

TO BE VALID, THE ENTIRE APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE. IT IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 17 DECEMBER 2015.

本申請表格具有價值，但不可轉讓，並僅供下列之合資格股東使用。二零一五年十二月十七日(星期四)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格有任何疑問，應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this Application Form, together with a copy of the prospectus issued by China Trends Holdings Limited and the Offerors jointly in relation to the Clawback Offer dated 3 December 2015 (the "Prospectus") and documents specified in the section headed "Documents Delivered to the Registrar of Companies in Hong Kong" in the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of these documents.

本申請表格之文本連同中國趨勢控股有限公司及要約人聯合就回補要約刊發日期為二零一五年十二月三日之章程(「章程」)之文本及章程內「送呈香港公司註冊處處長文件」一節所載文件，已依據公司條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對此等文件之內容概不負責。

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.

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或倚賴該等內容而引致之任何損失承擔任何責任。

Capitalised terms used in this Application Form shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

除文義另有所指外，本申請表格所用詞彙與章程所界定者具有相同涵義。

**CHINA TECHNOLOGY EDUCATION
TRUST ASSOCIATION**
中國科技教育基金會

METROPOWER HOLDINGS LIMITED
浩力集團有限公司



**HONOUR SKY
INTERNATIONAL LIMITED**

WONG CHAK KEUNG
黃澤強

CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8171)

(股份代號：8171)

**CLAWBACK OFFER ON THE BASIS OF
OFFER BONDS IN THE PRINCIPAL AMOUNT OF HK\$0.074
FOR EVERY ONE (1) EXISTING SHARE
HELD ON THE RECORD DATE**

基準為於記錄日期每持有一(1)股現有股份獲發本金額0.074港元
要約債券之回補要約

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON THURSDAY, 17 DECEMBER 2015

款項須不遲於二零一五年十二月十七日(星期四)下午四時正接納時繳足

APPLICATION FORM

申請表格

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

Number of Shares registered in your name(s) on Record Date (i.e. Tuesday, 1 December 2015)
於記錄日期(即二零一五年十二月一日(星期二))以閣下名義登記之股份數目

Box A
甲欄

--

Box B
乙欄

Maximum principal amount of Offer Bonds you are entitled to apply for
閣下有權申請之要約債券最高本金額

--

Box C
丙欄

Total amount payable when applied in full (including the buyer's ad valorem stamp duty payable by you)
全數申請時應繳款項總額(包括閣下應繳納之買方從價印花稅)

HKS 港元

Box D
丁欄

Principal amount of Offer Bonds applied for* 申請認購之要約債券本金額*
Remittance enclosed** 隨附款項** HKS 港元

Application can only be made by the Qualifying Shareholder(s) named above.

Please enter in Box D the principal amount of Offer Bonds that you wish to apply for (up to the principal amount of Offer Bonds you are entitled to apply for as specified in Box B) and the amount of remittance enclosed (calculated by: (i) the principal amount of Offer Bonds that you wish to apply for (ROUNDED to the nearest cent, with HK\$0.005 or more rounded upwards and any other amount less than HK\$0.005 being rounded downwards); PLUS (ii) the principal amount of Offer Bonds that you wish to apply for, multiple by 0.1% (i.e. representing the buyer's ad valorem stamp duty) (ROUNDED UP to the nearest dollar)).

認購申請僅可由上述合資格股東提出。

請於丁欄填妥閣下欲申請認購之要約債券本金額(最多為乙欄所列閣下有權申請認購之要約債券本金額)及隨附款項(按(i)閣下欲申請認購之要約債券本金額(四捨五入調整至最接近仙位, 0.005港元或以上向上調整, 而任何其他少於0.005港元之金額則向下調整); 加(ii)閣下欲申請認購之要約債券本金額乘以0.1%(即買方從價印花稅)(向上調整至最接近港幣元)計算)。

* You MUST complete this Box D if you wish to apply for LESS THAN the principal amount of Offer Bonds to which you are entitled (as shown in Box B). If you leave this Box D blank, you will be deemed to have applied for ALL of the Offer Bonds to which you are entitled (as shown in Box B), and the total amount payable by you shall be the amount shown in Box C. Your application will be rejected if you leave this Box D blank and your remittance is less than the amount shown in Box C.

