

## **GUIDANCE ON HOW TO FILL IN THE APPLICATION FORM CORRECTLY**

A number of Questions have been asked about how to fill in the Application Form correctly. This document provides an example of an Application Form which the Authority would treat as correctly completed, together with further guidance. Please note that this document does not form part of the Notice and is provided for the purpose of guidance only. It remains the responsibility of each Bidder to ensure that its Application Form complies with the terms of the Notice and Information Memorandum. However:

### **PLEASE NOTE THAT ALL BIDDERS SHOULD FAMILIARISE THEMSELVES WITH THE GUIDANCE PROVIDED IN THIS EXAMPLE AS IT CONTAINS CLARIFICATION DESIGNED TO SIMPLIFY APPLICATIONS**

The example given is fictional and if there is any resemblance to any individual, firm or company, it is unintentional and co-incidental. The example used is of a number of companies in the fictional 'Global Holdings' group and parties in various ways associated with it.

We have chosen quite a complex ownership structure to illustrate different examples of how information should be shown. But as this example shows, filling in the Application Form remains relatively simple as long as the Application Form Instructions and the guidance set out below are followed.

Please refer to Figure 1 for details of the ownership structure of the 'Global Holdings' Group then read the text below.

#### **The 'Global Holdings' Group of Companies**

##### ***Ownership structure***

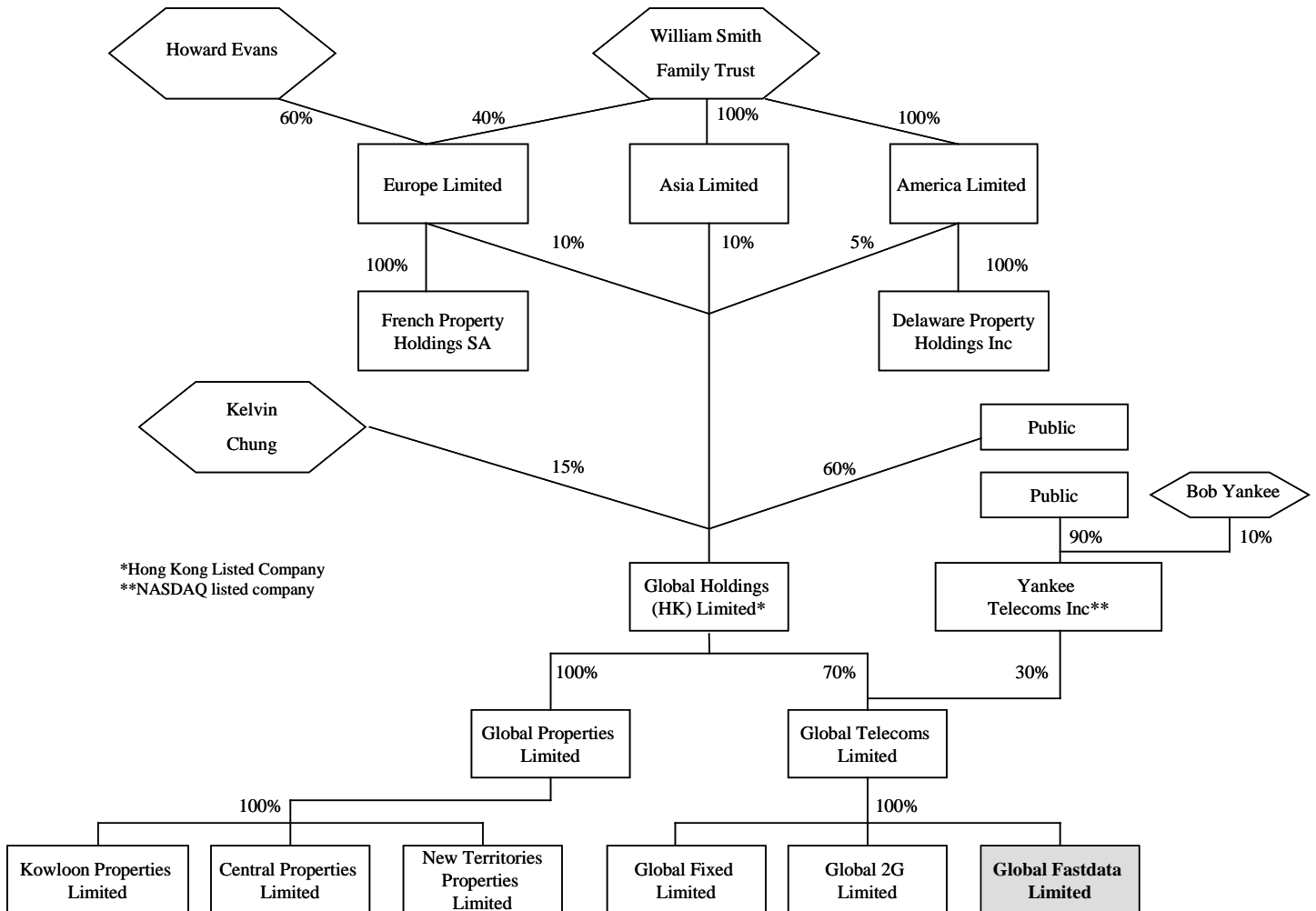
For the purposes of our example, Global Holdings (HK) Limited is a listed Hong Kong company with property and telecoms interests (see Figure 1).

The two largest shareholders in it are William Smith, through companies owned by his family trusts, and Kelvin Chung. However, the majority of the company (60%) is listed and widely held. The company has numerous property interests in Hong Kong through its wholly owned subsidiary, Global Properties Limited.

Eight years ago, together with the American telecoms operator Yankee Telecoms Inc (later listed on NASDAQ) it set up Global Telecoms Limited. The American company has a 30% stake in the company. To date it has provided limited fixed line services in the SAR, and has a 2G mobile business, Global 2G Limited.

It now wishes to bid for a 3G licence, and has set up a sister company to the 2G business, **Global Fastdata Limited**, which will be the Bidder and licensee if the bid is successful.

Figure 1



NOTE: THIS DIAGRAM IS DELIBERATELY NOT IN THE FORM REQUIRED TO BE SET OUT IN THE APPLICATION FORM

**Advisers**

The advisers and lenders to Global Fastdata are as follows:

Lawyers:

The Hong Kong office of **Eton & Christchurch**, solicitors, with offices in 35 countries and a local partnership of 10. These partners are also partners in the firm’s global partnership of 150. The partners providing advice are:

- Elton Chung, Partner
- Edward Cooke, Partner
- Elaine Chau, Solicitor

Investment Bank: **Brideshead (HK) Limited**, the Hong Kong subsidiary of the investment bank whose headquarters are in London.  
 The advisers are:  
 Beth Hogarth, Managing Director  
 Brian Hoo, Director  
 Ben Hayward, Assistant Manager

Bankers: **Mottram Corp**, a Canadian bank with a long term S&P rating of AA, through its branch in Hong Kong (which has a full banking licence under the Banking Ordinance). The Letter of Credit and Performance Bond are to be provided by Mottram’s Hong Kong Branch. The account managers are:  
 Michael Choo, Director  
 Melinda Cheng, Assistant Manager

***Directorships and Employment Contracts in the Global Holdings Group***

The Bidder, Global Fastdata Limited, has four directors as follows, three representing the Global Group and one representing Yankee Telecoms.

| <b>Director</b>                       | <b>Other Directorships</b>   | <b>Employment Contract</b>   |
|---------------------------------------|--|------------------------------|
| Charles Ryder<br>Managing Director    | Asia Limited<br>Global Holdings (HK) Limited<br>Global Telecoms Limited<br>Global Properties Limited | Global Holdings (HK) Limited |
| Sebastian Flyte<br>Finance Director   | Global Telecoms Limited  | Global Telecoms Limited      |
| Cordelia Nunne<br>Operations Director | Global Telecoms Limited  | Global Telecoms Limited      |
| Edward Samgrass<br>Marketing Director | Global Telecoms Limited  | Yankee Telecoms Inc          |

The Bidder also has an employee who is not a director: Lou Hooper, Bid Manager.

***Insiders***

The directors and Bid Manager of the Bidder, Global Fastdata, have been careful not to discuss their bidding strategy outside their company given that it constitutes Confidential Information.

However, there have been discussions as to bidding strategy with the following:

1. *Kelvin Chung*, the 15% shareholder in Global Holdings (HK) Limited (who, to the knowledge of the Bidder's board, has discussed the Bidder's strategy with Anthony Blanche of his own financial advisers Mulcaster & Co Limited
2. The board of Global Holdings (HK) Limited, which is providing financial backing to the Bidder and comprises five directors:  
Lord Marchmain, Non Executive Chairman  
Charles Ryder, Managing Director  
Graham Smith (nephew of William Smith), Operations Director  
Gertrude Lam, Finance Director  
Gary Ho, Non Executive Director

The board of Global Telecoms Limited, which is providing operational backing to the Bidder and consists of the same directors as the Bidder.

3. The Bidder's contacts at the Lawyers, Eton & Christchurch
4. The Bidder's contacts at the Investment Bankers, Brideshead (HK) Limited
5. The Bidder's contacts at the Bank, Mottram Corp

### **Filling in the Application Form Step by Step**

This section provides details of how the Application Form should be filled in for the Bidder, Global Fastdata Limited. For each section of the Application Form, there is:

- guidance on how the Authority interprets the Application Form instructions (in italics); and
- an extract from the Application Form correctly filled in.

You should cross refer to the Application Form Instructions at the start of the Application Form when reading this section. These are set out in Appendix 1 of the Notice. The guidance below supplements these instructions.

For ease of reference, each sub-section of the Application Form is commenced on a new page, starting overleaf.

