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## HOW TO APPLY FOR THE PUBLIC OFFER SHARES

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### WHICH APPLICATION FORM TO USE

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

Use a **yellow** application form if you want the Public Offer Shares to be 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.

Use a **pink** application form if you are a Hong Kong full-time employee of the Company or its subsidiaries and want your application to be given preferential consideration. Up to 2,400,000 New Shares (being 10% of the Public Offer Shares initially available for subscription under the Public Offer) are available to Hong Kong full-time employees of the Company or its subsidiaries on this basis.

*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:—

**DBS Asia Capital Limited**

16th Floor  
Man Yee Building  
68 Des Voeux Road Central  
Hong Kong

or

**DBS Vickers (Hong Kong) Limited**

19th Floor  
Far East Finance Centre  
16 Harcourt Road  
Admiralty  
Hong Kong

**KGI Asia Limited**

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

or

**Kingsway SW Securities Limited**

5th Floor, Hutchison House  
10 Harcourt Road  
Central  
Hong Kong

**Phillip Securities (HK) Ltd.**

11th Floor, United Centre  
95 Queensway  
Admiralty  
Hong Kong

or

**Phoenix Capital Securities Ltd.**

Room 3203-3204  
Edinburgh Tower, The Landmark  
15 Queen's Road Central  
Hong Kong

**Tartan Securities (Asia) Ltd.**

Room 2205, 22nd Floor  
Far East Consortium Building  
121 Des Voeux Road Central  
Hong Kong

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or any of the following branches of **The Hongkong and Shanghai Banking Corporation Limited**:—

<b>Hong Kong Island</b>	Hong Kong Main Branch	Level 3, 1 Queen's Road Central
	Des Voeux Road Central Branch	China Insurance Group Building, 141 Des Voeux Road Central
	Des Voeux Road West Branch	Western Centre, 40-50 Des Voeux Road West
	Hay Wah Building Branch	G/F, Hay Wah Building, 71-85B Hennessy Road, Wanchai
	North Point Branch	G/F, Winner House, 306-316 King's Road, North Point
<b>Kowloon</b>	Kwun Tong Branch	1 Yue Man Square, Kwun Tong
	Mongkok Branch	673 Nathan Road, Mongkok
	Tsim Sha Tsui Branch	82-84 Nathan Road, Tsim Sha Tsui
<b>New Territories</b>	City Landmark Branch	Shops 117-131, 1/F, City Landmark I, 68 Chung On Street, Tsuen Wan
	Shatin City One Branch	Shops 138-140, 1/F, City One Plaza, Shatin

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; or
- (ii) Customer Service Centre of **HKSCC** at Upper Ground Floor, V-Heun Building, 128-140 Queen's Road Central, Hong Kong; or
- (iii) your stockbroker may have application forms available.

You can collect a **pink** application form from Mr. Chan Ngai Chi, the secretary of the Company, at:—

3301, China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

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### HOW TO COMPLETE THE APPLICATION FORMS

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 in the case of joint applicants, the first named applicant) at your own risk at the address stated in the application form.

If your application is made through a duly authorised attorney, DBS Asia (acting as the lead manager of the New Issue) in consultation with the Company or its agents, may accept your application at their discretion, and subject to any conditions they think fit, including evidence of the authority of your attorney. DBS Asia (acting as the lead manager of the New Issue) has full discretion to reject or accept any application, in full or in part, without giving any reason therefor.

### HOW MANY APPLICATIONS MAY YOU MAKE

**There is only one situation where you may make more than one application for the Public Offer Shares:—**

1. 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 or in the case of joint beneficial owners, for each such joint beneficial owner. If you do not include this information, the application will be treated as being for your benefit.
2. If you are a full-time employee, other than a director or chief executive of the Company or any of its subsidiaries or existing beneficial shareholders of the Company or associates (as defined in the Listing Rules) of any of them, and apply on a **PINK** application form, you may also apply for the Public Offer Share on a **WHITE** or **YELLOW** application form.