* 閣下如欲申請認購少於閣下有權申請認購之要約債券本金額(如乙欄所示)，則閣下必須填寫本丁欄。倘閣下將本丁欄留空，則閣下將被視作申請認購閣下有權申請認購之全數要約債券(如乙欄所示)，而閣下應付之款項總額將為丙欄所示數額。倘閣下不填寫本丁欄而閣下之款項少於丙欄所示金額，則閣下之申請將被拒絕受理。

** You MUST read the Conditions and Procedures for Application as set out overleaf in order to calculate the appropriate amount of remittance payable for the principal amount of Offer Bonds applied for by you as indicated in this Box D. Any application in respect of which a lesser amount is received by the Offerors will be rejected.

** 閣下必須閱讀背頁所載之條件及申請手續，以計算閣下就所申請認購之要約債券本金額須支付之適當款項(如本丁欄所示)。要約人收到之任何申請認購所涉款項如少於該金額將被拒絕受理。

You are entitled to apply for any principal amount of Offer Bonds which is equal to or less than your entitlement shown in Box B by filling in this Application Form. Subject to the terms and conditions as set out in the Prospectus, such offer of the Offer Bonds is made to the Qualifying Shareholders whose names were on the register of members of China Trends Holdings Limited and who were Qualifying Shareholders in the following proportion and at the Offer Price:

閣下有權透過填寫本申請表格申請認購相等或於或少於乙欄所示閣下配額之要約債券本金額。在章程之條款及條件規限下，要約債券乃按以下比例及要約價向名列中國趨勢控股有限公司股東名冊並為合資格股東之合資格股東提呈發售：

OFFER BONDS IN THE PRINCIPAL AMOUNT OF HK\$0.074 FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE

於記錄日期每持有一(1)股現有股份獲發本金額0.074港元要約債券

If you wish to apply for any Offer Bonds, you should complete and sign this Application Form, and lodge the form(s) together with the appropriate remittance(s) for the full amount payable in respect of the Offer Bonds applied for and the buyer's ad valorem stamp duty payable by you with the Branch Share Registrar and Transfer Office of China Trends Holdings Limited in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong. All remittance(s) for application for the Offer Bonds must be in Hong Kong dollars and made payable to "KSLHK — CHINA TRENDS" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) for the Offer Bonds can be made by any person who are not Qualifying Shareholders.

閣下如欲申請認購任何要約債券，應填妥並簽署本申請表格，並將表格連同申請認購要約債券涉及之全數應繳款項之適當款項及閣下應支付之買方從價印花稅，交回中國趨勢控股有限公司於香港之股份過戶登記分處聯合證券登記有限公司，地址為香港灣仔駱克道33號中央廣場匯豐大廈A18樓。申請認購要約債券之所有款項必須為港元款項，且須以「只准入抬頭人賬戶」方式並以「KSLHK — CHINA TRENDS」為抬頭人劃線開出，以及須符合背頁所載手續。任何並非合資格股東之人士不得申請認購要約債券。



CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8171)

(股份代號: 8171)

To: China Trends Holdings Limited
The Offerors

致: 中國趨勢控股有限公司
要約人

Dear Sirs,

I/We, being the registered holder(s) named above of the Shares as set out in Box A overleaf as at the close of business on Tuesday, 1 December 2015, enclose a remittance* for the amount payable in full (including the buyer's ad valorem stamp duty payable by me/us) on application for the principal amount of Offer Bonds specified in Box B (or, if and only if Box D is completed, in Box D) at an Offer price of HK\$0.074 for Offer Bond in the principal amount of HK\$0.074. I/We accept such principal amount of Offer Bonds on the terms and conditions of the Prospectus and subject to the articles of association of China Trends Holdings Limited and I/we hereby undertake and agree to apply for the same or any lesser principal amount of such Offer Bonds in respect of which this application may be made. I/We authorise China Trends Holdings Limited to place my/our name(s) on the register of members as the holder(s) of the corresponding number of Offer Conversion Shares and to send share certificate(s) for such Offer Conversion Shares by ordinary post at my/our own risk to the relevant address specified in this Application Form. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby. I/We hereby represent and warrant to China Trends Holdings Limited and the Offerors that each of the representations and warranties set forth therein is true and correct in all material respects as at the time of signing of this Application Form and I/we further acknowledge that such representations and warranties shall continue to be true and accurate up to and including the date of completion of the Clawback Offer.

