

上海小南國  
SHANGHAI MIN  
Xiao Nan Guo Restaurants Holdings Limited  
小南國餐飲控股有限公司  
(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

GLOBAL OFFERING

Total number of Offer Shares under the Global Offering	:	341,250,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares	:	34,128,000 Shares (subject to adjustment)
Number of International Offer Shares	:	307,122,000 Shares (subject to adjustment and the Over-allotment Option)
Offer Price	:	HK\$1.50 per Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application)
Nominal value	:	HK\$0.01 per Share
Stock code	:	03666

全球發售

全球發售的發售股份總數	:	341,250,000股股份(視乎超額配股權行使與否而定)
香港公開發售股份數目	:	34,128,000股股份(可予調整)
國際發售股份數目	:	307,122,000股股份(可予調整及視乎超額配股權行使與否而定)
發售價	:	每股股份1.50港元，另加1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費(須於申請時繳足)
面值	:	每股股份0.01港元
股份代號	:	03666

Please read carefully the prospectus of Xiao Nan Guo Restaurants Holdings Limited (the “Company”) dated June 21, 2012 (the “Prospectus”) (in particular, the sections on “How to Apply for the Hong Kong Public Offer Shares” in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus have the same meaning when used in this Application Form unless defined herein.

Hong Kong Exchange and Clearing Limited, The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“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.

A copy of this Application Form, together with a copy of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified under “Documents Delivered to the Registrar of Companies and Available for Inspection” in Appendix VI to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance. The Securities and Futures Commission in Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents.

To: Xiao Nan Guo Restaurants Holdings Limited (the “Company”)  
Merrill Lynch Far East Limited  
Standard Chartered Securities (Hong Kong) Limited  
Guotai Junan Securities (Hong Kong) Limited  
ICBC International Securities Limited  
The Hong Kong Underwriters

於填寫本申請表格前，請仔細閱讀小南國餐飲控股有限公司(「本公司»)於二零一二年六月二十一日刊發的招股章程(「招股章程」)(特別是招股章程「如何申請香港公開發售股份」章節)及刊於本申請表格背面的指引。除本申請表格所界定者外，本申請表格所用詞彙與招股章程所界定者具相同涵義。

香港交易及結算所有限公司、香港聯合交易所有限公司(「香港聯交所»)及香港中央結算有限公司(「香港結算»)對本申請表格的內容概不負責，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因依賴該等內容而引致的任何損失承擔任何責任。

本申請表格連同白色及黃色申請表格、招股章程及招股章程附錄六「送呈公司註冊處處長及備查文件」一節所述的其他文件，已遵照公司條例第342C條的規定，送交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此等文件的內容概不負責。

致：小南國餐飲控股有限公司(「貴公司」)  
美林遠東有限公司  
渣打證券(香港)有限公司  
國泰君安證券(香港)有限公司  
工銀國際證券有限公司  
香港包銷商

1 We confirm that we have (i) complied with the Guidelines for Electronic Public Offer and the Operational Procedures for White Form eIPO Applications submitted via Banks/Stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our White Form eIPO services in connection with the Hong Kong Public Offering; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

- apply for the number of Hong Kong Public Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Memorandum and Articles of Association of the Company;
- enclose payment in full for the Hong Kong Public Offer Shares applied for, including 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee;
- confirm that the underlying applicants have undertaken and agreed to accept the Hong Kong Public Offer Shares applied for, or any less number allocated to such underlying applicants on this application;
- understand that these declarations and representations will be relied upon by the Company and the Joint Sponsors in deciding whether or not to make any allotment of Hong Kong Public Offer Shares in response to this application;
- authorize the Company to place the name(s) of the underlying applicant(s) on the register of members of the Company as the holder(s) of any Hong Kong Public Offer Shares to be allotted to them, and (subject to the terms and conditions set out in this Application Form) to send any Share certificate(s) (where applicable) by ordinary post at that underlying applicant’s own risk to the address stated on this Application Form in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- request that any e-Refund payment instructions be dispatched to the application payment account where the applicants had paid the application monies from a single bank account;
- request that any refund cheque(s) be made payable to the underlying applicant(s) who had used multiple bank accounts to pay the application monies;
- confirm that each underlying applicant has read the terms and conditions and application procedures set out in this Application Form and in the Prospectus and agrees to be bound by them;
- represent, warrant and undertake that the allotment of or application for the Hong Kong Public Offer Shares to the underlying applicant or by underlying applicant or for whose benefit this application is made would not require the Company to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and
- agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

吾等確認，吾等已(i)遵照電子公開發售指引及透過銀行/股票經紀遞交白表eIPO申請的運作程序以及吾等就香港公開發售提供白表eIPO服務的所有適用法例及規例(法定或其他);及(ii)閱讀招股章程及本申請表格所載的條款和條件及申請手續，並同意遵守。為代表與本申請有關的相關申請人作出申請，吾等：

