
STRUCTURE OF THE OFFERING

The Offering

The Offering comprises the Hong Kong Public Offering, the International Offering and the Preferential Offering. A total of 1,045,370,362 Units will initially be made available under the Offering which consists of:

- (i) the Hong Kong Public Offering of 104,538,000 Units (subject to adjustment and reallocation as mentioned below) in Hong Kong as described below under the sub-heading “The Hong Kong Public Offering”;
- (ii) the International Offering of 940,832,362 Units (subject to adjustment and reallocation as mentioned below) as described below under the sub-heading “The International Offering”. The Reserved Units being offered under the Preferential Offering are offered out of the Units being offered under the International Offering; and
- (iii) the Preferential Offering of 63,049,362 Reserved Units (subject to adjustment and reallocation as mentioned below) which is being extended to Qualifying HLD Shareholders, as described below under the sub-heading “The Preferential Offering”.

Investors may apply for Units under the Hong Kong Public Offering or indicate an interest, if qualified to do so, for Units under the International Offering, but not under both (except those eligible to apply for Reserved Units in the Preferential Offering may also apply for Units under the Hong Kong Public Offering if eligible or the International Offering). Investors may only receive Units under either the International Offering or the Hong Kong Public Offering, but not under both (except those receiving Reserved Units under the Preferential Offering may also receive Units under the Hong Kong Public Offering if eligible or the International Offering). The Hong Kong Public Offering is open to members of the public in Hong Kong as well as to institutional and professional investors in Hong Kong. The International Offering will involve the selective marketing of Units to institutional and professional investors and other investors anticipated to have a sizeable demand for such Units, in each case, in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S. Professional investors generally include brokers, dealers and companies (including fund managers) whose ordinary business involves dealing in shares, units and other securities, and corporate entities which regularly invest in shares, units and other securities. The Preferential Offering is open to Qualifying HLD Shareholders only.

In connection with the Offering, SKFE and HLD are expected to grant to the Joint Global Coordinators the Over-allotment Option, under which SKFE and HLD may be required to make available at the Offer Price up to 104,538,000 additional Units, representing approximately 10.0% of the total number of Units initially available under the Offering. The Over-allotment Option is being made available to the International Underwriters in the International Offering in connection with over-allocations made thereunder, if any, and will not be part of the Hong Kong Public Offering.

The number of Units to be offered under the Hong Kong Public Offering, the International Offering and the Preferential Offering may be subject to reallocation as described below in this section.

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Allocation

As part of the International Offering process, prospective professional, institutional and other investors will be required to specify the number of Units they would be prepared to acquire under the International Offering either at different prices or at a particular price. This process, known as “book-building”, is expected to continue up to, and to cease on or about, Wednesday, 13 December 2006.

Allocation of the Units pursuant to the International Offering will be determined by the Joint Global Coordinators and will be based on a number of factors including the level and timing of demand, total size of the relevant investor’s invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investors are likely to buy further Units, and/or hold or sell their Units, after the listing of the Units on the Hong Kong Stock Exchange. Such allocation is intended to result in a distribution of the International Offering Units on a basis which would lead to the establishment of a solid Unitholder base to the benefit of Sunlight REIT and the Unitholders as a whole.

Allocation of Units to applicants under the Hong Kong Public Offering will be based solely on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary, depending on the number of Hong Kong Public Offering Units validly applied for, but, subject to that (and in accordance with the allocation of Hong Kong Public Offering Units in Pool A and Pool B described below under the sub-section headed “The Hong Kong Public Offering”), the allocation of Hong Kong Public Offering Units could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Public Offering Units, and those applicants who are not successful in the ballot may not receive any Hong Kong Public Offering Units.

Determining the Offer Price

The Offer Price is expected to be determined by agreement between the Joint Global Coordinators (on behalf of the Underwriters), SKFE, HLD and the Manager on the Price Determination Date, following completion of the book-building process for the International Offering and after assessment of the level of market demand for the Offering. The Price Determination Date is expected to be Wednesday, 13 December 2006.