敬啟者:

本人/吾等為於二零一五年十二月一日(星期二)營業時間結束時背頁甲欄所載股份之登記持有人,現申請本金額為0.074港元之要約債券按0.074港元之要約價認購乙欄(或倘已填妥丁欄,則丁欄)所列之要約債券本金額,並附上須於申請時繳足之款項*(包括本人/吾等應付之買方從價印花稅)。本人/吾等謹此依照章程之條款及條件,以及在中國趨勢控股有限公司之組織章程細則規限下,接納有關本金額之要約債券,而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之要約債券本金額。本人/吾等謹此授權中國趨勢控股有限公司將本人/吾等之姓名列入股東名冊,作為相應數目要約換股股份之持有人,並將該等要約換股股份股票按本申請表格所列之有關地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續,並同意受其約束。本人/吾等謹此聲明並向中國趨勢控股有限公司及要約人保證,本文件所載各項聲明及保證在簽署本申請表格時在所有重大方面均屬真實及準確,且本人/吾等明白,該等聲明及保證將繼續屬真實及準確,直至回補要約事項完成日期(包括該日)為止。

Please insert
contact telephone
number
請填上聯絡電話號碼

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

Signature(s) of the Qualifying Shareholder(s) (all joint shareholder(s) must sign)
合資格股東簽署(所有聯名股東均須簽署)

Date _____, 2015

日期: 二零一五年 _____

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

Principal amount of Offer Bonds applied for (being the total specified in Box D, failing which, the total specified in Box B) 申請認購要約債券本金額 (即丁欄或,如未有填妥, 則乙欄所列明之總額)	Total amount of remittance (including the buyer's ad valorem stamp duty) (being the total amount specified in Box D, failing which, the total amount specified in Box C) 款項總額(包括買方從價印花稅) (即丁欄或,如未有填妥, 則乙欄所列明之款項總額)	Name of bank on which cheque/cashier's order is drawn 支票/銀行本票之付款銀行名稱	Cheque/Cashier's order number 支票/銀行本票號碼
HK\$ 港元	HK\$ 港元		

- * cheques drawn on a bank account maintained with, or a cashier's order issued by, a licensed bank in Hong Kong should be made payable to "KSLHK — CHINA TRENDS" and crossed "**ACCOUNT PAYEE ONLY**" (see the section headed "Procedures for Application" on the reverse side of this form).
- * 以香港持牌銀行之銀行賬戶開出之支票或由香港持牌銀行發出之銀行本票須以「只准入抬頭人賬戶」方式並以「KSLHK — CHINA TRENDS」為抬頭人劃線開出(請參閱本表格背頁「申請手續」一節)。

Valid application for such principal amount of Offer Bonds which is less than or equal to an applicant's entitlement will be accepted. If no principal amount is inserted in Box D in this Application Form, you will be deemed to have applied for the maximum principal amount of the Offer Bonds which you are entitled to apply for as shown in Box B in this Application Form, and the total amount payable by you shall be the amount as shown in Box C in this Application Form. If the amount of the remittance received is less than that required for the principal amount of Offer Bonds applied for (being the total specified in Box D, or failing which, the total specified in Box B in this Application Form), your application will be REJECTED. Application will be deemed to have been made for a principal amount of Offer Bonds and the principal amount of Offer Bonds applied for will be rounded down to the nearest principal amount of Offer Bonds (i.e. any application to purchase a fraction of an Offer Bond will be disregarded).

