

**TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED**

本申請表格必須整份交回方為有效

**Application Form Number**  
申請表格編號**IMPORTANT**  
**重要提示**

**THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON TUESDAY, 19 JUNE 2012.**  
本申請表格(「申請表格」)具有價值，但不可轉讓，並僅供下列合資格股東使用。二零一二年六月十九日(星期二)下午四時正後不得提出申請。

**IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**  
閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of China Mandarin Holdings Limited dated 4 June 2012 (the "Prospectus") unless the context otherwise requires. 除文義另有所指外，本申請表格所用之詞彙與中國東方實業集團有限公司於二零一二年六月四日刊登之章程(「章程」)所界定者具相同涵義。

Dealing in the Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. 股份之買賣可透過中央結算系統進行結算，而有關結算安排之詳情和該等安排對閣下權利和權益可能產生之影響，閣下應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form. 香港交易及結算所有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本申請表格全部或任何部份內容而產生或任何因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of the Prospectus, together with this Application Form, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance and will be filed with the Registrar of Companies in Bermuda. The Registrar of Companies in Hong Kong, the Registrar of Companies in Bermuda and The Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents. 章程連同本申請表格，已按照公司條例第342C條之規定送呈香港公司註冊處登記，並將送呈百慕達公司註冊處存檔。香港公司註冊處、百慕達公司註冊處及香港證券及期貨事務監察委員會對上述任何文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲批准在聯交所上市及買賣後，發售股份將獲香港結算接納為合資格證券，自發售股份在聯交所買賣首日或香港結算釐定之其他日期起可於中央結算系統寄存、結算及交收。聯交所參與者於任何交易日進行之交易，須於其後第二個交易日在中央結算系統交收。中央結算系統之一切活動須符合不時生效之《中央結算系統一般規則》及《中央結算系統運作程序規則》。

# China Mandarin Holdings Limited

## 中國東方實業集團有限公司\*

*(Incorporated in Bermuda with limited liability)**(於百慕達註冊成立之有限公司)***(Stock Code: 00009)****(股份代號: 00009)**

**OPEN OFFER OF 343,318,399 OFFER SHARES**  
**AT HK\$0.538 PER OFFER SHARE ON THE BASIS OF ONE OFFER SHARE**  
**FOR EVERY SHARE HELD ON THE RECORD DATE**  
**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN**  
**4:00 P.M. ON TUESDAY, 19 JUNE 2012**

以每股發售股份0.538港元公開發售343,318,399股發售股份，  
基準為於記錄日期每持有一股股份獲配發一股發售股份，  
股款最遲須於二零一二年六月十九日(星期二)下午四時正接納時繳足

**APPLICATION FORM**  
申請表格

Name(s) and address(es) of the Qualifying Shareholder(s) 合資格股東姓名及地址

Number of Shares registered in your name on Friday, 1 June 2012  
於二零一二年六月一日(星期五)以下閣下名義登記之股份數目Box A  
甲欄Number of Offer Shares in your assured allotment  
閣下獲保證配發之發售股份數目Box B  
乙欄Amount payable on assured allotment when applied in full  
若數申請認購保證配發時應繳款項Box C  
丙欄

HK\$ 港元
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Application can only be made by the registered Qualifying Shareholder(s) named above.  
Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed  
(calculated as number of Offer Shares applied for multiplied by HK\$0.538)

認購申請僅可由上述已登記之合資格股東作出。  
請於丁欄填寫所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.538港元計算)

Number of Offer Shares applied for  
申請認購之發售股份數目Box D  
丁欄

Remittance enclosed 隨附股款 HK\$ 港元
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You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of one Offer Share for every Share held on Friday, 1 June 2012. If you wish to apply for any Offer Share, you should complete and sign this Application Form and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. All remittance(s) for application of Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "China Mandarin Holdings Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any persons who were Prohibited Shareholders.

閣下可透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程所述之規限下，有關要約乃向名列於本公司股東名冊且屬合資格股東之股東提呈，基準為按於二零一二年六月一日(星期五)每持有一股股份獲保證配發一股發售股份。閣下如欲申請認購任何發售股份，請填妥及簽署本申請表格，並將表格連同申請認購發售股份應繳之全數適當股款，一併交回本公司之香港股份登記及過戶分處卓佳標準有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。根據本申請表格申請認購發售股份之所有申請股款必須以港元支付，並須註明抬頭人為「China Mandarin Holdings Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出，並須依照背頁所載手續。屬受禁制股東之人士不得申請認購發售股份。

\* For identification purpose  
\* 僅供識別

# China Mandarin Holdings Limited

## 中國東方實業集團有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 00009)

(股份代號: 00009)

### CONDITIONS

1. No Excluded Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on this Application Form.
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Standard Limited or any person nominated by it for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the memorandum and bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which cheque is dishonoured upon first presentation is liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application for Offer Shares which does not comply with the procedures set out herein.

