

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED
本申請表格必須整份交回方為有效

Application Form Number
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 27 JULY 2015.

本申請表格(「申請表格」)具有價值,但不可轉讓,並僅供下列合資格股東使用。二零一五年七月二十七日(星期一)下午四時正後不得提出申請。

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

閣下如對本申請表格或應採取之行動有任何疑問,應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of Chinese Energy Holdings Limited dated 13 July 2015 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外,本申請表格所用之詞彙與華夏能源控股有限公司於二零一五年七月十三日刊發之招股章程(「發售章程」)所界定者具相同涵義。

Dealings in the Shares and the Offer Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份及發售股份之買賣可透過中央結算系統進行結算,而有關結算安排之詳情及該等安排對閣下權利及權益可能產生之影響,閣下應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC 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、聯交所及香港結算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,概不對因本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

各份章程文件連同於發售章程附錄三「送呈香港公司註冊處處長之文件」一段所述之文件,已按照公司(清盤及雜項條文)條例第38D條之規定送呈香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

發售股份獲批准在聯交所上市及買賣及在符合香港結算之股份接納規定後,自發售股份在聯交所開始買賣之日或香港結算釐定之其他日期起,發售股份將獲香港結算接納為合資格證券,可於中央結算系統寄存、結算及交收。聯交所參與者於任何交易日進行之交易,須於其後第二個交易日在中央結算系統交收。中央結算系統之一切活動須符合不時生效之《中央結算系統一般規則》及《中央結算系統運作程序規則》。

Share registrar and transfer office in Hong Kong:
香港股份過戶登記處:

Tricor Tengis Limited
Level 22 Hopewell Centre
183 Queen's Road East
Hong Kong

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心
22樓

Chinese Energy Holdings Limited
華夏能源控股有限公司
(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
(Stock Code: 8009)
(股份代號: 8009)

Registered office and principal place of business:
註冊辦事處及主要業務地點:

Unit 2207, 22/F., West Tower
Shun Tak Centre 168 - 200
Connaught Road Central
Hong Kong

香港
干諾道中168-200號
信德中心
西座22樓2207室

OPEN OFFER OF 1,080,010,750 OFFER SHARES
AT HK\$0.15 PER OFFER SHARE ON THE BASIS OF ONE OFFER SHARE
FOR EVERY ONE CONSOLIDATED SHARE HELD ON THE RECORD DATE
PAYABLE IN FULL ON APPLICATION BY NO LATER THAN
4:00 P.M. ON MONDAY, 27 JULY 2015

按於記錄日期每持有一股合併股份配發一股發售股份之基準
以每股發售股份0.15港元公開發售1,080,010,750股發售股份
股款最遲須於二零一五年七月二十七日(星期一)下午四時正申請時繳足

SHARE APPLICATION FORM
股份申請表格

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

Blank area for Name(s) and address of the Qualifying Shareholder(s)

Number of Shares registered in your name(s) on Friday, 10 July 2015
於二零一五年七月十日(星期五)閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment
閣下獲保證配發之發售股份數目

Box B
乙欄

Amount payable on your assured allotment when applied in full
閣下悉數申請保證配額時應繳之款項

Box C
丙欄

HK\$
港元

Number of Offer Shares applied
申請之發售股份數目

Box D
丁欄

Remittance enclosed
隨附之股款
HK\$
港元

Application can only be made by the registered Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares being applied and the amount of remittance enclosed (calculated as number of Offer Shares being applied multiplied by HK\$0.15)
只有上述已登記之合資格股東方可申請。請於丁欄填寫所申請之發售股份數目及隨附之股款金額(以申請之發售股份數目乘以0.15港元計算)

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of one Offer Share for every one consolidated Share held on Friday, 10 July 2015. No excess Offer Shares will be offered to the Qualifying Shareholders and Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the same together with the appropriate remittance for the full amount payable in respect of the Offer Shares being accepted with the Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for the Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "Chinese Energy Holdings Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of the Offer Shares can be made by any persons who were Non-Qualifying Shareholders.

