

APPENDIX 2
Application Form

**AUCTION OF SPECTRUM
IN THE 850 MHz BAND
(825 – 832.5 MHz PAIRED WITH 870 – 877.5 MHz)
TO ENABLE THE
PROVISION OF CDMA2000 SERVICE**

APPLICATION FORM

OFFICE OF THE TELECOMMUNICATIONS AUTHORITY

A. APPLICATION FORM

A.1 The Applicant

A.1.1 Details of the Applicant

Registered Name of the Applicant:	
Company Number:	
Registered Office:	
Principal Place of Business (if different from the registered office)	
Telephone Number:	
Fax Number:	

A.1.2 Contact details of the Applicant

Address:

Signed:.....

Signed:.....

Telephone Number:	
Fax Number:	
E-mail Address:	

A.1.3 Principal contacts of the Applicant

Contact 1	
Name:	
Title and/or Position:	
Telephone Number:	
Mobile Number:	
Fax Number:	
E-mail Address:	

Contact 2	
Name:	
Title and/or Position:	
Telephone Number:	

Signed:.....

Signed:.....

Mobile Number:	
Fax Number:	
E-mail Address:	

Contact 3	
Name:	
Title and/or Position:	
Telephone Number:	
Mobile Number:	
Fax Number:	
E-mail Address:	

A.1.4 Bank account (for reimbursement of the Deposit)

Name of Bank:	
Account Name:	
Account Number:	

Signed:.....

Signed:.....

A.1.5 Directors and other key members of the management of the Applicant

Name:	Title and/or Position:

If additional space is required, please attach additional sheets labelled A.1.5(a), A.1.5(b), A.1.5(c) etc.

Signed:.....

Signed:.....

A.2 Applicant's Authorised Representatives

1.	Name:	
	Employer (or relationship between this representative and the Applicant):	
	Title and/or Position:	
	ID Card/Passport Number:	
	Signature:	

2.	Name:	
	Employer (or relationship between this representative and the Applicant):	
	Title and/or Position:	
	ID Card/Passport Number:	
	Signature:	

3.	Name:	
	Employer (or relationship between this representative and the Applicant):	
	Title and/or Position:	
	ID Card/Passport Number:	
	Signature:	

Signed:.....

Signed:.....

4	Name:	
	Employer (or relationship between this representative and the Applicant):	
	Title and/or Position:	
	ID Card/Passport Number:	
	Signature:	

5.	Name:	
	Employer (or relationship between this representative and the Applicant):	
	Title and/or Position:	
	ID Card/Passport Number:	
	Signature:	

6.	Name:	
	Employer (or relationship between this representative and the Applicant):	
	Title and/or Position:	
	ID Card/Passport Number:	
	Signature:	

Signed:.....

Signed:.....

A.3 Insiders

Name:	Employer:	Title and/or Position:	Role:

Signed:.....

Signed:.....

A.4 Ownership structure of the Applicant

Signed:.....

Signed:.....

A.5 Checklist

		Please tick:
1.	Provide certified copies of the Certificate of Incorporation and the Business Registration Certificate of the Applicant	<input type="checkbox"/>
2.	Provide certified copies of the Memorandum and Articles of Association of the Applicant, or equivalent documents.	<input type="checkbox"/>
3.	Provide detailed information on corporate and shareholding structure including relationships with immediate / intermediate / ultimate holding companies, subsidiaries and other group companies.	<input type="checkbox"/>
4.	Provide the signed Bidder Compliance Certificate.	<input type="checkbox"/>
5.	Provide the signed Declaration of Minimum Bid (section A.6).	<input type="checkbox"/>
6.	<p>Confirm that the Deposit has either:</p> <p>been provided together with this Application Form as a Letter of Credit in the same format as set out at Appendix 4 of the Memorandum; or</p> <p>been provided in cash (cleared funds) to one of the Authorised Accounts. A certified copy of the relevant document(s) (such as bank pay-in-slip) is provided together with the Application Form.</p>	<input type="checkbox"/>
7.	Provide one copy of the latest annual report and accounts of the Applicant and the Listed Companies pursuant to section B.4 in the Application Form Instructions.	<input type="checkbox"/>

Signed:.....

Signed:.....

A.6 Declaration of Minimum Bid

We, and, the undersigned, as directors and Authorised Representatives of the Applicant, 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 Auction at the Minimum Fee.

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

Signed:

Authorised signature
(name and position)

Authorised signature
(name and position)

Company seal affixed

Date: _____

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 Applicant

B.1.1 Details of the Applicant

Please provide the name of the applicant (the “Applicant”), 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.

