TO BE VALID, THE WHOLE OF THIS SHARE APPLICATION FORM MUST BE RETURNED 本股份申請表格必須整份交回方為有效

Share Application 股份申請表格 編號



If you wish to apply for any Offer Shares, you should complete and sign this Share Application Form, and lodge this Share Application Form together with a remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Friday, 12 December 2014. All remittances must be in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "SUSTAINABLE FOREST HOLDINGS LIMITED - SHARE OPEN OFFER ACCOUNT" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No receipt will be given for such remittances.

備 閣下欲申請認購任何發售股份,請填妥及簽署本股份申請表格,並將本股份申請表格連同申請認購發售股份涉及之全數應繳款項之足額股款,**須不遲於二零一四年十二月十二日(星期五)下午四時正**交回本公司之香港股份過戶登記分處 卓佳登捷時有限公司,地址為香港皇后大道東183號合和中心22樓。所有股款必須以港幣支付。支票必須以香港持牌銀行之賬戶開出,而銀行本票須由香港持牌銀行發出,並以「SUSTAINABLE FOREST HOLDINGS LIMITED — SHARE OPEN OFFER ACCOUNT」為抬頭人,並劃線註明「只准入抬頭人賬戶」,以及須符合背頁所載手續。本公司將不會就該等股款發出收據

Additional information including conditions and procedures for application of the Offer Shares is enclosed. 隨附之額外資料包括發售股份之條件及申請手續



Sustainable Forest Holdings Limited

永保林業控股有限公司*

(incorporated in Bermuda with limited liability) (Stock Code: 723)

CONDITIONS

- 1. No Excluded Shareholder is permitted to apply for any Offer Shares.
- 2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Share(s) in respect of which the application(s) is/are 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 the form(s).
- 3. Completion of this Share Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Tengis Limited or some person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Share 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 him/her/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 bye-laws 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. Completion and return of this Share Application Form will constitute a warranty by the applicant(s) that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other entitlements of the Company in respect thereof, the Company reserves the right to reject any Share Application Form in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation or, at the option of the Company, subsequent presentation. In such event, the relevant assured allotments of the Offer Shares and all entitlements thereunder will be deemed to have been declined and will be cancelled.
- 6. Your right to apply for the Offer Shares is not transferable.
- 7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the procedures for application set out herein.
- 8. Completion and return of this Share Application Form will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with this Share Application Form and any acceptance of them have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in doubt as to your position, you should consult your professional advisers.
- 9. The Underwriting Agreement contains provisions entitling the Underwriter at any time prior to 4:00 p.m. on Tuesday, 16 December 2014 to terminate its obligations thereunder on the occurrence of certain events including force majeure. These events are set out in the section headed "Termination of the Underwriting Agreement" and the paragraph headed "Termination of the Underwriting Agreement" under the section headed "Letter from the Board" of the Prospectus. If the Underwriter terminates the Underwriting Agreement in accordance with the terms thereof, the Open Offers will not proceed. In addition, the Open Offers is conditional upon the fulfillment of the conditions set out in the paragraph headed "Conditions of the Open Offers" under the section headed "Letter from the Board" of the Prospectus.

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 Share Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Share 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\$0.32 (rounding down to the nearest HK\$0.01)). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted or entitled in Box B, 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 Share Application Form, this number should be inserted in Box D of this Share Application Form. If no number is inserted, you will be deemed to have applied for the maximum number of your assured entitlement that could be acquired at the subscription price and any balance will be refunded to you.

This Share Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, **no later than 4:00 p.m. on Friday, 12 December 2014**. All remittance(s) must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong, and made payable to "SUSTAINABLE FOREST HOLDINGS LIMITED – SHARE OPEN OFFER ACCOUNT" for your assured allotment of Offer Shares and crossed "Account Payee Only". Unless this Share Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Share Application Form has been received by 4:00 p.m. on Friday, 12 December 2014, 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.

Share certificate is expected to be posted by ordinary post to you on or before Friday, 19 December 2014 at your own risk. You will receive one share certificate for all the entitlement to Offer Shares validly applied for and issued to you.



Sustainable Forest Holdings Limited

永保林業控股有限公司*

(於百慕達註冊成立之有限公司) (股份代號:723)