The Offer Price will fall within the Offer Price range as stated in this Offering Circular unless otherwise announced, as further explained below, at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering and the Preferential Offering. The Joint Global Coordinators, on behalf of the Underwriters, may, where considered appropriate, based on the level of interest expressed by prospective professional, institutional and other investors during a book-building process, and with the consent of SKFE, HLD and the Manager, reduce the indicative Offer Price range below that stated in this Offering Circular at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering and the Preferential Offering. In such a case, notices of the reduction in the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering and the Preferential Offering. Upon issue of such a notice, the revised Offer Price range will be final and conclusive and the Offer Price, if agreed upon by the Joint Global Coordinators (on behalf of the Underwriters) with SKFE, HLD and the Manager, will

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be fixed within such revised Offer Price range. Such notice will also include confirmation or revision, as appropriate, of the offer statistics as currently set out in the section headed “Offering Circular Summary” in this Offering Circular, and any other financial information which may change as a result of such reduction. **If applications under the Hong Kong Public Offering and the Preferential Offering have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering and the Preferential Offering, then if the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn.** In the absence of any notice being published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) of a reduction in the indicative Offer Price range stated in this Offering Circular on or before the morning of the last day for lodging applications under the Hong Kong Public Offering and the Preferential Offering, the Offer Price will under no circumstances be set outside the Offer Price range as stated in this Offering Circular.

An announcement of the Offer Price, the level of indications of interest in the International Offering, the results of applications in the Hong Kong Public Offering and the Preferential Offering, the basis of allocations of the Hong Kong Public Offering Units, and the final number of Hong Kong Public Offering Units, Pool A and Pool B, respectively, is expected to be published on or before Wednesday, 20 December 2006.

Price Payable on Application under the Hong Kong Public Offering and the Preferential Offering

The Offer Price will not be more than HK\$2.60 and is currently expected to be not less than HK\$2.45. Applicants for Hong Kong Public Offering Units and the Reserved Units are required to pay, on application, the Maximum Offer Price of HK\$2.60 per Hong Kong Public Offering Unit or Reserved Unit together with brokerage of 1%, Hong Kong Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.004%, amounting to a total of HK\$2,626.23 per board lot of 1,000 Units.

If the Offer Price, as finally determined in the manner described in the section “Determining the Offer Price” above, is lower than the Maximum Offer Price, appropriate refund payments (including the brokerage, Hong Kong Stock Exchange trading fee and SFC transaction levy attributable to the surplus application monies) will be made to applicants, without interest. Further details are set out in the sections headed “How to apply for Hong Kong Public Offering Units and Reserved Units” and “Further Terms and Conditions of the Hong Kong Public Offering and the Preferential Offering” in this Offering Circular.

Conditions of the Hong Kong Public Offering and the Preferential Offering

All acceptances of applications for the Hong Kong Public Offering Units and Reserved Units in the Hong Kong Public Offering and the Preferential Offering respectively, are conditional upon, among other matters, the following conditions being satisfied on or before the dates and times specified in the Underwriting Agreements (unless and to the extent such conditions are validly waived on or before such dates and times):

(a) Listing

The Hong Kong Stock Exchange granting listing of, and permission to deal in, all the Units to be issued pursuant to the Offering;

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(b) Sale and Purchase Agreements Unconditional

The respective Sale and Purchase Agreements becoming and remaining unconditional in accordance with their respective terms;

(c) Facility Agreements Unconditional

The Facility Agreements having become and remaining unconditional in accordance with their terms, and the Facility having been unconditionally made available to be drawn down in the amount of not less than HK\$4,050 million;

(d) International Underwriting Agreement

The International Underwriting Agreement having been duly entered into by all relevant parties;

(e) Underwriting Agreements Unconditional

The obligations of the Underwriters under the Underwriting Agreements becoming and remaining unconditional (including, if relevant, as a result of the waiver of any condition(s) by the Joint Global Coordinators for and on behalf of the Underwriters) and the Underwriting Agreements not being terminated in accordance with their respective terms or otherwise; and

(f) Pricing

The Offer Price being duly determined.

The consummation of each of the International Offering (including the Preferential Offering) and the Hong Kong Public Offering is conditional upon, amongst other things, the other becoming unconditional and not having been terminated in accordance with their terms.

If the above conditions are not fulfilled or waived prior to the times and dates specified, the Offering will lapse and the Hong Kong Stock Exchange will be notified immediately. Notice of the lapse of the Offering will be caused to be published by the Manager in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on the Business Day next following such lapse.

In the above situation, all application monies will be returned to applicants, without interest and on the terms set out in the section headed “How to apply for Hong Kong Public Offering Units and Reserved Units” in this Offering Circular. In the meantime, all application monies will be held in a separate bank account or separate bank accounts with a receiving banker or other bank(s) licensed under the Banking Ordinance.

