

Public Offer — Yellow Form 公開發售 — 黃表

Please use this Application Form if you want the share certificate for the allocated Public Offer Shares to be issued in the name of HKSCC Nominees Limited ("HKSCC Nominees") and deposited directly into the Central Clearing and Settlement System ("CCASS") for credit to your CCASS Investor Participant stock account or your designated CCASS Participant's stock account maintained in CCASS.

NOTE: Unless otherwise defined or the context otherwise requires herein, terms in this Application Form shall have the same meanings as those defined in the prospectus issued by Sunley Holdings Limited (the "Company") dated 27 September 2012 (the "Prospectus").

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited 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.

SUNLEY HOLDINGS LIMITED
新利控股有限公司
(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

PLACING AND PUBLIC OFFER
Number of Offer Shares : 75,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares : 7,500,000 Shares (subject to reallocation)
Number of Placing Shares : 67,500,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price : Not more than HK\$0.94 per Offer Share and expected to be not less than HK\$0.83 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : HK\$0.01 per Share
Stock code : 1240

配售及公開發售
發售股份數目 : 75,000,000 股股份 (可按發售量調整權作出調整)
公開發售股份數目 : 7,500,000 股股份 (可予重新分配)
配售股份數目 : 67,500,000 股股份 (可予重新分配及可按發售量調整權作出調整)
發售價 : 每股發售股份不超過 0.94 港元及預期不少於每股發售股份 0.83 港元, 另加 1% 經紀佣金、0.003% 證監會交易費及 0.005% 聯交所交易費 (須於申請時以港元繳足, 並可予退還)
面值 : 每股 0.01 港元
股份代號 : 1240

Application Form for Public Offer Shares 公開發售股份申請表格
Applications will be accepted until 12:00 noon on Thursday, 4 October 2012.
截止接受認購申請時間為二零一二年十月四日(星期四)中午十二時正。
You must read the conditions and instructions attached to this Application Form.
閣下必須細閱本申請表格所載的條件及指示。
To be valid, you must complete all parts of this Application Form.
本申請表格各部份必須以墨水筆/原子筆清楚填妥, 方為有效。
Please write clearly in ink.

To: Sunley Holdings Limited, Ample Capital Limited, SBI E2-Capital Financial Services Limited, Astrum Capital Management Limited, The Public Offer Underwriters
I/We: apply for the number of Public Offer Shares set out below, subject to the terms and conditions set out in the Prospectus and this Application Form, and subject to the Memorandum of Association and the Articles of Association; enclose payment in full for the Public Offer Shares applied for, being HK\$0.94 per Offer Share (payable in full upon application and subject to refund on final pricing, plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.003% SFC transaction levy); undertake and agree to accept the Public Offer Shares applied for, or any lesser number allocated to me/us under this application; declare that this is the only application made and the only application intended by me/us to be made using a WHITE or YELLOW Application Form to benefit me/us or the person for whose benefit I am/we are applying; represent, warrant and undertake to you that I am/not we are not/none of the persons for whose benefit I am/we are applying is restricted by any applicable laws of Hong Kong or elsewhere from making this application, paying any application monies for, or being allotted or taking up any Public Offer Share; and I am/not none of us is, and none of the other person(s) for whose benefit I am/we are applying is, a US person (as defined in Regulation S of the US Securities Act 1933, as amended) or a person to or by whom the allotment of or application for the Public Offer Shares is made would require the Company, the Directors, the Sponsor, the Joint Lead Managers and/or the Public Offer Underwriters to comply with any requirement under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; undertake and confirm that I/we and the person for whose benefit I am/we are applying have not indicated an interest in, applied for or taken up, or received or been placed or allocated (including conditionally and/or provisionally) and will not indicate an interest in, apply for or take up, or receive or be placed or allocated any of the Placing Shares nor otherwise participate in the Placing; understand that these declarations and representations contained herein will be relied upon by the Company, the Directors, the Sponsor, the Joint Lead Managers and the Public Offer Underwriters in deciding whether or not to make any allotment of Public Offer Shares in response to this application; authorise the Company to place the name of HKSCC Nominees on the register of members of the Company as the holder of any Public Offer Shares to be allotted to me/us, and (subject to the terms and conditions set out on the pages attached to this Application Form and in the Prospectus) to deposit the relevant share certificate(s) directly into CCASS for credit to my/our CCASS Investor Participant stock account or the stock account of my/our designated CCASS Participant; request that any refund cheque(s) be made payable to me/us (or in the case of joint applicants, to the first-named applicant in this Application Form) and (subject to the terms and conditions set out on the pages attached to this Application Form and in the Prospectus) to send any refund cheque(s) by ordinary post at my/our own risk to the address given on this Application Form (except where I/we have applied for 1,000,000 or more Public Offer Shares and have indicated on this Application Form that I/we wish to collect any refund cheque(s) in person in accordance with the procedures prescribed in this Application Form and the Prospectus); have read the terms and conditions and application procedures set out on the pages attached to this Application Form and in the Prospectus and agree to be bound by them, and am/are aware of the conditions of and restrictions on the Public Offer described in the Prospectus; represent, warrant and undertake that the allotment of or application for the Public Offer Shares to me/us or by me/us or for whose benefit this application is made would not require the Company, the Sponsor, the Joint Lead Managers and/or the Public Offer Underwriters to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and agree that this application made by me/us, any acceptance of it and the resulting contract, shall be governed by and construed in accordance with the laws of Hong Kong

Signed by (all) applicant(s) (all joint applicants must sign):
由(所有)申請人簽署(所有聯名申請人必須簽署):
Date: 日期:
D M Y
日 月 年

Warning:
It is important that you read the terms and conditions and application procedures overleaf.
It is important that you follow the application process overleaf. Otherwise the Company reserves the right to reject the application.
Only one application may be made for the benefit of any person on a WHITE or YELLOW Application Form. The following applications are liable to be rejected: multiple or suspected multiple applications on WHITE and/or YELLOW Application Form(s); applications made for the benefit of one applicant (or joint applicants) on either a WHITE or YELLOW Application Form, for more than 7,500,000 Public Offer Shares (being 100% of the Public Offer Shares initially available for subscription under the Public Offer); and applications where cheques or banker's cashier orders are dishonoured upon first presentation.
You may be prosecuted if you make a false declaration.
You must complete this Application Form in English (except Chinese name) unless otherwise stated, otherwise the application is liable to be rejected.
All application boxes in this Application Form must be completed, otherwise the application is liable to be rejected.
You must sign this Application Form in writing (and not by way of personal chop), otherwise the application is liable to be rejected.

For Broker use 此欄供經紀填寫
Lodged by 申請由以下經紀遞交
Broker No.
經紀號碼
Broker's Chop
經紀印鑑

警告:
閣下必須細閱背頁的條款、條件及申請手續。
閣下必須遵照背頁所載的申請手續行事, 否則本公司有權拒絕接有關申請。
閣下僅限以白色或黃色申請表格為任何人士的利益提出一次認購申請。倘出現下列情況, 則有關認購申請將不予受理: 以白色及/或黃色申請表格提出重複或疑屬重複申請; 一名申請人(或聯名申請人)以白色或黃色申請表格為其利益提出認購超過7,500,000股公開發售股份(即公開發售項下初步提呈發售以供認購的公開發售股份的100%);及支票或銀行本票於首次過戶時不獲兌現。
閣下如作出虛假聲明, 可能會遭檢控。
除另有規定外, 閣下必須以英文填寫本申請表格(中文姓名/名稱除外), 否則本申請可遭拒絕受理。
本申請表格所有申請欄均須填妥, 否則本申請可遭拒絕受理。
閣下必須親筆簽署本申請表格(不得以個人印章代替), 否則本申請可遭拒絕受理。

Please use this Application Form if you want the share certificate for the allocated Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into the CCASS for credit to your CCASS Investor Participant stock account or your designated CCASS Participant's stock account maintained in CCASS

如閣下欲以香港結算代理人的名義登記將獲配發的公開發售股份股票，並直接存入中央結算系統，以記存於閣下在中央結算系統設立的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者的股份賬戶內，請用本申請表格

Number of Public Offer Shares applied for (cannot exceed 7,500,000 Public Offer Shares (being 100% of the Public Offer Shares initially available for subscription under the Public Offer))

申請認購的公開發售股份數目(申請認購股份數目不得超過7,500,000股公開發售股份，(即公開發售項下初步提呈發售以供認購的公開發售股份的100%))

Total amount of payment

付款總額

HK\$

港元

Cheque/banker's cashier order number

支票/銀行本票號碼

Name of bank on which cheque/banker's cashier order is drawn\*

支票/銀行本票的付款銀行名稱\*

\* Cheques or banker's cashier orders should be crossed "Account Payee Only" and made payable to "Hang Seng (Nominee) Limited — Sunley Holdings Public Offer".

\* 支票或銀行本票須以「只准入抬頭人賬戶」方式劃線開出，並須註明收款人為「恒生(代理人)有限公司—新利控股公開發售」。

To be completed in BLOCK letters in English in ink, except as stated otherwise. Joint applicants should give the address of the first-named applicant only.

除另有說明外，請以墨水筆或原子筆用英文正楷填寫。聯名申請人只須填寫排名首位的申請人地址。

Your name in English

英文姓名/名稱

Family name or company name 姓氏或公司名稱

Forename(s) 名字

Your name in Chinese

中文姓名/名稱

Family name or company name 姓氏或公司名稱

Forename(s) 名字

Your Occupation

(in English)

職業(以英文填寫)

Your Hong Kong identity card no./passport no./ Hong Kong business registration certificate no.\*

(Please delete as appropriate)

閣下的香港身份證號碼/護照號碼/香港商業登記證號碼。(請刪除不適用者)

Hong Kong identity card no(s)/passport no(s)/ Hong Kong business registration certificate no(s).

(Please delete as appropriate)

所有其他聯名申請人的香港身份證號碼/護照號碼/香港商業登記證號碼。(請刪除不適用者)

Name(s) of all other joint applicant(s) in English (if any)

所有其他聯名申請人的

英文姓名/名稱(如有)

(1)

(2)

(3)

(1)

(2)

(3)

Your address in English (Joint applicants should give the address and telephone number of the first-named applicant only.)

閣下的地址(以英文填寫)(聯名申請人只須填寫排名首位的申請人地址及電話號碼)。

閣下的地址(以英文填寫)(聯名申請人只須填寫排名首位的申請人地址及電話號碼)。

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閣下的地址(以英文填寫)(聯名申請人只須填寫排名首位的申請人地址及電話號碼)。

Telephone number 電話號碼

For nominees: Please provide an account number or identification code for each beneficial owner (or in the case of joint beneficial owners, for each beneficial owner) in the box below. If you are a nominee and you do not complete this section, this application will be treated as being made for your benefit.

由代名人遞交：請提供下欄每名實益擁有人(如屬聯名實益擁有人，則為每名實益擁有人)的賬戶號碼或身份識別編碼。如閣下為代名人但未有填寫此欄，本申請將視作以閣下本身為受益人提出。

+ (1) For a CCASS Investor Participant, only a Hong Kong identity card number (if you are an individual) or Hong Kong business registration certificate number (if you are a body corporate) will be accepted for this application (please see paragraph 2 under the section "How to make your application" overleaf). If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant) and you hold a Hong Kong identity card, please provide that number. If you do not hold a Hong Kong identity card, please provide your passport number. For bodies corporate, please provide your Hong Kong business registration certificate number. Your Hong Kong identity card number/passport number (if you are an individual) or Hong Kong business registration certificate number (if you are a body corporate) will be used for checking the validity of your Application Form and such data will be transferred to a third party for the accomplishment of such purpose. All joint applicants must give (if they are individuals) their Hong Kong identity card numbers or, where appropriate, passport numbers, or (if they are bodies corporate) their Hong Kong business registration certificate numbers.

中央結算系統投資者戶口持有人提出本申請只有填寫香港身份證號碼(倘閣下為個人)或香港商業登記證號碼(倘閣下為法人團體)方可獲得受理(請參閱背頁「申請手續」一節第2段)。如閣下透過指定中央結算系統參與者(不包括中央結算系統投資者戶口持有人)申請認購而閣下持有香港身份證，請填寫香港身份證號碼，否則，請填寫護照號碼，如為法人團體，請填寫香港商業登記證號碼。閣下的香港身份證號碼/護照號碼(如閣下屬個人)或香港商業登記證號碼(倘閣下為法人團體)將用以核實申請表格是否有效，而有關資料將轉交三方核實。所有聯名申請人(如屬個人)必須填寫香港身份證號碼或(如適用)護照號碼或(如屬法人團體)香港商業登記證號碼。

(2) Part of your Hong Kong identity card number/passport number, or, if you are joint applicants, part of the Hong Kong identity card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque(s), if any. Such data would also be transferred to a third party for refund purpose. Your banker may require verification of your Hong Kong identity card number/passport number before encashment of your refund cheque(s), if any. Inaccurate completion of your Hong Kong identity card number/passport number may lead to delay in encashment of or may invalidate your refund cheque(s), if any.

閣下所提供的部份香港身份證號碼/護照號碼，或(倘閣下為聯名申請人)名列首位申請人的部份香港身份證號碼/護照號碼，可能會列印於閣下的退款支票(如有)。有關資料亦將轉交第三方以安排退款。閣下的銀行在兌現閣下的退款支票前，可能會要求核實閣下的香港身份證號碼/護照號碼。任何不正確填寫閣下的香港身份證號碼/護照號碼，可能會導致閣下的退款支票延遲兌現，或可能使退款支票無效。

If you apply for 1,000,000 or more Public Offer Shares and wish to collect your refund cheque(s) (if any) in person from the Company's Hong Kong branch share registrar and transfer offices, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong on the date of collection of refund cheques which is expected to be on Wednesday, 17 October 2012, put a ✓ in the box on the left. Please see the section overleaf headed "Refund of your application money" for details of when, where and how to collect your refund cheque(s) (if any).

如閣下申請認購1,000,000股或以上公開發售股份，且擬於領取退款支票日期(預期為二零一二年十月十七日(星期三))親臨本公司的香港股份過戶登記分處卓佳證券登記有限公司(地址為香港灣仔皇后大道東28號金鐘中心26樓)領取閣下的退款支票，請在左邊方格內填上「✓」號。有關領取退款支票(如有)的時間、地點及手續詳情，請參閱背頁「退還申請款項」一節。

Any alteration to any detail that you provide on this form should be authorised by the signature of the applicant.

對閣下在本表格內提供的任何資料的任何更正應由申請人簽字授權方可進行。

## DETAILS OF CCASS PARTICIPANT

中央結算系統參與者資料

## ADDRESS LABEL 地址標貼

Please repeat your name(s) and address in Hong Kong as set out above in

BLOCK letters in English

請用英文正楷填寫上表所示姓名/名稱及香港地址

Name 姓名/名稱

Address 地址

THIS BOX MUST BE DULY COMPLETED

此空格必須妥為填寫

Participant I.D. of the designated CCASS Participant or CCASS Investor Participant

指定中央結算系統參與者或中央結算系統投資者戶口持有人編號

For designated CCASS Participant or Corporate CCASS Investor Participant, please also affix the company chop bearing its company name.

指定中央結算系統參與者或中央結算系統公司投資者戶口持有人請加蓋顯示公司名稱之公司名稱印鑑。

(see paragraph 2 under section "How to make your application" overleaf)

(請參閱背頁「申請手續」一節第2段)

For Bank use 此欄供銀行填寫

Please use this Application Form if you want the allotted Public Offer Shares to be issued in the name of HKSCC Nominees Limited (“HKSCC Nominees”) and deposited directly into the Central Clearing and Settlement System (“CCASS”) for credit to your CCASS Investor Participant stock account or your designated CCASS Participant’s stock account maintained in CCASS



SUNLEY HOLDINGS LIMITED  
新利控股有限公司

(incorporated in the Cayman Islands with limited liability)

PLACING AND PUBLIC OFFER

Conditions of your application

Unless otherwise stated, terms used in these conditions have the same meanings ascribed thereto in the Prospectus.

- A. **Who can apply**
- You, the applicant(s), and any person(s) for whose benefit you are applying, must be 18 years of age or older and must have a Hong Kong address.
  - If you are a firm, the application must be in the name(s) of the individual member(s), not in the name of the firm.
  - If you are a **body corporate**, the application must be stamped with the company chop (bearing the company name) and signed by a duly authorised officer, who must state his or her representative capacity.
  - Save under the circumstances permitted by the Listing Rules, you cannot apply for any Public Offer Shares if you or any person(s) for whose benefit you are applying:
    - are/is an existing beneficial owner of the Shares in the Company or any of its subsidiaries;
    - are/is the chief executive or a director of the Company or any of its subsidiaries;
    - are/is an associate (as defined in the Listing Rules) of any of the above;
    - are/is a connected person (as defined in the Listing Rules) of the Company or any of its subsidiaries or a person who will become a connected person of the Company immediately upon completion of the Share Offer;
    - have been allocated or applied for or indicated an interest in any Placing Shares under the Placing save under the circumstances permitted by the Listing Rules;
    - a legal or natural person of the PRC (except qualified domestic institutional investors or those who have obtained approval from competent regulatory authorities);
    - are/is within the United States or a United States person (within the meaning of Regulation S under the US Securities Act of 1933, as amended); or
    - do not have a Hong Kong address.
  - If you or any person(s) for whose benefit you are applying are/is within United States or a United States person (within the meaning of Regulation S under the US Securities Act of 1933, as amended), no application for Public Offer Shares shall be made.
  - The total number of joint applicants may not exceed four.
- B. **If you are a nominee**
- You may make more than one application for the Public Offer Shares if and only if you are a nominee, in which case you may make an application by using a **WHITE** or **YELLOW** Application Form, and lodge more than one application in your own name on behalf of different beneficial owners. In the box on this Application Form marked “For nominees”, you must include:
- an account number; or
  - some other identifying code,
- for each beneficial owner or, in the case of joint beneficial owners, for each such beneficial owner. If you do not include this information, the application will be treated as being for your own benefit. Otherwise, multiple applications are not allowed.
- A nominee who submits this Application Form on behalf of another person is deemed to have represented to and undertaken with the Company, the Sponsor, the Joint Lead Managers and the Public Offer Underwriters that he/she has been duly authorised by such person (or, if more than one, all of them) to submit this application and to agree to the terms of this Application Form on behalf of such person/ every such person. You further undertake to supply to the Company, the Sponsor, the Joint Lead Managers and each of the Public Offer Underwriters such information about such person/ every such person as any of them may require for any of the purposes set out in the section below headed “Personal data”.
- C. **Lodge only one application for your benefit (or you and any of your joint applicant’s benefit)**
- Multiple applications or suspected multiple applications will be rejected. All of your applications are liable to be rejected as multiple applications if you, or you and any of your joint applicants together:
- make more than one application (whether individually or jointly with others) on a **WHITE** or **YELLOW** Application Form;
  - apply (whether individually or jointly with others) on one **WHITE** Application Form and one **YELLOW** Application Form;
  - apply (whether individually or jointly with others) on one **WHITE** or **YELLOW** Application Form for more than 7,500,000 Public Offer Shares, being 100% of Public Offer Shares initially available for subscription under the Public Offer; or
  - have applied for or taken up, or indicated an interest in, or have been or will be placed or allocated (including conditionally and/or provisionally) Public Offer Shares under the Placing and make application on **WHITE** or **YELLOW** Application Forms.
- All of your applications are also liable to be rejected as multiple applications if more than one application is made for your benefit or you have applied for or taken up or otherwise indicated an interest in any Placing Shares under the Placing.
- If an application is made by an unlisted company and
- the principal business of that company is dealing in securities; and
  - you exercise “statutory control” over that company,
- then the application will be treated as being for your own benefit.
- An **unlisted company** means a company with no equity securities listed on the Stock Exchange.
- Statutory control** in relation to a company means you:
- control the composition of the board of directors of that company; and/or
  - control more than half of the voting power of that company; and
  - hold more than half of the issued share capital of that company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).
- D. **Allocation of Public Offer Shares**
- When there is over-subscription, allocation of the Public Offer Shares to investors under the Public Offer, will be based solely on the level of valid applications received under the Public Offer. The allocation of Public Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Public Offer Shares and those applicants who do not receive any Public Offer Shares.
- Multiple applications or suspected multiple applications under the Public Offer and any application for more than 100% of Public Offer Shares initially available for subscription will be rejected. Each applicant under the Public Offer will also be required to give an undertaking and confirmation in the Application Form submitted by him that he and any person(s) for whose benefit he is making the application have not received any Shares under the Placing, and such applicant’s application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be).
- E. **Supplemental information**
- If any supplement to the Prospectus is issued, applicant(s) who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted remain valid and may be accepted. Subject to the above and below, an application once made is irrevocable and applicant(s) shall be deemed to have applied on the basis of the Prospectus as supplemented.
- F. **Effect of completing and submitting this Application Form**
- By completing this Application Form (and if you are joint applicants, each of you jointly and severally) for yourself or as agent or nominee and on behalf of each person for whom you act as agent or nominee:
- instruct and authorise** the Company, the Sponsor, the Joint Lead Managers and/or the Public Offer Underwriters (or their respective agents or nominees) to execute any transfer forms, contract notes or other documents on your behalf and to do so on your behalf all other documents and to give effect to the arrangements described in the Prospectus and the relevant Application Form;
  - undertake** to sign all documents and to do all things necessary to enable HKSCC Nominees to be registered as the holder of the Public Offer Shares to be allocated to you, and as required by the Memorandum of Association and the Articles of Association;
  - agree** that the Public Offer Shares to be allotted shall be issued in the name of HKSCC Nominees and deposited directly into CCASS operated by HKSCC for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant in accordance with your election on the Application Form;
  - agree** that each of HKSCC and HKSCC Nominees reserves the right to its absolute discretion (1) not to accept any or part of such Public Offer Shares allotted to you to be issued in the name of HKSCC Nominees or not to accept all Public Offer Shares for deposit into CCASS; (2) to cause such allotted Public Offer Shares to be withdrawn from CCASS and transferred into your name at your own risk and costs (or, if you are a joint applicant, to the first-named applicant); and (3) to cause such allotted Public Offer Shares to be issued in your name (or, if you are a joint applicant, to the first-named applicant) and in such a case, to post the certificate(s) for such allotted Public Offer Shares at your own risk to the address on your Application Form by ordinary post or to make available the same for your collection;
  - confirm** that you have read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them and are aware of the conditions and restrictions on the Public Offer described in the Prospectus;
  - agree** that each of HKSCC and HKSCC Nominees may adjust the number of allotted Public Offer Shares issued in the name of HKSCC Nominees;
  - agree** with the Company, each of its Shareholders, Directors, and officers of the Company and the Company acting for itself and for each Director and officer of the Company agrees with each of its Shareholders, to observe and comply with the Companies Ordinance, the Companies Law, the Memorandum of Association and the Articles of Association;
  - agree** with the Company and each of its Shareholders that the Shares are freely transferable by the holder thereof;
  - represent, warrant and undertake** that you are not restricted by any applicable laws of Hong Kong or elsewhere from making this application, paying any monies for, or being allotted or taking up any Public Offer Shares; and you understand that the Shares have not been and will not be registered under the US Securities Act as amended and you are a non-US person outside the United States (as defined in Regulation S of the US Securities Act 1933, as amended) and you are not a person or by whom the allotment or application for the Public Offer Shares is made would require the Company, the Directors, the Sponsor, the Joint Lead Managers and/or the Public Offer Underwriters to comply with any requirement under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
  - agree** that neither HKSCC nor HKSCC Nominees shall have any liability for the information and representations not so contained in the Prospectus and this Application Form;
  - agree** that neither HKSCC nor HKSCC Nominees shall be liable to you in any way;
  - confirm** that you have received one copy of the Prospectus and have only relied on the information and representations in the Prospectus and in this Application Form in making your application and will not rely on any other information and representations save as set out in any supplement to the Prospectus;
  - agree** that the Company, the Sponsor, the Joint Lead Managers, the Public Offer Underwriters and any of their respective directors, officers, employees, partners, agents, advisers and other parties involved in the Share Offer are or will be liable only for the information and representations contained in this Application Form, the Prospectus and any supplement thereto;
  - agree** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation and/or you may not revoke it other than as provided in the Prospectus;
  - (if the application is made by an agent on your behalf) **warrant** that you have validly and irrevocably conferred on your agent all necessary power and authority to make this application;
  - (if you are an agent for another person) that reasonable enquiries have been made of that other person that this is the only application which will be made for the benefit of that other person on a **WHITE** or **YELLOW** Application Form, and that you are duly authorised to sign this Application Form (where relevant) as that other person’s agent;
  - (if this application is made for your own benefit) **warrant** that this is the only application which will be made for your benefit on a **WHITE** or **YELLOW** Application Form;
  - warrant** the truth and accuracy of the information contained in your application;
  - undertake and confirm** that you (if this application is made for your benefit), or the person(s) for whose benefit you have made this application, have not indicated an interest in and/or applied for or taken up, or received or been placed or allocated (including conditionally and/or provisionally) and will not indicate an interest in, apply for or take up, or receive or be placed or allocated any of the Placing Shares nor otherwise participate in the Placing;
  - agree** that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
  - to check with the Company, its share registrars (the “registrars”), the Sponsor, the receiving banker, the Joint Lead Managers, the Public Offer Underwriters and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made this application;
- G. **Power of attorney**
- If your application is made by a person duly authorised under a power of attorney, the Company, the Sponsor and the Joint Lead Managers (as agents of the Company and for themselves and on behalf of the Public Offer Underwriters) may accept it at their discretion, subject to any conditions they think fit, including production of evidence of the authority of your attorney. The Company, the Sponsor and the Joint Lead Managers (as agents of the Company and for themselves and on behalf of the Public Offer Underwriters) will have full discretion to reject or accept any application, in full or in part, without assigning any reason.
- H. **Determination of Offer Price**
- The Offer Price is expected to be determined by agreement between the Company and the Joint Lead Managers (acting for themselves and on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or before 5:00 p.m. on Tuesday, 9 October 2012. The final Offer Price will be announced in the Company’s allotment results announcement on Wednesday, 17 October 2012. The Offer Price will not be more than HK\$0.94 per Offer Share and is currently expected to be not less than HK\$0.83 per Offer Share unless otherwise announced. Applicants for the Public Offer Shares are required to pay, upon application and subject to refund, the indicative maximum Offer Price of HK\$0.94 per Offer Share, together with brokerage of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%. The Joint Lead Managers (acting for themselves and on behalf of the Underwriters), with the consent of the Company, may reduce the Offer Price range stated in the Prospectus and/or reduce the number of Offer Shares being offered pursuant to the Share Offer at any time prior to the morning of the last day for lodging applications under the Public Offer. In such a case, a notice of reduction of the indicative Offer Price range and/or the number of Offer Shares will be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.sunley-fdm.com.hk](http://www.sunley-fdm.com.hk) not later than the morning of the day for the application lists open and close. If applications for the Public Offer Shares have been submitted prior to such day, then even if the indicative Offer Price range is reduced, the number of Offer Shares is or reduced, such applications cannot be subsequently withdrawn. If, for whatever reason, the Company and the Joint Lead Managers (acting for themselves and on behalf of the Underwriters) are not able to agree on the final Offer Price on or before the Price Determination Date, the Share Offer (including the Public Offer) will not proceed and will lapse.
- Allotment of Public Offer Shares**
- Subject to the terms and conditions as set out in this Application Form and the Prospectus, the Public Offer Shares will be allotted (either conditionally or unconditionally) after the application lists close. No Public Offer Shares will be allotted after 30 days from the date of the Prospectus.
- Subject to the terms and conditions as set out in this Application Form and the Prospectus, the Company expects results of allocations in the Public Offer including (i) the level of indications of interest in the Placing; (ii) the level of applications in the Public Offer; (iii) the basis of allotment of the Public Offer Shares; (iv) the number of Shares reallocated under the clawback adjustment, if any; (v) the Hong Kong identity card/passport/Hong Kong business registration certificate numbers of successful applicants and the number of the Public Offer Shares successfully applied for; and (vi) the final Offer Price, will be made available at the times and dates and in the manner specified below:
- on the Company’s website at [www.sunley-fdm.com.hk](http://www.sunley-fdm.com.hk) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) from 9:00 a.m. (Hong Kong time) on Wednesday, 17 October 2012 onward;
  - on the website of Tricor Investor Services Limited at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) on a 24-hour basis from 8:00 a.m. (Hong Kong time) on Wednesday, 17 October 2012 to 12:00 midnight (Hong Kong time) on Wednesday, 24 October 2012. The users will be required to key in the Hong Kong identity card/passport/Hong Kong business registration certificate number provided in his/her/its Application Form to search for his/her/its own allocation result;
  - from the Public Offer allotment results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of Public Offer Shares allocated to them, if any, by calling 3691-8488 between 9:00 a.m. (Hong Kong time) and 6:00 p.m. (Hong Kong time) from Wednesday, 17 October 2012 to Monday, 22 October 2012 (excluding Saturday, Sunday and public holidays in Hong Kong); and
  - from special allocation results booklets which set out the results of allocations that will be available for inspection during opening hours of the designated branches of the receiving banker of the Public Offer from Wednesday, 17 October 2012 to Friday, 19 October 2012 at the addresses set forth under the paragraph headed “Where to collect the Application Forms” in the section headed “How to apply for the Public Offer Shares” in the Prospectus.
- If your application for Public Offer Shares is successful (in whole or in part)**
- No receipt will be issued for application monies paid.
  - The share to be issued will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you in this Application Form on Wednesday, 17 October 2012 or, under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.
  - If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):
    - For Public Offer Shares credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Public Offer Shares allotted to you with that CCASS Participant.
  - If you are applying as a CCASS Investor Participant:
    - The Company expects to publish the results of CCASS Investor Participants’ applications together with the results of the ballot, respectively at the Company’s full discretion or the creation of the Company’s agents. The Company and its agents have full discretion to reject or accept any application or to accept only part of an application, and do not have to give any reason for any rejection or acceptance.
- Circumstances in which you will not be allotted Public Offer Shares**
- You may not be allocated Public Offer Shares for all of the following reasons:
- At the discretion of the Company, the Sponsor, the Joint Lead Managers or their respective agents or nominees, your application is rejected:**

The Company, the Sponsor and the Joint Lead Managers or their respective agents or nominees have full discretion to reject or accept any application, or to accept only part of any application. The Company, the Sponsor and the Joint Lead Managers or their respective agents or nominees do not have to give any reason for their rejection or acceptance.
  - If your application is revoked or withdrawn:**

By completing and submitting this Application Form, your application cannot be revoked on or before the expiration of the fifth day after the time of opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or public holiday in Hong Kong) or such later date as the application lists may close as described under the paragraph headed “Effect of bid weather on the opening of the application lists” in the section headed “How to apply for the Public Offer Shares” in the Prospectus, unless a person responsible for the Prospectus under section 40 of the Companies Ordinance (as applied by section 342E of the Companies Ordinance) gives a public notice under that section which excludes or limits the responsibility of that person for the Prospectus. This agreement will take effect as a collateral contract with the Company, and will become binding when you lodge your Application Form. This collateral contract will be in consideration of the Company agreeing that it will not offer any of the Public Offer Shares to any person until after the expiration of the fifth day after closing of the application lists except by means of one of the procedures referred to in the Prospectus.

If any supplement to the Prospectus is issued, applicant(s) who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted remain valid and may be accepted. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of the Prospectus as supplemented.

If your application has been accepted, it cannot be revoked or withdrawn. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the press of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot, respectively at the Company’s full discretion or the creation of the Company’s agents. The Company and its agents have full discretion to reject or accept any application or to accept only part of an application, and do not have to give any reason for any rejection or acceptance.

**Please use this Application Form if you want the allotted Public Offer Shares to be issued in the name of HKSCC Nominees Limited (“HKSCC Nominees”) and deposited directly into the Central Clearing and Settlement System (“CCASS”) for credit to your CCASS Investor Participant stock account or your designated CCASS Participant’s stock account maintained in CCASS**

3. **If your application is rejected:**  
 Your application may be rejected if:  
 • it is a multiple application or a suspected multiple application;  
 • your Application Form is not completed correctly in accordance with the instructions as stated in the Application Form;  
 • your payment is not made correctly;  
 • you pay by cheque or banker’s cashier order and the cheque or banker’s cashier order is dishonoured on its first presentation;  
 • you or the person for whose benefit you are applying have applied for or taken up or indicated an interest for or have received or have been or will be placed or allocated (including conditionally and/or provisionally) the Placing Shares;  
 • the Company, the Sponsor or the Joint Lead Managers believe(s) that accepting your application would violate the applicable securities or other laws, rules or regulations of the jurisdiction in which your application is completed and/or signed; or  
 • your application is for more than 100% of the Public Offer Shares initially offered for subscription by the public.
- Note:* If either of these situations happens, the application will be rejected by the receiving banker and the attached cheque(s) will not be presented for clearance.

By filling in this Application Form, you agree not to apply for the Placing Shares under the Placing. Reasonable steps will be taken to identify and reject applications under the Public Offer from investors who have received the Placing Shares in the Placing and to identify and reject indications of interest in the Placing from investors who have received the Public Offer Shares in the Public Offer.

4. **If your application is not accepted:**  
 Your application may not be accepted if:  
 • the Public Offer Underwriting Agreement does not become unconditional in accordance with its terms;  
 • the Public Offer Underwriting Agreement is terminated in accordance with its terms; or  
 • the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company are unable to reach an agreement on the final Offer Price on the Price Determination Date.
5. **If the allotment of the Public Offer Shares is void:**  
 Your allotment of Public Offer Shares, if made, will be void if the Listing Committee of the Stock Exchange does not grant permission to list the Shares either:  
 • within three weeks from the closing of the application lists; or  
 • within a longer period of up to six weeks if the Listing Committee of the Stock Exchange notifies the Company of that longer period within three weeks of the closing of the application lists.

**Refund of your application money**  
 If you do not receive any Public Offer Shares for any of, but not limited to the above reasons, the Company will refund your application monies (including brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) to you without interest. If your application is accepted only in part, the Company will refund the appropriate portion of your application monies, including the related brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, to you without interest. If the final Offer Price is fixed at less than the maximum Offer Price (excluding brokerage of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) paid by you, the surplus application monies (including brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% attributable to such surplus) will be refunded to you, without interest. All such interest accrued on such monies prior to the date of despatch of refund cheques will be retained for the Company’s benefit. In a contingency situation involving a substantial over-subscription, at the discretion of the Company, the Sponsor and the Joint Lead Managers, cheques for applications for certain small denominations of the Public Offer Shares (apart from successful applications) may not be cleared.  
 All refunds (save for the circumstances described under the note in paragraph 3 in the section headed “Circumstances in which you will not be allotted Public Offer Shares” in this Application Form) will be made by a cheque crossed “Account Payee Only”, and made out to you, or, if you are joint applicants, to the first-named applicant on your Application Form. If your application has been rejected and the cheque(s) has or have not been presented for clearance, the cheque(s) will be returned to the address on your Application Form by ordinary post at your own risk. Part of your Hong Kong identity card number/passport number, or, if you are joint applicants, part of the Hong Kong identity card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purpose. Your banker may require verification of your Hong Kong identity card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong identity card number/passport number may lead to delay in encashment of or may invalidate your refund cheque. If you have applied for 1,000,000 or more Public Offer Shares and have indicated in your Application Form that you wish to collect your refund cheque in person, you may collect it in person from:

**Tricor Investor Services Limited**  
 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong

between 9:00 a.m. (Hong Kong time) and 1:00 p.m. (Hong Kong time) on Wednesday, 17 October 2012 or any other date notified by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.sunley-fdn.com.hk](http://www.sunley-fdn.com.hk) as the date of despatch of refund cheque(s) (where applicable), after which your refund cheque(s) (where applicable) will be posted to you by ordinary post and at your own risk to the address stated on this Application Form.  
 If you are an individual and opt for collection in person, you must not authorise any other person to make collection on your behalf. You must show your identification documents (which must be acceptable to Tricor Investor Services Limited) to collect your refund cheque(s) (where applicable). If you are a corporate applicant, you must attend by your authorised representative bearing a letter of authorisation from your corporation stamped with your company chop. Your authorised representative must produce, at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited.

If you have applied for less than 1,000,000 Public Offer Shares or if you have applied for 1,000,000 or more Public Offer Shares but have not indicated on this Application Form that you wish to collect your refund cheque(s) (where applicable) in person within the time specified for collection, then it is expected that the refund cheque(s) (where applicable) will be sent to the address on your Application Form on Wednesday, 17 October 2012, by ordinary post and at your own risk.  
 If you do not collect your refund cheque(s) (where applicable) in person within the time specified for collection, it will be despatched to you by ordinary post to the address on this Application Form at your own risk.  
 It is intended that special efforts will be made to avoid any undue delay in refunding application monies (where applicable). In the event that the final Offer Price is less than the price per Offer Share paid by you, the surplus application monies (including brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% attributable to such surplus) will be refunded to you without interest.

**PERSONAL DATA**  
**Personal Information Collection Statement**  
 The main provisions of the Personal Data (Privacy) Ordinance (“the Ordinance”) came into effect in Hong Kong on 20 December 1996. This Personal Information Collection Statement informs the applicant for and holder of the Public Offer Shares of the policies and practices of the Company and the registrars in relation to personal data and the Ordinance.

- Reasons for the collection of your personal data**  
 From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and/or the registrars when applying for securities or transferring securities into or out of their names or in procuring the services of the registrars. Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of the Company and/or the registrars to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Public Offer Shares which you have successfully applied for and/or the despatch of share certificate(s), and/or the despatch or encashment of refund cheque(s) to which you are entitled. It is important that holders of securities inform the Company and the registrars immediately of any inaccuracies in the personal data supplied.
- Purposes**  
 The personal data of the applicants and the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:  
 • processing of your application and refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocations of the Public Offer Shares;  
 • enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;  
 • registering new issues or transfers into or out of the name of holders of securities including, where applicable, in the name of HKSCC Nominees;  
 • maintaining or updating the registers of holders of securities of the Company;  
 • conducting or assisting to conduct signature verifications, any other verification or exchange of information;  
 • establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc;  
 • distributing communications from the Company and its subsidiaries;  
 • compiling statistical information and Shareholder profiles;  
 • making disclosures as required by any laws, rules or regulations;  
 • disclosing relevant information to facilitate claims on entitlements; and  
 • any other incidental or associated purposes relating to the above and/or to enable the Company and the registrars to discharge their obligations to holders of securities and/or regulators and any other purpose to which the holders of securities may from time to time agree.
- Transfer of personal data**  
 Personal data held by the Company and the registrars relating to the applicants and the holders of securities will be kept confidential but the Company and the registrars may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain or transfer (whether within or outside Hong Kong) the personal data of the applicants and the holders of the Shares to, from or with any and all of the following persons and entities:  
 • the Company or its appointed agents such as financial advisers, receiving bankers and overseas principal registrars;  
 • HKSCC and HKSCC Nominees who will use the personal data for the purposes of operating CCASS (in cases where the applicants have requested for the Public Offer Shares to be deposited into CCASS);  
 • any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company and/or the registrars in connection with the operation of their businesses;  
 • the Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies; and  
 • any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers, etc.
- Access to and correction of personal data**  
 The Ordinance provides the applicants and the holders of securities with rights to ascertain whether the Company and/or the registrars hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the registrars have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company for the attention of the company secretary of the Company or (as the case may be) the registrars for the attention of the Privacy Compliance Officer for the purposes of the Ordinance.

By signing this Application Form, you agree to all of the above.

**How to make your application**

- Use the table set out below to calculate how much you must pay for the number of the Public Offer Shares you want to subscribe for. Your application must be for a minimum of 2,500 Public Offer Shares. Applications may be in one of the numbers or multiples set out in the table below. **No application for any other number of Shares will be considered and any such application is liable to be rejected.** You must pay the maximum Offer Price of HK\$0.94 per Public Offer Share, plus brokerage fee of 1%, the Stock Exchange trading fee of 0.005% and the transaction levy imposed by the SFC of 0.003%. The table below sets out the total amount payable for certain multiples of Public Offer Shares up to 7,500,000 Public Offer Shares.
- You, as the applicant(s) must complete this Application Form as indicated below and sign on the first page of the Application Form. Only written signatures will be accepted.  
 • **If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):**  
 • the designated CCASS Participant must endorse this Application Form with its company chop (bearing its company name) and insert its CCASS Participant ID in the appropriate box.  
 • **If you are applying as an individual CCASS Investor Participant:**  
 • this Application Form must contain your full name and Hong Kong identity card number; and  
 • your CCASS Participant ID must be inserted in the appropriate box.  
 • **If you are applying as a joint individual CCASS Investor Participant:**  
 • this Application Form must contain all joint CCASS Investor Participants’ full names and Hong Kong identity card numbers; and  
 • your CCASS Participant ID must be inserted in the appropriate box.  
 • **If you are applying as a corporate CCASS Investor Participant:**  
 • this Application Form must contain your company name and Hong Kong business registration certificate number; and  
 • your CCASS Participant ID and your company chop (bearing your company name) must be chopped in the appropriate box.  
 Incorrect or incomplete details of the CCASS Participant (including CCASS Participant ID and/or company chop bearing its company name) or other similar matters may render your application invalid.

- be made payable to “**Hang Seng (Nominee) Limited – Sunley Holdings Public Offer**”; and
  - be crossed “**Account Payee Only**”.
- Your application is liable to be rejected if your banker’s cashier order does not meet all these requirements.
4. Tear off this Application Form, fold it once and lodge it in one of the special collection boxes at any one of the following branches of Hang Seng Bank Limited at the following addresses:

Branch	Address
<b>Hong Kong Island:</b>	
Head Office	83 Des Voeux Road Central
Causeway Bay Branch	28 Yee Wo Street
<b>Kowloon:</b>	
Tsimshatsui Branch	18 Carnarvon Road
Kowloon Main Branch	618 Nathan Road
<b>New Territories:</b>	
Shatin Branch	Shop 18 Lucky Plaza, Wang Pok Street, Shatin
Tsuen Wan Branch	289 Sha Tsui Road, Tsuen Wan

- Your Application Form, together with payment attached, can be lodged at these times:  

	Thursday, 27 September 2012	Friday, 28 September 2012	Saturday, 29 September 2012	Wednesday, 3 October 2012	Thursday, 4 October 2012
	9:00 a.m. to 5:00 p.m.	9:00 a.m. to 5:00 p.m.	9:00 a.m. to 1:00 p.m.	9:00 a.m. to 5:00 p.m.	9:00 a.m. to 12:00 noon
- The latest time for lodging your application is 12:00 noon (Hong Kong time) on Thursday, 4 October 2012. The application lists will be open between 11:45 a.m. (Hong Kong time) and 12:00 noon (Hong Kong time) on Thursday, 4 October 2012, subject only to the weather condition. The Application Lists will not open if there is:  
 • a tropical cyclone warning signal 8 or above, or  
 • a “black” rainstorm warning signal  
 in force in Hong Kong at any time between 9:00 a.m. (Hong Kong time) and 12:00 noon (Hong Kong time) on Thursday, 4 October 2012. Instead they will be open between 11:45 a.m. (Hong Kong time) and 12:00 noon (Hong Kong time) on the next Business Day which does not have either of those warnings in force at any time between 9:00 a.m. (Hong Kong time) and 12:00 noon (Hong Kong time). Please refer to the paragraph headed “Effect of bad weather on the opening of the application lists” under the section headed “How to apply for the Public Offer Shares” in the Prospectus for further information.  
 Business Day means a day that is not a Saturday, Sunday or public holiday in Hong Kong.  
 The application monies (including brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) will be held by Hang Seng Bank Limited on behalf of the Company and the refund monies, if any, will be returned to applicants without interest on or before Wednesday, 17 October 2012. Investors should be aware that the dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 18 October 2012.
- The right is reserved to present all or any remittances for payment. However, your cheque or banker’s cashier order will not be presented for payment before 12:00 noon (Hong Kong time) on Thursday, 4 October 2012. The Company will not give you a receipt for your payment. The Company will keep any interest accrued on your application monies (until, in the case of monies to be refunded, the date of despatch of refund cheque). The right is also reserved to retain any share certificates and/or any surplus application monies or refunds pending clearance of your cheque or banker’s cashier.

**NUMBER OF PUBLIC OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS**

Number of Public Offer Shares applied for	Amount payable on application (HK\$)	Number of Public Offer Shares applied for	Amount payable on application (HK\$)	Number of Public Offer Shares applied for	Amount payable on application (HK\$)
2,500	2,373.69	100,000	94,947.52	2,500,000	2,373,688.00
5,000	4,747.38	200,000	189,895.04	3,000,000	2,848,425.60
7,500	7,121.06	300,000	284,842.56	3,500,000	3,323,163.20
10,000	9,494.75	400,000	379,790.08	4,000,000	3,797,900.80
20,000	18,989.50	500,000	474,737.60	4,500,000	4,272,638.40
30,000	28,484.26	600,000	569,685.12	5,000,000	4,747,376.00
40,000	37,979.01	700,000	664,632.64	6,000,000	5,696,851.20
50,000	47,473.76	800,000	759,580.16	7,000,000	6,646,326.40
60,000	56,968.51	900,000	854,527.68	7,500,000*	7,121,064.00
70,000	66,463.26	1,000,000	949,475.20		
80,000	75,958.02	1,500,000	1,424,212.80		
90,000	85,452.77	2,000,000	1,898,950.40		

\* Maximum number of Public Offer Shares that may be applied for

如閣下欲以香港中央結算(代理人)有限公司(「香港結算代理人」)的名義登記將獲配發的公開發售股份股票,並直接存入中央結算及交收系統(「中央結算系統」),以記存於閣下在中央結算系統設立的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者的股份賬戶內,請用本申請表格



# SUNLEY HOLDINGS LIMITED

## 新利控股有限公司

(於開曼群島註冊成立的有限公司)

### 配售及公開發售

#### 申請條件

除文義另有所指外,招股章程已定義的詞語在下列申請條件中具有相同涵義。

#### 甲. 申請人資格

- 閣下(作為申請人)及閣下為其利益而提出申請的任何人士必須年滿18歲或以上,並須有香港地址。
- 閣下屬聯名申請,則必須以個別成員名義而非以該聯名的名義申請。
- 閣下屬屬名團體,則申請表格須由該法人團體正式授權的主管簽署,並須註明簽署人的職銜並加蓋公司印章(即印公司名稱)。
- 除獲上市規則批准的情況外,倘閣下或閣下為其利益而提出申請的任何人士為下列人士,則不得申請認購任何公開發售股份:
  - 本公司或本公司任何附屬公司股份現時或實益擁有人;
  - 本公司或本公司任何附屬公司的行政總裁或董事;
  - 上述任何人士或該人士的聯繫人(按上市規則的定義);
  - 本公司或本公司任何附屬公司的關連人士(按上市規則的定義)或緊隨股份發售完成後將成為本公司關連人士的人士;
  - 已獲分配或申請或表示有意申請認購配售項下的配發股份(獲上市規則許可的情況除外);
  - 中國的法人或自然人(合資格境內機構投資者或已取得主管監管部門批准的投資者除外);
  - 身處美國境內或屬美國籍人士(按一九三三年美國證券法(經修訂)S規例的定義);或
  - 並無香港地址的人士。
- 閣下或閣下為其利益而提出申請的任何人士身處美國境內或屬美國籍人士(按一九三三年美國證券法(經修訂)S規例的定義),則閣下不得申請公開發售股份。
- 聯名申請人總人數不得超過四名。

#### 乙. 閣下為代名人

倘閣下為代名人,則可以提交超過一份認購公開發售股份申請。閣下可以代名人名義使用白色或黃色申請表格提出申請,並以閣下名義代表不同實益擁有人提交超過一份申請。閣下必須在本申請表格上註有由申請人遞交的一欄內填上各實益擁有人(如屬聯名實益擁有人,則為每名該等實益擁有人)的:

- 賬戶號碼;或
- 若干其他身份識別號碼。

如閣下未填上述資料,則申請將視為以閣下本身為受益人而提交。除此以外,重複申請將不獲受理。代表另一人士遞交申請表格的代名人,視為已向本公司、保薦人、聯席牽頭經辦人及公開發售包銷商發出聲明和承諾,指其已正式授權閣下(如多於一人則則為全體)授權遞交本申請,並代表該名人士/每名有關人士同意本申請表格的條款。閣下亦向本公司、保薦人、聯席牽頭經辦人及公開發售包銷商各自承諾,會應要求就下文「個人資料」一節所載任何目的,提供有關該名人士/每名有關人士的資料。

#### 丙. 僅可為閣下本身或閣下及閣下任何聯名申請人的利益提交一份申請

重複申請或屬嚴重重複的申請將不獲受理。倘閣下或閣下連同閣下的聯名申請人作出以下任何一項行為,則閣下的所有申請均被視為重複申請而遭拒絕受理:

- (不論個人或與他人聯名)以白色或黃色申請表格提出超過一份申請;
- (不論個人或與他人聯名)同時以一份白色申請表格及一份黃色申請表格提出申請;
- (不論個人或與他人聯名)以一份白色或黃色申請表格申請認購超過7,500,000股公開發售股份(即根據公開發售項下初步認購的公開發售股份的100%);或
- 已申請認購或接納或表示有意申請認購或已經將獲分配或分配(包括有條件及/或臨時獲分配或分配)配項下的股份股份以及以白色或黃色申請表格作出認購申請。

倘閣下為閣下的利益提交超過一份申請或閣下已申請認購或收到或以其他方式表示有意申請認購配項下的任何配發股份,則閣下的所有申請均被視為重複申請而遭拒絕受理。倘申請由非上市公司遞交,且:

- 該公司主要從事證券買賣業務;及
- 閣下對該公司行使「法定控制權」,

則該申請將視為以閣下為受益人提出。非上市公司指其股本證券並無於聯交所上市的公司。有關公司的法定控制權:

- 控制該公司董事會的組成;及/或
- 控制該公司一半以上投票權;及/或
- 持有該公司一半以上已發行股本(不計無權分享超過某特定金額的溢利或資本分派的任何已發行股本的部分)。

#### 丁. 公開發售股份的分配

倘出現超額認購(即分配予公開發售投資者的公開發售股份,將純粹根據獲的有效公開發售申請數目而定。公開發售股份的分配(如適用)或包括抽籤),則個別申請人獲分配的公開發售股份數目可能較其他申請相同數目公開發售股份的人士為高,而未獲得抽中的申請人則可能不獲發任何公開發售股份。公開發售的重複申請或屬嚴重重複的申請及超過初步可供認購的公開發售股份總數的100%的任何申請將不獲受理。公開發售的每名申請人亦須在遞交的申請表格上承諾及確認,申請人及其代表申請的人士並無獲發任何配發股份,而上述承諾及/或確認違反及/或屬失實(視情況而定),則該申請人的申請將不獲受理。

#### 戊. 補充資料

倘閣下有關招股章程的任何補充文件,則已遞交申請的申請人可能會亦可能不會獲告知(視乎補充文件所載資料而定)該申請人可撤回申請。倘申請人未接獲通知或倘申請人已獲通知但未有按照所通知的程序撤回申請,則所有已遞交申請的申請仍屬有效並可獲接納。受上文及下文所限,申請一經提出概不得撤回,而申請人將視為已根據經補充後的本招股章程提出申請。

#### 己. 填妥及遞交本申請表格的效用

本申請表格一經填妥,即表明閣下(如屬聯名申請人,則閣下與聯名申請人共同及個別地)為本身或以代理或代名人身份為所代表的每名人士:

- 指示並授權本公司、保薦人、聯席牽頭經辦人及/或公開發售包銷商(或彼等各自的代理或代名人)代表閣下簽署任何申請表格、合約單據及其他文件,並代表閣下辦理一切其他必要手續,根據組織章程細則的規定以香港結算代理人的名義登記任何閣下應分配的公開發售股份,及進行招股章程及有關申請表格所述的各項安排;
- 承諾簽署所有必需文件及辦理所有必要手續,使香港結算代理人可按照組織章程細則及組織章程綱要的規定登記成為閣下所獲分配的公開發售股份;
- 同意獲配發公開發售股份以香港結算代理人名義發行,並直接存入香港結算管理人的中央結算系統,以存入閣下的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者股份賬戶(按閣下在申請表格上的選擇而定);
- 同意香港結算及香港結算代理人各自保留對認購權有權(1)不接納將以香港結算代理人名義發行的任何或部分該等獲配發予閣下的公開發售股份或不接納該等獲配發股份存入中央結算系統;(2)促使由中央結算系統提取該等獲配發公開發售股份並轉為閣下(如屬聯名申請人,則轉為名列首位的申請人)的名義(風險及成本由閣下承擔);及(3)促使該等獲配發的公開發售股份將以閣下的名義發行(或如屬聯名申請人,則以排名首位的申請人),而於該情況下,將該等獲配發的公開發售股份的股票以普通郵遞方式寄往閣下在申請表格上所示地址(風險由閣下承擔)或供閣下領取;
- 確認閣下已細閱招股章程及本申請表格所載條款、條件以及申請手續,並同意受其約束,並知悉招股章程所載公開發售的規制;
- 同意香港結算及香港結算代理人可對以香港結算代理人名義發行的獲配發公開發售股份作出調整;
- 與本公司、各股東、董事及本公司主管人員,而本公司代表本公司、各董事及本公司主管人員與各股東共同,遵守及符合公司條例、開曼群島公司法及章程(包括細則)的規定;
- 與本公司及其各股東同意,股份可由其持有者自由轉讓;
- 聲明、保證及承諾閣下並不受香港或其他地方的任何通用法例限制提出本認購申請、交付任何申請款項或接受或認購任何公開發售股份;閣下明白股份並無也不會根據美國證券法(經修訂)登記及閣下身為身處美國境外的非美國籍人士(按一九三三年美國證券法(經修訂)S規例的定義),閣下亦非向獲配發或申請公開發售股份即導致本公司、董事、保薦人、聯席牽頭經辦人及/或公開發售包銷商須遵守香港境外任何地區任何法例或規例的任何規定(不論其法律效力與否)的人士;
- 同意香港結算及香港結算代理人對招股章程及本申請表格以外的資料及陳述概不負責;
- 同意香港結算及香港結算代理人對閣下概不以任何方式負責;
- 確認閣下已收到招股章程,並係依照招股章程及本申請表格所載的資料及聲明提出申請,且不會信賴任何其他有關本公司的資料或聲明,惟招股章程的補充文件所載者除外;
- 同意本公司、董事、保薦人、聯席牽頭經辦人、公開發售包銷商及任何彼等各自的董事、行政人員、僱員、合作夥伴、代理、顧問以及參與股份發售的其他各方僅對本申請表格、招股章程及任何補充文件所載資料及聲明負責;
- 同意(在不影響閣下可能擁有的任何其他權利的情況下)閣下的申請一經接納,便不可因無意作出的失實陳述而不將其撤回及/或撤銷,惟根據招股章程規定撤回及/或撤銷則除外;
- (如申請由代理代表閣下提出)保證閣下已有效及不可撤回地賦予閣下的代理一切所需權力及授權以提出申請;
- (閣下為他人的代理)保證已向該人士作出合理查詢,確定該申請乃代表該人士的利益以白色或黃色申請表格而提出的唯一申請,而閣下已獲正式授權以該人士代理的身份簽署本申請表格(如適用);
- (如閣下認購唯一項申請,而閣下的利益而提出)保證本申請乃代表閣下的利益而以白色或黃色申請表格而提出的唯一申請;
- 保證閣下申請所載資料均屬真實準確;
- 承諾並保證閣下(倘以閣下為受益人提出申請)或閣下為其利益作出申請的人士,並表示有意申請及/或已申請認購或接受或獲配發或分配(包括有條件及/或暫時性),及將不會表示有意申請、申請認購或接受或獲配發或分配任何配發股份,亦不會以任何方式參與配發;
- 同意閣下的申請、其接納及由此訂立的合約均受香港法例規管並按其詮釋;
- 同意向本公司、其股份過戶登記處(「股份過戶登記處」)、保薦人、收款銀行、聯席牽頭經辦人、公開發售包銷商及彼等各自的顧問及代理披露彼等所需有關閣下、閣下為其利益提出申請的人士的任何個人資料和其他資料;

- 授權本公司將香港結算代理人的名稱列入本公司股東名冊,作為閣下所獲分配任何公開發售股份的持有人,並授權本公司及/或其代理將任何股票及/或退款支票(如適用)以普通郵遞方式按申請表格上所示地址寄予閣下(或如屬聯名申請人,則寄予申請表格上排名首位的申請人),郵誤風險概由閣下承擔,惟倘若閣下申請認購1,000,000股或以上公開發售股份,並在申請表格中表明擬親自領取任何退款支票(如適用),則可於二零二二年十月十七日(星期三)上午九時正(香港時間)至下午一時正(香港時間)親臨本公司的香港股份過戶登記處卓佳證券登記有限公司(地址為香港灣仔皇后大道東28號金鐘中心26樓)領取閣下的退款支票(如適用);
- 明白本公司、董事、保薦人、聯席牽頭經辦人及公開發售包銷商將基於上述聲明及陳述,以決定是否就閣下提出的申請分配任何公開發售股份,閣下如作出虛假聲明,可能會遭檢控;
- 聲明、保證及承諾閣下或閣下為其利益提出申請的人士獲配發或申請公開發售股份不會導致本公司、保薦人、聯席牽頭經辦人及/或公開發售包銷商須遵守香港境外任何地區任何法例或規例的任何規定(不論其法律效力與否);
- 倘香港境外任何地區的法例適用於閣下的申請,則閣下同意及保證閣下已遵守一切有關法例,而本公司、保薦人、聯席牽頭經辦人、公開發售包銷商及參與股份發售的其他各方或彼等各自的董事、僱員、合夥人、代理、行政人員或顧問不會因接納閣下的認購要約或因閣下在本招股章程所載條款及條件的權利與責任所採取的行動而違反香港境外地區的任何法例;
- 同意閣下的申請(包括於適用情況下寄發退款支票)可由本公司收款銀行處理,而不限於閣下遞交申請表格之銀行;
- 授權本公司代表閣下與本公司各董事及行政人員訂立合約,據此,該等董事及行政人員各自承諾遵守及符合組織章程大綱及組織章程細則所訂明彼等股東應盡之責任;及
- 承諾及同意接納閣下所申請的公開發售股份或根據此份申請獲分配的較少數量的公開發售股份。本公司、保薦人、聯席牽頭經辦人、公開發售包銷商及彼等各自的董事、行政人員、僱員、合夥人、代理、顧問以及參與股份發售的任何其他各方均有權依賴閣下在本申請表格上的任何保證、陳述或聲明,如為聯名申請人提出申請,聯名申請人明確作出、提供、承諾或擔保加的所有保證、陳述、聲明及責任將視為由申請人共同及個別地作出、提供、承諾及擔保。閣下如作出虛假聲明,可能會遭檢控。除非另有訂明,閣下必須以英文填寫本申請,否則申請可被拒絕受理。閣下必須親自簽署本申請,不得以個人印章代替,否則申請可被拒絕受理。

#### 庚. 授權書

如閣下透過根據授權書獲正式授權的人士提出申請,則本公司、保薦人及聯席牽頭經辦人(作為本公司的代理及為其本身及代表公開發售包銷商)可在符合彼等認為適當的任何條件(包括要求閣下的代表出示已獲授權的證據)的情況下,酌情接納有關申請。本公司、保薦人及聯席牽頭經辦人(作為本公司的代理及為其本身及代表公開發售包銷商)可全權酌情拒絕或接納全部或部分申請,而毋須解釋任何拒絕或接納的理由。

#### 辛. 釐定發售價

發售價預期於定價日由本公司與聯席牽頭經辦人(為其本身及代表包銷商)協定。定價日預期於二零二二年十月九日(星期二)下午五時正之前。最終發售價將於二零二二年十月十七日(星期三)在本公司的配發結果公告中公布。除另行公佈外,發售價不會高於每股發售股份0.94港元,目前預期不低於每股發售股份0.83港元。公開發售股份的申請人須於申請認購時支付指示性最高發售價每股發售股份0.94港元,連同1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費,並可予退還。聯席牽頭經辦人(為其本身及代表包銷商)在本公司同意下可於交還的發售股份數目。在此情況下,本公司最遲將於認購申請開始及結束當日上午在聯交所網站(www.hkexnews.hk)及本公司網站(www.sunley-fdn.com.hk)刊登調低指示發售價範圍及/或發售股份數目的通知。倘於該日已遞交公開發售股份申請,則即指示發售價範圍及/或發售股份數目調低,該等申請其後亦可撤回。倘本公司與聯席牽頭經辦人(為其本身及代表包銷商)基於任何理由未能於定價日之前就最終發售價達成協議,則股份發售(包括公開發售)將不會繼續進行並即告失效。

#### 公開發售股份的配發

根據本申請表格及招股章程所載條款及條件,公開發售股份將於截止登記申請後配發(不論有條件或無條件)。於招股章程刊發日期起計30日內將不會配發任何公開發售股份。根據本申請表格及招股章程所載條款及條件,本公司預期的配發結果,包括(i)配發的認購申請踴躍程度;(ii)公開發售的申請水平; (iii)公開發售股份的配發基準;(iv)公開認購調整重新配發的申請數目(如有);及(v)成功申請人的香港身份證明碼/護照號碼/香港商業登記證號碼及成功申請的公開發售股份數目;及(vi)最終發售價,將按照下文所述時間及日期及指明方式公佈:

- 於二零二二年十月十七日(星期三)上午九時正(香港時間)起刊登在本公司網站www.sunley-fdn.com.hk及聯交所網站www.hkexnews.hk;
- 亦可於二零二二年十月十七日(星期三)上午八時正(香港時間)至二零二二年十月二十四日(星期三)午夜十二時正(香港時間)止期間,二十四小時在卓佳證券登記有限公司網站www.tricor.com.hk/ipof/result查詢。使用者必須輸入其在申請表格填報的香港身份證明碼/護照號碼/香港商業登記號碼,方可獲獲本身的配發結果。

可致電本公司公開發售查詢熱線查詢。申請人可於二零二二年十月十七日(星期三)至二零二二年十月二十二日(星期二)上午九時正(香港時間)至下午六時正(香港時間)至香港公眾假期(包括二零二二年十月九日(星期五)及二零二二年十月十日(星期六))查詢其申請是否獲接納及獲配發的公開發售股份數目(如有);及載有公開發售的特備分配結果小冊子可於二零二二年十月十七日(星期三)至二零二二年十月十九日(星期五)在公開發售收款銀行指定分行的辦公時間內查閱,有關地址載於招股章程「如何申請認購公開發售股份」一節「索取申請表格的地點」一段。

#### 倘成功申請認購(全部或部分)公開發售股份

- 本公司不會就其已付申請款項發出任何收據。
- 股票將以香港結算代理人名義發行,並將於二零二二年十月十七日(星期三)或在突發情況下於香港結算代理人所指定的任何其他日期存入中央結算系統,以記存於閣下的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者股份賬戶(按閣下在本申請表格上的指示而定)。
  - 如閣下通過指定的中央結算系統參與者(中央結算系統投資者戶口持有人除外)提出申請:
    - 就記存於閣下指定的中央結算系統參與者(中央結算系統投資者戶口持有人除外)的股份賬戶的公開發售股份而言,閣下可向該中央結算系統參與者查詢核對獲配發的公開發售股份數目。
  - 如閣下以中央結算系統投資者戶口持有人的身份提出申請,則:
    - 本公司預期於二零二二年十月十七日(星期三)按本申請表格內「公開發售股份的配發」一節所述的正式公佈公開發售的結果,包括中央結算系統投資者戶口持有人的申請結果。閣下應查閱閣下所提交的申請結果公佈,如發現任何差異,請於二零二二年十月十七日(星期三)下午五時正前(香港時間)或向香港結算或香港結算代理人決定的任何其他日期查詢香港結算。緊隨公開發售股份存入閣下的中央結算系統投資者戶口持有人股份賬戶後,閣下可透過中央結算系統「易交收」電話系統及中央結算系統互聯網系統(根據香港結算不時有效的「投資者戶口持有人操作簡介」所載的程序)查詢閣下賬戶的公開發售股份數目(股份活動將一份別列明已登記存閣下中央結算系統投資者戶口持有人股份賬戶的公開發售股份數目)。
    - 本公司不會發出任何有關所有權文件。倘若最終發售價低於閣下所付的每股公開發售股份價格,多付的申請款項(包括該等多付的申請款項應佔的1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費)將不計利息退還閣下。

#### 閣下不獲配發公開發售股份的情況

閣下可能因下列任何原因不獲分配公開發售股份:

- 本公司、保薦人、聯席牽頭經辦人或彼等各自的代理或代名人可酌情拒絕閣下的申請;
  - 本公司、保薦人及聯席牽頭經辦人或彼等各自的代理或代名人,可全權酌情決定拒絕或接納任何申請,或僅接納任何申請的部份。本公司、保薦人及聯席牽頭經辦人或彼等各自的代理或代名人毋須就拒絕或接納任何申請作出任何解釋。
- 如閣下取消或撤回申請:
  - 一經填妥及遞交申請表格,即表明閣下的申請於開始辦理認購登記申請後第五日(就此而言,不包括屬於星期六、星期日或香港公眾假期的任何日子)或招股章程「如何申請公開發售股份」一節標題為「退還天氣對開始辦理申請登記之影響」一段所載截止辦理認購申請登記的較後日期結束之前不得撤回。閣下的申請,惟倘根據本招股章程第40條(按該公司條例第342條所適用者)對招股章程負責的人士按照該條規定發出公告,免除或限制該人士對招股章程的責任,則閣下的申請可予撤銷。本協議將與本公司訂立的一項附屬合同,於閣下遞交申請表格時,本協議即具約束力。根據該附屬合同,本公司同意除按招股章程所述的一項程序外,不會於截止辦理認購登記申請後第五日結束前向任何人士發售任何公開發售股份。如招股章程須預先補充文件,已遞交申請的申請人不一定會(視乎補充文件所載資料而定)獲通知可撤回其申請。倘申請人未獲通知或倘申請人已獲通知但未獲通知其手續撤回申請,則由本公司全權酌情或本公司代理人全權酌情接納或接納任何配發股份後方可作實或以抽籤結果為準。本公司及代理人全權酌情全部或部分拒絕或接納任何認購申請或僅接納部分申請,且毋須就拒絕或接納任何申請作出任何解釋。在上文的規限下,申請一經提出即不可撤回,而申請人將被視作已根據經補充招股章程提出申請。
  - 閣下作出的申請一經接納,概不得撤銷或撤回。就此而言,在報章公佈配發的結果,即構成對未獲拒絕申請的接納,而倘分配的基準須受若干條件規限或規定以抽籤方式作出,則由本公司全權酌情或本公司代理人全權酌情接納或接納任何配發股份後方可作實或以抽籤結果為準。本公司及代理人全權酌情全部或部分拒絕或接納任何認購申請或僅接納部分申請,且毋須就拒絕或接納任何申請作出任何解釋。

如閣下欲以香港中央結算(代理人)有限公司(「香港結算代理人」)的名義登記將獲配發的公開發售股份股票,並直接存入中央結算及交收系統(「中央結算系統」),以記存於閣下在中央結算系統設立的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者的股份賬戶內,請用本申請表格

3. 如閣下的申請不獲受理:
- 閣下的申請在以下情況可能遭拒絕受理:
    - 作出重複申請或疑屬重複申請;
    - 閣下的申請表格未按申請表格所載指示正確填寫;
    - 閣下未按正確方法付款;
    - 閣下以支票或銀行本票付款,而該支票或銀行本票於首次過戶時不能兌現;
    - 閣下或閣下以其利益提出申請的人士已申請認購或收到或表示有興趣申請認購或已經或將會獲配發或分派(包括有條件及/或臨時獲配發或分配)配股股份;
    - 本公司、保薦人或聯席牽頭經辦人認為,若接納閣下的申請,將會違反填寫及/或簽署閣下申請表格的司法權區的適用法律、規則或法規;
    - 閣下申請超過初步提供公眾人士認購之公開發售股份數目之100%。

附註:倘發生任何該等情況,收款銀行將拒絕受理申請,隨附支票亦不會提呈過戶。

填寫本申請表格,即表示閣下同意不會申請認購配項下的配股股份。本公司將採取合理措施,以識別及拒絕接納已在配股中獲得配股股份的投資者在公開發售中提出的申請;亦會識別及拒絕接納已在公開發售中獲得配股股份的投資者表示對配股的興趣。

4. 如閣下的申請不獲接納:
- 閣下的申請在以下情況可能不獲接納:
    - 公開發售包銷協議未能根據其條款成為無條件;
    - 公開發售包銷協議根據其條款而被終止;或
    - 聯席牽頭經辦人(為其本身及代表包銷商)與本公司未能在定價日就最終發售價達成協議。
5. 如公開發售股份的配發作廢:
- 倘聯交所上市委員會並未於下列其中一段時間內批准股份上市,則閣下所獲配發的公開發售股份將會作廢:
    - 由截止登記日期起計三個星期內;或
    - 如聯交所上市委員會在公開發售截止辦理認購登記申請三個星期內知會本公司延長有關期間,則最多為公開發售截止(辦理認購登記申請後六個星期內)之較長時間。

退還申請款項

如閣下因(包括但不限於)上述任何理由而未能獲得任何公開發售股份,本公司會將閣下所繳付的申請股款(包括1.0%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費)不計利息退還予閣下。如閣下的申請僅部分接納,本公司會將閣下申請股款的適當部分(包括有關的1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費),不計利息退還予閣下。如閣下的申請獲全部接納,則閣下所繳付的申請股款(包括該等多收的申請股款應佔的1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費),不計利息退還予閣下。於發售退還支票日期前該等股款應計的所有該等利息將撥歸本公司所有。在出現涉及大幅超額認購的突發情況下,本公司、保薦人及聯席牽頭經辦人可酌情決定不將以申請表格提交的若干小額公開發售股份申請的支票(成功申請除外)提呈過戶。所有退還(本申請表格內閣下不獲配發公開發售股份的情況(一節第3段的附註所述情況則除外)將會以劃線支票註明「只准入抬頭人賬戶」作出,並以閣下作為抬頭人(或如屬聯名申請人,則為排名首位的申請人)。閣下的申請不獲接納且有關支票並無退還過戶,有關支票將以普通郵遞方式寄回閣下申請表格所示地址,郵誤風險概由閣下承擔。閣下所獲配發的香港身份證號碼/護照號碼(或如屬聯名申請人,則為排名首位申請人的香港身份證號碼/護照號碼)部分或會列印於閣下的退還支票。上述資料亦可能轉交第三方作退還用途。閣下的銀行於兌現閣下的退還支票前可能會要求核實閣下的香港身份證號碼/護照號碼。閣下的香港身份證號碼/護照號碼填寫有誤,或會導致閣下延遲甚至無法兌現退還支票。倘若閣下申請認購1,000,000股或以上公開發售股份,並已在申請表格中表明親自領取閣下的退還支票,則可於二零一二年十月十七日(星期三)上午九時正(香港時間)至下午一時正(香港時間)或本公司網站www.hkxnews.hk及本公司網站www.sunley-fdn.com.hk公佈寄發退還支票(如適用)的任何其他指定日期,親臨:

卓佳證券登記有限公司  
香港灣仔皇后大道東28號金鐘中心26樓

領取,否則閣下的退還支票(如適用)將以普通郵遞方式寄回閣下申請表格所示地址,郵誤風險概由閣下承擔。選擇親自領取退還支票的申請人,不得授權任何其他人士代其領取。申請人在領取退還支票(如適用)時,必須出示卓佳證券登記有限公司所接納的身份證明文件。公司申請人必須由其授權代表備有同蓋公司印章的公司授權書方可領取,而授權代表須在領取時出示卓佳證券登記有限公司所接納的身份證明文件。

倘若閣下申請認購少於1,000,000股公開發售股份或1,000,000股或以上公開發售股份,但並無於本申請表格上表明在指定領取時間內親自領取閣下的退還支票(如適用),閣下的退還支票(如適用)預期將於二零一二年十月十七日(星期三)以普通郵遞方式寄回閣下申請表格上所示地址,郵誤風險概由閣下承擔。如閣下未有在指定領取時間內領取閣下的退還支票(如適用),閣下的退還支票將以普通郵遞方式寄回本申請表格上所示地址,郵誤風險概由閣下承擔。本公司擬作出特別安排,以盡量避免不適當延遲退還申請股款(如適用)。倘若發售價低於閣下所付的每股公開發售股份價格,多付的申請股款(包括該等多付的申請股款應佔的1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費)將不計利息退還予閣下。

個人資料

個人資料收集聲明

個人資料(私隱)條例(「條例」)中的主要條文已於一九九六年十二月二十日在香港生效。此個人資料收集聲明旨在向公開發售股份的申請人及持有人說明本公司及股份過戶登記處就個人資料及條例而制訂的政策及措施。

1. 收集 閣下的個人資料的原因
- 證券申請人或證券登記持有人申請證券或將證券轉往其名下,或將名下證券轉讓予他人,或要求股份過戶登記處提供服務時,須不時向本公司及/或股份過戶登記處提供最新的正確個人資料。未能提供所需資料,可導致本公司及/或股份過戶登記處拒絕受理閣下的證券申請或延誤或無法進行過戶或提供服務,亦可能妨礙或延誤登記或轉讓閣下成功申請認購的公開發售股份及/或寄發閣下應得的股票及/或寄發或兌現閣下應得的退還支票。證券持有人所提供的個人資料如有任何不確,必須即時知會本公司及股份過戶登記處。
2. 用途
- 證券申請人及持有人的個人資料可以任何方式使用、持有及/或保存,以作下列用途:
- 處理閣下的申請及退還支票(如適用),並核實有否遵守本申請表格及招股章程所載條款及申請手續,以及公佈公開發售股份的分配結果;
  - 遵守香港及其他地方的所有適用法律及規例;
  - 登記新發行或登記轉往證券持有人名下或由其名下轉讓予他人的證券,包括(如適用)以香港結算代理人的名義登記;
  - 保存或更新本公司證券持有人名冊;
  - 核對或協助核對簽名或核實或交換任何其他資料;
  - 確定本公司證券持有人可獲取的利益,例如股息、供股及發行紅股等;
  - 寄發本公司及其附屬公司的公司通訊;
  - 編撰統計資料及股東資料;
  - 根據法律、規則或法規的規定作出披露;
  - 披露有關資料以便作出權利申索;及
  - 與上述有關的任何其他附帶或相關用途及/或使本公司及股份過戶登記處履行彼等對證券持有人及/或監管機構的責任及任何證券持有人不時同意的其他用途。
3. 向他人提供個人資料
- 本公司及股份過戶登記處對證券申請人及持有人的個人資料保密,但本公司及股份過戶登記處可能會為上述任何用途作出必要的查詢,以確定個人資料的準確性,尤其可能會向下列任何或所有人士及實體披露、索取或轉交股份申請人及持有人的個人資料(不論在香港或外地):
- 本公司或其委任的代理,例如財務顧問、收款銀行及海外股份過戶登記處;
  - 申請人要求將證券轉往證券持有人中央結算系統時,香港結算及香港結算代理人可就中央結算系統的運作而使用該等個人資料;
  - 任何向本公司及/或股份過戶登記處提供與其個別業務運作有關的行政、電訊、電腦、付款或其他服務的代理、承辦商或第三方服務供應商;
  - 聯交所、證監會及任何其他法定、監管或政府機關;及
  - 任何與證券持有人有業務往來或擬有業務往來的其他人士或機構,例如銀行、律師、會計師或股票經紀等。
4. 查閱及更正個人資料
- 條例賦予證券的申請人及持有人權利核實本公司及/或股份過戶登記處是否有其個人資料,並有權索取資料副本及更正任何不正確資料。依據條例,本公司及股份過戶登記處有權就處理任何查閱資料的要求收取合理費用。所有關於查閱資料或更正資料或關於政策及實際應用的資料及所持資料類別的查詢,應根據條例規定向本公司的公司秘書或(視乎情況而定)股份過戶登記處屬下的私隱條例事務主任提出。

閣下簽署本申請表格,即表示同意上述各項。

申請手續

1. 按照下表計算擬申請認購的公開發售股份數目的應繳股款。申請股數最少須為2,500股公開發售股份。認購股數必須按照下表載列的股份數目或倍數提出申請。申請認購任何其他數目的股份將不予考慮,而任何有關申請將概不受理。閣下須繳付最高發售價每股公開發售股份0.94港元,另加1%經紀佣金、0.005%聯交所交易費及0.003%證監會交易徵費。下表亦列出申請認購最高數目為7,500,000股的公開發售股份若干倍數的應繳股款總額。
2. 閣下(作為申請人)須按下文所指填妥申請表格,並於申請表格第一頁簽署。只接納親筆簽名。
- 如通過指定的中央結算系統參與者(中央結算系統投資者戶口持有人除外)提出申請:
    - 該指定的中央結算系統參與者須在本申請表格上加蓋其公司印鑑(印鑑顯示公司名稱)並在適當空格內填上其中央結算系統參與者編號。
  - 如以個人中央結算系統投資者戶口持有人名義申請:
    - 本申請表格須填上閣下的全名及香港身份證號碼;及
    - 在適當空格內填上閣下的中央結算系統參與者編號。
  - 如以聯名中央結算系統投資者戶口持有人名義申請:
    - 本申請表格須填上所有聯名中央結算系統投資者戶口持有人的全名及香港身份證號碼;及
    - 在適當空格內填上閣下的中央結算系統參與者編號。
  - 如以公司中央結算系統投資者戶口持有人名義申請:
    - 本申請表格須填上閣下公司的名稱及香港商業登記證號碼;及
    - 在適當空格內填上閣下的中央結算系統參與者編號及加蓋閣下公司印鑑(印鑑顯示閣下公司名稱)。
- 如有關中央結算系統參與者的資料(包括中央結算系統參與者編號及/或顯示公司名稱的公司印鑑)不正確或不全或出現其他同類事宜,均可能導致申請作廢。

3. 股款須繫於本申請表格上。申請公開發售股份的股款必須以支票或銀行本票支付。每份申請必須附有單獨開出的支票或銀行本票。
- 如以支票付款,該支票必須:
- 為港元支票;
  - 由香港持牌銀行的港元銀行賬戶開出;
  - 顯示閣下的賬戶名稱,而該戶名已預印在支票上,或由有關銀行授權人在該支票背面簽署證明戶名。該賬戶必須是閣下名下賬戶。如屬聯名申請,該戶名必須與排名首位申請人的姓名相同;
  - 不得為期票;
  - 註明收款人為「恒生(代理人)有限公司—新利控股公開發售」;及
  - 劃線註明「只准入抬頭人賬戶」。
- 下列情況可能導致申請不獲受理:
- 支票未能符合所有上述規定;或
  - 支票首次過戶不獲兌現。
- 倘以銀行本票繳付股款,本票必須:
- 為港元本票;
  - 由香港持牌銀行發出,並由發出本票銀行的授權人在本票背面簽署證明閣下姓名。銀行本票背面所顯示姓名須與本申請表格所示姓名相同。如屬聯名申請,銀行本票背面所顯示姓名必須與排名首位申請人的姓名相同;
  - 不得為期票;

- 註明收款人為「恒生(代理人)有限公司—新利控股公開發售」;及
  - 劃線註明「只准入抬頭人賬戶」。
- 閣下的銀行本票如不符合所有有關要求,則閣下申請將不獲受理。
4. 撕下本申請表格,對摺一次,投入恒生銀行有限公司香港分行下列任何一間分行特設的收集箱:
- | 分行  | 地址            |                           |
|-----|---------------|---------------------------|
| 港島: | 香港總行<br>銅鑼灣分行 | 德輔道中83號<br>怡和街28號         |
| 九龍: | 尖沙咀分行<br>九龍總行 | 彌敦道18號<br>彌敦道618號         |
| 新界: | 沙田分行<br>荃灣分行  | 沙田橫壩街好運中心18號<br>荃灣沙咀道289號 |
5. 閣下可於下列時間遞交回付款的申請表格:
- |                  |              |
|------------------|--------------|
| 二零一二年九月二十七日(星期四) | 上午九時正至下午五時正  |
| 二零一二年九月二十八日(星期五) | 上午九時正至下午五時正  |
| 二零一二年九月二十九日(星期六) | 上午九時正至下午一時正  |
| 二零一二年十月三日(星期三)   | 上午九時正至下午五時正  |
| 二零一二年十月四日(星期四)   | 上午九時正至中午十二時正 |

6. 遞交申請表格的截止時間是為二零一二年十月四日(星期四)中午十二時正(香港時間)。本公司將於二零一二年十月四日(星期四)上午十一時四十五分(香港時間)至中午十二時正(香港時間)期間登記認購申請,惟須視乎當日天氣情況而定。如下列警告信號在二零一二年十月四日(星期四)上午九時正(香港時間)至中午十二時正(香港時間)期間內任何時間在香港懸掛,將不會登記申請:
- 8號或以上熱帶氣旋警告信號;或
  - 黑色暴雨警告信號。
- 如在該日的下一個營業日上午九時正(香港時間)至中午十二時正(香港時間)內任何時間並無懸掛上述任何一項警告,申請認購登記將改為在該日的下一個營業日上午十一時四十五分(香港時間)至中午十二時正(香港時間)期間進行。進一步詳情請參閱招股章程「如何申請公開發售股份」一節「惡劣天氣對開始辦理申請登記之影響」一段。營業日指星期六、星期日或香港公眾假期以外的日子。
- 申請股款(包括1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費)將由恒生銀行有限公司代本公司持有,而退還(如有)將於二零一二年十月十七日(星期三)中午不計利息退還申請人。投資者請注意,股份預期於二零一二年十月十八日(星期四)上午九時正(香港時間)起開始於主板買賣。
7. 本公司保留閣下的一切或任何股款過戶的權利,惟閣下的支票或銀行本票不會於二零一二年十月四日(星期四)中午十二時正(香港時間)前過戶。本公司將不發出付款收條。本公司將保留閣下的申請股款(如屬退還,則計至退還支票寄發日期止)的應得利息。在閣下的支票或銀行本票過戶前,本公司亦有權將任何股票及/或任何多收的申請股款或退還款項保留。

可供申請認購公開發售股份數目與應繳款項

申請公開發售股份數目	申請時應繳款項(港元)	申請公開發售股份數目	申請時應繳款項(港元)	申請公開發售股份數目	申請時應繳款項(港元)
2,500	2,373.69	100,000	94,947.52	2,500,000	2,373,688.00
5,000	4,747.38	200,000	189,895.04	3,000,000	2,848,425.60
7,500	7,121.06	300,000	284,842.56	3,500,000	3,323,163.20
10,000	9,494.75	400,000	379,790.08	4,000,000	3,797,900.80
20,000	18,989.50	500,000	474,737.60	4,500,000	4,272,638.40
30,000	28,484.26	600,000	569,685.12	5,000,000	4,747,376.00
40,000	37,979.01	700,000	664,632.64	6,000,000	5,696,851.20
50,000	47,473.76	800,000	759,580.16	7,000,000	6,646,326.40
60,000	56,968.51	900,000	854,527.68	7,500,000*	7,121,064.00
70,000	66,463.26	1,000,000	949,475.20		
80,000	75,958.02	1,500,000	1,424,212.80		
90,000	85,452.77	2,000,000	1,898,950.40		

\* 閣下可申請認購的公開發售股份最高數目