

THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED TO BE VALID.
本申請表格須整份交回方為有效。

IMPORTANT
重要提示

THIS APPLICATION FORM ("AF") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO ACCEPTANCE CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 26 MAY 2014.

本申請表格(「申請表格」)具有價值,但不可轉讓,並僅供名列下文之合資格股東使用。申請最遲須於二零一四年五月二十六日(星期一)下午四時正遞交。

IF YOU ARE IN ANY DOUBT ABOUT THIS AF OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER 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,應諮詢閣下之股票經紀或其他持牌證券交易商、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 Sunwah Kingsway Capital Holdings Limited dated 12 May 2014 (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新華滙富金融控股有限公司於二零一四年五月十二日刊發之發售章程(「發售章程」)所界定者具相同涵義。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this AF, 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 AF.

香港交易及結算所有限公司、聯交所及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,概不因本申請表格全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

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

股份之買賣可透過中央結算系統進行結算,而有關結算安排之詳情及該等安排對閣下權利及權益可能產生之影響,閣下應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "DOCUMENTS REGISTERED BY 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 (Winding Up and Miscellaneous Provisions) 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.

各章程文件副本連同於發售章程附錄三「送呈公司註冊處處長登記之文件」一段所述之文件,已按照公司(清盤及雜項條文)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上述任何文件之內容概不負責。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Offer 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 Offer Shares on the Stock Exchange or such other date as may be 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. You should consult your 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.

待發售股份獲准於聯交所上市及買賣及符合香港結算之證券收納規定,發售股份將獲香港結算接納為合資格證券,可由發售股份在聯交所開始買賣日期或香港結算釐定之有關其他日期起,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第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行之活動均須依據不時有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。有關交收安排之詳情及該等安排對閣下之權利及權益可能構成之影響,閣下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。

SUNWAH KINGSWAY
新華滙富

SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED
新華滙富金融控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00188)

(於百慕達註冊成立之有限公司)

(股份代號: 00188)

OPEN OFFER OF 920,260,976 OFFER SHARES
AT HK\$0.148 PER OFFER SHARE ON THE BASIS OF ONE (1) OFFER SHARE
FOR EVERY FOUR (4) EXISTING SHARES HELD
ON THE RECORD DATE

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4: 00 P.M. ON MONDAY, 26 MAY 2014

以每股發售股份0.148港元公開發售920,260,976股發售股份
基準為於記錄日期每持有四(4)股現有股份獲發一(1)股發售股份
股款最遲須於二零一四年五月二十六日(星期一)下午四時正接納時繳足

APPLICATION FORM
申請表格

You are entitled to accept any number of Offer Shares which is equal to or less than your assured allotment shown in Box B overleaf by filling in this AF. Subject to as mentioned in the Prospectus, such allotment 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 one (1) Offer Share for every four (4) existing Shares held on Thursday, 8 May 2014. If you wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B overleaf, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form (the "EAF"), and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares. If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this AF and/or the EAF, 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 applied for with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. All remittance(s) for application of Offer Shares must be in Hong Kong dollars and made payable to "SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED - OPEN OFFER ACCOUNT" for Offer Shares under assured allotment and/or made payable to "SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED - EXCESS APPLICATION ACCOUNT" for excess Offer Shares and crossed "ACCOUNT PAYEE ONLY" and comply with the procedures set out in the page hereafter.

閣下有權透過填寫本申請表格申請相等或於或少於頁乙欄所列閣下獲保證配發之任何發售股份數目。在發售章程所述之規限下,上述配額乃按於二零一四年五月八日(星期四)每持有四(4)股現有股份獲發一(1)股發售股份的基準,向名列於本公司股東名冊並為合資格股東之股東作出。倘閣下擬申請發售股份數目多於頁乙欄所列,閣下應亦須另行填寫額外申請表格(「額外申請表格」),並連同就額外發售股份涉及之全數應繳款項之個別股款一併交回。倘閣下欲申請任何發售股份及/或額外發售股份,請填妥及簽署本申請表格及/或額外申請表格,並將表格連同申請發售股份及/或額外發售股份涉及之全數應繳款項之足額股款,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室。所有申請發售股份股款必須為港元款項,並須註明抬頭人為「SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED - OPEN OFFER ACCOUNT」保證配發之發售股份及/或以「SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED - EXCESS APPLICATION ACCOUNT」為抬頭人申請額外發售股份及以「只准入抬頭人賬戶」方式劃線開出,並須符合後續頁所載手續。

All dates or deadlines specified in this AF refer to Hong Kong local time.

本申請表格所述之所有時間及限期均指香港時間。

NO RECEIPT WILL BE GIVEN. 將不另發收據。

To: Sunwah Kingsway Capital Holdings Limited
致: 新華滙富金融控股有限公司

Dear Sirs,
I/We, being the Qualifying Shareholder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$0.148 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept such Offer Shares on the terms and conditions of the Prospectus dated 12 May 2014 and subject to the memorandum of association and bye-laws of the Company. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for acceptance set out overleaf and agree to be bound thereby.