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Unit certificates are expected to be issued by Wednesday, 20 December 2006 but will only become valid at 8:00 a.m. on the Listing Date (which is expected to be Thursday, 21 December 2006), provided that: (i) the Offering has become unconditional in all respects and (ii) the right of termination as described in the section headed “Underwriting — Underwriting Arrangement and Expenses — Grounds For Termination by the Underwriters” in this Offering Circular has not been exercised.

The Hong Kong Public Offering

The Hong Kong Public Offering is a fully underwritten public offer (subject to satisfaction or waiver of the other conditions described in the sub-section above headed “Conditions of the Hong Kong Public Offering and the Preferential Offering”) for the subscription in Hong Kong of, initially, 104,538,000 Units (representing approximately 10% of the total number of Units initially available under the Offering) at the Offer Price.

The total number of Hong Kong Public Offering Units available under the Hong Kong Public Offering will initially be divided equally into two pools for allocation purposes: Pool A and Pool B. All valid applications that have been received for Hong Kong Public Offering Units with a total subscription amount (excluding brokerage, Hong Kong Stock Exchange trading fee and SFC transaction levy payable thereon) of HK\$5 million or below will fall into Pool A and all valid applications that have been received for Hong Kong Public Offering Units with a total subscription amount (excluding brokerage, Hong Kong Stock Exchange trading fee and SFC transaction levy payable thereon) of more than HK\$5 million will fall into Pool B.

Hong Kong Public Offering Units in each of Pool A and Pool B will be allocated on an equitable basis to applicants falling within each pool. Applicants should be aware that applications in the same pool, as well as applications in different pools, are likely to receive different allocation ratios. Where either of the pools is undersubscribed, the surplus Hong Kong Public Offering Units will be transferred to satisfy demand in the other pool and be allocated accordingly. Applicants can only receive an allocation of Hong Kong Public Offering Units from Pool A or Pool B but not from both pools. Multiple or suspected multiple applications and any application for more than half of the Hong Kong Public Offering Units initially available under the Hong Kong Public Offering (that is, 52,269,000 Hong Kong Public Offering Units) will be rejected. Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the Application Form submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application have not indicated an interest for or taken up and will not indicate an interest for or take up any International Offering Units under the International Offering (except for any Reserved Units under the Preferential Offering), and such applicant’s application will be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be).

The final number of Hong Kong Public Offering Units comprised in the Hong Kong Public Offering, Pool A and Pool B respectively, will, following the determination by the Joint Global Coordinators, be published in The Standard (in English) and the Hong Kong Economic Times (in Chinese) on Wednesday, 20 December 2006 with the announcement of the Offer Price, the level of indications of interest in the International Offering, the results of applications in the Hong Kong Public Offering and the Preferential Offering, and the basis of allocations of the Hong Kong Public Offering Units.

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The allocation of Units between the Hong Kong Public Offering and the International Offering is subject to adjustment by the Joint Global Coordinators. The number of Units initially available under the Hong Kong Public Offering will be approximately 10% of the total number of Units available under the Offering (before taking into account any exercise of the Over-allotment Option).

In addition, if the number of the Units validly applied for under the Hong Kong Public Offering represents 15 times or more but less than 50 times the number of the Units initially available under the Hong Kong Public Offering, then Units will be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of Units available under the Hong Kong Public Offering will be 313,612,000 Units (representing approximately 30% of the Units initially available under the Offering). If the number of Units validly applied for under the Hong Kong Public Offering represents 50 times or more but less than 100 times the number of Units initially available under the Hong Kong Public Offering, then the number of Units to be reallocated to the Hong Kong Public Offering from the International Offering will be increased so that the total number of Units available under the Hong Kong Public Offering will be 418,149,000 Units (representing approximately 40% of the Units initially available under the Offering). If the number of Units validly applied for under the Hong Kong Public Offering represents 100 times or more the number of Units initially available under the Hong Kong Public Offering, then the number of Units to be reallocated to the Hong Kong Public Offering from the International Offering will be increased, so that the total number of Units available under the Hong Kong Public Offering will be 522,686,000 Units (representing approximately 50% of the Units initially available under the Offering).

