

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 THURSDAY, 6 DECEMBER 2012.

本申請表格(「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。二零一二年十二月六日(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 OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR 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 Royale Furniture Holdings Limited dated 22 November 2012 (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皇朝傢俬控股有限公司於二零一二年十一月二十二日刊發之章程(「章程」)所界定者具相同涵義。

A copy of the Prospectus, together with this Application Form and copies of documents specified 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.

章程連同本申請表格及章程附錄三「送呈公司註冊處處長之文件」一段所述之文件副本,已按照公司條例第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對上述任何文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, Hong Kong Securities Clearing Company Limited, and the Registrar of Companies in Hong Kong 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、香港中央結算有限公司及公司註冊處處長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。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited 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 Hong Kong Securities Clearing Company Limited.

聯交所參照香港上市及買賣後,發售股份獲准在聯交所上市及買賣,自發售股份在聯交所買賣首日或香港中央結算有限公司釐定之其他日期起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。

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Tuesday, 13 November 2012, and that dealing in Shares will take place even though the conditions to which the Open Offer is subject remain unfulfilled.

股東應注意,股份已自二零一二年十一月十三日(星期二)開始以除權方式買賣,即使公開發售之條件尚未達成,股份亦將繼續買賣。任何股東或其他人士如在公開發售成為無條件及包銷協議所述之不可抗力事件生效前(預期時間為二零一二年十二月十日(星期一)下午四時正)前買賣股份,將因而不須承擔公開發售未必成為無條件及不一定落實之風險。凡關於上述期間買賣股份或其他人士如對其情況有任何疑問,宜諮詢其專業顧問。



ROYALE FURNITURE HOLDINGS LIMITED 皇朝傢俬控股有限公司\*

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立之有限公司)

(Stock code: 1198) (股份代號: 1198)

OPEN OFFER OF 387,125,672 OFFER SHARES TO QUALIFYING SHAREHOLDERS ON THE BASIS OF ONE OFFER SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE

按於記錄日期每持有兩股股份獲發一股發售股份為基準

向合資格股東公開發售387,125,672股發售股份

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON THURSDAY, 6 DECEMBER 2012

股款須不遲於二零一二年十二月六日(星期四)下午四時正接納時繳足

APPLICATION FORM

申請表格

Branch share registrar in Hong Kong Tricor Tengis Limited 26th Floor Tesbury Centre 28 Queen's Road East Wanchai Hong Kong

香港股份過戶登記處: 卓佳登捷時有限公司 香港 皇后大道東28號 金鐘匯中心26樓

Registered office: Century Yard, Cricket Square Hutchins Drive P.O. Box 2681 GT Grand Cayman Cayman Islands British West Indies

Head office and principal place of business in Hong Kong: Room 204, 2/F Wing On Plaza 62 Mody Road Tsim Sha Tsui East Kowloon Hong Kong

註冊辦事處: Century Yard, Cricket Square Hutchins Drive P.O. Box 2681 GT Grand Cayman Cayman Islands British West Indies

總辦事處及香港主要營業地點: 香港 干諾道中204號 2樓 尖沙咀東 麼地連62號 永安廣場 2樓204室

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

Number of Shares registered in your name on Wednesday, 21 November 2012. 於二零一二年十一月二十一日(星期三)閣下名義登記之股份數目

Box A 甲欄

Number of Offer Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m., on Thursday, 6 December 2012. 暫定配發予閣下之發售股份數目,股款須於二零一二年十二月六日(星期四)下午四時正接納時繳足

Box B 乙欄

Total subscription monies payable by the applicant 申請人應繳認購股款總額

Box C 丙欄

Number of Offer Shares applied for 申請認購之發售股份數目

Remittance enclosed 隨附股款 HK\$ 港元

Box D 丁欄

Application can only be made by the registered Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.51)

認購申請僅可由上述已登記之合資格股東作出。請於欄D填寫所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.51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 of one Offer Share in Box B above by filling in this Application Form. Subject 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 on Wednesday, 21 November 2012.

Shareholders should note that Shenyn Wanguo may terminate its obligations under the Underwriting Agreement by notice in writing to the Company at or before 4:00 p.m. on Monday, 10 December 2012. If at any time at or before 4:00 p.m. on Monday, 10 December 2012 there shall occur, arise, exist or come into effect: (1) (a) the introduction of any new law or 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 reasonable opinion of Shenyn Wanguo 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 Open Offer; or (b) 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 hereof) of a political, military, financial, economic or 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; or affecting local securities markets which may, in the reasonable opinion of Shenyn Wanguo materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer; or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or (2) 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 reasonable opinion of Shenyn Wanguo is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or (3) there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of Shenyn Wanguo 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 (4) 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 (5) 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 (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the reasonable opinion of Shenyn Wanguo, a material omission in the context of the Open Offer; or (7) 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 Prospectus Documents or other announcements or circulars in connection with the Open Offer.

閣下可透過填寫本申請表格申請認購數目相等或於上文乙欄所列之獲保證配發之發售股份。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出,基準為按於二零一二年十一月二十一日(星期三)每持有兩股現有股份獲保證配發一股發售股份。閣下如欲申請認購任何發售股份,請填妥及簽署本申請表格,並將表格連同申請認購發售股份總額之全數股款,一併交回本公司之香港股份過戶登記處卓佳登捷時有限公司,地址為香港皇后大道東28號金鐘匯中心26樓。根據本申請表格申請認購發售股份之所有發售股份必須以港元支付,並須註明抬頭人為「Royale Furniture Holdings Limited - Open Offer Account」以及「凡輸入個人帳戶戶名式劃線開列」。並須依時將買單所手續,嚴密控制股東之人士不得申請認購發售股份。

\* For identification purpose only \* 僅供識別



## ROYALE FURNITURE HOLDINGS LIMITED

### 皇朝傢俬控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1198)

#### CONDITIONS

1. No Prohibited Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application but it is expected that share certificate(s) for any Offer Shares in respect of which the application is accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on this Application Form.
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to Tricor Tengis Limited or any person nominated by it for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the memorandum and articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which cheque is dishonoured upon first presentation is liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application for Offer Shares which does not comply with the procedures set out herein.

#### PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, you must enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.51). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

No excess Offer Shares will be offered to the Qualifying Shareholders. Pursuant to the Underwriting Agreement, the Underwriters have severally agreed to subscribe or procure the subscription for the Underwritten Shares according to their respective underwriting commitments.

This Application Form when duly completed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Thursday, 6 December 2012. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or Banker's cashier's orders must be issued by a licensed bank in Hong Kong, and made payable to "Royale Furniture Holdings Limited - Open Offer Account" 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, 6 December 2012, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

#### FORCE MAJEURE

Shareholders should note that Shenyn Wanguo may terminate its obligations under the Underwriting Agreement by notice in writing to the Company at or before 4:00 p.m. on Monday, 10 December 2012 if at any time at or before 4:00 p.m. on Monday, 10 December 2012 there shall occur, arise, exist or come into effect:

- (1) in the reasonable opinion of Shenyn Wanguo, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new law or 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 reasonable opinion of Shenyn Wanguo 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 Open Offer; or
  - (b) 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 hereof) of a political, military, financial, economic or 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, or affecting local securities markets which may, in the reasonable opinion of Shenyn Wanguo materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) 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 reasonable opinion of Shenyn Wanguo are likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of Shenyn Wanguo 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
- (4) 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
- (5) 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
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the reasonable opinion of any of Shenyn Wanguo, a material omission in the context of the Open Offer; or
- (7) 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 Prospectus Documents or other announcements in connection with the Open Offer.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Tuesday, 13 November 2012, and that dealing in Shares will take place even though the conditions to which the Open Offer is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares until the Open Offer becomes unconditional and the force majeure under the Underwriting Agreement expires (which is expected to be 4:00 p.m. on Monday, 10 December 2012) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating dealing in Shares during such period who is in any doubt about his or her position is advised to consult his or her professional adviser.

#### CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or cashier's order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honored on first presentation. Any application in respect of which the accompanying cheque or cashier's order is dishonored on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

#### STATUS OF THE OFFER SHARES

The Offer Shares (when fully paid and issued) will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Offer Shares. Holders of the Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

#### CERTIFICATES FOR THE OFFER SHARES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted by Thursday, 13 December 2012 to those Shareholders entitled thereto by ordinary post at their own risks.

#### FRACTIONS OF THE OFFER SHARES

Fractional entitlements to the Offer Shares will not be issued but will be aggregated and taken up by the Underwriter.

#### GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

This Application Form and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Further copies of the Prospectus giving details of, *inter alia*, the Open Offer, are available from Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, during normal business hours on weekdays (except Saturdays and public holidays) up to and including Thursday, 6 December 2012.

\* For identification purpose only



## ROYALE FURNITURE HOLDINGS LIMITED

### 皇朝傢俬控股有限公司\*

(於開曼群島註冊成立之有限公司)

(股份代號：1198)

#### 條件

1. 受禁制股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份股票將以普通郵遞方式按本申請表格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. 填妥本申請表格即表示申請人指示及授權卓佳登捷時有限公司或由其提名之任何人士代表申請人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，將申請人所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份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彼等登記成為所申請認購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之過戶，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，則有關申請將不獲受理。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留酌情權接納或拒絕任何未符合本申請表格所載手續之發售股份認購申請。

#### 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 閣下獲保證配發之發售股份數目。

倘 閣下欲申請認購少於 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認購之發售股份數目及應繳股款總額(以申請認購之發售股份數目乘以0.51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，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請認購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 閣下將被視作申請認購已收全數款項所代表之發售股份數目。

本公司將不會向合資格股東提呈額外發售股份。根據包銷協議，包銷商已個別同意根據其各自包銷承諾認購或促使他人認購包銷股份。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並於二零一二年十二月六日(星期四)下午四時正或之前交回卓佳登捷時有限公司，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「Royale Furniture Holdings Limited - Open Offer Account」及「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)所示之適當股款於二零一二年十二月六日(星期四)下午四時正或之前已經收妥，否則 閣下申請認購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。

#### 不可抗力事件

務請股東注意，倘若於二零一二年十二月十日(星期一)下午四時正或之前任何時間內有下列事情發生、出現、存在或生效，則申銀萬國可於二零一二年十二月十日(星期一)下午四時正或之前，向本公司發出書面通知終止其於包銷協議項下之責任：

- (1) 申銀萬國合理認為，順利進行公開發售將會因以下各項而蒙受重大不利影響：
  - (a) 推行任何新法例或規例或修訂任何現有法例或規例(或有關司法詮釋)，或出現任何性質事故，而申銀萬國合理認為可能對本集團整體業務或財務或經營狀況或前景造成重大不利影響，或就公開發售而言足以造成重大不利影響；或
  - (b) 本港、國家或國際發生任何政治、軍事、金融、經濟或其他性質(不論與上述情況同類與否)之事件或變動(不論屬於本公佈日期之前及/或之後發生或持續發生之連串事件或變化之一部份與否)，或本港、國家或國際有任何敵對行為或武裝衝突爆發或升級，或影響本港證券市場之事故，而申銀萬國合理認為可能對本集團整體業務或財務或經營狀況或前景造成重大不利影響，或嚴重損害公開發售順利進行，或導致進行公開發售變得不宜或不當；或
- (2) 市況出現任何不利變化(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、證券交易暫停或受重大限制)，而申銀萬國合理認為可能對公開發售順利進行造成重大或不影響，或導致進行公開發售變得不宜或不當；或
- (3) 本公司或本集團任何成員公司之情況出現任何變動，而申銀萬國合理認為將會對本公司之前景造成不利影響，包括但不限於上述之一般性原則下提出呈請或通過決議案進行清盤或結業或本集團任何成員公司發生類似事件，或本集團任何重要資產毀壞；或
- (4) 任何不可抗力事件，包括但不限於在一般情況下發生任何天災、戰爭、暴動、暴亂、騷動、火災、水災、爆炸、疫症、恐怖活動、罷工或停工；或
- (5) 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(不論與上述任何情況同類與否)；或
- (6) 任何倘於緊接章程日期前發生或發現但並無於章程披露之事宜，而申銀萬國合理認為有關事宜就公開發售而言構成重大遺漏；或
- (7) 一般證券或本公司之證券在聯交所暫停買賣連續十個營業日以上(涉及審批章程文件有關公開發售之其他公佈而暫停買賣者除外)，

