

TO BE VALID, THE WHOLE OF THIS PROVISIONAL ALLOTMENT LETTER MUST BE RETURNED
本暫定配額通知書必須整份交回方為有效。

PAL Number
暫定配額通知書編號

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IMPORTANT
重要提示

THIS PROVISIONAL ALLOTMENT LETTER (THE "PAL") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO ACCEPTANCE CAN BE MADE AFTER 4:00 P.M. ON WEDNESDAY, 9 MAY 2012.

本暫定配額通知書(「暫定配額通知書」)具有價值,但不可轉讓,並僅供下列合資格股東使用。二零一二年五月九日(星期三)下午四時正後不得提出接納。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL 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.

Subject to the resumption of trading in the New Shares, dealings in the New 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.

閣下如對本暫定配額通知書或應採取之行動有任何疑問,應諮詢閣下之股票經紀人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 BEP International Holdings Limited dated 24 April 2012 (the "Prospectus") unless the context otherwise requires.
除文義另有所指外,本暫定配額通知書所用之詞彙與百靈達國際控股有限公司於二零一二年四月二十四日刊發之章程(「章程」)所界定者具相同涵義。

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 Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Registrar of Companies in Hong Kong takes no responsibility as to the contents of any of these documents.

各章程文件副本連同於章程附錄三「送呈公司註冊處之文件」一段所述之文件,已按照公司條例第342C條之規定送呈香港公司註冊處登記。香港公司註冊處對上述任何文件之內容概不負責。
A copy of each of the Prospectus Documents has been, or will as soon as reasonably practicable be, filed with the Registrar of Companies in Bermuda as required by Section 26 of the Companies Act. The Registrar of Companies in Bermuda takes no responsibility as to the contents of any of the Prospectus Documents.

各章程文件副本已經(或在可行情況下將會盡快)根據公司法第26條之規定送呈百靈達公司註冊處存檔。百靈達公司註冊處對任何章程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 to be issued upon completion of the Open Offer on the Stock Exchange, the resumption of trading in the New Shares and 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.

待於公開發售完成後將予發行之發售股份獲批准在聯交所上市及買賣,新股恢復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》。



BEP INTERNATIONAL HOLDINGS LIMITED

百靈達國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 2326)

(股份代號: 2326)

Registered Office: 註冊辦事處:
Clarendon House Clarendon House
2 Church Street 2 Church Street
Hamilton HM11 Hamilton HM11
Bermuda Bermuda

Head office and 總辦事處及香港主要
principal place of 營業地點:
business in 香港
Hong Kong: 灣仔
Suite 1005, 10th Floor 港灣道23號
Great Eagle Centre 鷹君中心
23 Harbour Road 10樓1005室
Wanchai, Hong Kong

Branch share registrar and transfer office in Hong Kong:

Tricor Secretaries Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記處:

卓佳秘書商務有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心
26樓

OPEN OFFER OF 606,500,000 OFFER SHARES
AT HK\$0.192 PER OFFER SHARE ON THE BASIS OF ONE OFFER SHARE
FOR EVERY TWO NEW SHARES HELD ON THE RECORD DATE
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON WEDNESDAY, 9 MAY 2012

以每股發售股份0.192港元公开发售606,500,000股發售股份,
基準為於記錄日期每持有兩股新股份獲發一股發售股份,
股款最遲須於二零一二年五月九日(星期三)下午四時正或之前接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

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

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Number of New Shares registered in your name at 5:30 p.m. on the Record Date of Monday, 23 April 2012
於記錄日期二零一二年四月二十三日(星期一)下午五時三十分以前閣下名義登記之新股份數目

Box A
甲欄

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

Box B
乙欄

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Amount payable on your assured provisional allotment when accepted in full
閣下悉數接納認購保證暫定配額時應繳款項

Box C
丙欄

HKS 港元

Acceptance can only be made by the registered Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares being accepted and the amount of remittance enclosed (calculated as number of Offer Shares being accepted multiplied by HK\$0.192)

只有上述已登記之合資格股東方可接納。
請於丁欄填寫所接納之發售股份數目及隨附之股款金額
(以接納之發售股份數目乘以0.192港元計算)

Box D
丁欄

Number of Offer Shares accepted 接納認購之發售股份數目
Remittance enclosed 隨附之股款 HKS 港元

You are entitled to accept any number of Offer Shares which is equal to or less than your assured provisional allotment shown in Box B above by filling in this PAL. 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 provisional allotment of one Offer Share for every two New Shares held at 5:30 p.m. on Monday, 23 April 2012. 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 accept any Offer Shares, you should complete and sign this PAL and lodge the same together with the appropriate remittance for the full amount payable in respect of the Offer Shares being accepted with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. All remittance(s) for the Offer Shares under this PAL must be in Hong Kong dollars and made payable to "BEP International Holdings Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No acceptance(s) of the Offer Shares can be made by any persons who were Excluded Shareholders.

