

THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED TO BE VALID.
本申請表格須整份交回方為有效。

IMPORTANT
重要提示

THIS APPLICATION FORM (“AAL”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE SHAREHOLDER(S) NAMED OVERLEAF ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 5 DECEMBER 2016.

本申請表格(「保證配額通知書」)具有價值,但不可轉讓,並僅供名列背頁之股東使用。申請須不遲於二零一六年十二月五日(星期一)下午四時正遞交。

IF YOU ARE IN ANY DOUBT ABOUT THIS AAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本保證配額通知書或應採取之行動有任何疑問,應諮詢 閣下之股票經紀或其他持牌證券交易商、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 circular of China Assets (Holdings) Limited dated Monday, 21 November 2016 (the “Circular”) unless the context otherwise requires.

除非文義另有所指,本保證配額通知書所用之詞彙與中國資本(控股)有限公司於二零一六年十一月二十一日(星期一)刊發之通函(「通函」)所界定者具有相同涵義。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this AAL, 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 AAL.

香港交易及結算所有限公司、聯交所及香港結算對本保證配額通知書之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本保證配額通知書全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, 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 may be 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

待發售股份獲准於聯交所上市及買賣及符合香港結算之證券收納規定,發售股份將獲香港結算接納為合資格證券,可由發售股份各自開始於聯交所買賣之日期或由香港結算釐定之其他日期起,於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易,須於其後第二個交收日在中央結算系統交收。所有中央結算系統活動均須遵守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。 閣下應就該等交收安排之詳情及該等安排如何影響 閣下之權利及權益,諮詢持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

CHINA ASSETS (HOLDINGS) LIMITED
中國資本(控股)有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)

(Stock Code: 170)
(股份代號: 170)

Share registrar:
股份過戶登記處:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716號舖

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 overleaf by filling in this AAL. Subject as mentioned in the Circular, this offer is made to the Shareholders whose names were on the register of members of the Company, on the basis of two (2) Offer Shares for every five (5) Shares held on Wednesday, 16 November 2016. If you wish to apply for a number of Offer Shares which is more than your assured allotment shown in Box B overleaf, i.e. in excess of the Offer Shares in your assured allotment, you should also fill in the separate EAF, and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares applied for. If you wish to apply for any Offer Shares which is equal to or less than your assured allotment, you should complete and sign this AAL, 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 share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. All remittance(s) for applications for Offer Shares in assured allotment must be in Hong Kong dollars. 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 Assets (Holdings) Limited – Provisional Allotment Account” and crossed “Account Payee Only” and comply with the procedures set out in the enclosed sheet.

閣下有權透過填寫本保證配額通知書申請相等於或少於背頁乙欄所列 閣下保證配額之任何發售股份數目。在通函所述者之規限下,本要約乃按於二零一六年十一月十六日(星期三)每持有五(5)股股份獲發兩(2)股發售股份之基準,向名列本公司股東名冊之股東作出。倘 閣下欲申請發售股份數目多於背頁乙欄所列 閣下保證配額之發售股份數目(即超出 閣下保證配額之發售股份),則 閣下亦須另行填寫額外申請表格,並連同就所申請額外發售股份涉及之全數應繳款項之獨立股款一併交回。倘 閣下欲申請相等於或少於 閣下保證配額之任何發售股份,請填妥及簽署本保證配額通知書,並將表格連同所申請發售股份涉及之全數應繳款項之適當股款,交回本公司之股份過戶登記處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有申請保證配額發售股份之股款必須以港元繳付。支票或銀行本票必須由香港之持牌銀行賬戶付款或由香港之持牌銀行開出,並須註明抬頭人為「中國資本(控股)有限公司 — 暫定配額賬戶」及以「只准入抬頭人賬戶」方式劃線開出,並須遵守隨附文件所載手續。

All dates or deadlines specified in this AAL refer to Hong Kong local time.

本保證配額通知書所述之所有日期或限期均指香港本地時間。

No receipt will be given
將不另發收據

To: CHINA ASSETS (HOLDINGS) LIMITED
致: 中國資本(控股)有限公司

Dear Sirs,

I/We, being the Shareholder(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\$3.95 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D) overleaf. I/We apply for such Offer Shares on the terms and conditions of the Circular and subject to the articles of association of the Company. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for application set out in the enclosed sheet and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之股東,現接納背頁乙欄(或倘已及僅填妥乙欄,則丁欄)指定之發售股份數目,並附上按每股發售股份3.95港元之價格計算須於申請時全數支付之應繳款項**。本人/吾等謹此依照通函所載之條款及條件,以及在 貴公司之組織章程細則之規限下,申請此等發售股份。本人/吾等謹此自行授權 貴公司將本人/吾等之姓名列入 貴公司之股東名冊,作為此等發售股份之持有人,並授權 貴公司將有關股款按背頁地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等自行承擔。本人/吾等已細閱隨附文件所載各項條件及申請手續,並同意受其約束。

