

### 1. Methods of Applying for the Public Offer Shares

There are two ways to make an application for the Public Offer Shares. You may apply for the Public 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 Public 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.

### 2. Applying by Using a White or Yellow Application Form

#### Which Application Form to Use

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

Use a **yellow** Application Form if you want the H 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.

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*Note: The H Shares are not available to existing beneficial owners of Shares in the Company, Directors, Supervisors or chief executives of the Company or any of its subsidiaries, or associates of any of them (an "associate" is 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:

any of the following addresses of the Hong Kong Underwriters:

**China International Capital Corporation (Hong Kong) Limited**

Suite 2307, 23<sup>rd</sup> Floor  
One International Finance Centre  
1 Harbour View Street  
Central, Hong Kong

or

**Deutsche Bank AG, Hong Kong Branch**

55<sup>th</sup> Floor  
Cheung Kong Center  
2 Queen's Road Central  
Hong Kong

or

**Merrill Lynch Far East Limited**

17/F ICBC Tower  
3 Garden Road, Central  
Hong Kong

or

**Cazenove Asia Limited**

Suite 5001, One Exchange Square, 8 Connaught Place, Central, Hong Kong

**China Merchants Securities (HK) Co. Limited**

48<sup>th</sup> Floor, One Exchange Square, 8 Connaught Place, Central, Hong Kong

**CMB International Capital Corporation Limited**

21/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong

**DBS Asia Capital Limited**

22<sup>nd</sup> Floor, The Center, 99 Queen's Road, Central, Hong Kong

**First Shanghai Securities Limited**

19/F., Wing On House, 71 Des Voeux Road, Central, Hong Kong

**Guotai Junan Securities (Hong Kong) Limited**

27<sup>th</sup> Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road, Central, Hong Kong

**Kingston Securities Limited**

Suite 2801, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong

**Shenyin Wanguo Capital (H.K.) Limited**

28<sup>th</sup> Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong

**South China Securities Limited**

28<sup>th</sup> Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong

**Tai Fook Securities Company Limited**

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

**VC Brokerage Limited**

28<sup>th</sup> Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong

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

Hong Kong Island . . . . .	Bank of China Tower Branch	3/F., 1 Garden Road
	Central District (Wing On House) Branch	71 Des Voeux Road Central
	409 Hennessy Road Branch	409-415 Hennessy Road, Wanchai
	Taikoo Shing Branch	Shop G1006-7, Hoi Sing Mansion, Taikoo Shing
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
	North Point (Kiu Fai Mansion) Branch	413-415 King's Road, North Point

## HOW TO APPLY FOR PUBLIC OFFER SHARES

Kowloon .....	Kwun Tong Branch	20-24 Yue Man Square, Kwun Tong
	Mong Kok (President Commercial Centre) Branch	608 Nathan Road, Mong Kok
	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road
	Diamond Hill Branch	G107, Plaza Hollywood, Diamond Hill
New Territories .....	Humphrey's Avenue Branch	4-4A Humphrey's Avenue Tsim Sha Tsui
	Castle Peak Road (Tsuen Wan) Wealth Management Centre	167 Castle Peak Road, Tsuen Wan
	Lucky Plaza Branch	Lucky Plaza, Wang Pok Street, Shatin
	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II

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

- (1) The Depository Counter of HKSCC at 2<sup>nd</sup> 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 stockbroker, who may have such Application Forms and this prospectus available.

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

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:

- (i) agree with the Company and each shareholder of the Company, and the Company agrees with each of its shareholders, to observe and comply with the Company Law, the Special Regulations, and the Articles of Association;
- (ii) agree with the Company, each shareholder, Director, Supervisor, manager and officer of the Company, and the Company acting for itself and for each Director, Supervisor, manager and officer of the Company agrees with each shareholder to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of

Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award, which arbitration shall be final and conclusive;

- (iii) agree with the Company and each shareholder of the Company that H Shares in the Company are freely transferable by the holders thereof;
- (iv) authorize the Company to enter into a contract on your behalf with each of the Directors, Supervisors and officers of the Company whereby each such Director, Supervisor, and officer undertakes to observe and comply with his obligations to shareholders as stipulated in the Articles of Association;
- (v) 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;
- (vi) agree that the Company, the Directors and any person who has authorised this prospectus are liable only for the information and representations contained in this prospectus and any supplement thereto;
- (vii) 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 Offering; and
- (viii) agree to disclose to the Company, the Joint Sponsors, the Joint Global Bookrunners, the Underwriters, the registrar, receiving banker, and/or their respective advisors and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the application.

