

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: