

END OF APPLICATION FORM

B. APPLICATION FORM INSTRUCTIONS

Instructions are set out below on the information required in the Application Form, and the form of its presentation. Unless otherwise stated, terms used in the Application Form and these instructions shall have the meanings given to them in the Notice.

B.1 The Bidder

B.1.1 Details of the Bidder

Please provide the registered name of the Bidder (the “Bidder”), its company number appearing on the Certificate of Incorporation issued by the Companies Registry of Hong Kong, registered office address (and principal place of business if different) and official fax and telephone numbers.

Separately, please provide certified true copies of the Certificate of Incorporation and the Business Registration Certificate of the Bidder.

B.1.2 Contact details of the Bidder

Please provide the address, telephone number and fax number within the Hong Kong Special Administrative Region at which the Bidder can be reached between 9:00 am and 6:00 pm Hong Kong time. This address will be considered as the Bidder’s official address for written correspondence for matters relating to the Auction and will generally be used for non-time critical communication.

B.1.3 Principal contacts of the Bidder

Please provide the full names, titles (e.g. executive director) and/or positions (e.g. Head of Telecom) and contact details (telephone number, mobile number, fax number and e-mail address) for three persons that the Authority may contact directly for urgent or time-critical communication. These contacts must be fully authorised under law and the Bidder’s constitutional documents to represent the Bidder for all acts that may be related to the Auction and to the assignment of the Frequency Bands. The contacts should be listed in the order in which the Bidder would prefer the Authority to contact them. Such persons should be aware that the Authority may contact them outside normal working hours.

B.1.4 Bank Account (for reimbursement of the Deposit)

Please provide the details of the Bidder’s bank account into which the Deposit (if provided in cash) should be returned in accordance with the provisions of the Notice.

B.1.5 Directors and other key members of the management of the Bidder

Please provide the full names, titles and/or positions of all the directors and any other key members of the management of the Bidder.

B.2 Bidder's Authorised Representatives

Please provide the name, employer, title and/or position (together with one business card), ID Card number or passport number and specimen signature of each Authorised Representative who is authorised to provide confirmations, submit bids and act in any other way necessary on behalf of the Bidder during the Auction. The table in section A.2 of the Application Form will be used by the Authority to verify the signatures for matters relating to the Auction.

If any Authorised Representative is not an employee of the Bidder, please state clearly its relationship with the Bidder in the "employer" section.

If the Bidder wishes to substitute one or more of its Authorised Representatives, it shall give the Authority at least one Business Day prior written notification of the details of such change.

B.3 Insiders

Please provide the names, employer, title and/or position, and roles of all the Insiders to the Application and the Bidder's participation in the Auction. If any of the Insiders is not an employee of the Bidder, then the information provided must state clearly the relationship between this Insider and the Bidder. The description of the role must be sufficient for the Authority to determine what function that Insider has played or will play during the Auction.

B.4 Deposit Confirmation Form

Please confirm by ticking the relevant box in the Deposit Confirmation Form the amount of Deposit provided by the Bidder.

B.5 Checklist

Please submit all the documents set out in the checklist in the Application Form and confirm by ticking the relevant check-boxes in the checklist to confirm that they have been provided by the Bidder.

B.6 Application Dates

The Application Dates shall be 21 May 2009 and 22 May 2009.

B.7 Declaration of minimum bid

Please read carefully and sign the declaration.

B.8 Submission instructions

The Application Form and all declarations, consents and certificates must be prepared in the English language.

Each Bidder must provide five copies (one original and four copies) of its Application Form, except for business cards provided pursuant to B.2 of which only a single set is required.

Applications must be sealed in a non-transparent envelope or envelopes marked:

“For the attention of the Assistant Director (Regulatory)”

No other mark should appear on the envelope.

The Application must be delivered in person by hand to Assistant Director (Regulatory) of OFTA who will deposit the Application into the tender box in the presence of the person delivering the Application.

Further details on submission of Applications may be placed on the OFTA website from time to time.

B.9 Signatures

The Application Form must be signed by two Authorised Representatives who are directors of the Bidder, and affixed with the company seal of the Bidder. Each page of the Application Form must also be signed by these two Authorised Representatives.

Please note that any additional papers provided as part of the Application Form should be signed by the two Authorised Representatives signing the main body of the Application Form. Any such additional sheets should also be numbered after the section to which they relate (e.g. A.1.5(a), A.1.5(b), etc).

APPENDIX 6
Bidder Compliance Certificate

BIDDER COMPLIANCE CERTIFICATE

TO : The Office of the Telecommunications Authority
29th Floor, Wu Chung House
213 Queen's Road East
Wanchai
Hong Kong (the "**Authority**")

FROM: [*Name and address of Bidder*] (the "**Bidder**")

DATE : [], 2009

Dear Sirs,

We refer to the Notice dated 24 April 2009 issued by the Authority in exercise of the powers conferred by section 32I of the Ordinance and the Regulations and all other powers enabling him to specify the terms and conditions of the Auction and the payment of the Spectrum Utilization Fees (the "Notice").