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 authorized 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 authorized 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 company name and Hong Kong Business Registration number; and
- (b) the participant I.D. and company chop (bearing its company name) endorsed by its authorized 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 authorized signatory(ies) (if applicable), participant I.D. or other similar matters may render the application invalid.

If your application is made through a duly authorized attorney, the Company and the Joint Global Bookrunners (or their respective agents and nominees) as its agent may accept it at their discretion, and subject to any conditions they think fit, including evidence of the authority of your attorney. The Company and the Joint Global Bookrunners, in the capacity as its agent, will have full discretion to reject or accept any application, in full or in part, without assigning any reason.

### ***How Many Applications You May Make***

**You may make more than one application for Public Offer Shares if and only if:**

You are a nominee, in which case you may (i) give **electronic application instructions** to HKSCC via CCASS (if you are a CCASS Participant) or (ii) using a **white** or **yellow** Application Form, 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, for each beneficial owner (or, in the case of joint beneficial owners, for each such beneficial owner):

- an account number; or
- some other identification code.

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; 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 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 authorized 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 124,164,000 H Shares in pool A or 124,162,000 H Shares in pool B, 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 Offering.

**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 a company; or
- control more than half of the voting power of a company; or
- hold more than half of the issued share capital of a 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).

### ***Members of the Public — Time for Applying for Public Offer Shares***

Completed **white** or **yellow** Application Forms, together with payment attached, must be lodged by 12:00 noon on Tuesday 29<sup>th</sup> November, 2005, 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 Bank of China (Hong Kong) Limited listed under the section headed “Where to collect the Application Forms” above at the following times:

Thursday, 24<sup>th</sup> November, 2005 — 9:00 a.m. to 5:00 p.m.  
Friday, 25<sup>th</sup> November, 2005 — 9:00 a.m. to 5:00 p.m.  
Saturday, 26<sup>th</sup> November, 2005 — 9:00 a.m. to 12:00 noon  
Monday, 28<sup>th</sup> November, 2005 — 9:00 a.m. to 5:00 p.m.  
Tuesday, 29<sup>th</sup> November, 2005 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Tuesday, 29<sup>th</sup> November, 2005.

No proceedings will be taken on applications for the H Shares and no allotment of any such H Shares will be made until after the closing of the application lists. No allotment of any of the H Shares will be made later than Saturday 24<sup>th</sup> December, 2005.

### ***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 Tuesday 29<sup>th</sup> November, 2005. 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.

If the application lists do not open and close on Tuesday, 29<sup>th</sup> November, 2005, the dates mentioned in the “Expected Timetable” may be affected in which case a press announcement will be made by the Company.

### ***Publication of Results***

The Company expects 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 6<sup>th</sup> December, 2005 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).

### ***Despatch/Collection of H 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\$1.85 per H 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 Hong Kong Public Offering are not fulfilled in accordance with the section headed “Structure of the Global Offering — Conditions of the Hong Kong Public 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.

No temporary documents of title will be issued in respect of the H 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) H Share certificate(s) for all the Public Offer Shares applied for, if the application is wholly successful; or (ii) H Share certificate(s) for the number of Public Offer Shares successfully applied for, if the application is partially successful (for wholly successful and partially successful applicants on **yellow** Application Forms: H Share certificates for their H 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 favor of the applicant (or, in the case of joint applicants, the first-named applicant) for (i) the surplus application monies for the Public Offer Shares unsuccessfully applied for, if the application is partially unsuccessful; or (ii) all the application monies, if the application is wholly unsuccessful; and/or (iii) the difference between the Offer Price and the maximum offer price per H Share paid on application in the event that the Offer Price is less than the offer price per H Share initially paid on application, in each case including the brokerage of 1%, SFC transaction levy of 0.005%, investor compensation levy of 0.002% and Stock Exchange trading fee of 0.005%, attributable to such refund/surplus monies but without interest.

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 could 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 invalidate your refund cheque.

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 H Share initially paid on application (if any) under **white** or **yellow** Application Forms; and H Share certificates for wholly and partially successful applicants under **white** Application Forms are expected to be posted on or around Tuesday, 6<sup>th</sup> December, 2005. The right is reserved to retain any H Share certificate(s) and any surplus application monies pending clearance of cheque(s).

H Share certificates will only become valid certificates of title at 8:00 a.m. on Wednesday, 7<sup>th</sup> December, 2005 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Grounds for Termination” has not been exercised.



### **(a) If you apply using a white Application Form:**

If you apply for 1,000,000 Public 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 H Share certificate(s) (where applicable) from Computershare Hong Kong Investor Services Limited and have provided all information required by your Application Form, you may collect your refund cheque(s) (where applicable) and H Share certificate(s) (where applicable) from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong from 9:00 a.m. to 1:00 p.m. on Tuesday, 6<sup>th</sup> December, 2005 or such other date as notified by the Company in the newspapers as the date of collection/despatch of refund cheques and/or H Share certificates. If you are an individual who opts for personal collection, you must not authorize 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 authorized representative bearing a letter of authorization from your corporation stamped with your corporation's chop. Both individuals and authorized representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. If you do not collect your refund cheque(s) (where applicable) and/or H 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 thereafter by ordinary post and at your own risk.

If you apply for less than 1,000,000 Public Offer Shares or if you apply for 1,000,000 Public Offer Shares or more but have not indicated on your Application Form that you will collect your refund cheque(s) (where applicable) and/or H Share certificate(s) (where applicable) in person, your refund cheque(s) (where applicable) and/or H Share certificate(s) (where applicable) will be sent to the address on your Application Form on Tuesday, 6<sup>th</sup> December, 2005, by ordinary post and at your own risk.

### **(b) If you apply using a yellow Application Form:**

The procedures for collection of refund cheque(s) for **yellow** Application Forms are the same as those for **white** Application Forms as described above.

If you apply for Public Offer Shares using a **yellow** Application Form and your application is wholly or partially successful, your H 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, 6<sup>th</sup> December, 2005, or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.

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 allocated 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 Hong Kong Public Offering in the newspapers on Tuesday,

6<sup>th</sup> December, 2005. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, 6<sup>th</sup> December, 2005 or any other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Public Offer Shares to your CCASS Investor Participant 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 Public Offer Shares credited to your stock account.

### 3. Applying by Giving Electronic Application Instructions to HKSCC

#### *General*

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

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

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

**Hong Kong Securities Clearing Company Limited**

Customer Service Centre

Upper Ground Floor

V-Heun Building

128-140 Queen's Road Central

Hong Kong

and complete an input request form.

Prospectuses are available for collection from the above address.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Broker Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You are deemed to have authorized HKSCC and/or HKSCC Nominees to transfer the details of your application, whether submitted by you or through your broker or custodian, to the Company and its registrar.

### *Giving Electronic Application Instructions to HKSCC to Apply for Public 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 Public Offer Shares:

- (i) HKSCC Nominees is only acting as a nominee for those persons and shall not be liable for any breach of the terms and conditions of the **white** Application Form or this prospectus;
- (ii) HKSCC Nominees does the following things on behalf of each such person:
  - agrees that the Public 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 Public Offer Shares in respect of which that person has given **electronic application instructions** or any lesser number;
  - undertakes and confirms that that person has not applied for or taken up any H Shares under the International Offering nor otherwise participated in the International Offering;
  - (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 authorized to give those instructions as that other person's agent;
  - understands that the above declaration will be relied upon by the Company, the Directors, the Joint Sponsors and the Joint Global Bookrunners in deciding whether or not to make any allotment of Public 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;
  - authorizes the Company to place the name of HKSCC Nominees on the register of members of the Company as the holder of the Public Offer Shares allotted in respect of that person's **electronic application instructions** and to send H Share certificate(s) and/or refund monies in accordance with the arrangements separately agreed between the Company and HKSCC;
  - confirms that that person has read the terms and conditions and application procedures set out in this prospectus and agrees to be bound by them;
  - confirms that that person has only relied on the information and representations in this prospectus in giving that person's **electronic application instructions** or instructing that person's broker or custodian to give **electronic application instructions** on that person's behalf;

- agrees that the Company, the Directors and any person who has authorised this prospectus are liable only for the information and representations contained in this prospectus;
- agrees to disclose that person's personal data to the Company, the Joint Sponsors, the Joint Global Bookrunners, the Underwriters, the registrar, receiving banker, and/or their respective advisers and 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** before Saturday, 24<sup>th</sup> December, 2005, such agreement to take effect as a collateral contract with the Company and to become binding when that person gives the instructions and such collateral contract to be in consideration of the Company agreeing that it will not offer any Public Offer Shares to any person before Saturday, 24<sup>th</sup> December, 2005, except by means of one of the procedures referred to in this prospectus. However, that person may revoke the instructions before Saturday, 24<sup>th</sup> December, 2005 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 the Company;
- 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 Public Offer Shares;
- agrees with the Company, for itself and for the benefit of each of the shareholders of the Company (and so that the Company will be deemed by its acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for itself and on behalf of each of the shareholders of the Company, with each CCASS Participant giving **electronic application instructions**) to observe and comply with the Company Law, the Special Regulations and the Articles of Association;
- agrees with the Company, for itself and for the benefit of each of the shareholders of the Company and each Director, Supervisor, manager and other officer of the Company (and so that the Company will be deemed by its acceptance in whole or in part of this application to have agreed, for itself and on behalf of each shareholder of the Company and each Director, Supervisor, manager and other officer of the Company, with each CCASS Participant giving **electronic application instructions**):
  - (a) to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association; and

- (b) that any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award, which arbitration shall be final and conclusive;
- agrees with the Company (for the Company itself and for the benefit of each of the shareholders of the Company) that H Shares in the Company are freely transferable by the holders thereof;
- authorizes the Company to enter into a contract on its behalf with each of the Directors, Supervisors and officers of the Company whereby each such Director, Supervisor and officer undertakes to observe and comply with his 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.

### *Effect of Giving Electronic Application Instructions to HKSCC*

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

- instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participants) to apply for the Public Offer Shares on your behalf;
- instructed and authorized 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 H 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 authorized 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 Public Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of Public Offer Shares in respect of which you have given such instructions and/or in respect of which such instructions have been given for your benefit. Any **electronic application instructions** to make an application for the Public Offer Shares given by you or for your benefit to HKSCC shall be deemed to be an actual application. No application for any other number of Public Offer Shares will be considered and any such application is liable to be rejected.

### *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 2,000 Public Offer Shares. Such instructions in respect of more than 2,000 Public 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 Broker/Custodian Participants can input electronic application instructions at the following times on the following dates:

Thursday, 24<sup>th</sup> November, 2005 — 9:00 a.m. to 8:30 p.m.<sup>1</sup>

Friday, 25<sup>th</sup> November, 2005 — 9:00 a.m. to 8:30 p.m.<sup>1</sup>

Saturday, 26<sup>th</sup> November, 2005 — 9:00 a.m. to 3:00 p.m.<sup>1</sup>

Monday 28<sup>th</sup> November, 2005 — 9:00 a.m. to 8:30 p.m.<sup>1</sup>

Tuesday, 29<sup>th</sup> November, 2005 — 9:00 a.m.<sup>1</sup> to 12:00 noon

*(1) The above time is subject to change as HKSCC may determine from time to time with prior notification to CCASS Broker/Custodian Participants.*

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Thursday, 24<sup>th</sup> November, 2005 until 12:00 noon on Tuesday, 29<sup>th</sup> November, 2005 (24 hours daily, except the last application date).

### *Effect of Bad Weather on the Opening of the Application Lists*

The latest time for inputting your electronic application instructions will be 12:00 noon on Tuesday, 29<sup>th</sup> November, 2005, 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 Tuesday, 29<sup>th</sup> November, 2005, 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 am. and 12 noon on such day.

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

### *Allocation of Public Offer Shares*

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

### *Deposit of H 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 H 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, 6<sup>th</sup> December, 2005, or, in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees.
- The Company expects to publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, the Company will include information relating to the relevant beneficial owner), 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, 6<sup>th</sup> December, 2005. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, 6<sup>th</sup> December, 2005 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 Public 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 Public 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, 6<sup>th</sup> December, 2005. Immediately after the credit of the Public Offer Shares to your CCASS Investor Participant stock account and the credit of refund monies to your designated bank account, HKSCC will also make available to you an activity statement showing the number of Public 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 H Share initially paid on application, in each case including brokerage of 1%, SFC transaction levy of 0.005%, investor compensation levy of 0.002% and Stock Exchange trading fee of 0.005%, will be credited to your designated bank account or the designated bank account of your broker or custodian on Tuesday, 6<sup>th</sup> December, 2005. No interest will be paid thereon.