閣下可透過填寫本申請表格申請相等或不少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在發售章程所述之規限下,有關要約乃向名列本公司股東名冊之合資格股東呈呈,基準為按於二零一五年七月十日(星期五)每持有一股合併股份獲發一股發售股份。本公司將不會向合資格股東呈發額外發售股份,而任何不獲合資格股東承購之發售股份將由包銷商承購。閣下如欲申請任何發售股份,請填妥及簽署本申請表格,並將此申請表格連同申請發售股份應繳之全數適當股款,一併交回過戶登記處卓佳登捷時有限公司,地址為香港皇后大道東183號合和中心22樓。根據本申請表格認購發售股份之所有股款必須以港元支付,並須註明抬頭人為「Chinese Energy Holdings Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出,並須依照背頁所載手續進行。任何屬受禁止股東之人士概不得申請發售股份。

Chinese Energy Holdings Limited
華夏能源控股有限公司
(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
(Stock Code: 8009)
(股份代號: 8009)

To: Chinese Energy Holdings Limited
致: 華夏能源控股有限公司

Dear Sirs,

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.15 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby apply for such Offer Shares on the terms and conditions of the Prospectus dated 13 July 2015 and subject to the memorandum of association and articles of association of the Company. I/We hereby authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之登記持有人，現申請乙欄(或如及僅如已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.15港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此依照日期為二零一五年七月十三日之發售章程所載之條款及條件，以及在貴公司之組織章程大綱及公司細則之規限下，申請該等數目之發售股份。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司股東名冊，作為此等發售股份之持有人，並授權貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等自行承擔。本人/吾等已細閱背頁所載各項條件及申請手續，並同意受其約束。

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

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

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

Date: _____ 2015

日期: 二零一五年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
合資格股東需填妥以下詳情:

Number of Offer Shares being applied (being the total number specified in Box D, failing which, the total number specified in Box B) 申請發售股份數目 (即丁欄所列明之總數，如未有填妥，則指乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, failing which, the total amount specified in Box C) 股款總額(即丁欄所列明之股款總額，如未有填妥，則指丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or cashier's order should be crossed "Account Payee Only" and made payable to "Chinese Energy Holdings Limited – Open Offer Account" (see the paragraph headed "Procedures for Application" on the reverse side of this form)

** 支票或銀行本票須劃線註明「只准入抬頭人賬戶」，並以「Chinese Energy Holdings Limited – Open Offer Account」為抬頭人劃線開出(請參閱本申請表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to the assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，有效申請少於或相等於其所獲保證配發之發售股份數目將獲全數有效配發。倘以上各欄內並無填上數目，則閣下將被視作申請就此支付的款項所代表之發售股份數目。倘認購股款少於上欄所填數目之發售股份所需支付的股款，則閣下將被視作申請本公司就此已收妥之款項所代表之發售股份數目。此項申請將被視作為申請完整數目之發售股份而作出。閣下不會就有關之申請股款獲發任何收據。

Chinese Energy Holdings Limited
華夏能源控股有限公司
(於香港註冊成立之有限公司)
(股份代號：8009)

重要事項

1. 合資格股東將無權申請任何超出彼等各自保證配額之發售股份。
2. 發售股份之零碎配額將不向合資格股東發行，惟將會彙集。本公司將不會配發任何發售股份之碎股。
3. 受禁止股東不得申請任何發售股份。
4. 概不會就收到之申請款項發出收據，惟預期有關申請的全數或部份發售股份之股票，將於二零一五年八月六日(星期四)以平郵方式按本申請表格上所列地址寄交申請人或(如屬聯名申請人)名列首位之申請人，郵誤風險概由彼等自行承擔。
5. 填妥本申請表格即表示合資格股東指示及授權本公司及/或卓佳登捷時有限公司或由其就此指名之任何人士代表合資格股東辦理本申請表格或其他文件之任何登記手續，以及全面進行有關公司或人士認為必要或合宜之所有其他事宜，以根據發售章程所述之安排，將合資格股東所申請之發售股份登記在合資格股東名下。
6. 發售股份之合資格股東承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請之發售股份之持有人，惟須符合本公司組織章程大綱及細則之規定。
7. 本公司收到股款後將隨即過戶，所賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將可不獲受理。
8. 公開發售之配額乃按保證基準作出，不得轉讓亦不得放棄。
9. 本公司保留酌情權拒絕任何未符合本申請表格所載手續之發售股份的申請。任何居住於香港以外地方之人士填妥並交回本申請表格，將被視為構成有關人士向本公司保證及聲明，是次申請已全面遵守有關司法權區所有登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司不受任何該等聲明及保證所規限。

申請手續

閣下可透過填寫本申請表格申請相等於或少於乙欄所列 閣下獲保證配發之發售股份數目。

倘 閣下欲申請少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上欲申請之發售股份數目及應繳股款總額(以申請之發售股份數目乘以0.15港元計算)。倘所收到之相應股款金額少於所填上之發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列相同數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請已收全數款項所代表之發售股份數目。