1. The Bidder hereby certifies and undertakes to the Authority that:

- 1.1 the representatives of the Bidder have read and understood the Conditions, the Ordinance, the Regulations, the Telecommunications (Designation of Frequency Bands Subject to Payment of Spectrum Utilisation Fee) Order, the Notice and the Information Memorandum dated 24 April 2009 issued by the Authority, and that it has complied, and will comply, with the Conditions and the Notice including the Schedules and Appendices to the Notice as appropriate;
- 1.2 it is legally capable of bidding in the Auction and has in place all necessary approvals, consents, permissions and board approvals including, without limitation, any approvals, consents, permissions and board approvals from its holding company(ies) under any law or rules and regulations issued by any governmental or regulatory or supervisory body in any competent jurisdiction other than an Approval;
- 1.3 it agrees with and accepts the Conditions and is legally and financially capable of satisfying the Conditions in accordance with their terms;

- 1.4 the factual information provided in, or in support of, the Application (including without limitation the list of Insiders) 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;
- 1.5 it will inform the Authority immediately if it becomes aware that any change has occurred which has affected the information submitted in the Application, including without limitation the list of Insiders;
- 1.6 it will comply, and ensure, to the best of its ability, that all of its Insiders will comply, with the terms and conditions of the Notice including, without limitation, and in particular with the terms and conditions under Part 6 of the Notice relating to the confidentiality of information provided to them by the Authority during the course of the Auction;
- 1.7 it will not and none of its Insiders will co-operate, collaborate, collude or discuss with, or disclose any information to, any other Bidder or any of that other Bidder's Insiders for any purpose relating to the Auction including, without limitation, in connection with the substance of that Bidder's bidding strategy nor manipulate or attempt to manipulate or make any arrangements to manipulate the Auction in any way with a view to achieving a particular result or outcome of the Auction;
- 1.8 none of the Bidder nor any of its Insiders have in place any arrangements or understanding with any other Bidder or any of that other Bidder's Insiders to co-operate, collaborate, or collude or otherwise manipulate or attempt to manipulate the outcome of the Auction;
- 1.9 to the best of its knowledge, information and belief, having made all reasonable enquiries, no person who is a director, employee or agent of the Bidder or any of the Bidder's Insiders and who is also a director, employee or agent of any other Bidder or of any of that other Bidder's Insiders:
 - a. has taken part, or will take part, in preparing any of the Bidders or their Insiders for participation in the Auction;
 - b. has passed, or will pass, Confidential Information relating to one Bidder to another Bidder or its Insiders;
 - c. has been, or will be, an Authorised Representative of any of the Bidders;
 - d. has taken part or participated, or will take part or participate in the Auction;

- 1.10 there is no petition presented against it or a proceeding commenced or an order made or an effective resolution passed for the winding-up, insolvency, administration, reorganisation, reconstruction, dissolution or bankruptcy of the Bidder or for the appointment of a liquidator, receiver, administrator, trustee or similar officer of the Bidder over all or any part of the business or assets of the Bidder and no circumstances have arisen which entitle any person to take any action, commence any proceeding, obtain any order or appoint any person of the type specified in this paragraph;
- 1.11 none of its directors nor its principal officers, none of its Insiders and none of any person who has the power, by shareholding or under any powers conferred by the memorandum or articles of association or other instrument regulating the Bidder, to ensure that the affairs of the Bidder are conducted in accordance with the wishes of that person, has a petition presented against it or a proceeding commenced or an order made or an effective resolution passed for its winding-up, insolvency, administration, reorganisation, reconstruction, dissolution or bankruptcy or for the appointment of a liquidator, receiver, administrator, trustee or similar officer over all or any part of the business or assets of the Bidder and no circumstances have arisen which entitle any person to take any action, commence any proceeding, obtain any order or appoint any person of the type specified in this paragraph, which may be expected to have a material adverse impact on the Bidder's ability to participate in the Auction or to satisfy the Conditions ;
- 1.12 none of the Bidder nor its Insiders, and none of their respective directors, officers or representatives, are the subject of criminal investigations or proceedings in Hong Kong or in any other jurisdiction which might reasonably be expected to adversely affect their business or materially affect the Bidder's ability to participate in the Auction or to satisfy the Conditions, and that there is no reason to believe that any investigations or proceedings might occur during the Auction;
- 1.13 none of the Bidder nor its Insiders have had any telecommunications or radiocommunications licence, consent, authority, permission, concession agreement, or other document or allocation of radio spectrum in Hong Kong withdrawn, cancelled or suspended owing to the default or breach by the Bidder or its Insiders of the conditions of that licence, consent, authority, permission, concession agreement, or other document for allocation of radio spectrum in Hong Kong;

1.14 none of the Bidder nor its Insiders is a party to any civil litigation or proceedings which may be expected to have a material adverse impact on the Bidder's ability to participate in the Auction or to satisfy the Conditions ; and

1.15 it has not submitted more than one Application to the Authority.

2. Words and expressions used in this certificate have the same meanings as given in the Notice, unless the context otherwise requires.