## 1.1 Details of the Applicant

### Further Guidance

- *The name should be the full legal name of the Bidder.*
- *The fax and telephone number should be those of central switchboard. These will **not** be used for time critical communications unless the numbers for the Principal Contacts fail.*
- *If the principal place of business is the same as the registered office insert 'same' in the box.*

### Extract from Application Form Showing Example of Correct Completion

| 1.1 DETAILS OF THE APPLICANT  |
|---|
| <b>Registered Name of the Applicant:</b>                                      |
| Global Fastdata Limited   |
| <b>Company Number:</b>  |
| 12345678  |
| <b>Registered Address:</b>  |
| 2/F Howard Castle Building  |
| 123 Granada Road  |
| Central   |
| Hong Kong   |
| <b>Principal Place of Business (if different from the registered address)</b> |
| Same  |
|   |

## 1.2 Contact details for the Applicant

### Further Guidance

- *Where the Bidder wishes correspondence from the Authority to be for the attention of a team or individual, this should be marked. A team e-mail address can be used here instead of an individual e-mail address, should the Applicant so wish.*

### Extract from Application Form Showing Example of Correct Completion

| 1.2 CONTACT DETAILS OF THE APPLICANT         |  |
|--|--|
| <b>Address:</b>                              |  |
| FOR THE ATTENTION OF THE 3G BIDDING TEAM     |  |
| Global Fastdata Limited,                     |  |
| 2/F Howard Castle Building, 123 Granada Road |  |
| Central, Hong Kong                           |  |
| <b>Telephone Number:</b>                     | 8888 1000  |
|  |  |
| <b>Fax Number:</b>                           | 8888 2000  |
|  |  |
| <b>E-mail Address:</b>                       | <a href="mailto:3Gteam@globalfastdata.com.hk">3Gteam@globalfastdata.com.hk</a> |
|  |  |

### 1.3 Principal contacts for the Applicant

#### Further Guidance

- *These are the people whom the Authority will approach during the pre-qualification process, beginning with the first name shown. They do not have to be directors of the Bidder but they must have the authority to act on behalf of the Bidder and bind the Bidder for the purposes of the Notice .*

#### Extract from Application Form Showing Example of Correct Completion

### 1.3 PRINCIPAL CONTACTS OF THE APPLICANT

| Contact 1                     |  |
|-------------------------------|--|
| <b>Name:</b>                  | Charles Ryder  |
| <b>Title and/or Position:</b> | Managing Director, Global Fastdata Ltd   |
| <b>Telephone Number:</b>      | 8888 1100  |
| <b>Mobile Number:</b>         | 7777 1234  |
| <b>Fax Number:</b>            | 8888 2200  |
| <b>E-mail Address:</b>        | <a href="mailto:charles.ryder@globalfastdata.com.hk">charles.ryder@globalfastdata.com.hk</a> |

| Contact 2                     |                                       |
|-------------------------------|---------------------------------------|
| <b>Name:</b>                  | Sebastian Flyte                       |
| <b>Title and/or Position:</b> | Finance Director, Global Fastdata Ltd |
| <b>Telephone Number:</b>      | 8888 1111                             |
| <b>Mobile Number:</b>         | 7777 4321                             |

|                        |  |
|------------------------|--|
| <b>Fax Number:</b>     | 8888 2222  |
|                        |  |
| <b>E-mail Address:</b> | <a href="mailto:sebflyte@globalfastdata.com.hk">sebflyte@globalfastdata.com.hk</a> |
|                        |  |

|                               |  |
|-------------------------------|--|
| <b>Contact 3</b>              |  |
| <b>Name:</b>                  | Lou Hooper   |
|                               |  |
| <b>Title and/or Position:</b> | Bid Manager, Global Fastdata Ltd   |
|                               |  |
| <b>Telephone Number:</b>      | 8888 1155  |
|                               |  |
| <b>Mobile Number:</b>         | 7777 5678  |
|                               |  |
| <b>Fax Number:</b>            | 8888 2266  |
|                               |  |
| <b>E-mail Address:</b>        | <a href="mailto:lou.hooper@globalfastdata.com.hk">lou.hooper@globalfastdata.com.hk</a> |
|                               |  |



## 1.4 Bank account

### Further Guidance

- *The Bidder may insert further details of the bank where the account is held to enable any re-imburement of Deposit more effectively, e.g. at which branch the account is held.*

### Extract from Application Form Showing Example of Correct Completion

#### 1.4 BANK ACCOUNT (FOR REIMBURSEMENT OF DEPOSIT)

|                        |                                |
|------------------------|--------------------------------|
| <b>Name of Bank:</b>   | Mottram Corp (Wan Chai branch) |
|                        |                                |
| <b>Account Name:</b>   | Global Fastdata Limited        |
|                        |                                |
| <b>Account Number:</b> | 888-8888998                    |
|                        |                                |

## 1.5 Management of the Applicant

### Further Guidance

- *No further guidance necessary.*

### Extract from Application Form Showing Example of Correct Completion

#### 1.5 BOARD OF DIRECTORS AND OTHER KEY MEMBERS OF THE MANAGEMENT OF THE APPLICANT

| Name:           | Title and/or Position: |
|-----------------|------------------------|
| Charles Ryder   | Managing Director      |
| Sebastian Flyte | Finance Director       |
| Cordelia Nunne  | Operations Director    |
| Edward Samgrass | Marketing Director     |
| Lou Hooper      | Bid Manager            |

