

Public Offer — White Form 公開發售一白表

Please use this Application Form if you want the share certificate for the allocated Public Offer Shares to be issued in your name 如閣下欲以本身的名義登記將獲配發的公開發售股份股票，請用本申請表格

Note: Unless otherwise defined or the context otherwise requires herein, capitalised 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").

附註：除非申請表格另有界定或文義另有所指外，新利控股有限公司（本公司）於二零一二年九月二十七日刊發的招股章程（招股章程）已界定的詞語在本申請表格中具有相同涵義。

Please staple your payment here 請將股款繫釘在此

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.

You must read the conditions and instructions attached to this Application Form. To be valid, you must complete all parts of this Application Form. Please write clearly in ink.

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。

閣下必須細閱本申請表格所載的條件及指示。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。

To: Sunley Holdings Limited, Ample Capital Limited, SBI E2-Capital Financial Services Limited, Astrum Capital Management Limited, The Public Offer Underwriters

致: 新利控股有限公司, 豐盛融資有限公司, 軟庫金匯豐服務有限公司, 阿仕特爾資本管理有限公司, 公開發售包銷商

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, 0.003% Stock Exchange trading fee and 0.005% 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 persons 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 my/our name(s) on the register of members of the Company as the holder(s) 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 send any share certificate(s) and/or 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 share certificate(s) and/or refund cheque(s) in person in accordance with the procedures prescribed in this Application Form and the Prospectus); 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 procedures 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 made 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.

本人/吾等: 按照招股章程及本申請表格所載條款及條件，並在組織章程大綱及組織章程細則規限下，申請認購以下數目的公開發售股份；夾附申請認購公開發售股份所需的全數款項，即每股發售股份0.94港元另加1%經紀佣金、0.005%聯交所交易費及0.003%證監會交易費，須於申請時繳足，可按最終價格退還；承諾及同意接納所申請認購的公開發售股份，或本人/吾等根據是項申請獲分配的較少數目的公開發售股份；聲明是項申請為本人/吾等以本身或本人/吾等代為申請的人士為受益人以白色或黃色申請表格所作出的或擬作出的唯一申請；向貴公司聲明、保證及承諾本人/吾等/吾等各人及本人/吾等代為申請的人士並不受香港或其他地方的任何適用法律限制提出本認購申請，及支付任何申請款項或獲配發或認購任何公開發售股份；及本人/吾等/吾等各人及本人/吾等代為申請的人士並非美國人士(按一九三三年美國證券法(經修訂)S規例的定義)或本人/吾等或其利益而提出申請的人士的公開發售股份的配發或申請不會引致貴公司、董事、保薦人、聯席牽頭經辦人及/或公開發售包銷商須從香港以外任何地區的任何比例或規限的要求(不論其法律效力與否)；承諾及保證，本人/吾等及本人/吾等代為申請的人士並無表示有意申請、已申請或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、申請或認購或接受或獲配發或分配任何配發股份，或以其他方式參與配發；明白貴公司、董事、保薦人、聯席牽頭經辦人及公開發售包銷商將依賴本申請表格所載聲明及陳述，以決定是否因應本申請配發任何公開發售股份；授權貴公司將本人/吾等的姓名/名稱列入貴公司股東名冊，作為任何本人/吾等所獲配發公開發售股份的持有人，及(除本申請表格各頁及招股章程所載的條款及條件另有規定外)以普通郵遞方式寄發任何股票及/或退款支票至本申請表格上所示地址，郵誤風險概由本人/吾等承擔，除非本人/吾等申請認購1,000,000股或以上的公開發售股份，並已於本申請表格上表明本人/吾等擬按本申請表格及招股章程所述手續領取任何退款支票；已細閱本申請表格各頁及招股章程所載的條款、條件及申請手續，並同意受其約束，且知悉招股章程所載有關公開發售股份的條件及限制；聲明、保證及承諾本人/吾等或由本人/吾等或其利益而提出本申請的人士並無表示有意申請、已申請或認購或接受或獲配發或分配任何配發股份(即公開發售股份)或公開發售包銷商須遵守香港任何比例或規限的任何規定(不論其法律效力與否)；及同意本人/吾等作出的本申請、其接納及由此訂立的合約，須受香港法律規管，並按其詮釋。

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 經紀印章

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納有關申請。閣下僅能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難重複申請；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可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受理。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目均須填妥，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 your name 如閣下欲以本身的名義登記將獲配發的公開發售股份股票，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%))

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Cheque/banker's cashier order number
支票/銀行本票號碼

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Total amount of payment
付款總額

HK\$	港元
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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*

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* 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
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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
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Your occupation in English
職業(以英文填寫)

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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/
香港商業登記號碼*
(請刪去不適用者)

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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)

Hong Kong identity card no(s)/passport no(s)/Hong Kong business registration certificate no(s), of all other joint applicant(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)

(1)
(2)
(3)

