

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

# 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)

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

香港股份過戶登記處分處:  
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 PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 22 JANUARY 2014

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

股款須不遲於二零一四年一月二十二日(星期三)下午四時正接納時繳足

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

### EXCESS APPLICATION FORM 額外申請表格

### 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 EXCESS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR EXCESS OFFER SHARES IN ADDITION TO THOSE FOR WHICH HE/SHE/IT HAS AN ASSURED ENTITLEMENT UNDER THE OPEN OFFER. APPLICATIONS MUST BE RECEIVED BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 22 JANUARY 2014.

本額外發售股份之申請表格(「額外申請表格」)具有價值，但不可轉讓，並僅供下文列名並擬根據公開發售申請認購其保證配額股份以外之額外發售股份之合資格股東使用。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 ("Company") 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 requires otherwise.

茲提述中國忠旺控股有限公司(「本公司」)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，本申請表格所用詞語與發售章程所界定者具相同涵義。

A copy of each of the Open Offer Documents, together with other documents specified in the section 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 and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

各公開發售文件，連同於發售章程附註三「送呈公司註冊處處長之文件」一節所述之其他文件，已依據公司條例第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任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Excess 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 Excess 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及香港中央結算有限公司對本額外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，並明確表示概不就因本額外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。

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

本公司普通股之買賣可以透過中央結算系統進行交收。閣下應諮詢閣下之股票經紀或持牌證券交易商、已登記證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情，以及該等安排對閣下享有之權利與權益所構成之影響。

This Excess Application Form should be completed and lodged, together with payment by cheque or banker's cashier order in respect of HK\$2.61 per excess Offer Share being applied for, with the Company's Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, so as to be received by no later than 4:00 p.m. on Wednesday, 22 January 2014. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "CHINA ZHONGWANG HLDGS LTD — EXCESS APPL AC" and crossed "Account Payee Only".

本額外申請表格必須填妥，連同按所申請認購之額外發售股份以每股額外發售股份2.61港元計算之應繳股款支票或銀行本票，最遲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，支票必須以香港持牌銀行戶口開出，而銀行本票須由香港之持牌銀行發出及以「只准入抬頭人賬戶」方式劃線開出，並須註明抬頭人為「CHINA ZHONGWANG HLDGS LTD — EXCESS APPL AC」。

Completion and return of this Excess Application Form together with a cheque or banker's cashier order in payment for the excess Offer Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this Excess Application Form will be rejected.

填妥及交回本額外申請表格連同繳付按本表格所申請額外發售股份之股款支票及銀行本票，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兌現。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。倘隨附支票或銀行本票在首次過戶時未能兌現，則本額外申請表格將遭拒絕受理。

You will be notified of any allotment of excess Offer Shares made to you. If no excess Offer Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque despatched by ordinary post to you on or before Wednesday, 29 January 2014, at your own risk. If the number of excess Offer Shares allotted to you is less than that being applied for, it is expected that the surplus application monies will also be refunded to you by means of a cheque despatched by ordinary post to you, without interest, by no later than Wednesday, 29 January 2014, at your own risk. Any such cheque will be drawn in favour of the applicant(s) named on this form.

閣下將獲通知獲配發之額外發售股份數目。倘閣下不獲配發任何額外發售股份，則於申請認購額外發售股份時繳付之股款將會以支票方式(不計利息)全數退還予閣下。閣下，退款支票預計不遲於二零一四年一月二十九日(星期三)以平郵方式郵寄予閣下，郵誤風險概由閣下自行承擔。倘閣下獲配發之額外發售股份數目少於所申請認購之數目，則多出之申請認購款項亦將會以支票方式(不計利息)退還予閣下，退款支票預計將不遲於二零一四年一月二十九日(星期三)以平郵方式郵寄予閣下，郵誤風險概由閣下自行承擔。任何有關支票將以名列本表格之申請人為抬頭人。

