Annex 2

Illustrative examples of the Modified Auction Procedure

	Example A (Auction introduces new	Example B (Auction results in	Example C (Auction results in a
	forms of consideration)	different final prices)	stalemate)
Day 46,	Offeror A and Offeror B are in a	Offeror A and Offeror B are in a	Offeror A and Offeror B are in a
5.00pm	competitive situation. Offeror A's offer	competitive situation. Offeror A's offer	competitive situation. Offeror A's offer
	stands at \$1.00 per share while Offeror	stands at \$1.00 per share while Offeror	stands at \$1.00 per share while Offeror
	B's offer stands at \$1.10 per share.	B's offer stands at \$1.10 per share.	B's offer stands at \$1.10 per share.
	Neither party has declared its offer as	Neither party has declared its offer as	Neither party has declared its offer as
	final.	final.	final.
Day 47,	By 5.00 p.m Offeror A announces a	By 5.00 p.m Both Offerors A and B	By 5.00 p.m Both Offerors A and B
Auction	revised offer of \$1.30 per share.	announce their revised offers. Offeror A's	announce their revised offers. Offeror A's
Day 1		offer is revised to \$1.12 per share, while	offer is revised to \$1.12 per share, while
		Offeror B's offer is revised to \$1.13 per	Offeror B's offer is revised to \$1.13 per
		share.	share.
Day 48,	By 5.00 p.m Offeror B announces a	By 5.00 p.m Offeror A announces a	By 5.00 p.m Offeror A announces a
Auction	revised offer of \$1.10 per share plus 2	further revised offer of \$1.14 per share.	further revised offer of \$1.14 per share.
Day 2	Offeror B shares.		
Day 49,	By 5.00 p.m Offeror A announces a	By 5.00 p.m Offeror B announces a	By 5.00 p.m Offeror B announces a
Auction	further revised offer of \$1.50 per share.	further revised offer of \$1.15 per share.	further revised offer of \$1.15 per share.
Day 3			

D 50	D = 00	D - 00	5 - 00
Day 50,	By 5.00 p.m. – Offeror B does not	By 5.00 p.m Offeror A announces a	By 5.00 p.m Offeror A announces a
Auction	announce a revised offer. Auction	further revised offer of \$1.18 per share.	further revised offer of \$1.18 per share.
Day 4	Procedure is closed on Day 4.		
Day 51,	Docting of offer decument Offerer A and	Dy 400 nm Offerer A submite ite	Dy 400 pm Offerer A submite ite
	Posting of offer document. Offeror A and		'
Auction	Offeror B are required to post their	announcement of a revised offer of \$1.25	announcement of a revised offer of \$1.25
Day 5	revised offer document by $\underline{\text{Day } 57}$ (i.e.	to the Council and the announcement is	to the Council and the announcement is
	Day 50 + 7 days).	subject to the condition that the revised	subject to the condition that the revised
		offer will only be announced if Offeror B	offer will only be announced if Offeror B
	Posting of offeree circular: The offeree	also submits an offer announcement on	also submits an offer announcement on
	company is required to post its offeree	this day. Offeror B also submits its	this day. Offeror B also submits its
	circulars on the revised offers by Day 64	announcement of a revised offer of \$1.20	announcement of a revised offer of \$1.25
	(i.e. Day 57 + 7 days).	to the Council.	to the Council, subject to the condition
			that the revised offer will only be
	Final day of revised offers: The latest	By 4.30 p.m The Council notifies	announced if Offeror A also submits an
	date which either offer made by Offeror A	Offeror A that Offeror B has submitted an	offer announcement on this day.
	or B may become or be declared	offer announcement and accordingly, the	
	unconditional as to acceptances will be	condition for Offeror A's announcement	By 4.30 p.m. – The Council notifies both
	<u>Day 71</u> (i.e. Day 57 + 14 days).	of the revised offer has been satisfied.	Offeror A and Offeror B that the other
			Offeror has submitted an offer
		By 5.00 p.m Offeror A and Offeror B	announcement and accordingly, the
		announce their revised offers. Auction	condition for the announcement of the
		Procedure is closed.	revised offer has been satisfied.

Offeror B are required to post their announce their revised offers. Auction revised offer document by <u>Day 58</u> (i.e. Day 51 + 7 days). However, in consultation with the offeree company, the Council may dispense with the Posting of offer document. Offeror A and requirement for Offeror B to post its revised offer document given that it is the lower offer.

Posting of offeree circular: The offeree company is required to post its offeree circulars on the revised offers by Day 65 (i.e. Day 58 + 7 days).

Final day of revised offers: The latest date which either offer made by Offeror A or B may become or be declared unconditional as to acceptances will be Day 72 (i.e. Day 58 + 14 days).

Posting of offer document. Offeror A and By 5.00 p.m. - Offeror A and Offeror B Procedure is closed with both Offerors offering a final offer price of \$1.25.

> Offeror B are required to post their revised offer document by Day 58 (i.e. Day 51 + 7 days).

> Posting of offeree circular: The offeree company is required to post its offeree circulars on the revised offers by Day 65 (i.e. Day 58 + 7 days).

> Final day of revised offers: The latest date which either offer made by Offeror A or B may become or be declared unconditional as to acceptances will be Day 72 (i.e. Day 58 + 14 days).