填妥本申請表格並將相應之股款緊釘其上後，請將表格對摺並於二零一五年七月二十七日(星期一)下午四時正之前交回卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付。支票必須以香港持牌銀行開立之賬戶開出，銀行本票必須由香港持牌銀行發出，註明抬頭人為「Chinese Energy Holdings Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄(視乎情況而定)所示之相應股款於二零一五年七月二十七日(星期一)下午四時正之前已經收妥，否則 閣下申請任何發售股份之權利以及一切有關權利將視為已放棄，並將被註銷。

終止包銷協議

倘於最後終止時間前(惟就包銷協議終止條文而言，倘最後終止時間當日為營業日，而當日上午九時正至下午四時正期間在香港懸掛及維持懸掛8號或以上熱帶氣旋警告信號或黑色暴雨警告，則最後終止時間日期將順延至下一個當日上午九時正至下午四時正期間並無在香港懸掛及維持懸掛8號或以上熱帶氣旋警告信號或黑色暴雨警告之營業日)：

- (a) 包銷商全權認為，公開發售之成功將受下列事項重大不利影響：
 - (i) 頒佈任何新法例或規例或現行法例或規例(或其司法詮釋)出現任何變動或發生任何性質之其他事故，而包銷商全權認為足以對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響或對公開發售重大不利；或
 - (ii) 發生任何政治、軍事、金融、經濟或其他性質(不論是否與前述任何一項同類)，或性質屬於任何地區、國家或國際爆發敵對狀況或武裝衝突或敵對狀況或武裝衝突升級，或影響當地證券市場之任何地區、國家或國際之事件或變動(不論是否構成於包銷協議日期前及/或後出現或持續之連串事件或變動之一部份)，而包銷商全權認為足以對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響，或對公開發售之成功構成不利損害，或令進行公開發售屬不宜或不智；或
- (b) 市況出現任何不利變動(包括但不限於)財政或貨幣政策或外匯或貨幣市場之任何變動、暫停或嚴重限制證券買賣，而包銷商全權認為可能對公開發售之成功構成重大不利影響，或令進行公開發售屬不宜或不智；或
- (c) 本公司或本集團任何成員公司之情況出現任何變動，而包銷商全權認為將對本公司之前景構成不利影響，包括(在不限制前述事項一般性之原則下)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
- (d) 任何不可抗力事件，包括(在不限制其一般性之原則下)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
- (e) 本集團之整體業務或財務或貿易狀況或前景出現任何其他重大不利變動(不論是否與前述任何一項屬同一性質)；或
- (f) 任何倘緊接發售章程日期前發生或發現而並無於發售章程內披露之事項，而包銷商全權認為足以對公開發售構成重大遺漏；或
- (g) 證券普遍地或本公司證券在聯交所暫停買賣超過連續十個營業日，不包括涉及核准該公告或章程文件或與公開發售有關之其他公告或通函而暫停買賣；則包銷商有權透過於最後終止時間前向本公司發出書面通知終止包銷協議。

倘於最後終止時間前出現以下情況，則包銷商有權藉書面通知撤銷包銷協議：

- (a) 包銷商獲悉任何嚴重違反上述包銷協議所載任何聲明、保證或承諾之情況；或
- (b) 包銷商獲悉任何特別事件。倘若包銷商行使有關權利，公開發售將不會進行。

倘公開發售終止，則有關發售股份之退款支票將於二零一五年八月六日(星期四)或之前以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

支票及銀行本票

所有支票及銀行本票均將於收妥後即時過戶，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及遞交本申請表格連同申請發售股份之付款支票或銀行本票，將構成 閣下保證支票或銀行本票將可於首次過戶時兌現。凡辦理申請但隨附支票或銀行本票在首次過戶時未能兌現者，均可遭拒絕受理；在此情況下，該保證配額及一切有關權利將視為已放棄，並將被註銷。

發售股份之地位

發售股份(於繳足股款及配發後)將在各方面均與於配發日期之已發行股份享有同等權益。發售股份持有人將有權收取於發售股份配發及發行日期或之後所宣派、作出或派付之一切日後股息及分派。

股票

待公開發售之各項條件獲達成後，發售股份之股票預期於二零一五年八月六日(星期四)以平郵方式寄發予有權收取此等股票之合資格股東，郵誤風險概由彼等自行承擔。 閣下將會就全部以 閣下名義登記之發售股份獲發一張股票。

一般事項本申請表格於獲發給此申請表格之人士簽署後，一經交回，即為交回之人士有權處理本申請表格及收取發售股份之有關股票之確證。本申請表格及據此申請發售股份均須受香港法例監管，並按其詮釋。