

## 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 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 full-time employee of the Group in Hong Kong and want your application to be given preferential consideration. Up to 1,400,000 Shares, representing approximately 9.95% of the Public Offer Shares, are available to full-time employees of the Group in Hong Kong on this basis.

*Note:* The Public Offer Shares are not available to the Directors or chief executive of the Company or existing beneficial owners of Shares, or associates (as defined in the Listing Rules) of any of them.

### WHERE TO COLLECT THE APPLICATION FORMS

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

**CSC Securities (HK) Limited**  
28th Floor, COSCO Tower  
Grand Millennium Plaza  
183 Queen's Road Central  
Hong Kong

**Access Capital Limited**  
3rd Floor, 8 Queen's Road Central  
Hong Kong

**Barits Securities (Hong Kong) Limited**  
Rooms 3403-3407  
34th Floor, Edinburgh Tower  
The Landmark, 15 Queen's Road Central  
Hong Kong

**Devonshire Securities Limited**  
Suite 3211, Citibank Tower  
Citibank Plaza, 3 Garden Road, Central  
Hong Kong

**First Asia Finance Group Limited**  
Suite 1502, 15th Floor  
World Wide House  
19 Des Voeux Road Central  
Hong Kong

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

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**GC Capital (Asia) Limited**  
**Unit 6501-06, 65th Floor, The Centre**  
**99 Queen's Road Central**  
**Hong Kong**

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

**Luen Fat Securities Company Limited**  
**23rd Floor, Euro Trade Centre**  
**21-23 Des Voeux Road Central**  
**Hong Kong**

**SBI E2-Capital Securities Limited**  
**20th Floor, Henley Building**  
**5 Queen's Road Central**  
**Hong Kong**

**SinoPac Securities (Asia) Limited**  
**11th Floor, Cosco Tower**  
**183 Queen's Road Central**  
**Hong Kong**

**UOB Kay Hian (Hong Kong) Limited**  
**15th Floor, Aon China Building**  
**29 Queen's Road Central**  
**Hong Kong**

**Whole Win Securities Limited**  
**23rd Floor, Pearl Oriental House**  
**60 Stanley Street, Central**  
**Hong Kong**

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or any of the following branches of Standard Chartered Bank

<b>HONG KONG ISLAND:</b>	The Landmark Branch	The Landmark, 15 Queen's Central
	Des Voeux Road Branch	Standard Chartered Bank Building 4-4A Des Voeux Road, Central
	CIG Building Branch	Shop B, G/F, CIG Building 141 Des Voeux Road Central
	Leighton Centre Branch	Shop 12-16, UG/F Leighton Centre 77 Leighton Road, Causeway Road
	Hennessy Road Branch	399 Hennessy Road, Wanchai
	Taikoo Place Branch	G/F, 969 King's Road, Quarry Bay
<b>KOWLOON:</b>	Kwun Tong Branch	88-90 Fu Yan Street, Kwun Tong
	Mongkok Bank Centre Branch	Bank Centre, 630-636 Nathan Road, Mongkok
	Tsimshatsui Branch	10 Granville Road, Tsimshatsui
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
<b>NEW TERRITORIES:</b>	Tsuen Wan Branch	Basement 1/F, Emperor Plaza 263 Sha Tsui Road, Tsuen Wan

You can collect a **YELLOW** application form and a prospectus from:

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

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

or your stockbroker may have forms available.

You can collect a **PINK** application form and a prospectus from the Company's secretary, Lo Hang Fong at:-

**Warderly International Holdings Limited**  
Unit 1901, 19th Floor,  
Hong Kong Worsted Mills Industrial Building,  
Nos. 31-39 Wo Tong Tsui Street, Kwai Chung,  
New Territories,  
Hong Kong

### 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(s) or banker's cashier order(s) to you (or the first-named applicant in the case of joint applicant(s)) at your own risk at the address stated in the application form.**