B.1.2 Contact details of the Applicant

Please provide the address, telephone number and fax number within the Hong Kong Special Administrative Region at which the Applicant can be reached between 9:00 am and 5:00 pm Hong Kong time. This address will be considered as the Applicant’s official address for written correspondence during the process and will generally be used for non-time critical communication.

B.1.3 Principal contacts for the Applicant

Please provide the 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 Applicant’s constitutional documents to represent the Applicant for all acts that may be related to the Auction and to the grant of a Licence. The contacts should be listed in the order in which the Applicant 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

Please provide the details of the Applicant’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 Management of the Applicant

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

B.2 Applicant'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 Applicant during the Auction. The table in section A.2 of the Application Form will be used by the Authority to verify the signatures on Bidding Forms. Please note that only a maximum of three (3) Authorised Representatives are allowed in the Bidding Room. If the Applicant wishes to provide a larger number of Authorised Representatives from whom the three to be present in the Bidding Room will be selected, please attach additional sheets to the Application Form in the same format as for section A.2.

If the Applicant wishes to substitute one or more of its Authorised Representatives, it may do so at any time at least one Business Day before the start of the Auction by prior written notification of the details of such change to the Authority.

B.3 Insiders

Please provide the names, employer, title and/or position, and roles of all the Insiders to the Application and the Applicant's participation in the Auction. If any of the Insiders is not an employee of the Applicant, then the information provided must show the relationship between this Insider and the Applicant. 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 Ownership structure of the Applicant

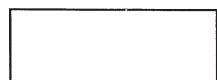
Please provide detailed information on corporate and shareholding structure including relationships with immediate / intermediate / ultimate holding companies, subsidiaries and other group companies. Please also indicate which of the companies appeared in the ownership structure are listed on a stock exchange (Listed Companies), the exchange on which they are listed, and the percentage of each class of their shares which form a public or free float. Please provide the latest annual report and accounts of the Applicant and the Listed Companies.

The ownership structure of the Applicant should be provided in diagrammatic form, as follows. Each shape should contain the registered name of the relevant entity.

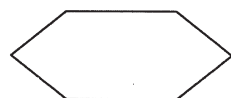
Applicant



Company or other undertaking (e.g. partnership, trust). If the entity is not a company, please provide a numbered footnote explaining the entity's status.

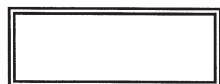


Individuals/family

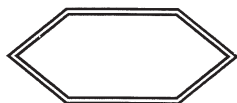


Where such entities (other than the Applicant itself) are Insiders, the shape should be double-lined as follows:

Company or other entity which is an Insider



Individual/family that is an Insider



Links (whether by ownership or some other form of control or arrangement) between entities should be shown as an arrow between holder and held entities, together with a description of the amount of ownership or form of arrangement (e.g. 25% shareholding).

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 Applicant.

B.6 Declaration of minimum bid

Please sign the declaration.

B.7 Application dates

The Application Dates shall be 11 and 12 October 2007 as notified by the Authority pursuant to the Notice.

B.8 Submission instructions

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

Each Applicant must provide five copies (one original and four copies) of its Application Form. All supporting documents must be included in each copy, except for:

- business cards provided pursuant to B.2; and
- the annual reports and accounts

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 Telecommunications Authority”

No other marking should appear on the envelope(s).

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 Applicant and affixed with the company seal of the Applicant. Each page of the Application Form must also be signed by these two representatives.

Please note that any additional papers provided as part of the Application Form should be signed by the two officers 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.3(a), A.3(b), A.3(c) etc).

APPENDIX 3
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:

[Insert name and address of bidder]
(the "Bidder")

DATE:

[Insert date]

Dear Sirs,

We refer to the Notice dated 31 August 2007 issued by the Authority in exercise of the powers conferred by section 32I of the Ordinance and the Regulation and all other powers enabling him to specify the terms and conditions of the Auction and the payment of the Spectrum Utilization Fee.

1. The Bidder hereby certifies and undertakes to the Authority that:
 - 1.1. the representatives of the Bidder have read and understood the Licence, the Ordinance, the Regulation, the Telecommunications (Designation of Frequency Bands Subject to Payment of Spectrum Utilisation Fee) Order, the Notice and the Information Memorandum, 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 including, without limitation:
 - a. the obligation with respect to coverage of network and service in accordance with Special Condition 1 of the Conditions;
 - b. the obligation to provide the Performance Bond to the Authority in accordance with Special Condition 3 of the Conditions;
 - 1.4. 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;
 - 1.5. it will comply, and ensure, to the best of its ability, that all of its Insiders will comply, with the provisions of the Notice including, without limitation, and in particular with the provisions of paragraphs 6.5.1 to 6.5.8 of the Notice relating to the confidentiality of information provided to them by the Authority during the course of the Auction;
 - 1.6. it shall not and none of its Insiders shall co-operate, collaborate, collude or discuss with, or disclose 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 Final Offer or 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;
 - 1.7. 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;
 - 1.8. 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, who is also a director, employee or agent of any other Bidder or of any 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; and/or
 - b. has passed, or will pass, Confidential Information relating to one Bidder to another Bidder or its Insiders; and/or
 - c. has been, or will be, an Authorised Representative of any of the Bidders.
 - 1.9. 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;

