TO BE VALID, THE WHOLE OF THIS ASSURED ALLOTMENT APPLICATION FORM MUST BE RETURNED

本保證配額申請表格必須整份交回方為有效

Assured Allotment Application Form No

IMPORTANT 重要提示

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR ABOUT ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, BOLICTOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL DOVISER.

IN 59 其本中请表格或真摆取之行動有任何疑問,最趋物 图下之数真理处或持牌遗身局。往田服务最媾。但行理地、律额、毒毒自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 OUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON WEDNESDAY, 21 MAY 2014.

本申请表格具有價值。但不可轉還,並僅供下文外名之合資格歷東使用。一等一四年五月二十日任服期三下午四季正後不得提出申請。

Dealings in the shares of the Company may be settled through the Central Clearing and Settlement System (Tocks) 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 these settlement arrangements and how such arrangements may affect your rights and interests.

A copy of this Assured Allotment Application Form, together with a copy of the accompanying prospectus of Ground Properties Company Limited (the "Company") dated 7 May 2014 (the "Prospectus"), a copy of the form of application for excess Offer Shares (the Excess Application Form"), and the written consent by Mazars CPA Limited have been registered with the Register of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.

**AgaBE@#isiaskad.ea/mixed.ea

R SHID AN ALCHI 東西区 - TEME OF INCE MISA KY 首先並列外用具 中国監察 吳耳賈斯以下大叶上(分降飛小貝青* Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Assured Allotment 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 Assured Allotment Application Form. 香港区易及結算所有限公司、青港總名公司、青港總名公司(藤文所)及香港中央結算有限公司(「香港結算」)對本保證配額申請表格之內容藏不負責,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保證配額申請表格全部或任何部份內容而產生或因婚賴該等內容而到的工作可與共產任何責任。

Hong Kong Branch Share Registrar: Tricor Abacus Limited Level 22, Hopewell Centre 183 Queen's Road East

Hong Kong 香港股份過戶登記分處:

卓佳雅柏勒有限公司 香港皇后大道東183號 合和中心22樓



GROUND PROPERTIES COMPANY LIMITED

廣 濹 地 產 有 限 公 司

(formerly known as China Motion Telecom International Limited) (前稱China Motion Telecom International Limited (潤迅通信國際有限公司*))

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

(Stock code: 989) (股份代號:989)

OPEN OFFER ON THE BASIS OF

ONE (1) OFFER SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE 公開發售

基準為於記錄日期每持有兩(2)股現有股份可認購一(1)股發售股份 PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 21 MAY 2014 股款須不遲於二零一四年五月二十一日(星期三)下午四時正接納時繳足

ASSURED ALLOTMENT APPLICATION FORM

保證配額申請表格

Registered Office: Clarendon House 2 Church Street Hamilton HM 11

Principal place of business in Hong Kong: Rooms 3505-3506, 35th Floor Edinburgh Tower The Landmark 15 Queen's Road Central Central Hong Kong

注冊辦事處 Clarendon House 2 Church Street Hamilton HM 11 Bermuda

香港主要營業地點 中環 皇后大道中15號 置地廣場公爵大廈 35樓3505-3506室

7 May 2014 一四年五月十日

Number of Shares registered in your name on 5 May 2014 炊□栗─□四年五月五日以 関 下名義已及股份數目	
Box A	
甲欄	
Number of Offer Shares provisionally allotted to you on an assured basis, subject to payme on application by not later than 4:00 p.m. on Wednesday, 21 May 2014 五年五月二十一日(星期三時正中請時全數處月在開設公分佈官)。 國際中國	nt in full)下午四
Box B 乙欄	
Amount payable on assured allotment when applied in full 申請認購全數保證是認時應繳款項	
Box C 丙欄	

Application can only be made by the Qualifying Shareholder(s) named above

Name(s) and address of the Qualifying Shareholder(s)

認購申請僅可由上文列名之合資格股東作出

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\$0.200 (or HK\$1.000 in the case of Consolidated Shares)) 請於下欄填妥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泰以0,200港元(或1,000港元(倘為合併股份))計算)

Any payments for Offer Shares should be rounded up to 2 decimal points.