Units validly applied for under the Hong Kong Public Offering (as a multiple of the 104,538,000 Units initially available)	Post “clawback”⁽¹⁾	Post “clawback”⁽²⁾
At least 15 times but less than 50 times	313,612,000	30%
At least 50 times but less than 100 times	418,149,000	40%
At least 100 times	522,686,000	50%

Notes:

- (1) Expressed as the total number of Units to be available under the Hong Kong Public Offering post “clawback”.
- (2) Units available under the Hong Kong Public Offering expressed as an approximate percentage of the total number of Units available under the Offering, before exercise of the Over-allotment Option.

The number of Reserved Units will not be affected by such reallocations.

In addition, in the event of an under-subscription in the Hong Kong Public Offering, the Joint Global Coordinators will have the discretion to reallocate to the International Offering such number of unsubscribed Hong Kong Public Offering Units as they may deem appropriate. If the International Offering is undersubscribed, the Joint Global Coordinators may decide in their absolute discretion to re-allocate Units from the International Offering to the Hong Kong Public Offering.

The Manager, the Directors and the Hong Kong Underwriters will take reasonable steps to identify and reject applications under the Hong Kong Public Offering from investors who have received Units in the International Offering (other than pursuant to the Preferential Offering), and to identify and reject indications of interest in the International Offering from investors who have received Units in the Hong Kong Public Offering.

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The International Offering

A total of 940,832,362 Units will initially be available to investors under the International Offering, including the Reserved Units. These 940,832,362 Units represent approximately 90% of the Units available under the Offering (before taking into account any exercise of the Over-allotment Option). Pursuant to the International Offering, the International Offering Units will be offered to institutional, professional and other investors by the International Underwriters or through selling agents appointed by them. International Offering Units will be offered to and placed with professional and institutional investors and other investors anticipated to have a sizeable demand for the International Offering Units in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S.

In addition, the International Offering Units may be reallocated to the Hong Kong Public Offering in the case of over-subscription under the Hong Kong Public Offering as set out in the sub-section headed “The Hong Kong Public Offering” above.

The Reserved Units being offered under the Preferential Offering are offered out of the Units being offered under the International Offering.

The Preferential Offering

In order to enable shareholders of HLD to participate in the Offering on a preferential basis as to allocation only, Qualifying HLD Shareholders are being invited to apply for an aggregate of 63,049,362 Reserved Units (representing approximately 6% of the Units initially available under the Offering and approximately 4.2% of the Units upon completion of the Offering) in the Preferential Offering on the basis of an Assured Entitlement of one Reserved Unit for every whole multiple of 13 HLD Shares held by them at the close of business on Thursday, 7 December 2006. Any holding of any Qualifying HLD Shareholder of less than 13 HLD Shares at the close of business on Thursday, 7 December 2006 will not entitle the holder to apply for any Reserved Unit. The Reserved Units are being offered out of the Units being offered under the International Offering.

The Assured Entitlements may represent Units not in a multiple of a full board lot of 1,000 Units, and dealings in odd lot Units may be at or below their prevailing market price.

A **BLUE** Application Form is being dispatched to each Qualifying HLD Shareholder. In addition, an electronic copy of this Offering Circular on CD-ROM is being dispatched to each Qualifying HLD Shareholder whose address on the register of members of HLD was, at the close of business on Thursday, 7 December 2006, in Hong Kong and a printed copy of this Offering Circular is being dispatched to each Qualifying HLD Shareholder whose address on the register of members of HLD was, at the close of business on Thursday, 7 December 2006, in a place outside Hong Kong. Qualifying HLD Shareholders are permitted to apply for a number of Reserved Units which is greater than, equal to or less than their Assured Entitlement under the Preferential Offering. A valid application in respect of a number of Reserved Units equal to or less than a Qualifying HLD Shareholder’s Assured Entitlement will be accepted in full, subject to the terms and conditions as mentioned on the **BLUE** Application Forms. If an application is made for a number of Reserved Units greater than the Assured Entitlement, the Assured Entitlement will be satisfied in full, but the excess portion of such application, together with such part of the applications for Reserved