- 1.10. no person with a controlling interest in the Bidder, no person controlled by the Bidder or by any person with a controlling interest in the Bidder and none of the Bidder's Insiders 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 of any Licence granted to the Bidder.
 - 1.11. 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 of any Licence granted to the Bidder, and that there is no reason to believe that any investigations or proceedings might occur during the Auction;
 - 1.12. 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;
 - 1.13. 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 of any Licence granted to the Bidder; and
 - 1.14. it has not submitted more than one Application to the Authority.
- 2.1 Words and expressions used in this certificate have the same meanings given to them in the Notice, unless the context otherwise requires.
- 2.2 For the purposes of this certificate, a person has a controlling interest in the Bidder as referred to in paragraph 1.10 above if:-
- (a) he is the beneficial owner of more than 15% of the voting shares in the Bidder; or
 - (b) he is a voting controller of more than 15% of the voting shares in the Bidder; or

- (c) he otherwise has the power, by virtue of any powers conferred by the memorandum or articles of association or other instrument regulating the Bidder or any other corporation, to ensure that the affairs of the Bidder are conducted in accordance with the wishes of that person.

Yours faithfully,

Signed:

Authorised signature
(name and position)

Authorised signature
(name and position)

Company seal affixed:

APPENDIX 4
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:

[Insert name and address of issuing bank]
(the "Issuing Bank")

DATE:

[Insert date]

The Issuing Bank issues an irrevocable standby letter of credit in your favour on the following terms on the application and request of

[Insert name of bidder]
(the "Bidder")

pursuant to the Notice dated 31 August 2007 issued by the Telecommunications Authority in exercise of the powers conferred by section 32I of the Telecommunications Ordinance (Cap. 106), Telecommunications (Method for Determining Spectrum Utilization Fee) (Code Division Multiple Access Mobile Telecommunications Service) Regulation and all other powers enabling him to specify the terms and conditions of the auction and payment of the spectrum utilization fee (the "Notice"):

IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER

[Insert L/C no.]

DATED:

[Insert date]

BENEFICIARY The Telecommunications Authority of Hong Kong

EXPIRY DATE 365 days from the date of issue

AMOUNT OF STANDBY LETTER OF CREDIT

[Insert maximum amount]
Up to a maximum amount of HK\$

AVAILABLE Subject to the Additional Conditions below, within three (3) Business Days (as defined in the Notice) of receipt by the Issuing Bank of the Beneficiary's certificate in the form set out below.

AGAINST Presentation from time to time of the Beneficiary's certificate signed by an authorised signatory of the Beneficiary.

BY Payment into the specified account of the Beneficiary.

BENEFICIARY'S CERTIFICATE

TO:

<p>[Insert name and address of Issuing Bank]</p> <p style="text-align: right;">(the "Issuing Bank")</p>

FROM:

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

DATE:

<p>[Telecommunications Authority to insert date]</p>
--

Irrevocable Standby Letter of Credit

Dated

<p>[Insert date]</p>

No.

<p>[Insert L/C number]</p> <p>(the "Standby Letter of Credit")</p>
--

Amount

<p>[Telecommunications Authority to insert amount]</p>
<p>1. We claim HK\$ _____ under the Standby Letter of Credit</p>

2. This amount has become due and payable to us prior to the date of this certificate by way of payment of Penalty (as defined in the Notice) under the terms and conditions of the Notice.

3. We request payment from the Issuing Bank of the amount specified in

paragraph 1 within three (3) Business Days (as defined in the Notice) after the date of this certificate to

[details of Beneficiary's account]

in our favour.

The Telecommunications Authority of Hong Kong

BY:

[Insert name of authorised representative from Telecommunications Authority]

TITLE:

[Insert title of authorised representative]

**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 confirms that it is duly authorized by the Bidder to make payment under this Standby Letter of Credit. 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.

EXECUTED BY:

[Insert name and title of Issuing Bank representative]
--

FOR:

[Insert name of Issuing Bank]

SIGNED

[Signature of Issuing Bank's first representative]
--

EXECUTED BY:

[Insert name and title of Issuing Bank representative]
--

FOR:

[Insert name of Issuing Bank]

SIGNED

[Signature of Issuing Bank's second representative]