## 1.6 Applicant's relationship with any 2G operators

### Further Guidance

- *In the example provided, there is a 2G operator in the Global Holdings Group, a sister company to the Bidder. The Application Form should be filled in with careful reference to definitions used in the Notice. To provide some examples:*
- *Kelvin Chung is shown because he has a Bidding Interest in the applicant (via an Indirect Interest) and a 2G Interest in a 2G Operator, Global 2G Limited (again, via an Indirect Interest). For the purposes of calculating whether he has an Indirect Interest, the 70% shareholding of Global Holdings (HK) Limited in Global Telecoms Limited is treated as a percentage interest of 100%. (See page Paragraph A.3, sub-paragraph 'Indirect Interest' in Appendix A of the Information Memorandum). So Kelvin's interest in Global Fastdata =  $15\% \times 100\%$  (i.e. the 70% shareholding treated as 100%)  $\times 100\% = 15\%$ . His interest in Global 2G Limited is similarly counted as 15%, thus constituting an Indirect Interest and therefore (as Global 2G Limited is a 2G Operator) a 2G Interest.*
- *The William Smith Family Trust is shown because its holdings via Europe Limited, Asia Limited and America Limited constitute a 19% Indirect Interest in Global Fastdata Limited (i.e. a Bidding Interest) and a 19% Indirect Interest in Global 2G Limited (i.e. a 2G Interest). As the Trust does not have control of Europe Limited, its shareholding in Global Holdings (HK) Limited through this company counts only as  $40\% \times 10\% = 4\%$ . To this must be added the 10% shareholding in Global Holdings (HK) Limited via Asia Limited and the 5% shareholding via America Limited. That adds up to 19%.*
- *Howard Evans and Bob Yankee are not shown because their interests in Global 2G Limited and Global Fastdata Limited are not sufficient to constitute Indirect Interests. Howard Evans' interest in each company would be calculated as  $100\% \times 10\% \times 100\% \times 100\% = 10\%$ . (The 60% interest of Howard Evans is treated as 100%) Bob Yankee's would be calculated as  $10\% \times 30\% \times 100\% = 3\%$ .*
- *If notwithstanding the fact that Yankee Telecoms Inc is listed on NASDAQ and its shares are widely held, Bob Yankee is able to ensure that the affairs of the company are conducted in accordance with his wishes, (see section 1.3.1(g)(iii) of the Notice), say by his ability to appoint a majority of the board of directors, then that would be treated as a controlling interest. It would also need to be highlighted in the chart at section 4 of the Application Form. In these circumstances Bob Yankee would have an Indirect Interest in both Global 2G Limited and Global Fastdata Limited of  $100\% \times 30\% \times 100\% = 30\%$ .*

**Extract from Application Form Showing Example of Correct Completion**

**1.6 APPLICANT'S RELATIONSHIP WITH 2G OPERATOR(S)**

**Is the Applicant a 2G Operator?**

No

**Is the Applicant controlling, under the control of, or under common control with any 2G Operator?**

Yes – the Applicant is under common control with the 2G operator Global 2G Limited.

Both the Applicant and that 2G operator are wholly owned by Global Telecoms Limited.

**Does the Applicant or any party with a Bidding Interest in the Applicant also have a 2G Interest in any 2G Operator?**

The Applicant does not have a 2G Interest in any 2G Operator itself.

The following parties, who have a Bidding interest in the Applicant, have a 2G Interest in Global 2G Limited:

- Global Telecoms Limited
- Yankee Telecoms Inc
- Global Holdings (HK) Limited
- Kelvin Chung
- William Smith Family Trust

These parties are all shown in the table at section 4 of this Application

## 2.1 Applicant's Representatives

### Further Guidance

- In the example shown below, we assume that there are five Bidder's Representatives chosen to attend in the Bidding Room: three directors, one employee and one adviser.
- Each of their employee's is shown, with information about how they are related to the Bidder where they are not employees of the Bidder.

### Extract from Application Form Showing Example of Correct Completion

| <b>2.1 APPLICANT'S REPRESENTATIVES</b>   |   |
|--|---|
| <b>1. Name:</b>  | Charles Ryder   |
| <b>Employer (or relationship between this representative and the Applicant):</b> | Global Holdings (HK) Limited.<br>Also Managing Director of the Applicant, Global Fastdata Limited |
| <b>Title and/or Position:</b>  | Director, Global Holdings (HK) Limited<br>Managing Director of the Applicant                      |
| <b>ID Card/Passport Number</b>   | 3333333   |
| <b>Signature:</b>  | [signature provided]  |
|  |   |
| <b>2. Name:</b>  | Sebastian Flyte   |
| <b>Employer (or relationship with the Applicant):</b>                            | Global Telecoms Limited.<br>Also Finance Director of the Applicant, Global Fastdata Limited       |
| <b>Title and/or Position:</b>  | Director, Global Telecoms Limited<br>Finance Director of the Applicant                            |
| <b>ID Card/Passport Number</b>   | 444444444   |
| <b>Signature:</b>  | [signature provided]  |
|  |   |
| <b>3. Name:</b>  | Cordelia Nunne  |
| <b>Employer (or relationship with the Applicant):</b>                            | Global Telecoms Limited.<br>Also Operations Director of the Applicant, Global Fastdata Limited    |
| <b>Title and/or Position:</b>  | Director, Global Telecoms Limited<br>Operations Director of the Applicant                         |
| <b>ID Card/Passport Number</b>   | 555555555   |
| <b>Signature:</b>  | [signature provided]  |
|  |   |