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If your application is made through a duly authorised attorney, CSC Securities (on behalf of the Underwriters), in consultation with the Company, or its agents, (and if any Sale Shares are reallocated from the Placing to the Public Offer as described in the section headed “Structure of the Share Offer” in this prospectus, the Vendor) may accept the application at their discretion, and subject to any conditions they think fit, including requiring your attorney to produce evidence of the authority of your attorney. **CSC Securities, in its capacity as agent for the Company and the Vendor has full discretion to reject or accept any application, in full or in part, without assigning any reason.**

### HOW MANY APPLICATIONS MAY YOU MAKE

**There are only two situations 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 marked “For nominees” you must include:
  - an account number; or
  - some other identification codefor **each** beneficial owner or, in the case of joint beneficial owners, for each such joint beneficial owners. 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** of the Group (other than the Directors, the chief executive of the Company, the existing beneficial owners of Shares and their respective associates) and apply on a **PINK** application form, you may also apply on a **WHITE** or **YELLOW** application form.

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

It will be a term and condition of all applications that by completing and submitting an application form, you:-

- (if the application is made for your own benefit) warrant that this is the only application which has been made or will be made for your benefit on a **WHITE** or **YELLOW** application form; or
- (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 has been made or will be made for the benefit of that other person on a **WHITE** or **YELLOW** application form, and that you are duly authorised to sign the application form as that other person’s agent.

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

- make more than one application, whether individually or jointly with other(s), on a **WHITE** or **YELLOW** application form; or

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- make more than one application on a **PINK** application form; or
- apply, whether individually or jointly with other(s), on one **WHITE** or **YELLOW** application form for more than 100% of the Public Offer Shares being initially available in pool A or pool B to the public as referred to in the section headed “OFFER MECHANISM – BASIS OF ALLOCATION OF OFFER SHARES” in this prospectus; or
- apply on one **PINK** application form for more than 100% of the Public Offer Shares being offered to full-time employees of the Group in Hong Kong on a preferential basis; or
- apply for or take up any Shares under the Placing or otherwise participate in the Placing or indicate an interest for any Placing Shares.

**All** of your applications will also be rejected as multiple applications if more than one application is made for **your benefit unless you are a full-time employee of the Group in Hong Kong who has made an application on a PINK application form**. 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 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*
- *control more than half of the voting power of that company; or*
- *hold more than half of the issued share capital of that company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).*

## HOW MUCH ARE THE PUBLIC OFFER SHARES

The Offer Price is HK\$0.80 each. You must pay the price of HK\$0.80 per Public Offer Share together with brokerage of 1%, the Stock Exchange trading fee of 0.005% and the SFC transaction levy of 0.007% in full when you apply for the Public Offer Shares. This means that for every board lot of 2,500 Shares you will pay HK\$2,020.24. The application forms have tables showing the exact amount payable for multiples of Public Offer Shares of up to 6,300,000 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.

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

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

Completed **PINK** application forms, with payment attached, must be returned to the Company's secretary, Mr. Lo Hong Fang **by 4:00 p.m. on Tuesday, 3rd December, 2002.**

### **MEMBERS OF THE PUBLIC – TIME FOR APPLYING FOR THE PUBLIC OFFER SHARES**

Completed **WHITE** or **YELLOW** application forms, with payment attached, must be lodged **by 12:00 noon on Wednesday, 4th December, 2002**, or, if the application lists are not open on that day, then by 12:00 noon on the next business day when the lists are open.

Your completed application form, with payment attached, should be deposited in the special collection boxes provided at any of the branches of Standard Chartered Bank listed in this section at the following times:

<b>Friday, 29th November, 2002</b>	<b>– 9:00 a.m. to 4:00 p.m.</b>
<b>Saturday, 30th November, 2002</b>	<b>– 9:00 a.m. to 12:00 noon</b>
<b>Monday, 2nd December, 2002</b>	<b>– 9:00 a.m. to 4:00 p.m.</b>
<b>Tuesday, 3rd December, 2002</b>	<b>– 9:00 a.m. to 4:00 p.m.</b>
<b>Wednesday, 4th December, 2002</b>	<b>– 9:00 a.m. to 12:00 noon</b>

