m. (Hong Kong time) and 12:00 noon (Hong Kong time) on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. (Hong Kong time) and 12:00 noon (Hong Kong time).

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

If the application lists of the Public Offer do not open and close on Friday, 25 November 2005, the dates mentioned in the section headed “Expected Timetable” to this prospectus and the related application forms and other dates mentioned in this prospectus (including, without limitation, the latest time for the exercise of termination rights under the Underwriting Agreement) may be affected. A press announcement will be made in such event in South China Morning Post (in English) and in Hong Kong Economic Times (in Chinese).

CIRCUMSTANCES IN WHICH AN APPLICANT WILL NOT BE ALLOCATED THE PUBLIC OFFER SHARES

Full details of the circumstances in which you will not be allotted Public Offer Shares are set out in the notes attached to the application forms, and you should read them carefully. You should note in particular the following two situations in which Public Offer Shares will not be allotted to you:-

If your application is revoked:-

By completing an application form you agree that you cannot revoke your application 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) of the Public Offer, unless a person responsible for this prospectus under section 40 of the Companies Ordinance (as applied by section 342E of the Companies Ordinance) gives a public notice under that section which excludes or limits the responsibility of that person for this prospectus. This agreement will take effect as a collateral contract with the Company, and will become binding when you lodge your application form.

If your application has been accepted, it cannot be revoked. Acceptance of application will be constituted by notification to the press of the basis 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 satisfaction of such conditions or the results of such ballot, respectively.

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If the allotment of Shares is void:–

Your allotment of Public Offer Shares will be void if the Listing Committee of the Stock Exchange do not grant the listing of, and permission to deal in, the Shares on the Stock Exchange either:–

- within three weeks from the closing of the application lists of the Public Offer; or
- within a longer period of up to six weeks if the Listing Committee of the Stock Exchange notify the Company of that longer period within three weeks of the closing of the application lists of the Public Offer.

Refund of your monies

If you do not receive any Public Offer Shares for any of, but not limited to, the above reasons, the Company will refund your application monies together with brokerage, SFC transaction levy, SFC investor compensation levy and Stock Exchange trading fee to you without interest. If your application is accepted only in part, or, if the final Offer Price is determined at less than HK\$0.88 per Offer Share, the Company will refund the appropriate portion of your application monies, brokerage, SFC transaction levy, SFC investor compensation levy and Stock Exchange trading fee to you, without interest. All such interest will be retained for the benefit of the Company.

All refunds will be made by a cheque crossed “Account Payee Only”, made out to you, or, if you are joint applicants, to the first-named applicant on your application form. Part of your Hong Kong Identity Card number/passport number, or, if you are joint applicants, part of the Hong Kong Identity Card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purpose. Your banker may require verification of your Hong Kong Identity Card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number/passport number may lead to delay in encashment of or may invalidated your refund cheque.

PUBLICATION OF RESULTS

The Company expects to publish the level of indication of interests in the Placing, the results of applications under the Public Offer, the basis of allotment of the Public Offer, the number of Shares, if any, reallocated between the Placing and the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration certificate number of successful applicants, where applicable, under the Public Offer on Thursday, 1 December 2005 in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese).

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COLLECTION/POSTING OF SHARE CERTIFICATES/REFUND CHEQUES AND DEPOSIT OF SHARE CERTIFICATES INTO CCASS

No temporary documents of title will be issued for Public Offer Shares.

WHITE application forms:–

If you have applied for 1,000,000 Public Offer Shares or above and have indicated on your application form that you will collect your Share certificate(s) and/or refund cheque, you may collect it/them in person from:–

Tricor Investor Services Limited
G/F, Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai
Hong Kong

between 9:00 a.m. (Hong Kong time) and 1:00 p.m. (Hong Kong time) on the date notified by the Company in the newspapers as the date of despatch of Share certificates and refund cheques. The date of despatch is expected to be Thursday, 1 December 2005. The Share certificates do not constitute evidence of title to the Offer Shares until 8:00 a.m. (Hong Kong time) on Friday, 2 December 2005.

You must show the necessary identification and/or authorisation document(s) satisfactory to Tricor Investor Services Limited to collect your Share certificate(s) and/or refund cheque.

If you do not collect your Share certificate(s) and/or refund cheque within the time specified for collection, they will be sent to the address on your application form after the expiry of the time for their collection, by ordinary post and at your own risk.

If you have not indicated on your application form that you will collect your Share certificate(s) and/or refund cheque, then your share certificate(s) and/or refund cheque, if any, will be sent to the address on your application form on the date of despatch, which is expected to be on Thursday, 1 December 2005, by ordinary post and at your own risk.

YELLOW application forms:–

Your Share certificate(s) will be issued in the name of HKSCC Nominees Limited 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 at the close of business on Thursday, 1 December 2005 or, under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited.

If you are applying through a designated CCASS participant (other than a CCASS investor participant):–

- for Public Offer Shares credited to the stock account of your designated CCASS participant (other than a CCASS investor participant), you can check the number of Public Offer Shares allotted to you with that CCASS participant.

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If you are applying as a CCASS investor participant:—

- the Company will publish the results of CCASS investor participants' applications together with the results of the Public Offer in the newspapers on Thursday, 1 December 2005. You should check against the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. (Hong Kong time) on Thursday, 1 December 2005 or such other date as shall be determined by HKSCC or HKSCC Nominees Limited. Immediately following the credit of the Public Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and 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 the Public Offer Shares credited to your stock account.

If you have indicated on your application form that you will collect your refund cheque in person, please follow the instructions set out under "WHITE" application forms above.

COMMENCEMENT OF DEALINGS IN THE SHARES ON THE MAIN BOARD

Dealings in the Shares on the Main Board are expected to commence on 9:30 a.m. (Hong Kong time) on Friday, 2 December 2005.

The Shares will be traded in board lots of 4,000 Shares each. The stock code for the Shares on the Main Board is 95.

OFFER SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus on the Stock Exchange and the Shares 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 Listing Date or any other date as determined by HKSCC. 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. Investors should seek the advice of their stockbroker(s) or other professional adviser(s) for details of those settlement arrangements as such arrangements will affect their rights and interests.

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

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