|           |   |   |
|-----------|---|---|
| <b>4.</b> | <b>Name:</b>  | Lou Hooper                              |
|           | <b>Employer (or relationship with the Applicant):</b> | Global Fastdata Limited (the Applicant) |
|           | <b>Title and/or Position:</b>                         | Bid Manager                             |
|           | <b>ID Card/Passport Number</b>                        | 7777777777                              |
|           | <b>Signature:</b>                                     | [signature provided]                    |

|           |   |  |
|-----------|---|--|
| <b>5.</b> | <b>Name:</b>  | Beth Hogarth   |
|           | <b>Employer (or relationship with the Applicant):</b> | Brideshead (HK) Limited, Financial Advisers to the Applicant |
|           | <b>Title and/or Position:</b>                         | Managing Director  |
|           | <b>ID Card/Passport Number</b>                        | 888888888888   |
|           | <b>Signature:</b>                                     | [signature provided]   |

## 2.2 Representatives Authorised to Bid

### Further Guidance

- *In this example, we have assumed that the Applicant wishes to use the same three Representatives to bid as it chose as its principal contacts: Charles Ryder, Sebastian Flyte and Lou Hooper.*

### Extract from Application Form Showing Example of Correct Completion

## 2.2 REPRESENTATIVES AUTHORISED TO BID

| Number: | Name:           | Signature:           |
|---------|-----------------|----------------------|
| 1       | Charles Ryder   | [signature provided] |
| 2       | Sebastian Flyte | [signature provided] |
| 3       | Lou Hooper      | [signature provided] |
|         |                 |                      |

### 3. Insiders

#### Further Guidance

- *Bidders should study carefully the definition of both 'Insider' and 'Confidential Information' in the Notice. The Authority appreciates that providing all of the names and details of Insiders for the purposes of the Application would be a highly burdensome task given the fact that 'Insider' includes persons to whom Confidential Information is indirectly disclosed and includes any person who controls, is controlled by or is under common control with that body corporate.*
- *The Authority will permit Applicants to provide a simpler disclosure as follows which will satisfy the Authority's requirements in respect of this section. The treatment by the TA of Insiders for the purposes of completing the Application Form has no effect on the terms and conditions of the Notice. All those persons falling within the definition of "Insiders" contained in the Notice will be treated as such for the purpose of the Notice notwithstanding that their details have not been included in a Bidder's Application Form.*
- *For the purposes of completing section 3 of the Application Form only, the Bidder only needs to set out (a) those persons to whom the Bidder knows Confidential Information has been given and (b) in the case of a body corporate, any person who controls the Bidder.*
- *In the case of (a) those individuals to whom Confidential Information has been provided should be given as well as the name of the organisation of which they are an employee, director, officer, trustee or partner and in which capacity they were given the information.*
- *In the example we have provided above, the individuals who are Insiders are listed (pages 3 and 4). Most of these individuals will have been given the Confidential Information by the Bidder itself. The Confidential Information was given in their capacity as advisers or as board members of companies providing financial or operational assistance to the Bidder. Lord Marchmain, the chairman of Global Holdings (HK) Limited, which is providing operational support to the Bidder, may be a director and chairman of five other companies in the Global Holdings Group. But for these purposes he is only given Confidential Information in the context of his role as chairman of Global Holdings (HK) Limited. So the Application Form need only provide details of him and Global Holdings (HK) Limited as Insiders but none of the other companies of which he is a director.*
- *Charles Ryder, on the other hand, has received Confidential Information in his role as director of three different companies: the Bidder, Global Telecoms Limited (which is providing operational support) and Global Holdings (HK) Limited (which is providing financial support).*
- *In the case of a partnership, only those partners falling within (a) and (b) above need be listed, as should the name of the partnership.*



- Whilst the Bidder has not provided information to Kelvin Chung itself, the Board of the Bidder knows that Kelvin Chung has discussed Bidding Strategy with his financial adviser and this is therefore also reported in the Application.

See the example below for how boxes should be filled in the case of individuals and organisations.