發售股份之任何付款金額應調整至兩個小數點。

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

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Assured Allotment Application Form. Subject as mentioned in the Prospectus and this Assured Allotment Application To are entitled to agree intelled to agree inte

The SGM will be convened on Wednesday, 14 May 2014 to consider and, if thought fit, approve the Share Consolidation and the transactions contemplated thereunder. It is expected that the Share Consolidation will become effective after the Record Date if approved ine Sam will be conveniented on wednessay, 14 May 2014 to consider and, in thought it, approve the Sante Consolidation and the Iranactions commentated international the Sante Consolidation will become effective on the SGM. However, as the Share Consolidation is not one of the conditions precedent for the Open Offer, the Share Consolidation become effective, new share certificates (HK\$0.05 of each Consolidated Share) will be issued and despatched to the shareholders who have applied to the Offer Shares.

***Ca可將於二零一四年五月十四日(星期三)召開股東特別大会以考慮及酌情批准股份会任及進此聯進行之交易,倘若股份会任死股東特別大會上獲得批准,則預開股份会任務於記錄日期後生效。然而,由於股份合併並非公開發售之先決條件之一,故此不論股東特別大會之誘秦期份,在公開發售之所有條件均已建成的情况下,公開發售包可進行。倘若股份合併起卵生效,則申請認酬發售股份之股東斯會養養行及寄發新股票(每股份份股份。10.05港元)。

「You wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B above, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form, and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares.

個 関下欲申請認購多於 F 文 Z 欄所列 関下獲保證配發之有關發售股份數目(即額外發售股份)・則 関下須另行填寫額外申請表格・並練同認購額外發售股份所涉及之全數應缴款項以獨立開出之支票或銀行本票一併交回。

If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this Assured Allotment Application Form and/or the Excess Application Form, and lodge the form(s) together with the appropriate remittance(s) for the full amount payable in respect of the Offer Shares and/or the excess Offer Shares being applied for with the Company 1 Hong Kong Branch Share Registrar, Tricor Abacus Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 pm on Wednesday, 21 May 2014. All remittance(s) for application of Offer Shares under assured alloment must be in hong dollars and made payable to "Ground Properties Company Limited — Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares and/or excess Offer Shares can be made by any person who are not Qualifying Shareholders.

物 图下的 申請認與任何發音股份及,或额外發音股份,請與妥及簽署本保證配額申請表格及人或額外申請表格。並將有關表格捷同申請認購發音股份及/或額外發音股份於涉及之全數應繳款項之足額股款,於二零一四年五月二十一日(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卓佳推拍動有限公司,地址為香港星后大道東183號各和中心22樓。所有申請認購發售股份的保證配額之股款必須為港元,並須註明拍頭人為「Ground Properties Company Limited — Open Offer Account」及以「只准入拍頭人賬戶」方式劃線開出,以及須符合背頁所載手頭。並非合資格股東之人士不得申請認購發售股份及了或額外發售股份。

For identification purpose only

僅供識別



GROUND PROPERTIES COMPANY LIMITED

廣澤地產有限公司

(formerly known as China Motion Telecom International Limited) (前稱China Motion Telecom International Limited (潤迅通信國際有限公司*))

> (Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司) (Stock code: 989) (股份代號:989)

To: Ground Properties Company Limited

致:廣澤地產有限公司

Dear Sirs 敬啟者:

I/We, being the Qualifying Shareholder(s) stated overleaf, enclose herewith a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.200 per Offer Share (or HK\$1.000 per Consolidated 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 dated 7 May 2014 and this Assured Allotment Application Form and subject to the memorandum of association and bye-laws 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.