Completion and return of this Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with.

### PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, you must enter in Box D of this Application Form the number of Offer Shares for which you wish to apply and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.538). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form when duly completed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Tuesday, 19 June 2012. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "China Mandarin Holdings Limited - Open Offer Account" and crossed "Account Payee Only". Unless this Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Tuesday, 19 June 2012, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

### FORCE MAJEURE

The Underwriter may terminate the Underwriting Agreement by notice in writing to the Company served prior to the Latest Time for Termination if prior to the Latest Time for Termination:

- (a) in the sole and reasonable opinion of the Underwriter, the success of the Open Offer would be adversely affected by:
- (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the sole and reasonable opinion of the Underwriter adversely affect the business or the financial or trading position or prospects of the Group as a whole or is adverse in the context of the Open Offer; or
  - (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the sole and reasonable opinion of the Underwriter adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
  - (iii) any adverse change in the business or in the financial or trading position of the Group as a whole; or
  - (iv) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic or threatened epidemic, terrorism, strike or lock-out; or
  - (v) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances; or
  - (vi) the occurrence of any event, or series of events, beyond the control of the Underwriter which, at the sole and reasonable opinion of the Underwriter, have or would have the material and adverse effect of making the Underwriting Agreement (including the underwriting) incapable of performance in accordance with its terms or which prevents the processing of applications and/or payments pursuant to the Open Offer or pursuant to the underwriting thereof or which have or is likely to have an adverse effect on the Open Offer; or
- (b) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the sole and reasonable opinion of the Underwriter is likely to adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (c) there is any change in the circumstances of the Company or any member of the Group which in the sole and reasonable opinion of the Underwriter will adversely affect the business prospects or financial condition of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (d) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the announcement or circular relating to the Open Offer or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (e) the circular, prospectus or announcements of the Company published since the date of the Underwriting Agreement when published contain information (either as to business prospects or the financial condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the sole and reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect adversely the success of the Open Offer or might cause a prudent investor not to accept the Offer Shares provisionally allotted to it.

Any Shareholder or other person dealing in the Shares until the Open Offer becomes unconditional (which is expected to be 4:00 p.m. on Friday, 22 June 2012) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating dealing in the Shares during such period who is in any doubt about his or her position is advised to consult his or her professional adviser.

### CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or banker's cashier order will be honored on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

### STATUS OF THE OFFER SHARES

The Offer Shares, when allotted, issued and fully-paid, will rank *pari passu* in all respects with the Shares. Holders of the Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

### SHARE CERTIFICATES FOR THE OFFER SHARES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on or before Tuesday, 26 June 2012 to those Shareholders entitled thereto by ordinary post at their own risks.

### GENERAL

Lodgement of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party (parties) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This Application Form and any application for the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

\* For identification purpose

# China Mandarin Holdings Limited

## 中國東方實業集團有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 00009)

(股份代號: 00009)

To: China Mandarin Holdings Limited  
致: 中國東方實業集團有限公司

Dear Sirs,

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.538 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept the number of Offer Shares on the terms and conditions of the Prospectus dated 4 June 2012 and subject to the memorandum and bye-laws of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之登記持有人，現申請認購乙欄(或倘已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.538港元之價格計算須於申請時應繳足之全數股款\*\*。本人/吾等謹此依照日期為二零一二年六月四日之章程所載之條款及條件，以及在貴公司之組織章程大綱及細則之規限下，接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並授權貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已細閱背頁所載各項條件及申請手續，並同意受其約束。

Please insert contact telephone number 請填上聯絡電話號碼	
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Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholder(s) must sign)  
合資格股東簽署(所有聯名合資格股東均須簽署) (1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date \_\_\_\_\_ 2012

日期: 二零一二年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):  
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total number specified in Box D, failing which, the total number specified in Box B) 申請認購發售股份數目(即丁欄所列明之總數，如未有填妥，則乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, failing which, the total amount specified in Box C) 股款總額(即丁欄所列明之股款總額，如未有填妥，則丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

\*\* Cheque or banker's cashier order should be crossed "**Account Payee Only**" and made payable to "**China Mandarin Holdings Limited – Open Offer Account**" (see the section headed "Procedures for Application" on the reverse side of this form).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「**China Mandarin Holdings Limited – Open Offer Account**」為抬頭人劃線開出(詳情請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目之有效申請將獲全數接納。倘以上各欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘認購股款少於上欄所填數目之發售股份所需股款，則閣下將被視作申請認購已收款項所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。概不會就認購股款發出任何收據。

\* For identification purpose

\* 僅供識別