** Cheque or banker's cashier order should be crossed “Account Payee Only” and made payable to “China Assets (Holdings) Limited – Provisional Allotment Account” (see the section headed “PROCEDURES FOR APPLICATION” in the enclosed sheet).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「中國資本(控股)有限公司 — 暫定配額賬戶」為抬頭人劃線開出(請參閱隨附文件「申請手續」一節)。

Valid applications for a number of Offer Shares which is less than or equal to a Shareholder's assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes overleaf, 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已達成,股東有效申請少於或相等於其保證配額之發售股份數目將獲全數有效配發。倘背頁各欄內並無填上數目,則 閣下將被視作申請就此支付之款項所代表之發售股份數目。倘股款少於上欄所填數目之發售股份所需支付之股款,則 閣下將被視作申請本公司就此已收妥之款項所代表之發售股份數目。此項申請將被視作為申請完整之發售股份數目而作出。 閣下不會就有關股款獲發任何收據。

AAL Number
保證配額通知書編號

Name(s) and address of Shareholder(s)
股東姓名及地址

Box A Number of Shares registered in your name on Record Date
甲欄 於記錄日期以 閣下名義登記之股份數目

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Monday, 5 December 2016
Box B 閣下保證配額之發售股份數目(須不遲於二零一六年十二月五日(星期一)下午四時正申請時全數支付)
乙欄

Application can only be made by the registered 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\$3.95)
僅名列本欄之已登記股東方可申請。
請於丁欄填寫所申請之發售股份數目及隨附之股款金額(以申請之發售股份數目乘以3.95港元計算)

Box C Amount payable if assured allotment applied for in full
丙欄 悉數申請認購保證配額時應繳款項

HK\$
港元

Box D 丁欄	Number of Offer Shares applied for 申請認購之發售股份數目		Remittance enclosed 隨附股款 HK\$ 港元
		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	

Signature(s) of Shareholder(s)
(all joint Shareholders must sign)
股東簽署
(所有聯名股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Contact telephone no. 聯絡電話號碼： _____

Date 日期： _____

Please staple
your payment
here
請將
股款
緊釘在此

CHINA ASSETS (HOLDINGS) LIMITED

中國資本(控股)有限公司

(於香港註冊成立之有限公司)

(股份代號：170)

條件

1. 概無位於不能合法地提呈發售股份之司法權區之股東獲准申請任何發售股份及／或額外發售股份。
2. 本公司概不會就收到之申請款項發出收據，惟預期申請獲全數或部分接納之任何發售股份股票將以平郵方式按表格所列地址寄予承配人；如屬聯名承配人，則寄予名列首位之承配人，郵誤風險概由其自行承擔。
3. 填妥本保證配額通知書將表示申請人指示及授權本公司及／或香港中央證券登記有限公司或就此所提名之若干人士代表申請人辦理本保證配額通知書或其他文件之任何登記手續，以及作出有關公司或人士可能認為必需或合適之一切其他事情，以根據通函所述安排，將申請人所申請之數目或任何較少數目之發售股份登記於申請人名下。
4. 發售股份之申請人承諾簽署一切文件並採取一切其他必要行動，以便彼等登記為所申請發售股份之持有人，惟須符合本公司組織章程細則之規定。
5. 申請款項將於本公司收訖後過戶，而其所賺取之一切利息(如有)將撥歸本公司所有。倘支票於首次過戶時未能兌現，則有關申請可遭拒絕受理。
6. 閣下申請發售股份及／或額外發售股份之權利不得轉讓。
7. 本公司保留權利接受或拒絕任何不符合本申請表格所載手續之發售股份申請。任何香港境外人士填妥及交回本保證配額通知書將表示向本公司作出保證及聲明，已經妥為遵守有關申請之有關司法權區一切登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司將不會作出上述保證及聲明，或受其所限。

申請手續

閣下可透過填寫本保證配額通知書申請相等於或少於乙欄所載 閣下保證配額之有關發售股份數目。

倘 閣下欲申請發售股份數目少於 閣下之保證配額，請在本保證配額通知書丁欄內填上 閣下欲申請之發售股份數目及應繳款項總額(以申請之發售股份數目乘以3.95港元計算)。倘所收到之相應款項少於所填上發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所代表之有關較少發售股份數目。

倘 閣下欲申請本保證配額通知書乙欄所列數目之發售股份，請在本保證配額通知書丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請已收全數款項所代表數目之發售股份。