本人/吾等為背頁所列之合資格股東·現申請認購乙欄(或倘已填妥丁欄·則丁欄)指定之發售股份數目·並附上按每股發售股份0.200港元(或每股合併股份1.000港 元)之價格計算須於申請時繳足之全數股款**。本人/吾等謹此按照日期為二零一四年五月七日之章程及本保證配額申請表格所載之條款及條件,並在 貴公司之組 織章程大綱及細則限制下接納有關數目之發售股份,而本人/吾等謹此承諾並同意接納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,作為有關數目或前述數目較少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/吾等已詳閱(並同意全部遵守)背頁所載各項條件及申請手續。

	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:2014							
日期:二零一四年							
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 specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥) 乙欄所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄或(如末有填妥) 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 "Ground Properties Company 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「Ground Properties Company Limited Open Offer Account」為抬頭人劃線開出(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. No receipt will be given for remittance.

假設公開發售之條件已經達成,則申請認購發售股份數目少於或相等於申請人獲保證配發之數目的有效申請將獲全數接納。倘 閣下並無在上欄填上數目,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。倘若已收的股款少於申請認購上欄所填數目之發售股份所應支付之股款,則 閣下將被視作申請認購已收股款所 代表之發售股份數目。閣下作出之申請將被視作為申請認購完整之發售股份數目而作出。本公司不會就已收的股款發出收據。



GROUND PROPERTIES COMPANY LIMITED

廣澤地產有限公司

(前稱China Motion Telecom International Limited (潤迅通信國際有限公司*))

(於百慕達註冊成立之有限公司) (股份代號:989)

條件

- 1. 並非合資格股東的股東,不得申請認購任何發售股份及/或額外發售股份。
- 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任何發售股份及/或額外發售股份股票將以平郵方式按表格所列地址寄交 獲配發人:如屬聯名獲配發人,則寄交名列首位之獲配發人,郵誤風險概由彼等自行承擔。
- 3. 填妥本保證配額申請表格及/或額外申請表格將構成申請人指示及授權本公司及/或卓佳雅柏勤有限公司或彼等就此提名之任何人士代表認購人辦理本保證配額申請表格及/或額外申請表格或其他文件之任何登記手續,以及於一般情況下進行有關公司或人士可能認為必需或合適之一切其他事宜,以根據章程所述安排,將認購人所申請認購之數目或任何較少數目之發售股份及/或額外發售股份登記在認購人名下。
- 4. 發售股份及/或額外發售股份之認購人承諾簽署所有文件並採取一切其他必要行動以讓認購人登記成為所申請認購之發售股份及/或額外發售股份 之持有人,惟須符合本公司組織章程大綱及細則之規定。
- 5. 本公司收到認購款項後將隨即將之過戶,由此而產生之一切利息收入(如有)將撥歸本公司所有。倘支票未能於首次過戶時兑現,則有關申請將不獲 受理。
- 6. 閣下申請認購發售股份及/或額外發售股份之權利不得轉讓。
- 7. 本公司保留酌情權接受或拒絕任何不符合本保證配額申請表格及/或額外申請表格所載手續之發售股份及/或額外發售股份認購申請。

申請手續

閣下可诱渦填寫本保證配額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,請在本保證配額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0.200港元(或1.000港元(倘為合併股份))計算)。倘所收到之相應認購款項少於所填上之發售股份數目之所應支付之股款,則認購人將被視作申請認購已收全數款項所代表之相關較少發售股份數目。

倘 閣下欲申請本保證配額申請表格乙欄所列數目之發售股份,請在本保證配額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數目之發售股份。