認購要約債券本金額少於或相等於申請人配額之有效申請將獲接納。倘本申請表格丁欄並無填上本金額,則閣下將被視作申請認購本申請表格乙欄所示。閣下有權申請認購要約債券之最高本金額,而閣下應付之款項總額將為本申請表格丙欄所示數額。倘所收到之款項少於就所申請認購要約債券本金額須支付者(即丁欄所示總數,或未填妥丁欄,則為本申請表格乙欄所示總數),則閣下之申請將被拒絕受理。申請將被視作為申請認購之要約債券本金額而作出,而所申請認購之要約債券本金額將會向下調整至最接近之要約債券本金額(即任何購買零碎要約債券之申請將不予受理)。

Representations and Warranties 聲明及保證

By signing and returning this Application Form, you warrant and represent to China Trends Holdings Limited and the Offerors that as at the time of signing of this Application Form: 透過簽署並交回本申請表格,閣下向中國趨勢控股有限公司及要約人保證及聲明,於簽署本申請表格時:

- you have the legal right and full power and authority to make the application for the Offer Bonds proposed to be offered to you;
閣下有法定權利及十足權力及授權申請認購向閣下提呈發售之要約債券;
- your application for the Offer Bonds will not result in a breach of any law or regulatory requirement or any provision of any agreement, licence or other instrument to which you are a party to or by which you are bound; and
閣下之要約債券認購申請將不會導致違反任何法律或監管規定或任何協議、許可或其他文據(閣下為其中之當事人或受其約束)之任何條文;及
- no consent or approval from third parties is required for the application by you for the Offer Bonds pursuant to the terms and conditions of the Prospectus.
毋須就閣下根據章程之條款及條件申請認購要約債券而獲得第三方同意或批准。

Each of the representations and warranties set out above shall continue to be true and accurate up to and including the date of completion of the Offering.
上述各項聲明及保證將繼續屬真實及準確,直至要約事項完成日期(包括該日)為止。



CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8171)

CONDITIONS

- No receipt will be issued for sums received on application but it is expected that share certificate(s) for Offer Conversion Shares for any Offer Bonds in respect of which the application is accepted will be sent to the successful applicant or, in the case of joint shareholders, to the first-named applicant by ordinary post, at their own risk, at the relevant address specified in this Application Form.
- By completing and submitting this Application Form, you instruct and authorise China Trends Holdings Limited and/or the Offerors (or its agent or nominee acting on its behalf) to make and execute on your behalf any transfer forms, contract notes or other documents deemed necessary or appropriate by any of them and, where considered by any of them to be necessary or applicable, to cause any such transfer form and/or contract note executed on your behalf to be stamped and to cause an endorsement to be made thereon in accordance with the provisions of the Stamp Duty Ordinance (Chapter 17 of the Laws of Hong Kong).
- Completion of this Application Form will constitute an instruction and authorisation by you to any director of China Trends Holdings Limited and/or the Offerors or some person authorised by them for the purpose, on behalf of you, to execute any registration of this Application Form or other documents and, generally, to do all such other things as such person may consider necessary or desirable to effect registration in the name of you of the Offer Bonds applied for or any lesser number in accordance with the arrangements described in the Prospectus.
- You, being the applicant of the Offer Bonds, undertake to sign all documents and to do all other acts necessary to enable you to be registered as the holder of the Offer Bonds which you have applied for subject to the articles of China Trends Holdings Limited.
- It is your responsibility to ensure that the amount of remittance made by you in connection with the application is equal to the exact aggregate sum of the aggregate Offer Price payable in relation to all Offer Bonds (up to your entitlement) applied for by you and the buyer's ad valorem stamp duty at a rate of 0.1% of such aggregate Offer Price, which should be calculated in the following manner:

$$\begin{array}{l} \text{The aggregate amount of remittance payable} \\ = \\ \text{Principal amount of the Offer Bonds applied for by a Qualifying Shareholder} \\ \text{(Rounded to the nearest cent, with HK\$0.005 or more rounded upwards and any other amount less than HK\$0.005 being rounded downwards)} \\ + \\ \text{Principal amount of the Offer Bonds applied for by a Qualifying Shareholder} \\ \text{(Rounded up to the nearest dollar)} \times \\ \text{0.1\% (the buyer's ad valorem stamp duty)} \end{array}$$

Any application in respect of which a lesser amount of remittance is made will be rejected. Remittance(s) will be presented for payment upon receipt by the Offerors and all interest earned (if any) will be retained for the benefit of the Offerors. Application(s) in respect of which cheques or cashier's orders are dishonored upon first presentation are liable to be rejected.

