

**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)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\*

(於百慕達註冊成立之有限公司)

(股份代號：00009)

### 條件

1. 除外股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份股票將以平郵方式按本申請表格上所列地址寄交承配人或(如屬聯名承配人)名列首位之承配人，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格即表示申請人指示及授權本公司及／或卓佳標準有限公司或由其提名之任何人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必要或合宜之所有其他事宜，以根據章程所述之安排，將申請人所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及公司細則之規定。
5. 本公司收到股款後將隨即將其過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留酌情權接納或拒絕任何未符合本申請表格所載手續之發售股份認購申請。

任何居住於香港以外地方之人士填妥並交回本申請表格，將被視為構成有關人士向本公司保證及聲明，是次申請已全面遵守有關司法權區所有註冊、法例及法規規定。

### 申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列 閣下獲保證配發之發售股份數目。

倘閣下欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上欲申請認購之發售股份數目及應繳股款總額(以申請認購之發售股份數目乘以0.538港元計算)。倘所收到之相應股款金額少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘閣下欲申請認購本申請表格乙欄所列相同數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則閣下將被視作申請認購已收全數款項所代表之發售股份數目。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並於二零一二年六月十九日(星期二)下午四時正或之前交回卓佳標準有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須以港元支付。支票必須以香港持牌銀行開立之賬戶開出，銀行本票必須由香港持牌銀行發出，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。除非本申請表格連同本申請表格丙欄或丁欄(視乎情況而定)所示之適當股款於二零一二年六月十九日(星期二)下午四時正之前已經收妥，否則閣下申請認購發售股份之權利以及一切有關權利將視為已放棄論，並將於被註銷。

### 不可抗力事件

倘於最後終止時間前發生下列情況，則包銷商可於最後終止時間前以向本公司送達書面通知之方式終止包銷協議：

- (a) 包銷商全權合理認為，以下事項對成功進行公開發售造成不利影響：
  - (i) 引入任何新法例或規例或現行法例或規例(或其司法詮釋)之任何變動，或發生任何性質之其他事件，而包銷商全權合理認為會對本集團整體之業務或財務或經營狀況或前景構成不利影響或對公開發售造成不利影響；或
  - (ii) 本地、國家或國際間發生任何政治、軍事、金融、經濟或其他性質(不論是否有別於上述任何情況)之事件或變化(不論是否屬於包銷協議日期之前及／或之後發生或持續出現之一連串事件或變化之一部份)，或任何本地、國家或國際間爆發任何敵對或武裝衝突或衝突升級，或波及本地之證券市場，而包銷商全權合理認為會對本集團整體之業務或財務或經營狀況或前景造成不利影響，或對成功進行公開發售造成不利影響，或基於其他理由認為進行公開發售屬不宜或不智之任何性質事件或變化；或
  - (iii) 本集團整體之業務或財務或經營狀況出現任何重大不利變動；或
  - (iv) 任何天災、戰爭、暴動、動亂、騷亂、火災、水災、爆炸、疫症或存在威脅之疫症、恐怖活動、罷工或停工；或
  - (v) 由於特殊金融狀況而全面禁止、暫停或嚴重限制聯交所進行證券買賣；或
  - (vi) 發生任何或一連串非包銷商所能控制之事件，而包銷商全權合理認為已經或將會對包銷協議(包括包銷)產生不利影響，使其不能按照其條款執行，或妨礙根據公開發售或其包銷而處理申請及／或付款，或造成或可能對公開發售產生不利影響；或
- (b) 市場狀況發生任何重大不利變動(包括但不限於金融或貨幣政策，或外匯或貨幣市場之任何變動，證券之買賣被暫停或受到嚴重限制)，而包銷商全權合理認為會對公開發售順利進行造成不利影響，或基於其他理由認為進行公開發售屬不宜或不智之任何不利變動；或
- (c) 本公司或本集團任何成員公司之情況出現任何變動，而包銷商全權合理認為會令本公司之業務前景或財務狀況受到不利影響，包括但不限於上文所述各項之一般性、本集團任何成員公司被提交申請或通過決議案清盤或結業或發生類似事件或本集團任何重大資產遭毀損；或
- (d) 一般證券或本公司證券在聯交所暫停買賣超過十個連續營業日，惟不包括待發表有關公開發售之公佈或通函或就公開發售而刊發章程文件或其他公佈或通函而暫停買賣；或
- (e) 自包銷協議訂立日期起刊發之本公司通函、章程或公佈所載資料(不論是關於本集團業務前景或財務狀況或關於有否遵守任何法例或上市規則或任何適用之規例)在該日期以前未經本公司公開宣佈或刊發，而包銷商全權合理認為對本集團整體而言屬於重大，並且應會對成功進行公開發售造成不利影響或可能導致審慎投資者不會接納向其暫定配發之發售股份。

任何股東或其他人士如在公開發售成為無條件時(預期為二零一二年六月二十二日(星期五)下午四時正)買賣股份，須承擔公開發售可能不會成為無條件及可能不會進行之風險。任何有意於該段期間買賣股份之股東或其他人士，倘對其狀況有任何疑問，應諮詢其專業顧問。

### 支票及銀行本票

所有支票及銀行本票均將於收後即時過戶，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及遞交申請表格連同接納發售股份之付款支票或銀行本票，將構成申請人保證支票或銀行本票將可於首次過戶時兌現。凡隨附支票或銀行本票在首次過戶時未能兌現之有關申請均可遭拒絕受理；在此情況下，該保證配額及一切有關權利將視為已放棄論，並將於被註銷。

### 發售股份之地位

發售股份於配發、發行及繳足後將於各方面與股份享有同等權益。發售股份之持有人將有權收取於發售股份獲配發及發行日期當日或以後所宣派、作出或派付之所有未來股息及分派。

### 發售股份之股票

待公開發售之條件達成後，發售股份之股票預期將會於二零一二年六月二十六日(星期二)或之前以平郵方式寄發予有權收取此等股票之股東，郵誤風險概由彼等自行承擔。

### 一般事項

本申請表格於獲發申請表格之人士簽署後，一經交回，即為交回之人士有權處理本申請表格及收取發售股份之有關股票之確證。

本申請表格及據此申請發售股份均須受香港法例監管，並按其詮釋。

\* 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)

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