### Extract from Application Form Showing Example of Correct Completion

## 3 INSIDERS

| Name:                        | Employer:                | Title and/or Position:                          | Role:  |
|------------------------------|--------------------------|---|--|
| Global Fastdata Limited      | N/A                      | N/A   | Applicant  |
| Global Telecoms Limited      | N/A                      | N/A   | Controls Applicant   |
| Global Holdings (HK) Limited | N/A                      | N/A   | Controls Applicant   |
| Kelvin Chung                 | Self employed            | N/A   | Bidding Interest in Applicant  |
| Lord Marchmain               | Global Holdings (HK) Ltd | Chairman, Global Holdings (HK) Limited          | Director of Global Holdings (HK) Limited, providing financial support to Applicant |
| Charles Ryder                | Global Holdings (HK) Ltd | Managing Director, Global Holdings (HK) Limited | Director of Global Holdings (HK) Limited, providing financial support to Applicant |
| Ditto                        | Ditto                    | Managing Director, Global Telecoms Limited      | Director of Global Telecoms Limited, providing operational support to Applicant    |
| Ditto                        | Ditto                    | Managing Director, Global Fastdata Limited      | Director of Applicant  |

|                     |                          |   |  |
|---------------------|--------------------------|---|--|
| Graham Smith        | Global Holdings (HK) Ltd | Operations Director, Global Holdings (HK) Limited | Director of Global Holdings (HK) Limited, providing financial support to Applicant |
| Gertrude Lam        | Global Holdings (HK) Ltd | Finance Director, Global Holdings (HK) Limited    | Director of Global Holdings (HK) Limited, providing financial support to Applicant |
| Gary Ho             | Global Holdings (HK) Ltd | Non Executive Director, Global Telecoms Limited   | Director of Global Holdings (HK) Limited, providing financial support to Applicant |
| Sebastian Flyte     | Global Telecoms Limited  | Finance Director, Global Telecoms Limited         | Director of Global Telecoms Limited, providing operational support to Applicant    |
| Ditto               | Ditto                    | Finance Director, Global Fastdata Limited         | Director of Applicant  |
| Cordelia Nunne      | Global Telecoms Limited  | Operations Director, Global Telecoms Limited      | Director of Global Telecoms Limited, providing operational support to Applicant    |
| Ditto               | Ditto                    | Operations Director, Global Fastdata Limited      | Director of Applicant  |
| Edward Samgrass     | Global Telecoms Limited  | Marketing Director, Global Telecoms Limited       | Director of Global Telecoms Limited, providing operational support to Applicant    |
| Ditto               | Ditto                    | Marketing Director, Global Fastdata Limited       | Director of Applicant  |
| Lou Hooper          | Global Fastdata Limited  | Bid Manager of Global Fastdata Limited            | Employee of Applicant  |
| Eton & Christchurch | N/A                      | N/A   | Solicitors (Partnership) legal advisers to Applicant                               |

|                         |                         |                   |   |
|-------------------------|-------------------------|-------------------|---|
| Elton Chung             | Eton & Christchurch     | Partner           | Legal adviser to Applicant                          |
| Edward Cooke            | Eton & Christchurch     | Partner           | Legal adviser to Applicant                          |
| Elaine Chau             | Eton & Christchurch     | Solicitor         | Legal adviser to Applicant                          |
| Brideshead (HK) Limited | N/A                     | N/A               | Investment Bank; financial advisers to Applicant    |
| Beth Hogarth            | Brideshead (HK) Limited | Managing Director | Financial adviser to Applicant                      |
| Brian Hoo               | Brideshead (HK) Limited | Director          | Financial adviser to Applicant                      |
| Ben Hayward             | Brideshead (HK) Limited | Assistant Manager | Financial adviser to Applicant                      |
| Mottram Corp            | N/A                     | N/A               | Bank to Applicant                                   |
| Michael Choo            | Mottram Corp            | Director          | Account Manager at Applicant's Bank                 |
| Melinda Cheng           | Mottram Corp            | Assistant Manager | Account Manager at Applicant's Bank                 |
| Mulcaster & Co Limited  | N/A                     | N/A               | Investment Bank; financial advisers to Kelvin Chung |
| Anthony Blanche         | Mulcaster & Co Limited  | Director          | Financial adviser to Kelvin Chung                   |