- Your right to apply for the Offer Bonds is not transferable.
- China Trends Holdings Limited and/or the Offerors reserves the right to accept or refuse any application(s) for the Offer Bonds which does/do not comply with the procedures set out herein.
- It is important that you read the section headed "The Clawback Offer by the Offerors" set out in the Prospectus for more details.

PROCEDURES FOR APPLICATION

You may apply for such principal amount of Offer Bonds which is equal to or less than your entitlement set out in Box B by filling in this Application Form.

To apply for such principal amount of Offer Bonds which is less than your entitlement, you **MUST** enter in Box D of this Application Form the principal amount of Offer Bonds which you wish to apply for and the total amount payable (calculated in the manner set out in paragraph 7 of the Conditions set out above). If the amount of the corresponding remittance received is less than that required for the principal amount of Offer Bonds inserted, the application will be REJECTED.

If you wish to apply for the exact principal amount of Offer Bonds set out in Box B of this Application Form, you may leave Box D of this Application Form blank. If no principal amount is inserted in Box D, you will be deemed to have applied for the maximum principal amount of the Offer Bonds you are entitled to as shown in Box B, and the total amount payable by you shall be the amount shown in Box C. Your application will be rejected if you leave Box D blank and your remittance is less than the amount shown in Box C.

It is strongly recommended that if you are in any doubt as to the exact amount payable in relation to the Offer Bonds you have applied for, you should consult immediately the Branch Share Registrar and Transfer Office of China Trends Holdings Limited in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong in person or at its hotline (at 2849 3399) during normal business hours from 9:00 a.m. on Thursday, 3 December 2015 to 4:00 p.m. on Thursday, 17 December 2015.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Branch Share Registrar and Transfer Office of China Trends Holdings Limited in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong by no later than 4:00 p.m. on Thursday, 17 December 2015. All remittances must be made in Hong Kong dollars and by way of cheques drawn on a bank account maintained with, or a cashier's order issued by, a licensed bank in Hong Kong and made payable to "KSLHK — CHINA TRENDS" and crossed "Account Payee Only". Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Thursday, 17 December 2015, your right to apply for the Offer Bonds and all rights thereunder will be deemed to have been declined and will be cancelled.

Share certificate(s) for Offer Conversion Shares and refund cheque(s) (if any) is/are expected to be posted by ordinary post to the respective address specified in this Application Form on or around Wednesday, 30 December 2015 at your own risk. China Trends Holdings Limited will make a separate announcement if there is any change in relation to the above expected time and date.

TERMINATION OF THE UNDERWRITING AGREEMENT

Kingston (on behalf of the underwriters) may by notice in writing to the Offerors served prior to the Latest Time for Termination, terminate the Underwriting Agreement, on any of the following grounds:

- the success of the Clawback Offer would be materially and adversely affected by:
 - the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of Kingston (on behalf of the Underwriters) materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Clawback Offer; or
 - the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the underwriting agreement) of a political, military, financial, economic, industrial, fiscal, currency or market condition or equity securities or stock or other financial market conditions or any monetary or trading settlement system on conditions of other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, which may, in the opinion of Kingston (on behalf of the Underwriters) materially and adversely affect the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Clawback Offer or otherwise makes it inexpedient or inadvisable to proceed with the Clawback Offer; or
- any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of Kingston (on behalf of the Underwriters) is likely to materially or adversely affect the success of the Clawback Offer or otherwise makes it inexpedient or inadvisable to proceed with the Clawback Offer; or
- there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of Kingston (on behalf of the Underwriters) will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- any matter which, had it arisen or been discovered immediately before the date of the Prospectus Documents and not having been disclosed in the Prospectus Documents, would have constituted, in the absolute opinion of Kingston (on behalf of the Underwriters), a material omission in the context of the Clawback Offer; or
- any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement or the Circular or the Prospectus Documents or other announcements or circulars in connection with the Clawback Offer; or
- any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise.