倘 閣下欲申請認購多於本保證配額申請表格乙欄所列 閣下獲保證配發之任何發售股份數目(即額外發售股份),則 閣下須另行使用額外申請表格,並於額外申請表格之適當位置填上 閣下欲申請認購之額外發售股份數目及應繳款項總額(以申請認購之額外發售股份數目乘以0.200港元(或1.000港元(倘為合併股份))計算)。 閣下可隨本身的意願申請認購任何數目之額外發售股份數目。填妥本保證配額申請表格及/或額外申請表格並據此將適當股所應支付之股款,則認購人將被視作申請認購已收股款所代表之較少額外發售股份數目。填妥本保證配額申請表格及/或額外申請表格並據此將適當股款緊釘其上後,請將表格對摺並於二零一四年五月二十一日(星期三)下午四時正或之前交回本公司之香港股份過戶登記分處卓佳雅柏勤有限公司,地址為香港皇后大道東183號合和中心22樓。所有股款必須為港元,支票必須以香港持鄉銀行戶口開出,而銀行本票則須由香港持牌銀行發出,並以「Ground Properties Company Limited — Open Offer Account」為抬頭人認購稅於經過人認購稅發售股份,及以「Ground Properties Company Limited — Excess Application Account」為抬頭人認購額外發售股份,並以「只准入抬頭人賬戶」方式劃線開出。除非本保證配額申請表格及/或額外申請表格連同本保證配額申請表格內欄或丁欄(視情况而定)所示之適當股款及/或額外申請表格所示之適當股款於二零一四年五月二十一日(星期三)下午四時正或之前收到,否則 閣下申請認購發售股份及/或額外發售股份之權利以及一切有關權利將視作被拒絕而予以取消。

預期股票將於二零一四年五月二十八日(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。

終止包銷協議

倘基於下列理由,包銷商可於最後終止時間前向本公司發出書面通知終止包銷協議:

- (1) 公開發售之成功將會因以下事件而受到重大及不利影響:
 - (a) 頒佈任何新法例或規例或現行法例或規例(或其司法詮釋)出現任何變動或發生任何其他事件(不論其性質為何),而包銷商全權認為會對本集團 整體業務或財務或交易狀況或前景構成重大及不利影響或對公開發售重大不利;或
 - (b) 發生有關政治、軍事、金融、經濟或其他性質(無論是否與前述任何一項同類)之任何本地、國家或國際事件或變動(無論是否構成於包銷協議日期之前及/或之後所發生或持續發生之一連串事件或變動之一部份),或本地、國家或國際爆發敵對行為或武裝衝突或該等行為或衝突升級,或可影響本地證券市場之事件,而包銷商全權認為會對本集團整體業務或財務或貿易狀況或前景構成重大及不利影響、或對公開發售之順利進行構成重大及不利影響或基於其他原因導致進行公開發售屬不宜或不智;或
- (2) 市場狀況出現任何不利變動(包括但不限於財政或金融政策或外匯或貨幣市場之任何變動、證券買賣暫停或受到嚴重限制),而包銷商全權認為有可能對公開發售之順利進行構成重大或不利影響,或導致進行公開發售屬不宜或不智:或
- (3) 本公司或本集團任何成員公司之情況出現任何變動,而包銷商全權認為會對本公司之前景構成不利影響,包括在不損害前述條文之一般性原則下, 提出清盤呈請或通過決議案清盤或結業,或本集團任何成員公司發生類似事件,或本集團任何重大資產遭破壞;或
- (4) 任何不可抗力事件,包括在不損害其一般性原則下,任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工 或停工;或
- (5) 有關本集團整體業務或財務或貿易狀況或前景之任何其他重大不利變動(無論是否與前述任何一項同類):或
- (6) 包銷商合理認為倘在緊接章程日期前出現或發現而並無於章程內披露之任何對公開發售構成重大遺漏之事宜:或
- (7) 股份買賣於聯交所因特殊金融情況或其他原因而有任何禁售、暫停買賣或重大限制,

則包銷商有權於最後終止時間前向本公司發出書面通知終止包銷協議。

倘於最後終止時間前出現以下情況,則包銷商有權以撤銷通知終止包銷協議:

- (1) 包銷商獲悉包銷協議所載任何聲明、保證或承諾遭嚴重違反;或
- (2) 包銷商獲悉任何特別事件。

包銷商各種有關通知,均須於最後終止時間前發出。