Yours faithfully,

Signed:

Authorised signature

(name and position)

Authorised signature

(name and position)

Company seal affixed:

(Note: This certificate must be signed by two Authorised Representatives who are directors of the Bidder, and affixed with the company seal of the Bidder.)

APPENDIX 7
Letter of Credit

LETTER OF CREDIT

TO : The Telecommunications Authority of Hong Kong
The Office of the Telecommunications Authority
29th Floor, Wu Chung House
213 Queen's Road East
Wanchai
Hong Kong (the "**Beneficiary**")

FROM : [Name and address of issuing bank] (the "**Issuing Bank**")

DATE : [], 2009

The Issuing Bank issues this irrevocable standby letter of credit in the favour of the Beneficiary on the following terms on the application and request of [*Name of the Bidder*](the "**Bidder**") pursuant to the Notice dated 24 April 2009 issued by the Telecommunications Authority in exercise of the powers conferred by section 32I of the Telecommunications Ordinance (Cap. 106), the Telecommunications (Level of Spectrum Utilization Fees) (Second Generation Mobile Services) Regulation (Cap.106AA), the Telecommunications (Determining Spectrum Utilization Fees by Auction) Regulation (Cap.106AC) and all other powers enabling him to specify the terms and conditions of the auction and payment of the spectrum utilization fees (the "**Notice**").

IRREVOCABLE STANDBY LETTER OF CREDIT NO []

DATED [], 2009

BENEFICIARY The Telecommunications Authority of Hong Kong.

EXPIRY DATE 182 days from the date of issue.

SIGNED BY

.....

(name and title)

for the Telecommunications Authority of Hong Kong

ADDITIONAL CONDITIONS

1. The Beneficiary may make any number of demands for payment up to the Amount of this Standby Letter of Credit as reduced from time to time by the payments made by the Issuing Bank before the Expiry Date.
2. The Issuing Bank shall not be required to investigate the authenticity of any certificate presented by the Beneficiary or the Beneficiary's capacity or entitlement to make any certificate and each certificate issued by the Beneficiary of sums due shall be conclusive, save for manifest error.
3. All payments under this Standby Letter of Credit shall be made in full to the Beneficiary without any deduction or withholding (whether in respect of set off, counterclaim, duties, present or future taxes, charges or otherwise) and shall not be withheld for whatever reason. Nothing in any agreement between the Issuing Bank and any third party shall prejudice the operation of this Standby Letter of Credit.
4. The Issuing Bank may not assign or transfer all or any of its rights and obligations under this Standby Letter of Credit to another person without the prior written consent of the Beneficiary.
5. This Standby Letter of Credit is subject to the International Standby Practices 1998 (to the extent not inconsistent with the terms of this Standby Letter of Credit) and is governed by, and shall be construed in accordance with, Hong Kong law.

SIGNED BY:

.....

(Insert name and title of first representative of Issuing Bank)

For (name of Issuing Bank)

SIGNED BY:

.....

(Insert name and title of second representative of Issuing Bank)

For (name of Issuing Bank)

COMPANY SEAL / CHOP OF ISSUING BANK AFFIXED:

APPENDIX 8
Frequency Band Selection Form

FREQUENCY BAND SELECTION FORM

(Note: This Frequency Band Selection Form is to be completed by the Qualified Bidder who receives a notification from the Authority under paragraph 3.4.2.)

1. Instructions to Bidder

Please provide the details required in section 2 below and indicate clearly in section 3 below the Frequency Band or Frequency Bands the Bidder wishes to be assigned by the Authority. This form must be signed by two Authorised Representatives who are directors of the Bidder, and affixed with the company seal of the Bidder. Each page of this form must also be signed by these two Authorised Representatives.

Words and expressions used in this form have the same meanings as given in the Notice, unless the context otherwise requires.

2. Details of the Bidder:

Registered name of the Bidder:

Registered office:

Principal place of business (if different from the registered office):

Telephone number:

Fax number:

Email address:

Signed: _____

Signed: _____

3. Selection of Frequency Bands

Frequency Band	MHz	Bandwidth of the Frequency Band	Minimum Fee	Frequency Band(s) selected by the Bidder (Please indicate the selected Frequency Bands with a tick (“√”).
P1	1784.1 – 1784.9 1879.1 – 1879.9	0.8 MHz x 2	HK\$60,000	
P2	1783.3 – 1784.1 1878.3 – 1879.1	0.8 MHz x 2	HK\$60,000	
P3	1782.5 – 1783.3 1877.5 – 1878.3	0.8 MHz x 2	HK\$60,000	
P4	1781.7 – 1782.5 1876.7 – 1877.5	0.8 MHz x 2	HK\$60,000	
P5	1780.9 – 1781.7 1875.9 – 1876.7	0.8 MHz x 2	HK\$60,000	
P6	1780.1 – 1780.9 1875.1 – 1875.9	0.8 MHz x 2	HK\$60,000	

Signed:

Signed:

Authorised Representative
(name and position)

Authorised Representative
(name and position)

Company seal affixed:

Date: