Form A
表格甲

To be valid, the whole of this document must be returned.
本文件必須整份交還，方為有效。

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT IN ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.
閣下如對本申請表格之任何方面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、銀行經理、律師、專業會計師或其他專業顧問。

THIS 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 WEDNESDAY, 22 JANUARY 2014.
本申請表格具有價值，但不可轉讓，並僅供下列之合資格股東使用。申請最遲須於二零一四年一月二十二日(星期三)下午四時正前遞交。

Reference is made to the prospectus ("Prospectus") issued by China Zhongwang Holdings Limited dated Wednesday, 8 January 2014 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.
茲提述中國忠旺控股有限公司於二零一四年一月八日(星期三)就公開發售刊發之章程(「發售章程」)，除文義另有所指外，本表格所用詞彙與發售章程所界定者具有相同涵義。

A copy of each of the Open Offer Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies" in appendix III to the Prospectus has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.
各份公開發售文件，連同於發售章程附錄三內「送呈公司註冊處處長之文件」一段所述之文件，已根據公司條例第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及香港證券及期貨事務監察委員會對此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited 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(「聯交所」)及香港中央結算有限公司(「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，並明確表示概不就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 listing of, and permission to deal in, the Ordinary Shares on the Stock Exchange, the Ordinary 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 Ordinary 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.
待普通股獲批准於聯交所上市及買賣，普通股將獲香港結算接納為合資格證券，由普通股於聯交所開始買賣日期或香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。中央結算系統內之一切活動均須根據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進行。

中国忠旺控股有限公司*
China Zhongwang Holdings Limited

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 01333)
(於開曼群島註冊成立之有限公司)
(股份代號：01333)

Branch Share Registrar in Hong Kong:
Computershare Hong Kong Investor Services Ltd.
Shops 1712–1716,
17/F, Hopewell Centre
183 Queen's Road East
Wanchai,
Hong Kong

香港股份過戶登記分處：
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
1712–1716號舖

OPEN OFFER OF ORDINARY SHARES AND/OR UNLISTED CONVERTIBLE PREFERENCE SHARES ON THE BASIS OF THREE NEW ORDINARY SHARES FOR EVERY TEN EXISTING ORDINARY SHARES HELD ON THE RECORD DATE
按於記錄日期每持有十股現有普通股獲發三股新普通股之基準公開發售普通股及／或非上市可轉換優先股
BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 22 JANUARY 2014
不遲於二零一四年一月二十二日(星期三)下午四時正
APPLICATION FORM
申請表格

Principal place of business in Hong Kong:
56/F,
Bank of China Tower
1 Garden Road
Admiralty
Hong Kong

香港主要營業地點：
香港
金鐘花園道1號
中銀大廈56樓

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

註冊辦事處：
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK$2.61 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept and undertake to accept that number of Offer Shares on the terms and conditions of the Prospectus dated Wednesday, 8 January 2014 and this Application Form 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(或倘及僅倘已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份2.61港元之價格計算並須於申請時繳足之全數股款**。本人／吾等謹此根據二零一四年一月八日(星期三)刊發之發售章程及本申請表格所載之條款及條件，以及　貴公司之組織章程大綱及細則，接納及承諾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提出本申請時涉及之發售股份數目。本人／吾等謹此授權　貴公司將本人／吾等之姓名列入　貴公司之股東名冊，作為前述有關數目或較少數目之發售股份之持有人，並請　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申請手續，並同意全部遵守。

**　Cheque or banker's cashier order should be crossed "**ACCOUNT PAYEE ONLY**" and made payable to "**CHINA ZHONGWANG HLDGS LTD — OPEN OFFER AC**" (see the section headed "Procedures for Application" on the reverse side of this Application Form).
**　支票或銀行本票須以「**只准入抬頭人賬戶**」方式並以「**CHINA ZHONGWANG HLDGS LTD — OPEN OFFER AC**」為抬頭人劃線開出(詳情請參閱本申請表格背頁「申請手續」一節)。

If no number is inserted in Box D or any other information in the Application Form, cheque and/or banker's cashier order is missing, incomplete or erroneous, the application will not be considered as valid until such missing, incomplete or erroneous information has been completed and rectified.

