

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

METHODS OF APPLYING FOR THE PUBLIC OFFER SHARES

To make an application for the Public Offer Shares, you may use a **WHITE** or **YELLOW** Application Form. Except where you are a nominee and provide the required information in your application, you or you and your joint applicant(s) may not make more than one application (whether individually or jointly) by applying on a **WHITE** or **YELLOW** Application Form.

You may apply for Public Offer Shares under the Public Offer or indicate an interest for Placing Shares under the Placing, but may not do both.

WHO CAN APPLY FOR THE PUBLIC OFFER SHARES

You can apply for Public Offer Shares if you or any person(s) for whose benefit you are applying are an individual, and:

- are 18 years of age or older;
- have a Hong Kong address;
- are outside the United States and will be acquiring the Public Offer Shares in an offshore transaction (as defined in Regulation S);
- are not a US Person (as defined in Regulation S); and
- are not a legal or natural person of the PRC (except qualified domestic institutional investors or those who have obtained approval from competent regulatory authorities).

If an application is made by a person duly authorised under a valid power of attorney, the Joint Lead Managers (or their respective agents or nominees) may accept it at their discretion, and subject to any conditions they think fit, including production of evidence of the authority of the attorney.

The number of joint applicants may not exceed four.

Our Company, the Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) or their respective agents or nominees have full discretion to reject or accept any application, or to accept only part of any application. No reasons have to be given for any rejection or acceptance.

The Public Offer Shares are not available to existing beneficial owners of Shares, our Directors, or chief executive officers or their respective associates or any other connected persons (as defined in Chapter 1 of the Listing Rules) of our Company or persons who will become connected persons (as defined in Chapter 1 of the Listing Rules) of our Company immediately upon completion of the Share Offer.

You should also note that you may apply for Shares under the Public Offer or indicate an interest for Shares under the Placing, but may not do both.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

WHICH APPLICATION METHOD YOU SHOULD USE

Use a **WHITE** Application Form if you want the Public Offer Shares to be issued in your own name.

Use a **YELLOW** Application Form if you want the Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant.

Note: Except in the circumstances permitted under the Listing Rules, the Offer Shares are not available for subscription by existing beneficial owners of the Shares, the Directors or chief executive of our Company or any of its subsidiaries or the associates of any of them, or any other connected persons (as defined in Chapter 1 of the Listing Rules) of our Company or persons who will become connected persons (as defined in Chapter 1 of the Listing Rules) of our Company immediately upon completion of the Share Offer.

WHERE TO COLLECT THE APPLICATION FORMS

Copies of this prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 27 September 2012 until 12:00 noon on Thursday, 4 October 2012 from:

HANG SENG BANK LIMITED

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

The **YELLOW** Application Forms, together with copies of this prospectus, may be obtained during normal business hours from 9:00 a.m. on Thursday, 27 September 2012 until 12:00 noon on Thursday, 4 October 2012 at the Depository Counter of HKSCC located at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong. Your stockbroker may also have the **YELLOW** Application Forms and the prospectus available.

HOW TO COMPLETE THE APPLICATION FORMS

There are detailed instructions on each Application Form. You should read those instructions carefully. If you do not follow the instructions, your application may be rejected and returned by ordinary post together with the accompanying cheque or banker's cashier order to you (or the first-named applicant in the case of joint applicants) at your own risk to the address stated in the Application Form.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

If your application is made through a duly authorised attorney, our Company, the Sponsor, the Joint Lead Managers and/or their respective agents or nominees may accept it at their respective discretion, and subject to any conditions as any of them may think fit, including evidence of the authority of your attorney.

You should note that by completing and submitting an Application Form, among other things:

- (a) you confirm that you have only relied on the information and representations contained in this prospectus in making your application and will not rely on any other information or representations save as set out in any supplement to this prospectus;
- (b) you agree that none of our Company, the Sponsor, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisors and any other parties involved in the Share Offer is or will be liable for any information and representations not contained in this prospectus (and any supplement thereto) and the Application Forms;
- (c) you undertake and confirm that you (if the application is made for your benefit) or the person(s) or whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for, take up, or indicate an interest for, any Placing Shares nor otherwise participated in the Placing; and
- (d) you agree to disclose to our Company, and/or the share registrars, receiving bankers, the Sponsor, the Joint Lead Managers, the Underwriters and their respective advisers and agents any personal data and any information which they require about you and the person(s) for whose benefit you have made the application.

In order for the **YELLOW** Application Form to be valid:

You, as the applicant(s), must complete the form as indicated below and sign on the first page of the Application Form. Only written signature will be accepted.

- (a) **if the application is made through a designated CCASS Participant (other than a CCASS Investor Participant):**
 - the designated CCASS Participant must endorse the form with its company chop (bearing its company name) and insert its CCASS Participant ID in the appropriate box in the Application Form.
- (b) **if the application is made by an individual CCASS Investor Participant:**
 - (i) the Application Form must contain the CCASS Investor Participant's full name and Hong Kong identity card number; and
 - (ii) the individual CCASS Investor Participant must insert its CCASS Participant ID in the appropriate box in the Application Form.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

- (c) **if the application is made by joint individual CCASS Investor Participants:**
- (i) the Application Form must contain all joint CCASS Investor Participants' names and the Hong Kong identity card numbers of all of the joint CCASS Investor Participants; and
 - (ii) the CCASS Participant ID must be inserted in the appropriate box in the Application Form.
- (d) **if the application is made by a corporate CCASS Investor Participant:**
- (i) the Application Form must contain the CCASS Investor Participant's company name and the Hong Kong business registration certificate number; and
 - (ii) the CCASS Participant ID must be inserted and the company chop (bearing the CCASS Investor Participant's company name) chopped in the appropriate box in the Application Form.

Incorrect or omission of details of the CCASS Participant (include participant ID and/or company chop bearing its company name) or other similar matters may render your application invalid.

If your application is made through a duly authorised attorney, our Company, the Sponsor, the Joint Lead Managers and/or their respective agents or nominees may accept the application at their discretion, and subject to any conditions they think fit, including evidence of the authority of your attorney. Our Company, the Sponsor, the Joint Lead Managers and/or their respect agents or nominees will have full discretion to reject or accept any application, in full or in part, without assigning any reasons.

Nominees who wish to submit separate applications in their names on behalf of different beneficial owners are requested to designate on each Application Form in the box marked "For nominee(s)" account numbers or other identification codes for each beneficial owner or, in the case of joint beneficial owners, for each joint beneficial owner.

HOW MANY APPLICATIONS YOU MAY MAKE FOR THE PUBLIC OFFER SHARES

There is only one situation where you may make more than one application for the Public Offer Shares. You may make more than one application for the Public Offer Shares 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 Form in your own name on behalf of different beneficial owners. In the box on the relevant Application Form marked "For nominee(s)" 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.**

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

It will be a term and condition of all applications that by completing and delivering an Application Form, you:

- if the 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;
- if you are an agent for another person, warrant that reasonable enquiries have been made of the beneficial owner 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 the relevant Application Form as that other person's agent.

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 100% of the Public Offer Shares initially available for subscription under the Public Offer; or
- have applied for, taken up or received, or indicated an interest for the Placing Shares or otherwise participated in the Placing and make application on **WHITE** or **YELLOW** Application Form.

All of your applications will also be rejected as multiple applications if more than one application is made for your benefit or you have applied for, taken up or received any Placing Shares or indicated an interest for the Placing or otherwise participated in 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 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/or

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

- 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).

HOW MUCH ARE THE PUBLIC OFFER SHARES

The maximum Offer Price is HK\$0.94 per Offer Share. You must also pay brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%. This means that for every board lot of 2,500 Public Offer Shares, you will pay HK\$2,373.69. Each Application Form has a table showing the exact amount payable for certain multiples of the Public Offer Shares. You must pay the maximum Offer Price, the brokerage, the Stock Exchange trading fee and the SFC transaction levy in full when you apply for the Public Offer Shares.

