

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

本申請表格必須整份交回方為有效

Application Form No.

申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM (THE "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 MONDAY, 9 FEBRUARY 2015.

本申請表格(「申請表格」)具有價值,但不可轉讓,並僅供下列名之合資格股東使用。二零一五年二月九日(星期一)下午四時正後不得提出申請。
IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM 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 Mission Capital Holdings Limited dated Monday, 26 January 2015 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外,本申請表格所用詞彙與保興資本控股有限公司於二零一五年一月二十六日(星期一)刊發之發售章程(「發售章程」)所界定者具有相同涵義。
Dealing in the Shares and the Offer Shares in their fully paid form 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 details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份及繳足股款發售股份之買賣可以透過中央結算系統進行交收,閣下應該就該等交收安排之詳情及該等安排可能對閣下之權利及權益所構成之影響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。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC 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,概不就因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。

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, 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 (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

各份公開發售文件連同發售章程附錄三「送呈香港公司註冊處處長之文件」一段所述之文件已根據香港法例第32章公司(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。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as 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 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲准在聯交所上市及買賣,以及遵守香港結算之證券收納規定後,發售股份將獲香港結算接納為合資格證券,可由發售股份開始在聯交所買賣之日或香港結算釐定之其他日期起,於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易必須於其後第二個交收日在中央結算系統進行交收。在中央結算系統進行之一切活動均須依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。

MISSION CAPITAL HOLDINGS LIMITED
保興資本控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 1141)

(股份代號: 1141)

Branch share registrar and transfer office

in Hong Kong:
香港股份過戶登記分處:

Tricor Tengis Limited
卓佳登捷時有限公司

Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港
皇后大道東183號
合和中心22樓

Registered office:
註冊辦事處:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in
Hong Kong:

香港主要營業地點:
Suite 903
9th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong
香港灣仔
港灣道23號
鷹君中心
9樓903室

26 January 2015
二零一五年一月二十六日

OPEN OFFER OF 2,139,175,251 OFFER SHARES
AT HK\$0.10 PER OFFER SHARE ON THE BASIS OF ONE OFFER SHARE
FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE
按於記錄日期每持有兩股現有股份獲發一股發售股份之基準
按每股發售股份0.10港元公開發售2,139,175,251股發售股份

PAYABLE IN FULL ON APPLICATION BY NO LATER THAN 4:00 P.M. ON MONDAY, 9 FEBRUARY 2015
股款須於申請時(不得遲於二零一五年二月九日(星期一)下午四時正)繳足

APPLICATION FORM
申請表格

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

合資格股東姓名及地址

[Blank area for Name(s) and address(es) of the Qualifying Shareholder(s)]

Number of Shares registered in your name on the Record Date of Thursday, 22 January 2015

於記錄日期二零一五年一月二十二日(星期四)以閣下名義登記之股份數目

Box A
甲欄

[Blank area for Number of Shares registered in your name on the Record Date of Thursday, 22 January 2015]

Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 9 February 2015
閣下獲保證配發之發售股份數目,股款須於二零一五年二月九日(星期一)下午四時正前於接納時繳足

Box B
乙欄

[Blank area for Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 9 February 2015]

Amount payable on your assured allotment when applied in full
閣下申請全數保證配額時應繳款項

Box C
丙欄

HK\$
港元

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

申請僅可由名列上文之合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.10)

請於丁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乘以0.10港元計算)

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

Box D
丁欄

Remittance enclosed
隨附股款
HK\$
港元

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 Application Form. Subject to as mentioned in the Prospectus, such offer is made to the holders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of one Offer Share for every two existing Shares held on Thursday, 22 January 2015. No excess Offer Shares will be offered to the Qualifying Shareholders and Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the same together with the appropriate remittance for the full amount payable in respect of the Offer Shares being accepted with the Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Monday, 9 February 2015. All remittance(s) for the Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "Mission Capital Holdings Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of the Offer Shares can be made by any persons who were Excluded Shareholders.