- 按照招股章程及本申請表格的條款及條件，並在貴公司的組織章程大綱及細則所載的各項規定規限下，申請以下數目的香港公開發售股份；
- 夾附申請香港公開發售股份所需的全數付款(包括1%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費)；
- 確認相關申請人已承諾及同意接納該等相關申請人根據本申請所申請的香港公開發售股份，或該等相關申請人根據本申請獲分配的任何較少數目的香港公開發售股份；
- 明白 貴公司及聯席保薦人將依賴此等聲明及陳述，以決定是否就本申請配發任何香港公開發售股份；
- 授權 貴公司將相關申請人的姓名列入 貴公司的股東名冊內，作為任何將配發予相關申請人的香港公開發售股份的持有人，並(在符合本申請表格所載的條款及條件的情況下)根據本申請表格及招股章程所載程序按本申請表格上所示地址以普通郵遞方式寄發任何股票(如適用)，郵誤風險概由該相關申請人承擔；
- 要求將任何電子退款指示發送以至單一銀行賬戶繳交申請款項的付款賬戶內；
- 要求任何以多個銀行賬戶繳交申請款項的申請人的退款支票以相關申請人為抬頭人；
- 確認各相關申請人已細閱並同意遵守本申請表格及招股章程所載的條款、條件及申請手續；
- 聲明、保證及承諾向相關申請人或由相關申請人或為其利益而提出本申請的人士配發或由其申請香港公開發售股份，不會引致 貴公司須遵從香港以外任何地區的法律或規例的任何規定(不論是否具有法律效力)；及
- 同意本申請、本申請獲接納以及因此而訂立的合同，將受香港法例管轄及按其詮釋。

Signature 簽名：

Date 日期：

Name of applicant 申請人姓名：

Capacity 身份：

2 We, on behalf of the underlying applicants, offer to purchase 吾等(代表相關申請人)提出認購

Total number of Shares 股份總數

Hong Kong Public Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form. 香港公開發售股份(代表相關申請人，其詳細資料載於連同本申請表格遞交的唯讀光碟)。

3 A total of 合共

cheque(s) 張支票

Cheque Number(s) 支票編號

are enclosed for a total sum of 其總金額為

HK\$

港元

4 Please use BLOCK letters 請用正楷填寫

Name of White Form eIPO Service Provider 白表eIPO服務供應商名稱	White Form eIPO Service Provider ID 白表eIPO服務供應商編號		
Chinese Name 中文名稱	Contact number 聯絡電話號碼	Fax number 傳真號碼	
Name of contact person 聯絡人士姓名	For Broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交		
Address 地址			
	Broker No. 經紀號碼		
	Broker’s Chop 經紀印章		

For bank use 此欄供銀行填寫

GUIDE TO COMPLETING THIS APPLICATION FORM

填寫本申請表格的指引

References to boxes below are to the numbered boxes on the Application Form.

下列提述的號碼乃申請表格內各欄的編號。

**1 Sign and date the Application Form in Box 1. Only a written signature will be accepted.**

**1 在申請表格欄1簽署及填上日期。只接受親筆簽名。**

The name and the representative capacity of the signatory should also be stated.

亦須註明簽署人的姓名及代表身份。

To apply for Hong Kong Public Offer Shares using this Application Form, you must be named in the list of **White Form eIPO** Service Providers who may provide **White Form eIPO** services in relation to the Hong Kong Public Offering, which was released by the Securities and Futures Commission.

使用本申請表格申請香港公開發售股份，閣下必須為名列於證券及期貨事務監察委員會公佈的白表eIPO服務供應商名單內可以就香港公開發售提供白表eIPO服務的人士。

**2 Put in Box 2 (in figures) the total number of Hong Kong Public Offer Shares for which you wish to apply on behalf of the underlying applicants.**

**2 在欄2填上閣下欲代表相關申請人申請認購的香港公開發售股份總數(以數字填寫)。**

Applicant details of the underlying applicants on whose behalf you are applying must be contained in one data file in read-only CD-ROM format submitted together with this Application Form.

閣下代其提出申請的相關申請人的申請人資料必須載於連同本申請表格遞交的唯一讀光碟格式的資料檔案。

**3 Complete your payment details in Box 3.**

**3 在欄3填上閣下付款的詳細資料。**

You must state in this box the number of cheques you are enclosing together with this Application Form; and you must state on the reverse of each of those cheques (i) your **White Form eIPO** Service Provider ID and (ii) the file number of the data file containing application details of the underlying applicant(s).