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

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

To: The Directors  
China Zhongwang Holdings Limited

致：中國忠旺控股有限公司  
列位董事

Dear Sirs,  
敬啟者：  
I/We, being the Qualifying Shareholder(s) named above of the Shares, hereby irrevocably apply for number of excess Offer Share(s) specified in Box A at the subscription price of HK\$2.61 per excess Offer Share, in respect of which I/we enclose a separate remittance by cheque or banker's cashier order made payable to "CHINA ZHONGWANG HLDGS LTD — EXCESS APPL AC" and crossed "Account Payee Only" being the payment in full on application for the above number of excess Offer Shares.  
本人/吾等為上文列名之股份合資格股東，現不可撤回地以每股額外發售股份2.61港元之認購價申請認購甲欄指定之額外發售股份，並附上以「只准入抬頭人賬戶」方式劃線獨立開出，並註明抬頭人為「CHINA ZHONGWANG HLDGS LTD — EXCESS APPL AC」之支票或銀行本票，作為申請認購上述數目額外發售股份須全數支付之股款。  
I/We, hereby request you to allot such excess Offer Shares being applied for, or any smaller number, to me/us and to send by ordinary post at my/our risk to the address shown above my/our share certificate(s) for the number of excess Offer Shares as may be allotted to me/us in respect of this application and/or a cheque for any surplus application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the discretion of the Directors and be allocated on a fair and equitable basis on the following principles: (1) preference will, so far as practicable, be given to topping up odd lots to whole board lots where they appear to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings and that such applications are not made with intention to abuse this mechanism unless the total number of excess Offer Shares is not sufficient to top up all odd lots into whole board lots; and (2) subject to availability of excess Offer Shares after allocation under principle (i) above, the excess Offer Shares will be allocated to those Qualifying Shareholders who have applied for excess Offer Shares on a pro-rata basis based on the number of the excess Offer Shares applied for by them, with allocations to be made in full board lots where practicable. In applying principles (i) and (ii) above, no reference will be made to the number of Offer Shares comprised in a Shareholder's assured entitlement or to the existing number of Ordinary Shares held by the Shareholders. Where a Qualifying Shareholder has applied for excess Offer Shares in the form of both Ordinary Shares and Convertible Preference Shares and the number of Offer Shares allocated to him is insufficient to meet his excess application in full, his allocation of excess Offer Shares will be allotted in a ratio of Ordinary Shares and Convertible Preference Shares which is as nearly as practicable equal to the ratio in which he has applied for excess Ordinary Shares and excess Convertible Preference Shares, except where allowance is made to top up odd lots. I/We acknowledge that I am/we are not guaranteed to be allotted all or any of the excess Offer Shares applied for.  
本人/吾等謹請 貴公司配發該等所申請認購或任何較所申請認購數目為少之額外發售股份予本人/吾等，並將本人/吾等就此項認購申請可能獲配發之額外發售股份數目之股票及/或應退還予本人/吾等任何多出之申請認購股款之支票，按上列地址以平郵方式郵寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等明白就此項認購申請所獲配發之額外發售股份將由董事根據下列原則按公平公正基準酌情分配：(1)補足碎股至一手完整買賣單位之申請將在切實可行的範圍獲優先處理，如董事認為有關申請乃為將碎股股權補足至一手完整買賣單位股權而作出，而並非有意濫用此機制，除非額外發售股份總數不足以補足所有碎股至一手完整買賣單位；及(2)倘根據上文原則(1)分配後仍有額外發售股份可供分配，則額外發售股份將根據合資格股東申請認購之額外發售股份數目按比例分配予已申請認購額外發售股份之該等合資格股東，而於實際可行情況下以完整買賣單位作出分配。應用上文(i)及(ii)項原則時，將不會參考包含在股東保證配額中之發售股份數目或股東現持有普通股數目。倘合資格股東同時以普通股及可轉換優先股之形式申請認購額外發售股份，及彼獲配發之發售股份數目不足以悉數符合其額外申請，其將以其盡可能等其所申請額外普通股及額外可轉換優先股之比例獲配發該比例之普通股及可轉換優先股，除非已優先處理補足碎股。本人/吾等獲悉本人/吾等未必可獲配發全部或任何部份所申請認購之額外發售股份。  
I/We hereby undertake to accept such number of excess Offer Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and this Excess Application Form and subject to the Memorandum and the Articles. In respect of any excess Offer Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such excess Offer Shares.  
本人/吾等謹此承諾按照發售章程及本額外申請表格所載之條款，並在 貴公司之組織章程大綱及細則限制下接納可能配發予本人/吾等前述之額外發售股份數目。本人/吾等就任何獲配發之額外發售股份授權 貴公司將本人/吾等之姓名列入 貴公司之股東名冊，作為該等額外發售股份之持有人。

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

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint Shareholders must sign)  
申請人簽署(所有聯名申請人均須簽署)

Date日期: \_\_\_\_\_

Contact Tel No 聯絡電話號碼: \_\_\_\_\_

Please staple  
your payment  
here  
請將  
股款  
繫釘在此