敬啟者:
本人/吾等為頁丙所列股份之合資格股東,現按乙欄(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0.148港元之價格計算須於接納時繳足之全數股款**。本人/吾等謹此依照日期為二零一四年五月十二日之發售章程所載之條款及條件,以及在貴公司之組織章程大綱及公司細則之規限下,接納該等數目之發售股份。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司股東名冊,作為此等發售股份之持有人,並授權貴公司將有關股票按頁丙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/吾等已細閱頁丙所載各項條件及接納手續,並同意受其約束。

** Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED - OPEN OFFER ACCOUNT" (see the section headed "PROCEDURES FOR APPLICATION" on the reverse side of this AF).
** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED - OPEN OFFER ACCOUNT」為抬頭人劃線開出(請參閱本申請表格背頁「申請手續」一節)。

Valid acceptance for such number of Offer Shares which is less than or equal to a Qualifying Shareholder's assured allotment will be given effect 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 accepted 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 accepted 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 the remittance.

假設公開發售之條件達成,合資格股東有效接納少於或相等於其所獲保證配發之發售股份數目將獲全數有效配發。倘以上各欄內並無填上數目,則閣下將被視作接納就此支付的款項所代表之發售股份數目。倘股款少於上欄所填數目之發售股份所需支付的股款,則閣下將被視作接納本公司就此已收妥之款項所代表之發售股份數目。此項申請將被視作申請完整之發售股份數目而作出。閣下不會就有關股款獲發任何收據。

* for identification only
* 僅供識別

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

Number of Shares registered in your name on Thursday, 8 May 2014
於二零一四年五月八日(星期四)以閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Monday, 26 May 2014
閣下獲保證配發之發售股份數目(須不遲於二零一四年五月二十六日(星期一)下午四時正申請時繳足)

Box B
乙欄

Acceptance can only be made by the registered Qualifying Shareholder(s) named above.
Please enter in Box D the number of Offer Shares accepted and the amount of remittance enclosed (calculated as number of Offer Shares accepted multiplied by HK\$0.148)
只有上述已登記之合資格股東方可接納。
請於丁欄填寫所接納之發售股份數目及隨附之股款金額(以接納之發售股份數目乘以0.148港元計算)

Amount payable on assured allotment when applied in full
悉數申請認購保證配額時應繳款項

Box C
丙欄

BOX D
丁欄

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

	HK\$ 港元
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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
繫釘在此

SUNWAH KINGSWAY
新華滙富
SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED
新華滙富金融控股有限公司

條件

1. 非合資格股東不得申請任何發售股份及／或額外發售股份。
2. 本公司概不會就收到之申請款項發出收據，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普通郵遞方式按表格所列地址寄予承配人；如屬聯名承配人，則寄予名列首位之承配人，郵誤風險概由其自行承擔。
3. 填妥本申請表格及／或額外申請表格將構成申請人指示及授權本公司及／或香港中央證券登記有限公司或其就此提名之若干人士代表認購人辦理本申請表格及／或額外申請表格或其他文件之任何登記手續，以及作出有關公司或人士可能認為必需或合適之一切其他事情，以根據發售章程所述安排，將認購人所申請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於認購人名下。
4. 發售股份及／或額外發售股份之認購人承諾簽署一切文件並採取一切其他必要行為，以便彼等登記為所申請發售股份及／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公司細則之規定。
5. 申請款項將於本公司收訖後立即過戶，而其所賺取之利息(如有)將全數撥歸本公司所有。倘支票於首次過戶時未能兌現，則有關申請將可遭拒絕受理。
6. 閣下申請發售股份及／或額外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／或額外發售股份申請。任何香港境外人士填妥及交回本申請表格表示向本公司作出保證及聲明，已經妥為遵守有關接納之所有有關司法權區一切登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司將不會作出任何上述保證及聲明，或受其所限。

申請手續

閣下可透過填寫本申請表格申請相等於或少於乙欄所載 閣下獲保證配發之有關發售股份數目。

倘 閣下欲申請少於 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 閣下欲申請之發售股份數目及應繳款項總額(以申請之發售股份數目乘以0.148港元計算)。倘所收到之相應款項少於所填上發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所涉及之有關較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請已收全數款項所代表數目之發售股份。

倘 閣下欲申請多於本申請表格乙欄所載 閣下獲保證配發之任何發售股份(即額外發售股份)數目，則 閣下應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 閣下欲申請之額外發售股份數目及應繳款項總額(以申請之額外發售股份數目乘以0.148港元計算)。 閣下可申請任何額外發售股份數目。倘所收到之相應款項少於所填上之額外發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所代表之較少額外發售股份數目。

