

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.  
保證配額申請表格編號

IMPORTANT  
重要提示

THIS ASSURED ALLOTMENT 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 THURSDAY, 17 SEPTEMBER 2015.

本保證配額申請表格具有價值，但不可轉讓，並僅供下列的合資格股東使用。二零一五年九月十七日（星期四）下午四時正後不得提出申請。  
IF YOU ARE IN ANY DOUBT ABOUT THIS ASSURED ALLOTMENT APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.

閣下對本保證配額申請表格或應採取的行動如有任何疑問，應諮詢閣下的持牌證券交易商、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 Huili Resources (Group) Limited dated 2 September 2015 (the "Prospectus"), unless the context otherwise requires.

除文義另有所指外，本文件所用詞彙與滙力資源（集團）有限公司於二零一五年九月二日刊發的發售章程（「發售章程」）所界定者具有相同涵義。  
Deals in the Offer Shares may be settled through the Central Clearing and Settlement System ("CCASS") established and operated by the Hong Kong Securities Clearing Company Limited ("HKSCC") and you should consult your 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.

發售股份的買賣可透過由香港中央結算有限公司（「香港結算」）設立及運作的中央結算及交收系統（「中央結算系統」）進行交收，閣下應諮詢閣下的持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排的詳情，以及該等安排對閣下的權利及權益可構成的影響。

A copy of the Prospectus, together with this Assured Allotment Application Form, Excess Application Form and copies of documents specified 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 (WUMP) 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.

發售章程副本連同本保證配額申請表格、額外申請表格及發售章程附錄三「送呈公司註冊處處長之文件」一段所列明的文件副本，已根據公司（清盤及雜項條文）條例第342C條的規定於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該等文件的內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and 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.

香港交易及結算有限公司、香港聯合交易所有限公司（「聯交所」）及香港結算對本保證配額申請表格的內容概不負責，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保證配額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的任何損失承擔任何責任。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, 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 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.

待發售股份獲准於聯交所上市及買賣後，發售股份將獲香港結算接納為合資格證券，可由發售股份於聯交所開始買賣日期（或香港結算釐定的其他日期）起，於中央結算系統內寄存、結算及交收。聯交所參與者於任何交易日的交易須在該交易日起計第二個交易日在中央結算系統內進行結算。中央結算系統的所有活動均須遵守不時生效的中央結算系統一般規則及中央結算系統運作程序規則。

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Monday, 24 August 2015 and that dealings in the Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be on Friday, 18 September 2015), will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing the Shares during such period who is in any doubt about his or her position is advised to consult his or her professional adviser.

股東務請注意，股份由二零一五年八月二十四日（星期一）起按除權基準買賣，且股份將於包銷協議的條件尚未達成前開始買賣。任何股東或其他人士在公開發售的所有條件達成日期（預期為二零一五年九月十八日（星期五））前買賣股份，將須承擔公開發售可能不會成為無條件及不一定進行的風險。任何擬於該段期間買賣股份的股東或其他人士對其本身的情況如有任何疑問，敬請諮詢本身的專業顧問。

Hong Kong branch share registrar:  
Tricor Investor Services Limited  
Level 22, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

香港股份登記分處：  
卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓



滙力集團  
HUILI GROUP

Huili Resources (Group) Limited  
滙力資源（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 1303)

(股份代號：1303)

OPEN OFFER OF 500,000,000 OFFER SHARES  
AT THE SUBSCRIPTION PRICE OF HK\$0.50 PER OFFER SHARE PAYABLE  
IN FULL ON ACCEPTANCE ON THE BASIS OF ONE OFFER SHARE FOR  
EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE

按認購價每股發售股份0.50港元  
(須於接納時悉數繳足股款) 公開發售  
500,000,000股發售股份  
(基準為於記錄日期每持有兩股現有股份獲發一股發售股份)

ASSURED ALLOTMENT APPLICATION FORM  
保證配額申請表格

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

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Number of Shares registered in your name(s) on Tuesday, 1 September 2015  
於二零一五年九月一日（星期二）以閣下/彼等名義登記的股份數目

Box A  
甲欄

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Number of Offer Shares offered to you subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 17 September 2015  
向閣下/彼等提呈的發售股份數目，須不遲於二零一五年九月十七日（星期四）下午四時正前接納時繳足股款

Box B  
乙欄

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Amount payable when applied in full  
全數申請時應繳款項

Box C  
丙欄  
HK\$  
港元

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Number of Offer Shares applied for  
申請的發售股份數目

Box D  
丁欄  
HK\$  
港元

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Application can only be made by the registered Qualifying Shareholder(s) named above.  
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\$0.50 per Offer Share)

申請僅可由上述已登記的合資格股東作出。請於丁欄填上所申請的發售股份數目及隨附的股款金額（以申請的發售股份數目乘以每股發售股份0.50港元計算）

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured entitlement shown in Box B above by filling in this Assured Allotment Application Form. 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 Offer Share for every two existing Shares held on the Record Date.