Your address in English
(Joint applicants should give the address and telephone number of the first-named applicant only). Only an address in Hong Kong will be accepted.
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。僅接納香港地址。)

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：請於以下空格內填寫每名實益擁有人(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。如閣下人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。

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- (1) For individuals, you must provide your Hong Kong identity card number or passport number. If you hold a Hong Kong identity card, please provide your Hong Kong identity card number. If you do not hold a Hong Kong identity card, please provide your passport number. For a body corporate, please provide your Hong Kong business registration certificate number. Your Hong Kong identity card number or 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 third parties 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.
如屬個人，閣下必須填寫香港身份證號碼或護照號碼。如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。如屬法人團體，請填寫香港商業登記證號碼。閣下的香港身份證號碼或護照號碼(如閣下屬個人)或香港商業登記證號碼(如閣下屬法人團體)將用以核實閣下的申請表格是否有效，而有關資料將轉交第三方核實。所有聯名申請人均必須填寫(如屬個人)其香港身份證號碼或(如適用)護照號碼，或(如屬法人團體)其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(如有)前，可能會要求核實閣下的香港身份證號碼/護照號碼。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(如有)無效。

If you apply for 1,000,000 or more Public Offer Shares and wish to collect your refund cheque(s) (if any) and/or share certificate(s) (where applicable) in person from the Company's Hong Kong branch share registrar and transfer office, 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 sections overleaf headed "If your application for Public Offer Shares is successful (in whole or in part)" and "Refund of your application money" for details of when, where and how to collect your refund cheque(s) (if any) and/or share certificate(s) (where applicable).
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號金鐘匯中心26樓)領取閣下的退款支票(如有)及/或股票(如適用)，請在左邊方格內填上「✓」號。有關領取退款支票(如有)及/或股票(如適用)的時間、地點及手續詳情，請參閱背頁「倘成功申請認購(全部或部份)公開發售股份」及「退還申請款項」兩節。

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。

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(s) 姓名/名稱
Address 地址

For Bank use 此欄供銀行填寫

Please use this Application Form if you want the share certificate for the allocated Public Offer Shares to be issued in your name



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**
 1. 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.
 2. If you are an **individual**, the application must be in the name(s) of the individual member(s), not in the name of the firm.
 3. 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.
 4. 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.
 5. If you or any person(s) for whose benefit you are applying 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), no application for Public Offer Shares shall be made.
 6. The total number of joint applications 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 identification 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 are liable to be rejected. All of your applications are liable to be rejected as multiple applications if you, or you and your joint applicant(s) 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 the 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) Offer Shares under the Placing and make application on a **WHITE** or **YELLOW** Application Form.

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 made for your 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 are not successful in the ballot may 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 applying for any Public Offer Shares, 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 things necessary to effect the registration of any Public Offer Shares allocated to you in your name as required by the Articles of Association and otherwise 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 you 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;
 - **confirm** that you have received a copy of the Prospectus and have only relied on the information and representations in the Prospectus and 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 Directors, 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;
 - **represent, warrant and undertake** that you are not 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 Shares; and you understand that the Shares has 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 to 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;
 - **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** 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;
 - (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) **warrant** 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 and, 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;
 - 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 our 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 indicative Offer Price range stated in the Prospectus 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 and the website of the Company at www.sunley-fdn.com.hk not later than the morning of 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 so 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-fdn.com.hk and the Stock Exchange's website at 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/po/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 user 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 allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of the 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.
 - If you have applied for 1,000,000 or more Public Offer Shares and have indicated on this Application Form that you will collect your refund cheque(s) and/or share certificate(s) (where applicable) in person, you may collect them 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 and the website of the Company at www.sunley-fdn.com.hk as the date of despatch of share certificate(s), after which the refund cheque(s) and/or share certificate(s) (where applicable) will be posted to you by ordinary post at your own risk to the address stated on this Application Form.
- If you are an individual and you 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 share certificate(s). 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 representatives must produce, at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited.
 - If you do not collect your share certificate(s) and/or refund cheque(s) in person within the time specified for collection, they will be sent to the address stated on your Application Form shortly after the expiry of the time specified for collection on the collection date by ordinary post and at your own risk.
 - 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 and have not indicated on this Application Form that you will collect your share certificate(s) in person, then it is expected that your share certificate(s) will be sent to the address on this Application Form on Wednesday, 17 October 2012 by ordinary post and at your own risk.
 - The Company will not issue temporary documents of title.
 - The date of despatch is expected to be on Wednesday, 17 October 2012.
 - Each applicant will receive one share certificate for all the Public Offer Shares allocated.
 - In the event that the final Offer Price is less than the price per Public Offer Share paid by you, the surplus application monies (including 1% brokerage, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee attributable to such surplus) will be refunded to you without interest.
- Circumstances in which you will not be allotted Public Offer Shares**
You may not be allocated Public Offer Shares for any of the following reasons:
- 1. 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 any rejection or acceptance.