閣下可透過填寫本暫定配額通知書接納相等或於或少於上文乙欄所列 閣下獲保證暫定配發之任何發售股份數目。在章程所述之規限下,有關要約乃向名列於本公司股東名冊且屬合資格股東之股東提呈,基準為按於二零一二年四月二十三日(星期一)下午五時三十分每持有兩股新股份獲保證配發一股發售股份。本公司將不會向合資格股東提呈額外發售股份,而任何不獲合資格股東承購之發售股份將由包銷商承購。閣下如欲接納任何發售股份,請填妥及簽署本暫定配額通知書,並將此暫定配額通知書連同接納發售股份應繳之全數適當股款,一併交回本公司之香港股份過戶登記處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓,方為有效。根據本暫定配額通知書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「BEP International 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。屬除外股東之人士不得接納發售股份。

* For identification purpose only
* 僅供識別



BEP INTERNATIONAL HOLDINGS LIMITED

百靈達國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 2326)

(股份代號: 2326)

To: BEP International Holdings Limited

致: 百靈達國際控股有限公司*

Dear Sirs,

I/We, being the registered holder(s) of the New Shares stated overleaf, enclose a remittance** for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$0.192 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept such Offer Shares on the terms and conditions of the Prospectus dated 24 April 2012 and subject to the Memorandum of Association and Bye-laws of the Company. I/We 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(s) 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 acceptance set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列新股份之登記持有人，現接納乙欄(或倘已填妥乙欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.192港元之價格計算須於接納時繳足之全數股款**。本人/吾等謹此依照日期為二零一二年四月二十四日之章程所載之條款及條件，以及在 貴公司之組織章程大綱及細則之規限下，接納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/吾等承擔。本人/吾等已細閱背頁所載各項條件及接納手續，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)

(all joint Qualifying Shareholder(s) must sign)

合資格股東簽署(所有聯名合資格股東均須簽署)(1) _____ (2) _____ (3) _____ (4) _____

Date _____ 2012

日期: 二零一二年 _____

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 accepted (being the total number specified in Box D, failing which, the total number specified in Box B) 接納發售股份數目(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 banker's cashier order should be crossed "Account Payee Only" and made payable to "BEP International Holdings Limited – Open Offer Account" (see the section headed "PROCEDURES FOR ACCEPTANCE" on the reverse side of this PAL).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「BEP International Holdings Limited – Open Offer Account」為抬頭人劃線開出(請參閱本暫定配額通知書背頁「接納手續」一節)。

Valid acceptance for such number of Offer Shares which is less than or equal to a Qualifying Shareholder's assured provisional 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 accepted 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 accepted 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達成，合資格股東有效接納少於或相等於其所獲保證暫定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，則閣下將被視作接納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，則閣下將被視作接納本公司就此已收妥的款項所代表之發售股份數目。此項申請將被視作為申請認購完整之發售股份數目而作出。閣下不會就有關的認購股款獲發給任何收據。

* For identification purpose only

* 僅供識別



BEP INTERNATIONAL HOLDINGS LIMITED

百靈達國際控股有限公司*

(於百慕達註冊成立之有限公司)

(股份代號：2326)