填妥本申請表格及／或額外申請表格並將適當之股款相應地密封其上後，應將表格對摺並不遲於二零一四年五月二十六日(星期一)下午四時正(或在惡劣天氣情況下，發售章程「預期時間表」一節所述之有關最後接納時間)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室。所有股款均須以港元繳付。支票或銀行本票須以香港之持牌銀行賬戶付款或由香港之持牌銀行開出，註明抬頭人為「SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED – OPEN OFFER ACCOUNT」，並以「只准入抬頭人賬戶」方式劃線開出。除非本公司於二零一四年五月二十六日(星期一)下午四時正前收到填妥之本申請表格及／或額外申請表格，連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款及／或額外申請表格所示之適當股款送達，否則 閣下申請發售股份及／或額外發售股份之權利以及一切有關權利將當作已被放棄而註銷。

預期股票將於二零一四年六月四日(星期三)或之前以普通郵遞方式寄予 閣下，郵誤風險概由 閣下自行承擔。

終止包銷協議

包銷協議載有條文，授予該等包銷商權利在若干事件發生時透過發出書面通知終止該等包銷商根據該協議承擔之責任。倘於最後終止時間前發生以下任何事件，則該等包銷商可於最後終止時間或之前終止包銷協議：

(a) 該等包銷商秉持忠誠態度，合理認為公開發售之成功將受下列因素之重大不利影響：

1. 頒佈任何新規例或現有法律或規例(或其司法詮釋)出現任何變動或發生任何性質之其他事件，而依該等包銷商之絕對意見認為，該事件可能對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響；或
2. 當地、國家或國際發生任何政治、金融、經濟、貨幣、市場或其他性質之事件或變動(無論是否構成於本申請表格日期之前及／或之後發生或持續之一連串事件或變動之一部份，及無論是否與任何上述同一類)或當地、國家或國際敵對行動或武裝衝突爆發或升級，或影響當地證券市場，而依該等包銷商之絕對意見認為，其可能對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響；或
3. 本集團之整體業務或財務或貿易狀況或前景出現任何重大不利變動；或
4. 任何天災、戰爭、暴動、擾亂公共秩序、群眾騷亂、火災、水災、爆炸、疫症、恐怖活動、罷工或閉廠，而該等包銷商合理認為，其將對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響；或
5. 因特殊金融情況或其他原因出現或對於聯交所全面買賣股份實施任何禁售、暫停買賣或重大限制；或
6. 任何第三方向本集團任何成員公司展開任何訴訟或申索，而現時或可能對本集團整體而言關係重大；或

(b) 市況出現任何重大不利變動(包括但不限於香港、中國或與本集團或本集團任何成員公司有關之其他司法權區財政或貨幣政策或外匯或貨幣市場出現變動、證券暫停或限制買賣、實施經濟制裁；及貨幣狀況出現變動(就本條而言包括港幣價值與美元堅固貨幣價值掛鈎之制度出現變動))，而該等包銷商合理認為繼續進行公開發售屬不宜或不智；或

(c) 發售章程於刊發時載有本公司並未於本申請表格日期前公佈或刊發(有關本集團業務前景或狀況或遵守任何法律或上市規則或任何適用規例)之資料，而該等包銷商合理認為該等資料對本集團整體而言關係重大，且極可能對公開發售之成功構成重大不利影響。

倘包銷協議於最後終止時間或之前被該等包銷商終止或並無成為無條件，則包銷協議將告終止(惟於終止前可能根據包銷協議產生之任何權利及責任除外)，而公開發售將不會進行，本公司或該等包銷商亦不得就與包銷協議有關之成本、損害賠償、補償或其他款項，向另一方提出任何申索。

支票或銀行本票

所有支票及銀行本票將於收訖後立即過戶，而其所賺取之利息(如有)將全數撥歸本公司所有。填妥及交回本申請表格及／或額外申請表格，連同支付所接納發售股份之支票或銀行本票，將構成 閣下向本公司保證該支票或銀行本票將於首次過戶時兌現。凡隨附支票或銀行本票於首次過戶時未能兌現所涉及之接納可遭拒絕受理，在此情況下，相關保證配額及其項下之一切權利將當作已被放棄而註銷。

發售股份之地位

發售股份(於繳足股款及配發後)將在各方面與配發日期之已發行股份享有同等權益。該等發售股份之持有人將有權收取未來宣派、作出或派付(其記錄日期定於發售股份配發及發行日期或之後)之一切股息及分派。

股票

待公開發售之條件達成後，發售股份之股票預期將於二零一四年六月四日(星期三)或之前以普通郵遞方式郵寄予該等有權收取股票之合資格股東，郵誤風險概由彼等自行承擔。 閣下將就 閣下名下登記之所有相關發售股份獲發一張股票。

一般事項

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。

倘本申請表格及／或額外申請表格由獲發本申請表格及／或額外申請表格之人士簽署交回，即確實證明交回上述文件之人士有權處理有關文件及收取相關發售股份股票。

本申請表格及／或額外申請表格及據此之發售股份之任何接納均受香港法律管轄並據此解釋。