Your payment must be made by one cheque or one banker's cashier order and must comply with the terms of the related Application Forms (if you apply by an Application Form). Your cheque or banker's cashier order will not be presented for payment before 12:00 noon on Thursday, 4 October 2012. If your application is successful, the brokerage is paid to participants of the Stock Exchange, the transaction levy is paid to the Stock Exchange collecting on behalf of the SFC, and the trading fee is paid to the Stock Exchange. If the Offer Price as finally determined is less than HK\$0.94 per Offer Share, appropriate refund payments (including the related brokerage, the Stock Exchange trading fee and the SFC transaction levy attributable to the surplus application monies) will be made to applicants, without interests. Details of the procedures for refund are contained below in the section headed "Despatch/collection of Share certificates and refund of application money".

Our Company will not issue temporary documents of title, evidence of title or receipt for payment.

TIME FOR APPLYING FOR THE PUBLIC OFFER SHARES

WHITE and YELLOW Application Forms

Completed **WHITE** or **YELLOW** Application Forms, with payment attached, must be lodged by 12:00 noon on Thursday, 4 October 2012, or, if the application lists are not open on that day, then by the time and date stated in the paragraph headed "Effect of bad weather on the opening of the application lists".

Your completed Application Form, with payment in Hong Kong dollars for the full amount payable on application attached, should be deposited in the special collection boxes provided at any one of the branches of Hang Seng Bank Limited listed under the paragraph headed "Where to collect the Application Forms" above at the following times:

Thursday, 27 September 2012	—	9:00 a.m. to 5:00 p.m.
Friday, 28 September 2012	—	9:00 a.m. to 5:00 p.m.
Saturday, 29 September 2012	—	9:00 a.m. to 1:00 p.m.
Wednesday, 3 October 2012	—	9:00 a.m. to 5:00 p.m.
Thursday, 4 October 2012	—	9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 4 October 2012.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

Application Lists

Subject to the events as described in the paragraph headed “Effect of bad weather on the opening of the application lists” below, the application lists will open at 11:45 a.m. and close at 12:00 noon on Thursday, 4 October 2012.

No proceedings will be taken on application for the Shares and no allotment of any such Shares will be made until the closing of the application lists.

EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS

The application lists will not open if there is:

- a tropical cyclone warning signal number 8 or above, or
- a “black” rainstorm warning signal

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, 4 October 2012.

Instead they will open between 11:45 a.m. and 12:00 noon on the next business day which does not have either of those warning signals in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon.

EFFECT OF MAKING AN APPLICATION

- (a) By making an application for the Public Offer Shares, you (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 shall be deemed to have:
- **instructed** and **authorised** the Company and/or the Sponsor and/or the Joint Lead Managers (or their respective agents or nominees) to execute any transfer forms, contract notes or other documents on your behalf and to do on your behalf all things necessary to register any Public Offer Shares allotted to you in your name(s) (for **WHITE** Application Form), or HKSCC Nominees (for **YELLOW** Application Form), as the case may be, as required by the Articles of Association and otherwise to give effect to the arrangements described in this prospectus and the relevant Application Form;
 - **authorised** the Company to place your name(s) (for **WHITE** Application Form) or the name of HKSCC Nominees (for **YELLOW** Application Form), as the case may be, on the register of members of the Company as the holder(s) of any Public Offer Shares allotted to you, and the Company and/or its agents to send any Share certificate(s) and/or any refund cheque(s) (where applicable) to you or, in case of joint applicants, the first-named applicant in your Application Form by ordinary post at your own risk to the address stated on your Application Form (except that if you have applied for 1,000,000 Public Offer Shares or more and have indicated on your Application Form that you will collect your Share certificate(s) and refund cheque(s) (where applicable) in person, you can collect your Share certificate(s) and/or refund cheque(s) (where applicable) in person between 9:00 a.m. and 1:00 p.m. on

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

Wednesday, 17 October 2012 from the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong);

- **undertaken** to sign all documents and to do all things necessary to enable you (for **WHITE** Application Form) or HKSCC Nominees (for **YELLOW** Application Form), as the case may be, to be registered as the holder of the Public Offer Shares allocated to you, and as required by the Articles of Association;
- **represented, warranted and undertaken** that you, and the persons for whose benefit you are applying, are not restricted by any applicable laws of Hong Kong or elsewhere from making your application, paying any application 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 U.S. Securities Act and you, and the persons for whose benefit you are applying, are not a U.S. person (within the meaning of Regulation S under the U.S. Securities Act) or a person to or by whom the allotment of or application for the Public Offer Shares is made would require the Company, the Sponsor and/or the Joint Lead Managers and/or the other Public Offer Underwriter to comply with any requirements under any laws or regulations (whether or not having the force of law) of any territory outside Hong Kong;
- **confirmed** that you have received a copy of this prospectus and have only relied on the information and representations in this prospectus and the Application Form in making your application and that you will not rely on any other information and representations save as set forth in any supplement to this prospectus;
- **agreed** that the Company, the Sponsor, the Joint Lead Managers, the Public Offer Underwriter, any other parties involved in the Share Offer, and their respective directors, officers, employees, partners, agents and advisers are liable only for the information and representations contained in this prospectus, the Application Forms and any supplement to this prospectus;
- **agreed** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not revoke or rescind it because of an innocent misrepresentation or other than as provided in this prospectus;
- (if the application is made by an agent on your behalf) **warranted** that you have validly and irrevocably conferred on your agent all necessary power and authority to make the application;
- (if the application is made for your own benefit) **warranted** that it is the only application which has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form;
- (if you are an agent for another person) **warranted** that reasonable enquiries have been made of that other person that it 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 the Application Form as that other person's agent;

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

- **agreed** that your application, any acceptance of it and the resulting contract shall be governed by and construed in accordance with the laws of Hong Kong;
- **agreed** that once your application is accepted, your application will be evidenced by the results of the Public Offer made available by the Company;
- **undertaken** and **confirmed** that you (if the application is made for your benefit) or the person(s) for whose benefit you have made the application have not applied for or taken up or indicated an interest in or received or been placed or allocated (including conditionally and/or provisionally) and will not apply for or take up or indicate any interest in any Placing Shares in the Placing, nor otherwise participate in the Placing;
- **warranted** the truth and accuracy of the information contained in your application;
- **agreed** to disclose to the Company, the Hong Kong Branch Share Registrar, the receiving bankers, the Sponsor, the Joint Lead Managers, the Public Offer Underwriter and their respective advisers, agents or nominees personal data and any information which they require about you or the person(s) for whose benefit you have made the application;
- **agreed** with the Company, for itself and on behalf of each Shareholder, to observe and comply with the Companies Ordinance, the Companies Law and the Articles of Association;
- **confirmed** that you have read the terms and conditions and the application procedures set out in the Application Forms and this prospectus and agree to be bound by them;
- **confirmed** that you are aware of the restrictions on offering of the Offer Shares described in this prospectus;
- **agreed** and **undertaken** to accept the Public Offer Shares applied for, or any lesser number allocated to you under the application;
- **agreed** with the Company and each Shareholder that the Shares are freely transferable by the holders thereof;
- if the laws of any place outside Hong Kong are applicable to your application, **agreed** and **warranted** that you have complied with all such laws and none of the Company, the Sponsor, the Joint Lead Managers, the Public Offer Underwriter and the other parties involved in the Public Offer nor any of their respective directors, employees, partners, agents, officers and advisers will infringe any laws outside Hong Kong as a result of the acceptance of your offer to subscribe, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus and the Application Forms; and
- **understood** that the above declaration and representations will be relied upon by the Company, the Sponsor, the Joint Lead Managers, the Public Offer Underwriter and their respective agents or nominees in deciding whether or not to make any allotment of Public Offer Shares in response to your application and that you may be prosecuted for making any false declaration.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