閣下有權透過填寫本申請表格申請相等或於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在發售章程所述者規限下,有關要約乃向名列本公司股東名冊且屬合資格股東之股東提出,基準為按於二零一五年一月二十二日(星期四)每持有兩股現有股份獲保證配發一股發售股份。本公司將不會向合資格股東提呈額外發售股份,而不獲合資格股東承購之發售股份將由包銷商承購。閣下如欲申請任何發售股份,請填妥及簽署本申請表格,並將本申請表格連同接納發售股份涉及之全數應繳款項之適當股款,最遲於二零一五年二月九日(星期一)下午四時正前交回過戶登記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。根據本申請表格認購發售股份之所有股款必須以港元支付,並以「Mission Capital Holdings Limited - Open Offer Account」為抬頭人及劃線註明「只准入抬頭人賬戶」,並須符合背頁所載手續。任何屬除外股東之人士概不得申請發售股份。

* for identification purpose only

* 僅供識別

MISSION CAPITAL HOLDINGS LIMITED
保興資本控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 1141)

IMPORTANT NOTES

1. The Qualifying Shareholders are not entitled to apply for any Offer Shares in excess of their respective assured entitlements.
2. No fractional entitlements to the Offer Shares will be issued to the Qualifying Shareholders.
3. No Excluded Shareholder is permitted to apply for any Offer Shares.
4. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for the Offer Shares in respect of which the application(s) is/are made in full or in part will be despatched to the applicant(s) or, in the case of joint applicants, to the first named applicant by ordinary post on Monday, 16 February 2015, at their own risk, at the address stated on the Application Form.
5. Completion of the Application Form will constitute an instruction and authority by the Qualifying Shareholder(s) to the Company and/or Tricor Tengis Limited or any person nominated by them for the purpose, on behalf of the Qualifying Shareholder(s), to execute any registration of the 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 Qualifying Shareholder(s) of the Offer Shares being applied for or any lesser number in accordance with the arrangements described in the Prospectus.
6. The Qualifying Shareholder(s) of the Offer Shares undertake(s) to sign all documents and to do all other acts necessary to enable them to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the memorandum of association and bye-laws of the Company.
7. 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. Application in respect of which cheque is dishonoured upon first presentation is liable to be rejected.
8. The allotments under the Open Offer on an assured basis are not transferable.
9. The Company reserves the right to refuse any application of Offer Shares which does not comply with the procedures set out herein.
10. In the event of inconsistency, the English version of the Application Form shall prevail over the Chinese version.

Completion and return of the Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the warranties and representations.

PROCEDURES FOR APPLICATION

You may apply for such number of the Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in the Application Form.

To apply for such number of the Offer Shares which is less than your assured allotment, you must enter in Box D of the Application Form the number of the Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of the Offer Shares being applied for multiplied by HK\$0.10). If the amount of the corresponding remittance received is less than that required for the number of the Offer Shares inserted, you will be deemed to have applied for such lesser number of the Offer Shares for which full payment has been received.

If you wish to apply for the exact number of the Offer Shares set out in Box B of the Application Form, the number should be inserted in Box D of the Application Form. If no number is inserted, you will be deemed to have applied for the number of the Offer Shares for which full payment has been received.

The 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 Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Monday, 9 February 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to **"Mission Capital Holdings Limited – Open Offer Account"** and crossed **"Account Payee Only"**. Unless the Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of the Application Form has been received by no later than 4:00 p.m. on Monday, 9 February 2015, your right to apply for any of the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may terminate the arrangement by notice in writing issued to the Company at any time prior to 4:00 p.m. on the Settlement Date if there occur:

- (i) an introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof); or
- (ii) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or currency (including any disruption to trading generally or trading in any securities of the Company on any stock exchange, or a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing) or of the nature of any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict; or
- (iii) any act of God, fire, flood, explosion, epidemic, earthquake, nuclear or natural disaster, war, act of terrorism, riot, public disorder, civil commotion, strike or lock-out; or
- (iv) any suspension or a material limitation in trading in securities generally on the Stock Exchange, or a general moratorium on commercial banking activities in Hong Kong declared by the relevant authorities or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong;

and in the absolute opinion of the Underwriter, such change could have a material and adverse effect on the business, financial or trading position or prospects of the Group as a whole or the success of the Open Offer or make it inadvisable or inexpedient to proceed with the Open Offer.