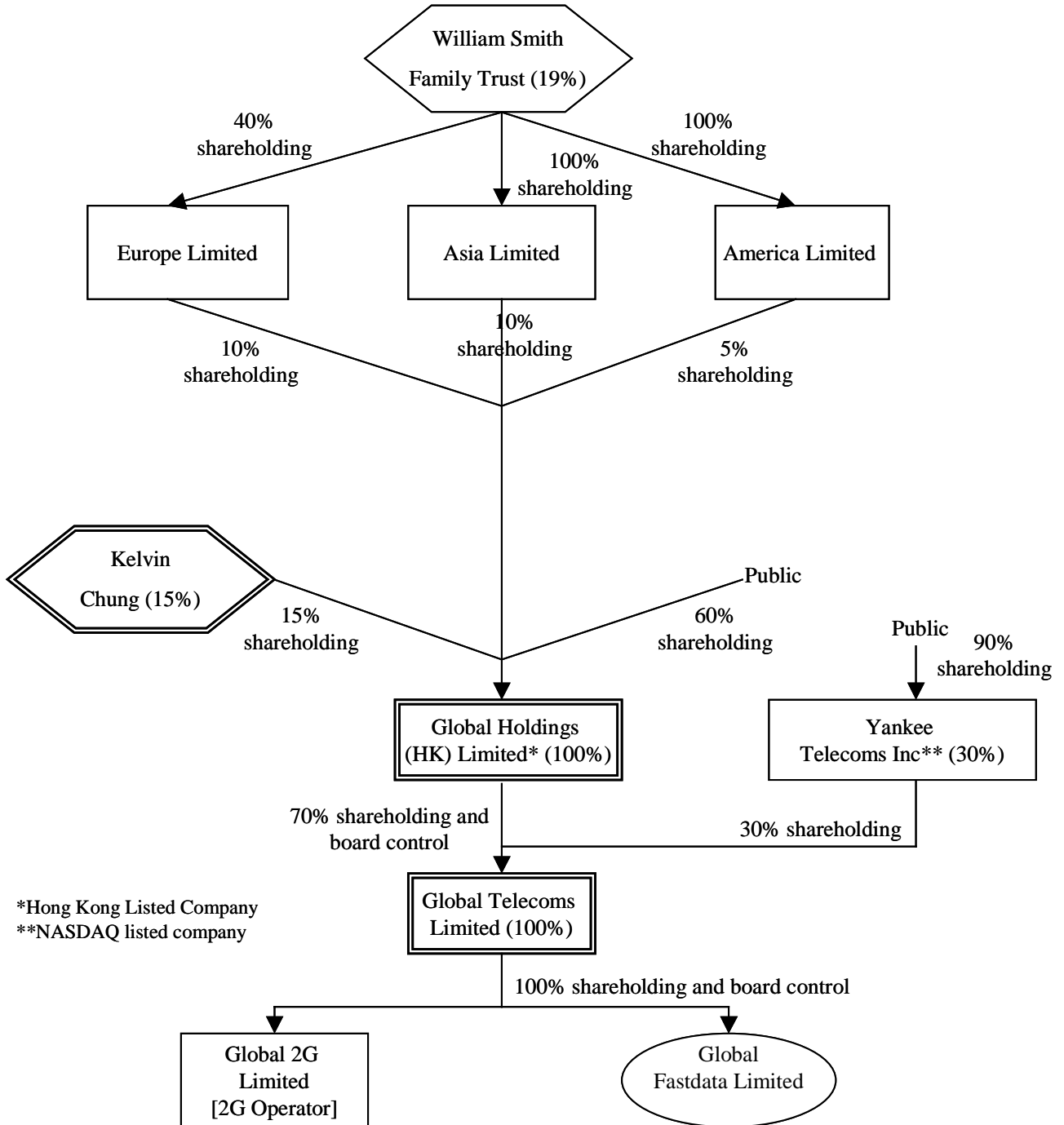
## 4. Ownership structure of the Applicant

### Further Guidance

- *Family Trusts, if they are not corporate entities, should be shown as though they are individuals, i.e. in a lozenge-shaped box*
- *Where a company is listed, the exchange on which it is listed should be noted by an asterisk.*
- *Any 2G Operator which needs to be shown in the diagram should be clearly marked as such in the box describing it.*
- *The percentage of a company held through a public or free float can be shown by a line from the word 'public' – without any box around it – together with details of the percentage of the relevant class of shares.*
- *The example below shows that if the Application Instructions are followed, the Ownership structure shown in the Application Form is likely to be very much simpler than the actual one.*
- *Note that under the revised wording of Application Form Instruction 4(i) it is clearer now that details of any intermediate entity between a party who holds a Bidding Interest or a 2G Interest in the Applicant and that Applicant should be shown. In this example, the intermediate companies are (a) Europe Limited, Asia Limited and America Limited, (b) Global Holdings (HK) Limited and (c) Global Telecoms Limited. The William Smith Family Trust's holdings in them constitute both a Bidding Interest in the Bidder and a 2G Interest in the 2G Operator under common control with the Bidder.*
- *The Spreadsheet in Excel format to be provided in floppy diskette or CD-Rom format should be provided in the format placed on the Authority's website. This should be downloaded from the web by Bidders and used to complete this section of the Application Form.*
- *The Excel Sheet should contain the names in alphabetical order of all of those parties listed in the diagram, including legal persons other than companies, such as individuals, partnerships and trusts. However, there is no need to list 'public' where a public or free float is shown. An example of how the Excel Sheet should be filled in is provided below after the example diagram.*

Extract from Application Form Showing Example of Correct Completion

**4 OWNERSHIP STRUCTURE OF THE APPLICANT**



## Example contents of Excel Spreadsheet:

The same format as set out below must be used by each Bidder in preparing its Application package.  
Please use Office97 (or any other compatible version) in preparing the spreadsheet.