- (b) If you apply for the Public Offer Shares using a **YELLOW** Application Form, in addition to the confirmations and agreements referred to (a) above, you (and if you are joint applicants, each of you jointly and severally) shall be deemed to have:
- **agreed** that any Public Offer Shares to be allotted to you shall be registered in the name of HKSCC Nominees and deposited directly into CCASS operated by HKSCC for credit to your CCASS Investor Participant's stock account or the stock account of your designated CCASS Participant in accordance with your election on the Application Form;
 - **agreed** that each of HKSCC and HKSCC Nominees reserves the right at its absolute discretion (1) not to accept any or part of the Public Offer Shares allotted to you to be registered in the name of HKSCC Nominees or not to accept such Public Offer Shares for deposit into CCASS; (2) to cause such Public Offer Shares to be withdrawn from CCASS and transferred into your name (or if you are joint applicants, to the name of the first-named applicant) at your own risk and costs; (3) to cause such Public Offer Shares to be registered in your name (or if you are joint applicants, to the name of the first-named applicant) and in such a case, to post the certificate(s) for such 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;
 - **agreed** that each of HKSCC and HKSCC Nominees may adjust the number of Public Offer Shares issued in the name of HKSCC Nominees;
 - **agreed** that neither HKSCC nor HKSCC Nominees shall have any liability for the information and representations not so contained in this prospectus and the Application Form; and
 - **agreed** that neither HKSCC nor HKSCC Nominees shall be liable to you in any way.

The Company, the Sponsor, the Joint Lead Managers, the Public Offer Underwriters, their respective affiliates and directors, officers, employees, agents, advisers and any other parties involved in the Public Offer are entitled to rely on any warranty, representation or declaration made by you in your application. In respect of any joint application, all the warranties, representations, declarations and obligations expressed to be made, given or assumed by or imposed on the joint applicants shall be deemed to have been made, given or assumed by or imposed on the applicants jointly and severally. You may be prosecuted if you make a false declaration.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED THE PUBLIC OFFER SHARES

Full details of the circumstances in which you will not be allocated the Public Offer Shares are set out in the notes attached to the related Application Forms, and you should read them carefully. You should note, in particular, the following situations in which the Public Offer Shares will not be allocated to you:

If your application is revoked

By depositing the **WHITE** or **YELLOW** Application Form, you agree that your application cannot be revoked on or before the expiration of the fifth business day after the time of the opening of the application lists.

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 Public Offer Shares to any person before the end of the fifth business day after the time of opening of the application lists except by means of one of the procedures referred to in this prospectus.

Your application may only be revoked on or before the fifth business day after time of the closing of the application lists, if a person responsible for this prospectus under section 40 of the Companies Ordinance gives a public notice under that section which excludes or limits the responsibility of that person for this prospectus.

If any supplement to this prospectus is issued, applicants 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 applicants have not been so notified, or if applicants have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted will 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 this prospectus as supplemented.

If your application has been accepted, it cannot be revoked. Acceptance of application which are not rejected will be constituted by notification in the announcement 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 satisfaction of such conditions or the results of such ballot, respectively.

At the full discretion of the Company, the Sponsor, the Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) or their respective agents, your application is rejected. The Company, the Sponsor and the Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) or their respective agents and nominees as agents of the Company, have the full discretion to reject or accept any application, in whole or in part, without assigning any reason therefore.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

If your application is rejected

Your application will be rejected if:

- it is a multiple application or a suspected multiple application; or
- you or the person for whose benefit you are applying have applied for or taken up, received or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) the Placing Shares. Reasonable steps will be taken to identify and reject applications in the Public Offer from investors who have received the Placing Shares; and to identify and reject indications of interest in the Placing from investors who have received Public Offer Shares in the Public Offer; or
- your Application Form is not completed correctly in accordance with the instructions printed thereon (if you apply by an Application Form); or
- your payment is not made correctly; or
- you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonoured on its first presentation; or
- the Company or any of its agents believes that by accepting your application, the Company would violate the applicable laws, rules or regulations of the jurisdiction in which your application is, or is suspected to have been, completed and/or signed or of any other jurisdiction; or
- your application is for more than 100% of the Public Offer Shares initially available for subscription by the public.