閣下/彼等有權透過填寫本保證配額申請表格申請相等於或少於上文乙欄所列閣下/彼等獲保證配額之任何發售股份數目。在發售章程所述者之規限下，上述配額乃按於記錄日期每持有兩股現有股份獲發一股發售股份的基準，向名列本公司股東名冊並為合資格股東之股東作出。

If you wish to apply for such number of Offer Shares which is more than your assured entitlement 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.

倘閣下/彼等欲申請超過閣下/彼等於上文乙欄所示保證配額的發售股份數目，即額外發售股份，則閣下/彼等亦應填妥獨立的額外申請表格並將之與額外發售股份應付之獨立全額股款交回。

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 applied for with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for application of Offer Shares must be in Hong Kong dollars and made payable to "Huili Resources (Group) Limited - AF" for Offer Shares under assured entitlement and/or made payable to "Huili Resources (Group) Limited - EAF" for excess Offer Shares and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Share and/or excess Offer Shares can be made by any person who were Non-qualifying Shareholders.

倘閣下/彼等欲申請任何發售股份及/或額外發售股份，閣下/彼等應填妥及簽署本保證配額申請表格及/或額外申請表格，並將表格連同所申請的發售股份及/或額外發售股份應付之適當全額股款交回本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。申請發售股份的全部股款須為港元並註明抬頭人為「Huili Resources (Group) Limited - AF」（就保證配額項下發售股份而言）及/或註明抬頭人為「Huili Resources (Group) Limited - EAF」（就額外發售股份而言）並以「只准入抬頭人賬戶」劃線方式開出且須符合背面所載程序，屬於非合資格股東的任何人士不得申請發售股份及/或額外發售股份。



滙力集團  
HUILI GROUP

**Huil Resources (Group) Limited**  
**滙力資源（集團）有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1303)**

**CONDITIONS**

1. No Non-qualifying 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 Shares 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 this Assured Allotment Application Form.
3. Completion of this Assured Allotment Application Form will constitute an instruction and authority by the applicant(s) to Tricor Investor Services Limited or some person nominated by it for the purpose, on behalf of the applicant(s), to execute any registration of this Assured Allotment 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 them to be registered as the holders of the Offer Shares which they have applied for subject to the memorandum of association and articles of association 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. Application(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
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 set out herein.

**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 Assured Allotment Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Assured Allotment Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.50 per Offer Share). If the amount of the corresponding remittance received 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 full payment has been received.

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

If you wish to apply for any number of Offer Shares which is more than your assured entitlement set out in Box B of this Assured Allotment Application Form, i.e. the excess Offer Shares, you should use the separate Excess Application Form and enter in the appropriate space provided in the Excess Application Form the number of excess Offer Shares for which you wish to apply for and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.50). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Shares inserted, you will be deemed to have applied for such lesser number of excess Offer Shares for which full payment has been received.

This Assured Allotment Application Form and/or the Excess Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be lodged to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Thursday, 17 September 2015 (or, under bad weather conditions, such Latest Acceptance Time as mentioned in the section headed "Expected timetable" in the Prospectus). 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 "Huil Resources (Group) Limited - AF" for Offer Shares under assured entitlement and made payable to "Huil Resources (Group) Limited - EAF" for excess Offer Shares and crossed "Account Payee Only". Unless this Assured Allotment Application Form and/or the Excess Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Assured Allotment Application Form and/or the appropriate remittance shown in the Excess Application Form has/have been received by 4:00 p.m. on Thursday, 17 September 2015, your right to apply for the Offer Shares and/or the excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

**FORCE MAJEURE**

Shareholders should note that the Underwriting Agreement contains provisions granting the Underwriters, by notice in writing, the right to terminate the Underwriters' obligations thereunder on the occurrence of certain events. The Underwriters may terminate the Underwriting Agreement on or before the Latest Time for Termination if prior to the Latest Time for Termination, any of the following happens:

- (1) in the sole and absolute opinion of the Underwriters, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the sole and absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of 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 of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the sole and absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
  - (c) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
  - (d) any change in the circumstances of the Company or any member of the Group which in the sole and absolute opinion of the Underwriters will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
  - (e) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the sole and absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (f) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
  - (g) any suspension in the trading of the Company's securities on the Stock Exchange for a period of more than fifteen consecutive business days (as defined in the Listing Rules), excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of the Underwriting Agreement includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the sole and absolute opinion of the Underwriters are likely to materially or adversely affect the success of the Open Offer or makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) the Announcement or the Prospectus Documents or the announcements of the Company published since the date of the Underwriting Agreement when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the sole and absolute opinion of the Underwriters be material to the Group as a whole upon completion of the Open Offer and is likely to affect materially and adversely the success of the Open Offer; or
- (4) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriters.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Monday, 24 August 2015 and that dealings in the Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled or unwaived. Any Shareholder or other person dealings in the Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled or waived (which is expected to be on Friday, 18 September 2015), will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing the Shares during such period who is in any doubt about his or her position is advised to consult his or her professional adviser.

**CHEQUES AND CASHIER'S ORDERS**

All cheques and banker's cashier orders will be presented for payment immediately upon receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Completion and lodgement of the Assured Allotment Application Form and/or the Excess Application Form together with a cheque or banker's cashier order in payment of the Offer Shares and/or the excess Offer Shares being applied for will constitute a warranty by you that the cheque or banker's cashier order will be honoured upon first presentation. Any Assured Allotment Application Form and/or Excess Application Form in respect of which the accompanying cheque and/or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in such event, the assured entitlement 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 issued) will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Offer Shares. 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.

**CERTIFICATES OF THE FULLY PAID OFFER SHARES**

Subject to the fulfilment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on or before Friday, 25 September 2015 to each applicant who has been allotted the relevant Offer Shares by ordinary post at his/her/its own risk. You will receive one share certificate for all fully-paid Offer Shares validly applied for and issued to you.

**GENERAL**

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

This Assured Allotment Application Form and/or the Excess Application Form and any acceptance of the Open Offer contained in it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Further copies of the Prospectus giving details of, inter alia, the Open Offer, are available from the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, during normal business hours on weekdays (except Saturdays, Sundays and public holidays) up to and including Thursday, 17 September 2015.



滙力集團  
HUILI GROUP

**Huilu Resources (Group) Limited**  
**滙力資源（集團）有限公司**  
(於開曼群島註冊成立的有限公司)  
(股份代號：1303)

**條件**

1. 非合資格股東不得申請認購任何發售股份。
2. 概不會就已收的申請認購款項發出收據，惟預期申請獲全數或部份接納的任何發售股份之股票將以平郵方式按本保證配額申請表格所列地址寄予承配人（或倘屬聯名承配人，則排名首位的承配人），郵誤風險概由彼等自行承擔。
3. 填妥本保證配額申請表格將構成申請人指示及授權卓佳證券登記有限公司或其就此提名的其他人士代表申請人辦理本保證配額申請表格或其他文件的任何登記手續，以及一般而言進行有關公司或人士可能認為必需或合理的所有其他事宜，以根據發售章程所述安排，將申請人所申請的數目或較少數目的發售股份登記在申請人名下。
4. 發售股份的申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請的發售股份的持有人，惟須符合本公司組織章程大綱及組織章程細則的規定。
5. 股款將於本公司收訖後即時過戶，由此賺取的一切利息（如有）將全數撥歸本公司所有。支票如於首次過戶時不獲兌現，有關申請將不獲受理。
6. 閣下／彼等申請發售股份的權利不得轉讓。
7. 本公司保留權利接受或拒絕任何未符合本文件所載手續的發售股份申請。

**申請手續**

閣下／彼等可透過填寫本保證配額申請表格申請相等於或少於乙欄所列 閣下／彼等獲保證配發的發售股份數目。

為了申請少於 閣下／彼等獲保證配發的發售股份數目，請在本保證配額申請表格丁欄內填上欲申請的發售股份數目及應繳款項總額（以申請的發售股份數目乘以每股發售股份0.50港元計算）。倘所收的相應股款少於所填上的發售股份數目的所需股款，則 閣下／彼等將被視為申請認購已收全數款項所代表的較少發售股份數目。

倘 閣下／彼等欲申請本保證配額申請表格乙欄所列數目之發售股份，則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／彼等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／彼等欲申請認購之發售股份數目多於本保證配額申請表格乙欄所列 閣下／彼等獲保證配發之發售股份數目（即額外發售股份），則 閣下／彼等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／彼等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0.50港元計算）。 閣下／彼等可申請認購其欲申請認購之任何額外發售股份數目。倘所收到之相應認購款項少於所填上之額外發售股份數目之所需股款，則 閣下／彼等將被視作申請認購已收全數款項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／或額外申請表格並將適當之股款相應地繫釘其上後，請將表格對摺並須於二零一五年九月十七日（星期四）下午四時正（或在惡劣天氣情況下，則為發售章程「預期時間表」一節所述最後接納時間）之前送達本公司之香港股份過戶登記分處卓佳證券登記有限公司，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。支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並註明抬頭人為「Huilu Resources (Group) Limited - AF」（就保證配額項下發售股份而言）及註明抬頭人為「Huilu Resources (Group) Limited - EAF」（就額外發售股份而言）及以「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於二零一五年九月十七日（星期四）下午四時正之前收到，否則 閣下／彼等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註銷。