**Otherwise, multiple applications are not allowed and will be rejected.**

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
- make more than one application on a **pink** application form; or

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- 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
- apply on one **pink** application form for more than 100% of the Public Offer Shares being offered to full-time employees on a preferential basis.

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

**Unlisted company** means a company with no equity securities listed on the Main Board or the Growth Enterprise Market of 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 vote and/or participate beyond a specified amount in a distribution of either profits or capital).

### HOW MUCH ARE THE PUBLIC OFFER SHARES

You must pay the Offer Price for each Share and pay a brokerage fee of 1.0%, the Stock Exchange trading fee of 0.005% and the transaction levy of 0.007% imposed by the Securities and Futures Commission on application. This means that for every 2,000 Public Offer Shares you want to apply for, you will pay HK\$2,787.93. The application forms have tables showing the exact amount payable for certain multiples of Public Offer Shares.

Your payment must be by one cheque or one banker's cashier order and must comply with the terms of the application forms. Your cheque or banker's cashier order will not be presented for payment before 12:00 noon on Friday, 14 June, 2002.

If your application is successful, the brokerage fee is paid to participants of the Stock Exchange, the trading fee is paid to the Stock Exchange and the transaction levy is paid to the Securities and Futures Commission.

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### **FULL-TIME EMPLOYEES — TIME FOR APPLYING FOR THE PUBLIC OFFER SHARES**

Completed **pink** application forms, with payment attached, must be returned to the secretary of the Company, Mr. Chan Ngai Chi, at 3301, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road, Central, Hong Kong, by 4:00 p.m. on Thursday, 13 June, 2002.

### **MEMBERS OF THE PUBLIC — TIME FOR APPLYING 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, must be lodged by **12:00 noon on Friday, 14 June, 2002**, or, if the application lists of the New Issue are not open on that day, then by 12:00 noon on the next business day when the application lists of the New Issue are open.

Your completed application form, with payment in Hong Kong dollars for the full amount payable on application attached, should be deposited in the special collection boxes provided at any of the branches of **The Hongkong and Shanghai Banking Corporation Limited** listed above at the following times:—

<b>Tuesday, 11 June, 2002</b>	<b>— 9:00 a.m. to 4:00 p.m.</b>
<b>Wednesday, 12 June, 2002</b>	<b>— 9:00 a.m. to 4:00 p.m.</b>
<b>Thursday, 13 June, 2002</b>	<b>— 9:00 a.m. to 4:00 p.m.</b>
<b>Friday, 14 June, 2002</b>	<b>— 9:00 a.m. to 12:00 noon</b>

The application lists of the New Issue will open **from 11:45 a.m. to 12:00 noon on Friday, 14 June, 2002**. Application for the Public Offer Shares will not be processed, and no allotment or transfer of any such Public Offer Shares will be made, until the closing of the application lists of the New Issue.

### **EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS OF THE NEW ISSUE**

The application lists of the New Issue will not open if there is:—

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

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Friday, 14 June, 2002. Instead, the application lists of the New Issue 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.*

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### **CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED AND ISSUED THE PUBLIC OFFER SHARES**

Full details of the circumstances in which you will not be allotted and issued Public Offer Shares are set forth 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 and issued or sold to you:—

#### **If your application is revoked:—**

By completing an application form, you agree that you cannot revoke your application before the fifth day after the time of the opening of the application lists of the New Issue (excluding for this purpose any day which is a Saturday, Sunday, or public holiday in Hong Kong) unless 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.

The application form will take effect as a collateral contract with the Company and will become binding when you lodge your application form. This collateral contract will be in consideration of the Company agreeing that it will not offer any Public Offer Shares to any persons before the end of the fifth day after the time of the opening of the application lists except by means of one of the procedures referred to in this prospectus.

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

#### **If the allotment and issue of the Public Offer Shares is void:—**

The allotment and issue of the Public Offer Shares to you 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 of the New Issue; or
- within a longer period of up to six weeks if the Listing Committee of the Stock Exchange notifies the Company of that longer period within three weeks of the closing of the application lists of the New Issue.