If your application is not accepted

Your application will not be accepted if either:

- the Public Offer Underwriting Agreement does not become unconditional; or
- the Public offer Underwriting Agreement is terminated in accordance with its terms and conditions; or
- no agreement has been reached on the Offer Price on or before the Price Determination Date.

If the allotment of Public Offer Shares is void

Any allotment of the Public Offer Shares to you or to HKSCC Nominees (if you apply by a **YELLOW** Application Form) will be void if the Listing Committee does not grant the approval of the listing of, and permission to deal in, 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 notifies the Company of that longer period within 3 weeks of the closing of the application lists.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

PUBLICATION OF RESULTS

The Company expects to announce the final Offer Price, the level of indication of interest under the Placing and the basis of allotment of the Public Offer Shares under the Public Offer on or before Wednesday, 17 October 2012 on the Company's website at www.sunley-fdn.com.hk and the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration certificate numbers of successful applicants (where supplied) and the number of Offer Shares successfully applied for under **WHITE** or **YELLOW** Application Forms (in addition to the announcements in newspapers referred to above) 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 website of the Stock Exchange at www.hkexnews.hk on Wednesday, 17 October 2012 onwards;
- on the website at www.tricor.com.hk/ipo/result on a 24-hour basis from 8:00 a.m. on Wednesday, 17 October 2012 to 12:00 midnight 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 Company's Public Offer allocation results telephone enquiry hotline. Applicants may find out whether or not their applications have been successful and the number of Offer Shares allocated to them, if any, by calling 3691 8488 between 9:00 a.m. and 6:00 p.m. from Wednesday, 17 October 2012 to Monday, 22 October 2012 (excluding Saturday, Sunday and public holidays); and
- special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches and sub-branches of the receiving bank from Wednesday, 17 October 2012 to Friday, 19 October 2012 at the addresses set out in the paragraph headed "Where to collect the Application Forms".

DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND OF APPLICATION MONEY

No temporary documents of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. However, your cheque or banker's cashier order will not be presented for payment before 12:00 noon on Thursday, 4 October 2012. The Company will keep any interest accrued on your application monies (up till, in the case of monies to be refunded, the date of despatch of refund cheque).

Any certificate relating to the Offer Shares issued by the Company or deposited into CCASS prior to 8:00 a.m. on the Listing Date will only become valid certificate of title at 8:00 a.m. on the Listing Date if the Public Offer has become unconditional in all aspects and the Underwriting Agreements have not been terminated in accordance with their terms on or before 8:00 a.m. on the Listing Date.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

Your application money, or an appropriate portion thereof, together with the related brokerage fee, Stock Exchange trading fee and the SFC transaction levy, will be refunded, without interest if:

- your application is rejected, not accepted or only accepted in part;
- the Offer Price as finally determined is less than the maximum indicative Offer Price;
- the conditions of the Share Offer are not fulfilled in accordance with the section headed “Structure of the Share Offer” in this prospectus;
- any application is revoked or any allocation pursuant thereto has become void; or
- any of the reasons set forth under “Circumstances in which you will not be allotted the Public Offer Shares”.

It is intended that special efforts will be made to avoid any undue delay in refunding application money where appropriate.

You will receive one share certificate for all the Public Offer Shares issued to you (except pursuant to applications made on **YELLOW** Application Forms where the share certificate will be deposited into CCASS as described below under “Deposit of share certificates into CCASS” below).