倘 閣下欲申請任何多於本保證配額通知書乙欄所載 閣下之保證配額之任何發售股份數目(即額外發售股份)，則 閣下應另行使用額外申請表格。

填妥本保證配額通知書並將適當之股款相應地緊釘其上後，應將表格對摺並在不遲於二零一六年十二月五日(星期一)下午四時正(或本公司可能公佈之其他時間)交回本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款均須以港元繳付。支票或銀行本票須以香港之持牌銀行賬戶付款或由香港之持牌銀行開出，註明抬頭人為「**中國資本(控股)有限公司 – 暫定配額賬戶**」，並以「**只准入抬頭人賬戶**」方式劃線開出。除非本公司於二零一六年十二月五日(星期一)下午四時正前收到填妥之本保證配額通知書，連同本保證配額通知書丙欄或丁欄(視情況而定)所示之適當股款，否則 閣下申請發售股份及／或額外發售股份之權利以及一切有關權利將被視作已放棄。

終止包銷協議

倘發生以下任何事件，則包銷商可於二零一六年十二月八日(星期四)下午四時正前，隨時向本公司發出書面通知，以終止包銷協議所載之安排：

- (i) 頒佈任何新法例或規例或對現行法例或規例(或其司法詮釋)作出任何變動；或
- (ii) 任何地方、國家或國際出現政治、軍事、金融、工業、經濟、稅務、外匯管制或貨幣(包括香港貨幣與美利堅合眾國貨幣價值掛鉤之制度出現變動)或其他性質(不論與上述任何性質同類與否)之事件或事態變化(不論是否屬於包銷協議日期之前及／或之後發生或持續發生之連串事件或變化之一部分)，或任何地方、國家或國際爆發任何性質之敵對狀態或暴亂或武裝衝突，或有關狀況升級；或
- (iii) 任何天災、火災、水災、爆炸、傳染病、地震、核能或自然災害、戰爭、恐怖活動、暴動、治安不靖、群眾騷亂、罷工或停工；或
- (iv) 聯交所全面暫停買賣證券或實施嚴重限制，或香港有關當局宣佈全面禁止商業銀行活動，或香港商業銀行業務、證券交收或結算服務嚴重中斷。

而包銷商認為，有關變動會對本集團整體業務、財務或經營狀況或前景或公開發售之成功構成重大不利影響，或導致進行公開發售屬不宜或不智。

倘於二零一六年十二月八日(星期四)下午四時正或之前：

- (i) 本公司嚴重違反或未有履行根據包銷協議明確須由其承擔之任何責任、承諾、聲明或保證，而有關違反或未有履行將對其業務、財務、前景或經營狀況造成重大不利影響；或
- (ii) 包銷商接獲相關通知或在其他方面知悉，包銷協議載有之任何聲明或保證於發出時為不真實或不準確或有所誤導，或倘按包銷協議所載重申時則為不真實或不準確或有所誤導，而包銷商全權認為，任何有關不真實之聲明或保證即表示或很可能表示本集團之整體業務、財務或經營狀況或前景有重大不利改變，或很可能會對公開發售造成重大不利影響；

則包銷商將有權(但並無義務)透過向本公司發出書面通知終止包銷協議。

倘包銷商終止包銷協議，則公開發售將不會進行。

支票及銀行本票

所有支票及銀行本票將於收訖後立即過戶，而其所賺取之一切利息(如有)將撥歸本公司所有。填妥及交回本保證配額通知書，連同支付所申請發售股份之支票或銀行本票，將表示 閣下向本公司保證該支票或銀行本票將於首次過戶時兌現。凡隨附支票或銀行本票於首次過戶時未能兌現，所涉及之申請可遭拒絕受理，在此情況下，相關配額及其項下之一切權利將被視作已放棄並將予註銷。

發售股份之地位

經配發、發行及繳足股款後之發售股份在各方面將會與已發行之股份享有同等權益。發售股份持有人將有權收取在發售股份之配發日期以後所宣派、作出或派付之一切未來股息及分派。

股票

待公開發售之條件達成後，所有發售股份(包括額外發售股份)之股票預期於二零一六年十二月十三日(星期二)或之前以平郵方式寄予有權收取之人士，郵誤風險概由彼等自行承擔。申請人將就其獲配發及發行之所有發售股份取得一張股票。

一般事項

所有文件將以平郵方式寄往有權收取有關文件之人士之登記地址，郵誤風險由彼等承擔。

倘本保證配額通知書由獲發申請表格之人士簽署交回，即確實證明交回上述文件之人士有權處理有關文件及收取相關發售股份股票。

保證配額通知書及據此之發售股份之任何申請均受香港法例管轄並據此詮釋。