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Units from other Qualifying HLD Shareholders in excess of their Assured Entitlements, will only be met to the extent that there are sufficient available Reserved Units resulting from (i) other Qualifying HLD Shareholders declining to take up some or all of their Assured Entitlements or (ii) shareholders of HLD (other than holders of HLD Shares in which Hopkins (Cayman) Limited is deemed to be interested) not being Qualifying HLD Shareholders at the close of business on Thursday, 7 December 2006 (the “Non-qualified HLD Shareholders”) and therefore not qualifying for any Assured Entitlements. The Joint Global Coordinators, on behalf of the International Underwriters, will allocate any Assured Entitlements not taken up by Qualifying HLD Shareholders or for which the Non-qualified HLD Shareholders are not qualified first to satisfy the excess applications for Reserved Units from Qualifying HLD Shareholders on a fair and equitable basis, and thereafter, to the International Offering. There is no assurance that there will be a sufficient number of such Reserved Units available to meet the excess portion of applications for Reserved Units in full, in part or at all. If an application is made for a number of Reserved Units greater than or less than the Assured Entitlement, the applicant is **recommended** to apply for a number in one of the multiples of full board lots stated in the table of multiples and payments on the back page of the **BLUE** Application Form which also states the amount of remittance payable on application for each multiple of full board lots of Reserved Units; if such applicant does not follow this recommendation when applying for greater than or less than the Assured Entitlement, he/she/it must calculate the correct amount of remittance payable on application for the number of Reserved Units applied for. Any application not accompanied by the correct amount of application monies will be treated as invalid in its entirety and no Reserved Unit will be allotted to such applicant. The Joint Global Coordinators, on behalf of the International Underwriters, will allocate any Assured Entitlements not taken up by Qualifying HLD Shareholders or for which the Non-qualified HLD Shareholders are not qualified to the International Offering.

In addition to any application for Reserved Units, Qualifying HLD Shareholders will be entitled to make one application for the Hong Kong Public Offering Units either on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS. Qualifying HLD Shareholders will receive no preference as to entitlement or allocation in respect of applications for Hong Kong Public Offering Units made on **WHITE** or **YELLOW** Application Forms or by giving **electronic application instructions** to HKSCC via CCASS under the Hong Kong Public Offering.

Assured Entitlements of Qualifying HLD Shareholders are not transferable and there will be no trading in nil-paid entitlements on the Hong Kong Stock Exchange. The Joint Global Coordinators have the authority to reallocate all or any Reserved Units not taken up by Qualifying HLD Shareholders to the International Offering.

The procedure for application under, and the terms and conditions of, the Preferential Offering are set out in the sections headed “How to Apply for Hong Kong Public Offering Units and Reserved Units — How to apply for Reserved Units” and “Further Terms and Conditions of the Hong Kong Public Offering and the Preferential Offering” and on the **BLUE** Application Form.

The documents to be issued in connection with the Hong Kong Public Offering and the Preferential Offering (comprising this Offering Circular and the Application Forms) will not be registered under any

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applicable securities legislation of any jurisdiction other than Hong Kong. Accordingly, no Reserved Units are being offered to Overseas HLD Shareholders under the Preferential Offering and no **BLUE** Application Forms will be sent to such persons. Applications will not be accepted from Overseas HLD Shareholders or persons who are acting for the benefit of Overseas HLD Shareholders.

Over-allotment Option and Stabilisation

The Over-allotment Option

In connection with the Offering and in connection with over-allocation in the International Offering, if any, and other stabilising action in respect of the Units, SKFE and HLD are expected to grant to the International Underwriters the Over-allotment Option, which will be exercisable on one occasion at any time from the Listing Date up to (and including) the date which is the 30th day after the last day for lodging Application Forms under the Hong Kong Public Offering. Pursuant to the Over-allotment Option, SKFE or HLD may be required to make available up to 104,538,000 Units, representing approximately 10%, of the total number of Units initially available under the Offering, to be offered to investors as part of the International Offering. In the event that the Over-allotment Option is exercised, the Manager will cause an announcement to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese). Where all or any of the Units subject to the Over-allotment Option are held by one or more of its subsidiaries, SKFE and HLD have agreed to procure compliance with the Over-allotment Option by such subsidiaries.