Kingston (on behalf of the Underwriters) shall be entitled by notice in writing to the Offerors, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

Kingston (on behalf of the Underwriters) shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of any of the Underwriters; or
- any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of any of the Underwriters.

Any such notice shall be served by Kingston (on behalf of the Underwriters) prior to the Latest Time for Termination.



CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：8171)

條件

- 概不會就收到之申請認購款項發出收據，惟預期有關要約債券之申請獲接納之要約換股份股票將以平郵方式按本申請表格所列有關地址寄交成功申請人；如屬聯名股東，則寄交名列首位之申請人，郵誤風險概由有關申請人承擔。
- 閣下填妥及遞交本申請表格，即指示及授權中國趨勢控股有限公司及／或要約人(或代其行事之代理人或代名人)代表閣下作出及簽立其認為屬必需或合適之任何轉讓表格、成交單據或其他文件，並於其任何一方認為屬必需或合適之情況下，安排代表閣下簽立之任何該等轉讓表格及／或成交單據根據香港法例第117章印花稅條例之條文繳付印花稅及加上背書證明。
- 填妥本申請表格將構成閣下指示及授權中國趨勢控股有限公司及／或要約人之任何董事或彼等就此授權之其他人士代表閣下辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關人士可能認為必需或合宜之所有其他事宜，以根據章程所述安排，將閣下所申請認購之數目或較少數目之要約債券以閣下名義登記。
- 閣下(即要約債券之申請人)承諾簽署所有文件並採取一切其他必要行動，以讓閣下登記成為所申請認購要約債券之持有人，惟須符合中國趨勢控股有限公司之組織章程細則規定。
- 閣下有責任確保閣下就申請須繳付之款項金額準確相等於閣下就所申請認購之所有要約債券(最多為閣下之配額)應繳付之要約價總額與按該要約價總額之0.1%稅率繳納之買方從價印花稅之總和，其計算方法如下：

$$\text{應付款項總額} = \text{合資格股東所申請認購之要約債券本金額} + \left(\text{合資格股東所申請認購之要約債券本金額} \times \left(\frac{0.1\%}{100} \right) \right)$$

(四捨五入調整至最接近仙位，
0.005港元或以上向上調整，
而任何其他少於0.005港元之金額則向下調整)

(向上調整至最接近港元)

任何申請認購所涉款項如少於該金額將被拒絕受理。要約人收到款項後將隨即將之過戶，由此賺取之所有利息(如有)將撥歸要約人所有。倘支票或銀行本票未能於首次過戶時兌現，則有關申請將可能被拒絕受理。

- 閣下申請認購要約債券之權利不得轉讓。
- 中國趨勢控股有限公司及／或要約人保留權利接受或拒絕任何不符合本文件所載手續之要約債券認購申請。
- 有關更多詳情，閣下務請細閱章程所載「要約人提出回補要約」一節。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列閣下配額之要約債券本金額。

欲申請認購少於閣下配額之要約債券本金額，閣下必須在本申請表格丁欄內填上欲申請認購之要約債券本金額及應繳款項總額(按上文條件第7段所載方法計算)。倘所收到之相應款項少於所填上之要約債券本金額所需款項，則申請將被拒絕受理。

倘閣下欲申請認購本申請表格乙欄所列本金額之要約債券，則可不填寫本申請表格丁欄。如丁欄並無填上本金額，則閣下將被視作申請認購乙欄所示閣下有權申請認購要約債券之最高本金額，而閣下應付之款項總額將為丙欄所示數額。倘閣下不填寫丁欄而閣下之款項少於丙欄所示金額，則閣下之申請將被拒絕受理。

閣下如對本身申請認購要約債券所應付之準確金額有任何疑問，務請立即親身前往中國趨勢控股有限公司於香港之股份過戶登記分處聯合證券登記有限公司進行查詢，地址為香港灣仔駱克道33號中央廣場匯漢大廈A18樓，或於二零一五年十二月三日(星期四)上午九時正至二零一五年十二月十七日(星期四)下午四時正期間之一般營業時間內致電其熱線(電話號碼為2849 3399)。

