

**AUCTION OF RADIO SPECTRUM  
IN THE 600 MHz, 700 MHz, 850 MHz,  
2.5/2.6 GHz AND 4.9 GHz BANDS  
FOR THE PROVISION OF  
PUBLIC MOBILE SERVICES**

**BIDDER COMPLIANCE CERTIFICATE**

**TO :** The Communications Authority (the “**Authority**”)

The Office of the Communications Authority

29<sup>th</sup> Floor, Wu Chung House

213 Queen’s Road East

Wanchai

Hong Kong

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

**DATE :** [                    ] 2021

Dear Sirs,

We refer to the notice dated 30 July 2021 issued by the Authority in exercise of the powers conferred by section 32I of the Ordinance and the Regulation and all other powers enabling it 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 Authorised 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 dated 30 July 2021 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 including, without limitation:
  - a. the obligation with respect to coverage of network and service in accordance with Special Condition 31 of the Conditions;
  - b. where applicable, the obligation to provide the Performance Bond to the Authority in accordance with Special Condition 31A of the Conditions; and
  - c. where applicable, the obligation to provide the Performance Bond to the Authority in accordance with Special Condition 31B of the Conditions;
- 1.4. it will provide a network that is technically secure, reliable, and compatible with the local environment in accordance with the Conditions;
- 1.5. it will arrange sufficient managerial and technical expertise to provide a satisfactory service under the Licence;
- 1.6. 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;
- 1.7. 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;
- 1.8. 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;
- 1.9. it will not and none of its Insiders will co-operate, collaborate, collude or discuss with, or disclose any information (including Confidential 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, 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;
- 1.10. 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;

- 1.11. 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 respective 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; or
  - d. has taken part or participated, or will take part or participate in the Auction;
- 1.12. it, and any person exercising control over the Bidder<sup>1</sup> ("relevant person"), are fit and proper persons having regard to:
- a. the business record of the Bidder and each relevant person;
  - b. the record of the Bidder and each relevant person in situations requiring trust and candour;
  - c. the criminal record in Hong Kong of the Bidder and each relevant person in respect of offences under the laws of Hong Kong involving bribery, false accounting, corruption or dishonesty; and
  - d. the criminal record in places outside Hong Kong of the Bidder and each relevant person in respect of conduct which, if done in Hong Kong, would constitute or form part of the criminal record in Hong Kong of the Bidder and each relevant person as mentioned in 1.12.c;
- 1.13. 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;

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<sup>1</sup> For the purpose of this paragraph 1.12, a person exercises control over the Bidder if he or she is (a) a director or principal officer of the Bidder; (b) the beneficial owner of more than 15% of the voting shares in the Bidder; (c) a voting controller of more than 15% of the voting shares in the Bidder; or (d) otherwise has the power, by virtue of any powers conferred by the memorandum or articles of association or other instrument regulating that Bidder or any other corporation, to ensure that the affairs of the Bidder are conducted in accordance with the wishes of that person.

- 1.14. none of its directors nor its principal officers, none of its Insiders and none of any persons who have the power, by shareholding or under any power conferred by the articles of association or any 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 of any Licence granted to the Bidder;
- 1.15. 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, or has engaged or engages in any act or activity (such as bribery, false accounting, corruption or dishonesty) 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;
- 1.16. 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;
- 1.17. 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
- 1.18. it has submitted only one Application to the Authority.

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

Yours faithfully,

Signed:

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Authorised Representative

(name and title)

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Authorised Representative

(name and title)

*(Note 1: This certificate must be signed by two Authorised Representatives who are directors of the Bidder.*

*Note 2: The name of the Authorised Representatives should be as shown on the HKID Card/Passport.)*