Stabilising Action

In connection with the Offering, the Stabilising Manager (or any person acting for it) on behalf of the Underwriters, may over-allocate or effect transactions with a view to supporting the market price of the Units at a level higher than that which might otherwise prevail for a period of 30 days after the last day for lodging Application Forms under the Hong Kong Public Offering. However, there is no obligation on the Stabilising Manager (or any person acting for it) to do this. Such transactions, if commenced, may be discontinued at any time and are required to be brought to an end upon expiry of such 30-day period. The Stabilising Manager has been or will be appointed as stabilising manager for the purposes of the Offering and will conduct any stabilising activities (if any) on a basis as disclosed in this section headed “Over-allotment Option and Stabilisation” and equivalent to that required under the Securities and Futures (Price Stabilizing) Rules made under the SFO and, should stabilising transactions be effected in connection with the Offering, this will be at the absolute discretion of the Stabilising Manager.

Following any over-allocation of Units in connection with the Offering, the Stabilising Manager (or any person acting for it) may cover such over-allocation by (amongst other methods) making purchases in the secondary market for a period of 30 days after the last day for lodging applications under the Hong Kong Public Offering, exercising the Over-allotment Option in full or in part, making unit borrowing arrangements or by any combination of the above. Any such secondary market purchases will be made in compliance with all applicable laws and regulatory requirements and on a basis consistent with the Securities and Futures (Price Stabilizing) Rules made under the SFO as if those rules were directly applicable. The number of Units which can be over-allocated will not exceed the number of Units under the Over-allotment Option, being 104,538,000 Units representing approximately 10% of the Units initially available under the Offering.

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In order to facilitate settlement of over-allocation in connection with the International Offering, the Stabilising Manager is expected to enter into a Unit Borrowing Agreement with Uplite Limited (an indirect wholly-owned subsidiary of SKFE) and Cobase Limited (an indirect wholly-owned subsidiary of HLD). Under the Unit Borrowing Agreement, each of Uplite Limited and Cobase Limited is expected to agree with the Stabilising Manager that it will, if requested by the Stabilising Manager and subject to the terms of the Unit Borrowing Agreement, make available to the Stabilising Manager up to 88,544,016 Units and 15,993,984 Units respectively, by way of unit lending, in order to cover over-allocation in connection with the International Offering.

The possible stabilising action which may be taken by the Stabilising Manager in connection with the Offering may involve (amongst other things): (i) over-allocation of Units for the purpose of preventing or minimising any reduction in the market price of the Units; (ii) selling or agreeing to sell Units so as to establish a short position in them for the purpose of preventing or minimising any reduction in the market price of the Units (any such short position to be covered by the Over-allotment Option); (iii) borrowing Units or exercising the Over-allotment Option in order to close out any position established under (i) or (ii) above; (iv) purchasing, or agreeing to purchase Units for the sole purpose of preventing or minimising any reduction in the market price of the Units; (v) selling or agreeing to sell Units purchased by the Stabilising Manager in the course of primary stabilising action in order to liquidate a long position established as a result of those purchases; and (vi) offering or attempting to do any of the foregoing.

Specifically, prospective applicants for and investors in Units should note that:

- the Stabilising Manager may, in connection with the stabilising action, maintain a long position in the Units. There is no certainty regarding the extent to which and the time period for which the Stabilising Manager will maintain such a position;
- liquidation of any such long position by the Stabilising Manager may have an adverse impact on the market price of the Units;
- no stabilising action will be taken to support the price of the Units for longer than the stabilising period which will begin on the Listing Date, and is expected to expire at the end of Friday, 12 January 2007, being the day which is expected to be the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, when no further action may be taken to support the price of the Units, demand for the Units, and therefore the price of the Units, could fall;
- the price of any security (including the Units) cannot be assured to stay at or above its offer price by the taking of any stabilising action; and
- stabilising bids may be made or transactions effected in the course of the stabilising action at any price at or below the Offer Price, which means that stabilising bids may be made or transactions effected at a price below the price paid by applicants for, or investors in, the Units.

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These activities by the Stabilising Manager may stabilise, maintain or otherwise affect the market price of the Units. As a result, the price of the Units may be higher than the price that otherwise might exist in the open market. Any stabilising action taken by the Stabilising Manager, or any person acting for it, may not necessarily result in the market price of the Units staying at or above the Offer Price either during or after the stabilising period. Bids for or market purchases of the Units by the Stabilising Manager (or any person acting for it) may be made at a price at or below the Offer Price and therefore at or below the price paid for the Units by investors in the Offering.

The Manager will ensure or procure that a public announcement, on a basis consistent with the Securities and Futures (Price Stabilizing) Rules made under the SFO, as if those rules were directly applicable, will be made within seven days of the expiration of the stabilising period.