### *Section 40 of the Companies Ordinance*

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



### *Personal Data*

The section of the Application Form headed “Personal Data” applies to any personal data held by the Company and the H 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 Public Offer Shares by giving **electronic application instructions** to HKSCC is only a facility provided to CCASS Participants. The Company, the Directors, the Joint Sponsors, the Joint Global Bookrunners and the Underwriters take no responsibility for the application and provide no assurance that any CCASS Participant will be allotted any Public Offer Shares.

To ensure that CCASS Investor Participants can give their **electronic application instructions** to HKSCC through the CCASS Phone System or the CCASS Internet System, CCASS Investor Participants are advised not to 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 Tuesday, 29<sup>th</sup> November, 2005.

## **4. Circumstances in which you will not be Allotted Public Offer Shares**

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

- **If your application is revoked:**

By completing and submitting an Application Form you agree that you cannot revoke your application on or before Saturday, 24<sup>th</sup> December, 2005. This agreement 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 person before Saturday, 24<sup>th</sup> December, 2005 except by means of one of the procedures referred to in this prospectus.

You may only revoke your application on or before Saturday, 24<sup>th</sup> December, 2005 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 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.

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

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 the Company or its agents to reject or accept your application**

The Company and the Joint Global Bookrunners (as agents for the Company), or their respective agents and nominees, have full discretion to reject or accept any application, or to accept only part of any application.

The Company, the Joint Global Bookrunners and the Hong Kong Underwriter(s), in their capacity as the Company's agents, and their agents and nominees do not have to give any reason for any rejection or acceptance.

- **If the allotment of Public Offer Shares is void**

The allotment of Public 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 H 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 the Company 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) Public Offer Shares and/or Offer Shares in the International Offering. By filling in any of the Application Forms or apply by giving electronic instructions to HKSCC, you agree not to apply for Public Offer Shares as well as Offer Shares in the International Offering. 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 Offering, and to identify and reject

indications of interest in the International Offering from investors who have received Public 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 dishonored 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
- the Underwriting Agreements are terminated in accordance with their respective terms.

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

### **5. How Much are the Public Offer Shares**

The maximum offer price is HK\$1.85 per H Share. You must also pay brokerage of 1%, SFC transaction levy of 0.005%, investor compensation levy of 0.002% and Stock Exchange trading fee of 0.005% in full. This means that for every board lot of 2,000 H Shares you will pay approximately HK\$3,737.45. The Application Forms have a table showing the exact amount payable for certain numbers of H Shares. Your application must be for a minimum of 2,000 H Shares. Applications must be in one of the numbers set out in the table. No application for any other number of H Shares will be considered and any such application is liable to be rejected.

You must pay the amount payable upon application for the H 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).

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).

### **6. Refund of Application Monies**

If you do not receive any Public Offer Shares for any reason, the Company will refund your application monies, including brokerage of 1%, SFC transaction levy of 0.005%, investor compensation levy of 0.002% and Stock Exchange trading fee of 0.005%. 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 the Company.

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

If the Offer Price as finally determined is less than the offer price per H Share (excluding brokerage, SFC transaction levy, investor compensation levy and Stock Exchange trading fee thereon)

initially paid on application, the Company will refund the surplus application monies, together with the related brokerage of 1%, SFC transaction levy of 0.005%, investor compensation levy of 0.002% and Stock Exchange trading fee of 0.005%, without interest.

In a contingency situation involving a substantial over-subscription, at the discretion of the Company and the Joint Global Bookrunners, cheques for applications for certain small denominations of Public Offer Shares (apart from successful applications) may not be cleared.

Refund of your application monies (if any) will be made on Tuesday, 6<sup>th</sup> December, 2005 in accordance with the various arrangements as described above.

### **7. Dealings and Settlement**

#### ***Commencement of Dealings in the H Shares***

Dealings in the H Shares on the Stock Exchange are expected to commence on Wednesday, 7<sup>th</sup> December, 2005.

The H Shares will be traded in board lots of 2,000 H Shares each. The stock code of the H Shares is 489.

#### ***H Shares will be Eligible for Admission into CCASS***

If the Stock Exchange grants the listing of, and permission to deal in, the H Shares and the Company complies with the stock admission requirements of HKSCC, the H 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 H 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 advisor for details of the settlement arrangement as such arrangements may affect their rights and interests.

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