| <b>Contact Details of the Applicant</b> |  |
|---|--|
| <b>Registered name of Applicant:</b>    | <b>Global Fastdata Limited</b>                                     |
| <b>Address:</b>                         | 2/F Howard Castle Building, 123 Granada Road<br>Central, Hong Kong |
| <b>Principal contact person:</b>        | Charles Ryder  |
| <b>Direct telephone number:</b>         | 8888 1100  |
| <b>Mobile number:</b>                   | 7777 1234  |
| <b>Fax number:</b>                      | 8888 2200  |

| <b>Names (in alphabetical order)</b> | <b>Bidding Interest and/or 2G Interest (with the name of the relevant 2G Operator) and/or intermediate undertakings</b> |
|--------------------------------------|---|
| America Limited                      | Intermediate undertaking  |
| Asia Limited                         | Intermediate undertaking  |
| Europe Limited                       | Intermediate undertaking  |
| Global 2G Limited                    | 2G Operator   |
| Global Fastdata Limited              | Applicant   |
| Global Holdings (HK) Limited         | Bidding Interest and 2G Interest in Global 2G Limited   |
| Global Telecoms Limited              | Bidding Interest and 2G Interest in Global 2G Limited   |
| Kelvin Chung                         | Bidding Interest and 2G Interest in Global 2G Limited   |
| William Smith Family Trust           | Bidding Interest and 2G Interest in Global 2G Limited   |
| Yankee Telecoms Inc.                 | Bidding Interest and 2G Interest in Global 2G Limited   |

## 5. Checklist

### Further Guidance

- *Bidders are required to append certain documents to their Application Form. In order to speed checking and prevent accidental discrepancies, Bidders should download the relevant documents set out in Appendices 2 to 8 of the Notice from the Authority's website and have them printed out. These are provided in PDF format and therefore cannot be altered. It is perfectly acceptable for the relevant party's details to be filled in by pen in the spaces provided, as long as it is legible and in block capitals.*
- *The documents should be printed onto the following Letterheading or paper before execution:*
  - *Bidder Compliance Certificate (on Bidder Letterheading)*
  - *Connected Bidder Statutory Declaration (on blank paper )*
  - *MVNO Statutory Declaration (on blank paper )*
  - *Performance Bond (on Letterheading of Bank)*
  - *Irrevocable Undertaking (on Letterheading of Relevant Person)*
  - *Letter of Credit (on Letterheading of Issuing Bank)*
  - *Roaming Consent Letter (on Letterheading of relevant 2G Licensee)*
- *Note that the Application Form is now also provided in Word format on the Authority's website so that Bidders may, if they wish, download the Application Form and fill in relevant sections on screen before printing it off.*
- *The Excel spreadsheet format for the information required by section 4(b) of the Application Form is also available on the Authority's website. This should be used to create the Excel file on diskette or CD-Rom which must be supplied with the Application.*

### Extract from Application Form Showing Example of Correct Completion

| 5 CHECKLIST |   | Please tick: |
|-------------|---|--------------|
| 1.          | Provide a certified true copy of the Memorandum and Articles of Association of the Applicant, or equivalent documents.  | ✓            |
| 2.          | Please provide the signed Bidder Compliance Certificate in the same format as set out at Appendix 2 to the Notice.  | ✓            |
| 3.          | Please confirm that the Deposit has either:<br>i) been provided together with this Applicant Form as a Letter of Credit in the same format as set out at Appendix 7 of the Notice; or | ✓            |

|     |  |            |
|-----|--|------------|
|     | ii) been provided in cash (clear funds) to the account of OFTA. A certified true copy of the relevant document(s) is provided together with this Applicant Form. | <b>N/A</b> |
| 4.  | Provide the signed Connected Bidder Statutory Declaration in the same format as set out at Appendix 3 to the Notice.   | ✓          |
| 5.  | Please provide the MVNO Statutory Declaration in the same format as set out at Appendix 4 of the Notice.   | ✓          |
| 6.  | Please provide the Domestic Roaming Consent Letter, if applicable  | <b>N/A</b> |
| 7.  | If the Applicant is part of a 2G Bidding Group, please provide a certified true copy of the TA's consent to the arrangement.                                     | <b>N/A</b> |
| 8.  | Please provide one business card of each of the Applicant's Representatives.   | ✓          |
| 9.  | Provide one copy of the latest annual report and accounts of each party listed pursuant to 4 v) of the Application Form Instructions.                            | ✓          |
| 10. | Please confirm provision of soft-copy ownership information pursuant to 4b) of the Application Form Instructions   | ✓          |

*Note: Please put "n/a" on the check box for item(s) which are not applicable*



## 6. Declaration of Minimum First Phase Bid

### Further Guidance

- *No further guidance required*

### Extract from Application Form Showing Example of Correct Completion

## 6 DECLARATION OF MINIMUM FIRST PHASE BID

We, **Charles Ryder** and **Sebastian Flyte**, the undersigned, as directors and Representatives of the Bidder, confirm and acknowledge that this Application, once submitted to the Authority, cannot be withdrawn other than in accordance with the Notice and that this Application commits the Applicant to a minimum bid in the First Phase of the Auction at the First Phase Reserve Price.

We confirm that the factual information provided in, or in support of, the Application is, to the best of the Bidder's and its respective Insiders' knowledge, information and belief, true, accurate and has no material omissions and that any opinion expressed is honestly held.

Signed:

**[signature provided]**

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Authorised signature

**Charles Ryder**  
**Managing Director**  
**Global Fastdata Limited**

**[signature provided]**

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Authorised signature

**Sebastian Flyte**  
**Finance Director**  
**Global Fastdata Limited**