The application lists will be open **from 11:45 a.m. to 12:00 noon on Wednesday, 4th December, 2002.**

**Application for the Public Offer Shares will not be processed, and no allotment and transfer of any such Public Offer Shares will be made until the closing of the application lists.**

### **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 at any time between 9:00 a.m. and 12:00 noon on Wednesday, 4th December, 2002. Instead, the application lists 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 in Hong Kong 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 ALLOCATED PUBLIC OFFER SHARES

Full details of the circumstances in which you will not be allocated 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 Shares will not be allocated to you:

- **Revocation of your application:**

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 (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 (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.

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

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

Your allocation of the Public Offer Shares will be void if the Listing Committee does not grant the listing of, and permission to deal in, the Shares either:

- within 3 weeks from the closing of the application lists; or
- within a longer period of up to 6 weeks if the Listing Committee notifies the Company of that longer period within 3 weeks of the closing of the application lists.

**The Company expects to release an announcement on the level of indication of interest in the Placing, results of applications under the Public Offer, basis of allocation of the Public Offer Shares on or before Thursday, 12th December, 2002 in The Standard in English and the Hong Kong Economic Times in Chinese.**

### DESPATCH/COLLECTION OF SHARE CERTIFICATES/REFUND CHEQUES AND DEPOSIT OF SHARE CERTIFICATES INTO CCASS

#### **WHITE application forms:**

If you have applied for 5,000,000 Public Offer Shares or more and have indicated on your application form that you will collect your share certificate(s) and/or refund cheque (if any), you may collect them in person from:

Standard Registrars Limited  
5th Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

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between 9:00 a.m. and 1:00 p.m. on the date notified by the Company in the newspaper as the date of despatch of share certificates and/or refund cheque. This is expected to be Friday, 13th December, 2002.

You must show your identification which corresponds to the information contained in the **WHITE** application form and produce other satisfactory evidence of your identity acceptable to Standard Registrars Limited to collect your share certificate(s) and /or refund cheque (if any).

If you do not collect your share certificate(s) and/or refund cheque (if any) in person within the time specified for collection, it/they will be sent to the address on your application form shortly after the date of despatch by ordinary post and at your own risk.

If you have applied for 5,000,000 Public Offer Shares or more and have not indicated on your application form that you will collect your share certificate(s) and/refund cheque in person or if you have applied for less than 5,000,000 Public Offer Shares, then your certificate(s) and/refund cheque (if any) will be sent to the address on your application form on the date of despatch, 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 investor participant stock account or the stock account of your designated CCASS participant as instructed by you at the close of business on Friday, 13th December, 2002, 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 an 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 or transferred to you with that CCASS participant.

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 newspaper on Thursday, 12th December, 2002. You should check the announcement published by the Company and report any discrepancies to HKSCC before 12:00 noon on Friday, 13th December, 2002 or such other date as shall be determined by HKSCC or HKSCC Nominees Limited. On Saturday, 14th December, 2002 (the next day following the credit of the 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.

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



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If you have applied for 5,000,000 Public Offer Shares or more and you have indicated on your application form that you will collect your refund cheque, if any, you may collect it in person. The procedure for collection of refund cheques are the same as those for applicants applying under white application forms.

If you have applied for less than 5,000,000 Public Offer Shares or if you have applied for 5,000,000 Public Offer Shares or more and have not indicated on your application form that you will collect your refund cheque in person, then your refund cheque, if any, will be sent to the address on your application form on the date of despatch by ordinary post and at your own risk.

### **PINK application forms:**

The share certificate(s) and/or refund cheque(s), if any, will be sent to the address on your application form shortly after the date of despatch (which is expected to be Friday, 13th December, 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 forms received.

### **COMMENCEMENT OF DEALINGS IN THE SHARES**

Dealings in the Public Offer Shares is expected to commence on Wednesday, 18th December, 2002.

Shares will be traded in board lots of 2,500 Shares each.

### **SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Stock Exchange 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 on 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 the CCASS Operational Procedures in effect from time to time.

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