Subject to the provisions mentioned below, in due course there will be sent to you by ordinary post, at your own risk to the address specified on your Application Form:

- for applicants on **WHITE** Application Forms: (i) share certificate for all the Public Offer Shares applied for, if your application is wholly successful; or (ii) share certificate for the number of allocated Public Offer Shares, if your application is partially successful; and/or
- for applicants on **WHITE** and **YELLOW** Application Forms, a refund cheque crossed “Account Payee Only” in favour of the applicant (or, in the case of joint applicants, the first-named applicant) for: (i) the excessive application money for the Public Offer Shares unsuccessfully applied for, if the application is partially unsuccessful; or (ii) all the application money, if the application is wholly unsuccessful; and/or (iii) the difference between the Offer Price as determined and the maximum indicative Offer Price, payable upon application, in the event that the Offer Price is lower than the maximum indicative Offer Price, in each case including related brokerage of 1%, the Stock Exchange trading fee of 0.005% and the transaction levy of 0.003% imposed by the SFC, without interest. 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 the 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 the 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.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

In a contingency situation involving a very high level of over-subscription, at the discretion of the Company and the Sponsor, applications for certain small denominations of the Public Offer Shares may be eliminated in a pre-balloting. In such circumstances, the cheques or banker's cashier orders accompanying such applications on the Application Forms will not be presented for clearing.

Subject as mentioned below, refund cheques (if any) and share certificates for successful applicants under **WHITE** Application Forms are expected to be despatched on Wednesday, 17 October 2012. We reserve the right to retain any share certificates and any excessive application money pending clearance of cheque(s) or banker's cashier order(s).

If you have applied for 1,000,000 Public Offer Shares or more on a **WHITE** or **YELLOW** Application Form and have indicated your intention on your Application Form to collect your refund cheque (where applicable) and/or (for applicants using **WHITE** Application Forms) share certificate (where applicable) from our Hong Kong Branch Share Registrar, Tricor Investor Services Limited, and have provided all information required by your Application Form, you may collect (where applicable) your refund cheque and/or (where applicable) share certificate from our Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong on Wednesday, 17 October 2012 from 9:00 a.m. to 1:00 p.m. or any other date notified by us in the newspapers as the date of despatch of share certificates/refund cheques.

If you are an individual who opts for collection in person, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for collection in person, the authorised representative bearing a letter of authorisation from the corporation stamped with the corporation's chop must be presented for collection. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to our Hong Kong Branch Share Registrar. If you do not collect your share certificate and/or refund cheque during the above period, they will be despatched promptly to you by ordinary post to the address as specified in your Application Form 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 Public Offer Shares or more on a **WHITE** or **YELLOW** Application Form but have not indicated in your Application Form that you wish to collect your share certificate (where applicable) and/or refund cheque (if applicable) in person, the share certificate (where applicable) and/or refund cheque (if applicable) will be sent to the address as stated on your Application Form on Wednesday, 17 October 2012 or any other date notified by us in the newspapers as the date of despatch of share certificates/refund cheques by ordinary post and at your own risk.

Deposit of share certificates into CCASS

If you apply for the Public Offer Shares using a **YELLOW** Application Form and your application is wholly or partially successful, your share certificate will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant's stock account or the stock account of your designated CCASS Participant as instructed by you on Wednesday, 17 October 2012, or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

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 CCASS Investor Participant), you can check the number of the Public Offer Shares allotted to you with that CCASS Participant.

We expect to publish the application results of CCASS Investor Participants using **YELLOW** Application Form on Wednesday, 17 October 2012. You should check the announcement published by us and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, 17 October 2012 or such other date as shall be determined by HKSCC or HKSCC Nominees.

If you are applying as a CCASS Investor Participant, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participant" in effect from time to time) immediately after the credit of the Public Offer Shares to your stock account. HKSCC will also make available to you an activity statement showing the number of Public Offer Shares credited to your stock account.

SHARES WILL BE ELIGIBLE FOR CCASS

All necessary arrangements have been made enabling the Shares to be admitted into the Central Clearing and Settlement System, or CCASS, established and operated by the Hong Kong Securities Clearing Company Limited, or HKSCC.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and our Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date HKSCC chooses.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

DEALING ARRANGEMENTS

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on the Listing Date, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 18 October 2012. Our Shares will be traded in board lots of 2,500 Shares each.