務請股東注意，股份已自二零一二年十一月十三日(星期二)開始以除權方式買賣，即使公開發售之條件尚未達成，股份亦將繼續買賣。任何股東或其他人士如在公開發售成為無條件及包銷協議所述之不可抗力事件失效(預期時間為二零一二年十二月十日(星期一)下午四時正)前買賣股份，將因而須承擔公開發售未必成為無條件及不一定落實進行之風險。凡擬於上述期間買賣股份之股東及其他人士如對其情況有任何疑問，宜諮詢其專業顧問。

#### 支票及銀行本票

所有支票及銀行本票均將於收訖後即時過戶，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及遞交申請表格連同接納發售股份之付款支票或銀行本票，將構成申請人保證支票或銀行本票將可於首次過戶時兌現。凡隨附支票或銀行本票在首次過戶時未能兌現之有關申請均可遭拒絕受理；在此情況下，該保證配額及一切有關權利將視為已放棄論，並將被註銷。

#### 發售股份之地位

已繳足股款及發行之發售股份將在各方面均與於發售股份配發及發行日期之已發行股份享有同等權益。發售股份之持有人將有權收取於發售股份配發及發行日期當日或以後所宣派、作出或派付之所有未來股息及分派。

#### 發售股份之股票

待公開發售之條件達成後，發售股份之股票預期將會於二零一二年十二月十三日(星期四)或之前以普通郵遞方式寄交予有權收取此等股票之股東，郵誤風險概由彼等自行承擔。

#### 零碎發售股份

發售股份之零碎配額將不會發行，但將予彙集並由包銷商認購。

#### 一般資料

所有文件將以普通郵遞方式寄往有權收取有關文件之人士之登記地址，郵誤風險由彼等承擔。

本申請表格及任何接納當中所載要約之事宜須受香港法例管轄並按其詮釋。

載述(其中包括)公開發售詳情之章程，於直至二零一二年十二月六日(星期四)(包括當日)止平日(星期六及公眾假期除外)之一般辦公時間內在卓佳登捷時有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)可供索取。

\* 僅供識別



## ROYALE FURNITURE HOLDINGS LIMITED

### 皇朝傢俬控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 1198)

(股份代號: 1198)

To: **Royale Furniture Holdings Limited**

致: **皇朝傢俬控股有限公司**

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\$0.51 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus and subject to the memorandum and articles of association of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our 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，現申請認購乙欄（或倘已填妥丁欄，則丁欄）指定數目之發售股份，並附上按每股發售股份0.51港元之價格計算須於申請時應繳足之全數股款\*\*。本人/吾等謹此依照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，接納有關數目之發售股份，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發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並授權貴公司將有關股票按背頁地址以普通郵遞方式寄予本人/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 Shareholder(s)

(all joint Shareholder(s) must sign)

股東簽署（所有聯名股東均須簽署）(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date \_\_\_\_\_ 2012

日期：二零一二年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下詳情：

Number of Offer Shares applied for (being the total number specified in Box D, failing which, the total number specified in Box B) 申請認購發售股份數目（即丁欄所列明之總數，如未有填妥，則乙欄所列明之總數）	Total amount of remittance (being the total specified in Box D, failing which, the total specified in Box C) 股款總額（即丁欄所列明之股款總額，如未有填妥，則丙欄所列明之股款總額）	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
	HKS 港元		

\*\* Cheque or cashier's order should be crossed "Account Payee Only" and made payable to "Royale Furniture Holdings Limited - Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this form).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Royale Furniture Holdings Limited - Open Offer Account」為抬頭人劃線開出（詳情請參閱本表格背頁「申請手續」一節）。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted 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 for 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.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目之有效申請將獲全數接納。倘以上各欄內並無填上數目，則閣下將被視作申請認購已收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股款，則閣下將被視作申請認購已收到款項所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。

\* For identification purpose only

\* 僅供識別