### **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, and the number of Shares, if any, reallocated between the Placing and the Public Offer on Wednesday, 19 June, 2002 in South China Morning Post in English and Hong Kong Economic Times in Chinese.

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### DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND CHEQUES

If an application is rejected, not accepted or accepted in part only or the conditions of the New Issue described under “Conditions of the New Issue” in the section headed “Structure of the New Issue” in this prospectus are not fulfilled in accordance with their terms 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 fee and the Stock Exchange trading fee and transaction levy imposed by the Securities and Futures Commission, will be refunded **WITHOUT** interest. It is intended that special efforts will be made to avoid any undue delay in refunding application money where appropriate.

No temporary document or evidence of title will be issued in respect of the New Shares. No receipt will be issued for application money but, subject as mentioned below, there will be sent to you (or, in the case of joint applicants, the first-named applicant) in due course by ordinary post and at your own risk, to the address specified on the application form:—

- (a) (i) Share certificate(s) for all the Public Offer Shares applied for, if the application is wholly successful; or (ii) Share certificate(s) for the number of Public Offer Shares successfully applied for, if the application is partially successful (except for wholly successful and partially successful applicants on **yellow** application forms whose Share certificate(s) will be deposited into CCASS as described below); and/or
- (b) a refund cheque 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 money for the Public Offer Shares unsuccessfully applied for, if the application is partially unsuccessful; or (ii) all the application money, if the application is wholly unsuccessful in each case including brokerage fee at the rate of 1.0%, the Stock Exchange trading fee of 0.005% and transaction levy imposed by the Securities and Futures Commission of 0.007% but **without interest**.

Subject as mentioned below, Share certificate(s) for wholly and partially successful applicants under **white** application forms and refund cheques for surplus application money (if any) in respect of wholly and partially unsuccessful applications are expected to be posted on Wednesday, 19 June, 2002. The right is reserved to retain any Share certificate(s) and any surplus application money pending clearance of cheque(s) or bankers’ cashier order(s).

If you have applied for 500,000 Public Offer Shares or more and have indicated your intention in your application form to collect refund cheque(s) and (where applicable) Share certificate(s) in person from the Company’s Hong Kong branch share registrar, you may collect (where applicable) Share certificate(s) and the refund cheque(s) from 9:00 a.m. to 1:00 p.m. on Wednesday, 19 June, 2002 from Tengis Limited of 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong. If you are an individual applicant 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

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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 Tengis Limited. If you do not collect your refund cheque(s) and (where applicable) Share certificate(s), they will be despatched shortly after the date of despatch, by ordinary post at your own risk, to the address as specified in your application form.

If you apply for the Public Offer Shares using a **yellow** application form and your application is wholly or partially successful, your Share certificates will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your investor participant stock account or the stock account of your designated CCASS participant (as instructed by you) at the close of business on Wednesday, 19 June, 2002, or in the event of contingencies, 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.

If you are applying as a CCASS investor participant:—

- the Company expects to publish the results of CCASS investor participants' applications together with the results of the Public Offer in the designated newspapers on Wednesday, 19 June, 2002. You should check the announcement to be published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, 19 June, 2002 or such other date as shall be determined by HKSCC or HKSCC Nominees Limited. On Thursday, 20 June, 2002 (being the next day 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 mail to you an activity statement showing the number of Public Offer Shares credited to your stock account.

If you apply for the Public Offer Shares using a **pink** application form and your application is wholly or partially successful, your Share certificates will be sent to the address on your application form on the date of despatch (which is expected to be Wednesday, 19 June, 2002), by ordinary post and at your own risk.

The Company will not issue temporary documents of title. No receipt will be given for application money received.

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### COMMENCEMENT OF DEALINGS IN THE SHARES ON THE MAIN BOARD

Dealings in the Shares on the Main Board are expected to commence on Friday, 21 June, 2002.

The Shares will be traded in board lots of 2,000 Shares each.

The Stock Exchange stock code for the Shares is 2323.

### SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the Stock Exchange grants the listing of and permission to deal in the Shares and the Company complies 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.

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