倘丁欄內並無填上數目，或在申請表格、支票及／或銀行本票之任何其他資料有遺漏、未填妥或有錯誤，則該申請將不會被視為有效，直至有關遺漏、未填妥或錯誤之資料經填妥及更正為止。

Application Form No.
申請表格編號

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

Application can only be made by the Qualifying Shareholder(s) named herein
認購申請僅可由上文列名之合資格股東作出

Number of Ordinary Shares registered in your name on Tuesday, 7 January 2014
於二零一四年一月七日(星期二)以 閣下名義登記之普通股數目

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 assured allotment when accepted in full
申請認購全數保證配額時應繳款項

BOX C 丙欄	HK$ 港元

BOX D
丁欄

No. of Ordinary Shares applied for 申請認購之普通股數目		HK$ 港元
No. of Convertible Preference Shares applied for 申請認購之可轉換優先股數目		HK$ 港元
Total 合共		HK$ 港元
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		

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholders 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)** ______________

Contact telephone no.聯絡電話號碼: ______________

Date日期: ______________

Please staple your payment here
請將股款緊釘在此

中国忠旺控股有限公司*
China Zhongwang Holdings Limited

中国忠旺控股有限公司*
China Zhongwang Holdings Limited
(於開曼群島註冊成立之有限公司)
(股份代號：01333)

條件

1. 不合資格股東不得申請認購任何發售股份。

2. 概不會就已收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平郵方式按表格所列地址寄予承配人(或倘屬聯名承配人，則排名首位之承配人)，郵誤風險概由彼等自行承擔。

3. 填妥本申請表格將構成申請人指示及授權本公司及／或香港中央證券登記有限公司或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可能認為必需或合宜之所有有關其他事宜以根據發售章程所述安排，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. 填妥及交回本申請表格連同繳付按本表格所申請發售股份之股款支票或銀行本票，即構成申請額外發售股份人士作出之一項保證，保證支票或銀行本票於首次過戶時將會兑現。所有支票及銀行本票將於收訖後過戶，而因有關股款所賺取之所有利息(如有)將撥歸本公司所有。倘支票或銀行本票在首次過戶時未能兑現，則本額外申請表格將遭拒絕受理。

6. 閣下申請認購發售股份之權利不得轉讓或放棄。

7. 本公司保留權利接受或拒絕任何不符合本申請表格所載申請手續之發售股份認購申請。

8. 本申請表格的中英文版本如有歧異，概以英文版為準。

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 閣下獲保證配發之有關發售股份數目。

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 閣下欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以2.61港元計算)。倘所收到之相應股款少於所申請認購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 閣下欲申請本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。倘丁欄內並無填上數目，或在申請表格、支票及／或銀行本票之任何其他資料有遺漏、未填妥或有錯誤，則該申請將不會被視為有效，直至有關遺漏、未填妥或錯誤之資料經填妥及更正為止。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並於二零一四年一月二十二日(星期三)下午四時正前交回本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖。所有股款須以港元繳付，支票須以香港持牌銀行之銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，以「**CHINA ZHONGWANG HLDGS LTD — OPEN OFFER AC**」為抬頭人並以「**只准入抬頭人賬戶**」方式劃線開出認購發售股份之股款。除非本申請表格連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零一四年一月二十二日(星期三)下午四時正前收到，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作被拒絕而予以註銷。

閣下將就 閣下將獲發行的所有新普通股收到一張股票及／或其將獲發行的所有可轉換優先股收到一張股票。預期股票將於二零一四年一月二十九日(星期三)或之前以平郵方式寄予 閣下，郵誤風險概由 閣下自行承擔。