填妥本申請表格並將適當款項相應地繫釘其上後，請將表格對摺並於二零一五年十二月十七日(星期四)下午四時正前交回中國趨勢控股有限公司於香港之股份過戶登記分處聯合證券登記有限公司，地址為香港灣仔駱克道33號中央廣場匯漢大廈A18樓。所有款項必須為港元款項。支票必須以香港持牌銀行之銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，且須以「只准入抬頭人賬戶」方式並以「KSLHK - CHINA TRENDS」為抬頭人劃線開出。除非本申請表格連同本申請表格丙欄或丁欄(視情況而定)所示之適當款項於二零一五年十二月十七日(星期四)下午四時正前收到，否則閣下申請認購要約債券之權利以及一切有關權利將視作被拒絕而予以註銷。

預期要約換股份股票及退款支票(如有)將於二零一五年十二月三十日(星期三)或前後按本申請表格上列明之有關地址以平郵方式寄予閣下，郵誤風險概由閣下自行承擔。倘有關上述預期時間及日期出現任何變動，中國趨勢控股有限公司將另行刊發公佈。

終止包銷協議

金利豐(代表包銷商)可基於下列任何理由於最後終止時限前向要約人送達書面通知終止包銷協議：

- 回補要約之成功將因下列事項而受到重大不利影響：
 - 頒佈任何新法規或現行法例或法規(或有關司法詮釋)出現任何改變或發生任何性質之事件，而金利豐(代表包銷商)可能全權認為對本集團之整體業務或財務或經營狀況或前景構成重大不利影響或對回補要約重大不利；或
 - 地方、國家或國際發生政治、軍事、金融、經濟、工業、財政、貨幣或市場情況或股本證券或股票或其他金融市場狀況或任何貨幣或交易結算系統或其他性質(不論是否與上述任何性質同類)情況之事件或變動(不論是否屬於包銷協議日期之前及／或之後發生或持續發展之連串事件或變動一部分)；或任何地方、國家或國際有任何性質之敵對行為或武裝衝突爆發或升級，而金利豐(代表包銷商)可能認為對本集團之整體財務或經營狀況或前景構成重大不利影響或對回補要約之成功造成重大不利損害或基於其他原因導致進行回補要約屬不宜或不智；或
- 市況發生任何不利轉變(包括但不限於財政或貨幣政策或外匯或貨幣市場出現變化、證券買賣暫停或受嚴重限制)，而金利豐(代表包銷商)全權認為很可能對回補要約之成功造成重大或不利影響或基於其他原因導致進行回補要約屬不宜或不智；或
- 本公司或本集團任何成員公司之情況出現任何變動，而金利豐(代表包銷商)全權認為將對本公司之前景構成不利影響，包括在不損害前述條文之一般性原則下，提出清盤呈請或通過決議案清盤或結業，或本集團任何成員公司發生類似事件，或本集團任何重大資產遭破壞；或
- 任何不可抗力事件，包括在不損害其一般性原則下，任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或停工；或
- 有關本集團整體業務或財務或經營狀況或前景之任何其他重大不利變動(無論是否與前述任何一項同類)；或
- 金利豐(代表包銷商)全權認為倘在緊接章程文件日期前出現或發現而並無於章程文件內披露之任何對回補要約構成重大遺漏之事宜；或
- 一般證券或本公司證券在聯交所暫停買賣超過十個連續營業日，不包括涉及核准該公佈或該通函或章程文件或與回補要約有關之其他公佈或通函而暫停買賣；或
- 於聯交所買賣之股份因特殊金融情況或其他原因而遭任何禁售、暫停買賣或重大限制。

金利豐(代表包銷商)將有權於最後終止時限前向要約人送達書面通知終止包銷協議。

倘於最後終止時限前發生以下事項，則金利豐(代表包銷商)有權發出書面通知撤銷包銷協議：

- 任何包銷商得悉包銷協議所載任何保證或承諾遭重大違反；或
- 任何包銷商得悉於包銷協議日期或之後及於最後終止時限前發生任何事件或出現任何事宜，而倘其於包銷協議日期前發生或出現將導致包銷協議所載之任何保證變得更在任何重大方面失實或不正確。

金利豐(代表包銷商)須於最後終止時限前送達任何有關通知。