閣下必須在本欄註明閣下隨本申請表格夾附的支票的數目；及閣下必須在每張支票的背面註明(i)閣下的白表eIPO服務供應商編號及(ii)載有相關申請人的申請詳細資料的資料檔案的檔案編號。

The dollar amount(s) stated in this box must be equal to the amount payable for the total number of Hong Kong Public Offer Shares applied for in Box 2.

本欄所註明的金額必須與欄2所申請認購的香港公開發售股份總數應付的金額相同。

All cheque(s) and this Application Form together with a sealed envelope containing the CD-ROM, if any, must be placed in the envelope bearing your company chop.

所有支票及本申請表格，連同載有該唯讀光碟的密封信封(如有)必須放進印有閣下公司印章的信封內。

For payments by cheque, the cheque must:

如以支票繳付股款，該支票必須：

- be in Hong Kong dollars;
- not be post-dated;
- be drawn on your Hong Kong dollar bank account in Hong Kong;
- show your account name, which must either be pre-printed on the cheque, or be endorsed on the back by a person authorized by the bank. This account name must be the same as the name on the Application Form. If it is a joint application, the account name must be the same as the name of the first-named applicant;
- be made payable to “**Horsford Nominees Limited – Xiao Nan Guo Restaurants Public Offer**”;
- be crossed “Account Payee Only”; and
- be signed by the authorized signatories of the **White Form eIPO** Service Provider.

- 為港元支票；
- 不得為期票；
- 由閣下於香港的港元銀行賬戶開出；
- 顯示閣下的賬戶名稱，而該賬戶名稱必須事先印於支票上，或由獲銀行授權的人士在該支票背面加簽。該賬戶名稱必須與申請表格上所示名稱相同。如屬聯名申請，則賬戶名稱必須與排名首位的申請人名稱相同；
- 註明抬頭人為「**浩豐代理人有限公司 – 小南國餐飲公開發售**」；
- 劃線註明「只准入抬頭人賬戶」；及
- 由白表eIPO服務供應商的授權簽署人簽署。

Your application is liable to be rejected if your cheque does not meet all these requirements or if the cheque is dishonored on its first presentation.

如支票未能符合所有上述規定或如支票於首次過戶時不獲兌現，閣下的申請將不獲接納。

It is your responsibility to ensure that details on the cheque(s) submitted correspond with the application details contained in the CD-ROM or data file submitted in respect of this application. The Company and the Joint Sponsors have full discretion to reject any applications in the case of discrepancies.

閣下須負責確保所遞交的支票的詳細資料，與就本申請遞交的唯一讀光碟或資料檔案所載的申請詳細資料相同。如出現差異，本公司及聯席保薦人有絕對酌情權拒絕接受任何申請。

No receipt will be issued for sums paid on application.

申請所繳付的款項將不會獲發收據。

**4 Insert your details in Box 4 (using BLOCK letters).**

**4 在欄4填上閣下的詳細資料(用正楷)。**

You should write the name, **White Form eIPO** Service Provider ID and address in this box. You should also include the name and telephone number of the contact person at your place of business and where applicable, the Broker No. and Broker’s Chop.

閣下必須在本欄填上白表eIPO服務供應商的名稱、編號及地址。閣下亦必須填寫閣下辦公地點的聯絡人士的姓名及電話號碼，以及(如適用)經紀號碼及蓋上經紀印章。

**PERSONAL DATA**

**Personal Information Collection Statement**

The main provisions of the Personal Data (Privacy) Ordinance (the “Ordinance”) came into effect in Hong Kong on December 20, 1996. This Personal Information Collection Statement informs the applicant for and holder of the Shares of the policies and practices of the Company and its Hong Kong Share Registrar (the “Hong Kong Share Registrar”) in relation to personal data and the Ordinance.

**個人資料**

**個人資料收集聲明**

個人資料(私隱)條例(「條例」)中的主要條文已於一九九六年十二月二十日在香港生效。此個人資料收集聲明是向股份申請人及持有人說明本公司及其香港證券登記處(「香港證券登記處」)就個人資料及條例而訂訂的政策及措施。

**1. Reasons for the collection of your personal data**

**1. 收集閣下個人資料的原因**

From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar. Failure to supply the requested data may result in your application for securities being delayed or your application may not be considered. It may also prevent or delay registration or transfer of the Hong Kong Public Offer Shares which you have successfully applied for and/or the dispatch of Share certificate(s), and/or the dispatch of e-Refund payment instructions, and/or the dispatch of refund cheque(s) to which you are entitled. It is important that holders of securities inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

證券申請人或證券登記持有人申請證券或將證券轉往其名下或將證券轉讓予他人或要求香港證券登記處提供服務時，須不時向本公司及香港證券登記處提供其最新的正確個人資料。如未能提供所需資料，會導致閣下有關證券的申請延誤或遭拒絕受理，亦可能妨礙或延誤閣下成功申請認購的香港公開發售股份的登記或過戶及/或寄發閣下有權收取的股票及/或發送任何電子退款指示，及/或寄發退款支票。證券持有人所提供的個人資料如有任何不確，必須即時知會本公司及香港證券登記處。