條件

- 1. 除外股東不得申請認購任何發售股份。
- 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分接納之任何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。
- 填妥本股份申請表格將構成申請人指示及授權本公司及/或卓佳登捷時有限公司或彼等就此提名之其他人士代表申請人辦理本 股份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要或合適之一切其他事情,以根據售股章程所 述安排,將申請人所申請認購之數目或任何較少數目之發售股份登記在申請人名下。
- 發售股份之申請人承諾簽署所有文件並作出一切其他必要行為以讓彼/彼等登記成為彼/彼等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公司細則之規定。
- 5. 股款將於本公司收訖後過戶,而自此賺取之所有利息(如有)將撥歸本公司所有。填妥及交回本股份申請表格,即構成申請人保 證支票或銀行本票將於首次過戶時兑現。在不影響本公司其他有關權利之情況下,本公司保留權利拒絕接納隨附之支票或銀行 本票於首次過戶或(按本公司選擇)其後過戶時未能兑現之任何股份申請表格。在此情況下,有關獲保證配發之發售股份及其項 下之所有配額將視作不獲接納並予以註銷。
- 6. 閣下申請認購發售股份之權利不得轉讓。
- 7. 本公司保留權利接受或拒絕任何不符合本表格所載申請手續之發售股份認購申請。
- 8. 填妥及交回本股份申請表格即表示 閣下向本公司作出一項保證及聲明,已經或將會就本股份申請表格及其任何接納全面遵守 所有有關司法權區之一切登記、法律及監管規定。為免生疑問,香港結算及香港中央結算(代理人)有限公司毋須受任何該等聲 明及保證所規限。倘 閣下對本身狀況存有疑問,應諮詢 閣下之專業顧問。
- 9. 務須注意,包銷協議載有條文賦予包銷商權利於二零一四年十二月十六日(星期二)下午四時正前任何時間以於發生若干事件 (包括不可抗力事件)之情況下終止其於包銷協議項下之責任。該等事件載於售股章程「終止包銷協議」一節及「董事會函件」一 節中「終止包銷協議」一段。倘包銷商根據包銷協議條款終止包銷協議,則公開發售將不會進行。此外,公開發售須待售股章程 「董事會函件」一節「公開發售之條件」一段所載之條件獲達成後,方可作實。

申請手續

閣下可透過填寫本股份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。

欲申請認購少於 閣下獲保證配發之有關發售股份數目,請在本股份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港幣0.32元計算(下調至最接近之港幣 0.01元))。倘所收到之相應股款少於乙欄所填或有權享 有之發售股份數目所需之股款,則申請人將被視作申請認購已收全數款項所代表之有關較少發售股份數目。

倘 閣下欲申請認購本股份申請表格乙欄所列數目之發售股份,則請在本股份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 閣下可按認購價購買保證配額之最大數目,任何餘額將退還予 閣下。

填妥本股份申請表格並將適當之股款相應地緊釘其上後,請將表格對摺並須**不遲於二零一四年十二月十二日(星期五)下午四時正**交回本公司之香港股份過戶登記分處卓佳登捷時有限公司,地址為香港皇后大道東183號合和中心22樓。所有股款必須以港幣支付。 支票須以香港持牌銀行賬戶開出,而銀行本票亦須由香港持牌銀行發出,並以「SUSTAINABLE FOREST HOLDINGS LIMITED – SHARE OPEN OFFER ACCOUNT」為抬頭人認購 閣下獲保證配發之發售股份,並劃線註明「只准入抬頭人賬戶」。除非本股份申 請表格連同本股份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十二月十二日(星期五)下午四時正前已經收到,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不獲接納及將被註銷。

預計股票將於二零一四年十二月十九日(星期五)或之前以平郵方式寄發予 閣下,郵誤風險概由 閣下自行承擔。 閣下將就全部有效申請並配發予 閣下之發售股份獲發一張股票。



Sustainable Forest Holdings Limited

永保林業控股有限公司

(incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code: 723)
(股份代號: 723)

To: Sustainable Forest Holdings Limited 致: 永保林業控股有限公司

Dear Sirs,

敬啟者:

I/We, being the Qualifying Shareholder(s) stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a subscription price of HK\$0.32 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 dated 28 November 2014 and subject to the memorandum and bye-laws of the Company and I/we hereby undertake and agree to apply for the same or any less er 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 the share certificate 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. By signing this form, I/we declare that I/we am/are not Excluded Shareholder(s) and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

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港幣 0.32元之認購價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十一月二十八日之售股章程所載之條款及條件,並在 貴公司之組織章程大綱及公司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所列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/吾等已詳閱背頁所載 各項條件及申請手續,並同意全部遵守。透過簽署本表,本人/吾等聲明本人/吾等並非除外股東,而本人/吾等申請發售股份並不違反香港以外任何司法權區之任何適用 證券或其他法律或法規。

			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	_月日			
Details to be filled in by Qualifying Shareholder 請合資格股東填妥以下詳情:	(s):			
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 (丁欄所列明之總數 或(如未有填妥)乙欄 所列明之總數)	Total amount of remittance (being the total specied in Box D, or failing which, the total specied in Box C) 股款總額 (丁欄所列明之股款總額或 (如未有填妥) 丙欄所列明之股款總額)		ne 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
	HK\$ 港幣			

** Cheque or cashier's order should be crossed "Account Payee Only" and made payable to "SUSTAINABLE FOREST HOLDINGS LIMITED – SHARE OPEN OFFER ACCOUNT" (see the paragraph headed "Procedures for Application" on the reverse side of this form).

** 支票或銀行本票須劃線註明「只准入拾頭人賬戶」,並以「SUSTAINABLE FOREST HOLDINGS LIMITED – SHARE OPEN OFFER ACCOUNT」為抬頭人(請參閱 本表格背頁「申請手續」一段)。

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 such lesser 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達成,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之有效申請將獲全數接納。倘上欄內並無填上數目,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。倘股款少於申請認購上欄所填數目之發售股份所需之股款,則 閣下將被視作申請認購已收款項所代表之有關較少發 售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。本公司將不會就股款發出收據。