重要事項

1. 除外股東不得接納任何發售股份。
2. 概不會就收到之接納款項發出收據，惟預期就接納的全數或部份發售股份之股票，將於二零一二年五月十六日(星期三)以平郵方式按本暫定配額通知書上所列地址寄交承配人或(如屬聯名承配人)名列首位之承配人，郵誤風險概由彼等自行承擔。
3. 填妥本暫定配額通知書即表示合資格股東指示及授權本公司及/或卓佳秘書商務有限公司或由其就此提名之任何人士代表合資格股東辦理本暫定配額通知書或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必要或合宜之所有其他事宜，以根據章程所述之安排，將合資格股東所接納之發售股份登記在合資格股東名下。
4. 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接納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。
5. 本公司收到股款後將隨即將其過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關接納將可不獲受理。
6. 根據 閣下獲保證暫定配發 予閣下以接納任何發售股份之權利不得轉讓。
7. 本公司保留酌情權拒絕任何未符合本通知書所載手續之發售股份的接納。

任何居住於香港以外地方之人士填妥並交回本暫定配額通知書，將被視為構成有關人士向本公司保證及聲明，是次接納已全面遵守有關司法權區所有登記、法律及法規規定。

接納手續

閣下可透過填寫本暫定配額通知書接納相等於或少於乙欄所列 閣下獲保證暫定配發之發售股份數目。

倘 閣下欲接納少於 閣下獲保證暫定配發之發售股份數目，請在本暫定配額通知書丁欄內填上欲接納之發售股份數目及應繳股款總額(以接納之發售股份數目乘以0.192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 閣下將被視作接納已收全數款項所代表之較少發售股份數目。

倘 閣下欲接納本暫定配額通知書乙欄所列相同數目之發售股份，請在本暫定配額通知書丁欄內填上此數目。如無填上任何數目，則 閣下將被視作接納已收全數款項所代表之發售股份數目。

填妥本暫定配額通知書並將適當之股款相應地緊釘其上後，請將通知書對摺並於二零一二年五月九日(星期三)下午四時正之前交回卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。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「BEP International Holdings Limited – Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出。除非本暫定配額通知書連同本暫定配額通知書丙欄或丁欄(視乎情況而定)所示之適當股款於二零一二年五月九日(星期三)下午四時正之前已經收妥，否則 閣下接納任何發售股份之權利以及一切有關權利將視為已放棄論，並將被註銷。

終止包銷協議

儘管包銷協議載有任何事項，但在下列情況下，包銷商可於最後終止時間前任何時間以書面方式通知本公司終止包銷協議所載安排：

- (I) 包銷商得悉(或有合理理由相信)本公司根據包銷協議所作出之任何保證失實、不真確、具誤導性或已遭違反，而在各情況下，有關事項(按包銷商合理意見認為)就公開發售而言乃屬重大；或
- (II) 包銷商得悉下列事實之形成、發生、出現或生效：
 - (A) 香港或本公司註冊成立或本公司進行或從事業務之任何其他地區頒佈任何新法例或規例或修訂任何現行法例或規例；或
 - (B) 本地、國家或國際經濟、財政、政治或軍事狀況出現任何重大變動(不論是否屬永久性)；或
 - (C) 本地、國家或國際證券市場狀況(因特殊財政狀況或其他理由而全面禁止、暫停或嚴格限制股份或證券在聯交所買賣)或外匯管制出現任何重大變動(不論是否屬永久性)；或
 - (D) 任何不可抗力事件，包括(但不限於其一般涵義)任何天災、戰爭、暴亂、公眾騷亂、治安不靖、火災、水災、爆炸、疫症、恐怖襲擊、罷工或停工；及在包銷商合理認為下，上述變動已經或將會對本公司之業務、財政或營業狀況或前景之整體或公開發售之成功進行構成重大及不利影響，或導致不適當或不適宜進行公開發售。

如於最後終止時間前任何時間，本公司違反或遺漏遵守包銷協議下明文規定由彼承擔之義務或承諾，而有關違反或遺漏將對其業務、財務或營業狀況有重大不利影響，則包銷商有權(但非必須)藉書面通知本公司而選擇視此等事情或事件為解脫及免除包銷商於包銷協議下之義務。

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。填妥及遞交本暫定配額通知書連同接納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。凡辦理接納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，該保證暫定配額及一切有關權利將視為已放棄論，並將被註銷。

發售股份及新股份之地位

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新股份享有同等權益。

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將會於二零一二年五月十六日(星期三)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

本暫定配額通知書於獲發給此暫定配額通知書之人士簽署後，一經交回，即為交回之人士有權處理本暫定配額通知書及收取發售股份之有關股票之確證。本暫定配額通知書及據此接納之發售股份均須受香港法例監管，並按其詮釋。