If, at or prior to 4:00 p.m. on the Settlement Date:

- (i) the Company commits any material breach of or omits to observe any of the obligations, undertakings, representations or warranties expressed to be assumed by it under the Underwriting Agreement which breach or omission could have a material and adverse effect on its business, financial or trading position; or
- (ii) the Underwriter shall receive notification, or shall otherwise become aware of, the fact that any of the representations or warranties contained in the Underwriting Agreement was, when given, untrue, inaccurate or misleading, or would be untrue, inaccurate or misleading if repeated as provided in the Underwriting Agreement and the Underwriter shall, in its absolute opinion, determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the business, financial or trading position or prospects of the Group taken as a whole or is otherwise likely to have a materially prejudicial effect on the Open Offer;

the Underwriter shall be entitled (but not bound) by notice in writing to the Company prior to the Settlement Date to terminate the Underwriting Agreement and the obligations of all parties under the Underwriting Agreement shall terminate forthwith.

Upon the giving of such notice, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine and none of the parties thereto shall have any claim against the other parties in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save in respect of any antecedent breaches and claims). If the Underwriter exercises such right, the Open Offer will not proceed.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares applied will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in the event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares (when fully paid and allotted) will rank pari passu in all respects with the Shares in issue on the date of allotment. Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES AND REFUND CHEQUE

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the fully-paid Offer Shares are expected to be posted on Monday, 16 February 2015 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You will receive one share certificate for all relevant fully-paid Offer Shares registered under your name.

Refund cheques in respect of the Offer Shares, if the Open Offer is terminated, shall be despatched by ordinary post on or before Monday, 16 February 2015 to the applicants at their own risk.

GENERAL

Lodgement of the Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

The Application Form and any application of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

* for identification purpose only

MISSION CAPITAL HOLDINGS LIMITED

保興資本控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 1141)

(股份代號: 1141)

To: Mission Capital Holdings Limited

致：保興資本控股有限公司*

Dear Sirs,

敬啟者：

I/We, being the Qualifying Shareholder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.10 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby apply for such Offer Shares on the terms and conditions of the Prospectus dated 26 January 2015 and subject to the memorandum of association and bye-laws of the Company. I/We hereby 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 application set out overleaf and agree to be bound thereby.

本人／吾等為背頁所列股份之合資格股東，現申請乙欄(或倘已填妥乙欄，則丁欄)所列配額之發售股份數目，並附上按每股發售股份0.10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二零一五年一月二十六日之發售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申請有關數目之發售股份。本人／吾等謹此授權 貴公司將本人／吾等之姓名列入 貴公司之股東名冊，作為有關發售股份之持有人，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。

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 日期：_____ 2015

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 specified in Box D, or failing which, the total specified 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)	Name 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\$ 港元		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Mission Capital Holdings Limited – Open Offer Account" (see the section headed "PROCEDURES FOR APPLICATION" on the reverse side of this Application Form).

** 支票或銀行本票須劃線註明「只准入抬頭人賬戶」，並以「Mission Capital Holdings Limited – Open Offer Account」為抬頭人(請參閱本申請表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to the 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 overleaf or 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 the remittance.

假設公開發售之條件獲達成，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有效配發。倘背頁欄內或上欄內並無填上數目，則閣下將被視作申請已收款項所代表之發售股份數目。倘股款少於背頁欄內或上欄內所填數目之發售股份所需之股款，則閣下將被視作申請已收款項所代表之發售股份數目。申請將被視作為申請完整之發售股份數目而作出。本公司不會就股款發出收據。

* for identification purpose only

* 僅供識別