**2. Purposes**

**2. 用途**

The personal data of the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

證券持有人的個人資料可以任何方式被採用、持有及/或保存，以作下列用途：

- processing of your application and e-Refund payment instructions/refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this form and the Prospectus and announcing results of allocations of the Hong Kong Public Offer Shares;
- registering new issues or transfers into or out of the names of holders of securities including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the registers of holders of securities of the Company;
- conducting or assisting the conduct of signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc.;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and investor profiles;
- making disclosures as required by laws, rules or regulations;
- disclosing identities of successful applicants by way of press announcement(s) or otherwise;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to holders of securities and/or regulators and any other purpose to which the holders of securities may from time to time agree.

- 處理閣下的申請及電子退款指示/退款支票(如適用)及核實是否遵守本表格及招股章程所列的條款及申請手續及公佈香港公開發售股份的分配結果；
- 以(如適用)香港結算代理人等的名義為證券持有人登記新發行證券或將證券轉至其名下或由其名下轉讓予他人；
- 保存或更新本公司證券持有人名冊；
- 核對或協助核對簽名或核對或交換其他資料；
- 確定本公司證券持有人可獲取的利益，例如股息、供股及紅股等；
- 寄發本公司及其附屬公司的公司通訊；
- 編製統計資料及投資者資料；
- 遵照法例、規則或規例的要求作出披露；
- 透過報章公佈或以其他方式披露成功申請人的身份；

**3. Transfer of personal data**

**3. 向他人轉交個人資料**

Personal data held by the Company and the Hong Kong Share Registrar relating to the holders of securities will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) the personal data of the holders of securities to, from or with any and all of the following persons and entities:

本公司及香港證券登記處會對所持有關於證券持有人的個人資料保密，但本公司及其香港證券登記處可能作出其認為必要的查詢以確定個人資料的準確性，以便資料可作上述任何用途，尤其可能會將證券持有人的個人資料向下列任何及所有人士及實體披露、獲取或轉交有關資料(不論在香港或以外地區)：

- the Company, its advisers or its appointed agents such as financial advisers, receiving bankers and overseas principal registrars;
- where applicants for securities request deposit into CCASS, to HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any broker whose company chop or other identification number has been placed on this Application Form;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company and/or the Hong Kong Share Registrar in connection with the operation of their respective businesses;
- the Hong Kong Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies; and
- any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers, etc.

- 本公司，其顧問或其委任的代理人，例如財務顧問、收款銀行及海外主要過戶處；
- 當證券申請人要求將證券存入中央結算系統時，香港結算及香港結算代理人就運作中央結算系統而言，將使用個人資料；
- 任何已將公司印鑑或其他識別號碼列於本申請表格上的經紀；

**4. Access and correction of personal data**

**4. 查閱及更正個人資料**

The Ordinance provides the holders of securities with rights to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company for the attention of the Joint Company Secretaries or (as the case may be) the Hong Kong Share Registrar for the attention of the Privacy Compliance Officer for the purposes of the Ordinance.

條例賦予證券持有人權利確定本公司或香港證券登記處是否持有其個人資料、索取資料副本及更正任何不正確的資料。依據條例，本公司及香港證券登記處有權就處理任何查閱資料的要求收取合理費用。就條例而言，所有關於查閱資料或更正資料或關於政策及實際應用及所持有資料類別的要求，應向本公司的聯席公司秘書或(視乎情況而定)香港證券登記處屬下的私隱權條例事務主任提出。

By signing this Application Form, you agree to all of the above.

簽署本申請表格後，即表示閣下同意上述各項。

**DELIVERY OF THIS APPLICATION FORM**

**遞交本申請表格**

This completed Application Form, together with the appropriate cheque(s) must be submitted to the following receiving bank by Tuesday, June 26, 2012 at 4 p.m.:

此項妥的申請表格，連同相關支票，必須於二零一二年六月二十六日(星期二)下午四時正前，送達下列收款銀行：

- (i) **Standard Chartered Bank (Hong Kong) Limited**  
15/F Standard Chartered Tower, 388 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong
- (ii) **Bank of Communications Co., Ltd. Hong Kong Branch**  
23/F, Bank of Communications Tower, 231-235 Gloucester Road, Wan Chai

- (i) **渣打銀行(香港)有限公司**  
香港九龍觀塘觀塘道388號渣打銀行中心15樓
- (ii) **交通銀行股份有限公司香港分行**  
灣仔告士打道231-235號交通銀行大廈23樓