**不可抗力事件**

務請股東注意，包銷協議載有條文授予包銷商權利在發生若干事件情況下經發出書面通知終止包銷商於包銷協議項下責任。倘於最後終止時間前發生任何以下事項，則包銷商可於最後終止時間或之前終止包銷協議：

- (1) 包銷商單獨全權認為公開發售之成功會受到如下事項之重大不利影響：
  - (a) 頒佈任何新法例或法規或現有法例或法規（或其司法詮釋）有任何變動，或出現包銷商單獨全權認為足以對本集團整體業務或財務或貿易狀況或前景造成重大不利影響或就公開發售而言屬於重大不利之任何性質之其他事件；或
  - (b) 本地、全國或國際發生任何政治、軍事、金融、經濟或其他性質，或本地、全國或國際爆發敵對或武裝衝突或衝突升級等性質，或足以影響本地證券市場之事件或變動（不論是否屬包銷協議日期之前及／或之後發生或持續出現之連串事件或變動之一部分），且包銷商單獨全權認為該等事件或變動會對本集團整體業務或財務或貿易狀況或前景造成重大不利影響或使得進行公開發售屬不宜或不智；或
  - (c) 本集團整體業務或財務或貿易狀況或前景有任何重大不利變動；或
  - (d) 本公司或本集團任何成員公司之情況出現任何變動，且包銷商單獨全權認為其將對本公司之前景構成不利影響，包括（但不限於上文之一般性原則）就本集團任何成員公司清算或清盤或類似事件提交申請書或通過決議案，或本集團任何重大資產損毀；或
  - (e) 任何天災、戰爭、暴亂、群眾騷亂、內亂、火災、水災、爆炸、疫症、恐怖活動、罷工或停工，而包銷商單獨全權認為其足以對本集團之整體業務或財務或貿易狀況或前景造成重大不利影響；或
  - (f) 因特殊金融情況或其他原因出現或實施對在聯交所買賣之股份之禁售、暫停交易或重大限制；或
  - (g) 本公司證券暫停於聯交所買賣時間超過連續十五個營業日（定義見上市規則），但有關因審批與公開發售有關之該公告或章程文件或其他公佈或通函之暫停則除外；或
- (2) 市況出現任何重大不利變動（包括但不限於財政或貨幣政策或外匯或貨幣市場之任何變動、證券交易暫停或受到限制，及就包銷協議而言，貨幣狀況出現變動（包括香港貨幣價值與美國貨幣價值掛鈎的制度有變）），而包銷商單獨全權認為其可能重大或不利影響公開發售之成功或使得進行供股屬不宜或不智；或
- (3) 該公告或章程文件或本公司自包銷協議日期起所刊載的公佈或章程文件日期前未公佈或刊載之資料（有關本集團之業務前景或狀況或有關其有否遵守任何法例或上市規則或任何適用法規），且包銷商單獨全權認為其於公開發售完成時對本集團整體屬於重大性質並可能對公開發售之成功構成重大不利影響；或
- (4) 包銷商得知其嚴重違反包銷協議所載任何保證或承諾。

股東務須注意，股份由二零一五年八月二十四日（星期一）起按除權基準買賣，且在包銷協議的條件仍未達成或未獲豁免的情況下將會進行股份買賣。因此，任何股東或其他人士如於公開發售的所有條件達成或豁免日期（預期為二零一五年九月十八日（星期五））前買賣股份，須承擔公開發售可能不會成為無條件及不一定進行的風險。任何擬於該段期間買賣股份的股東或其他人士對本身的情況如有任何疑問，應諮詢其專業顧問。

**支票及銀行本票**

所有支票及銀行本票將於收到時即時過戶及有關申請款項所賺取之所有利息（如有）將歸本公司所有。填妥及交回保證配額申請表格及／或額外申請表格連同支付所申請的發售股份及／或額外發售股份之支票或銀行本票將構成 閣下／彼等之一項保證，即支票或銀行本票將於首次出示時即兌現。有關首次出示時無法兌現之隨附支票及／或銀行本票之任何保證配額申請表格及／或額外申請表格不被受理，且在此情況下保證配額及其項下全部權利將被視作遭拒絕並被註銷。

**發售股份的地位**

發售股份於繳足及發行後將在各方面與於發售股份配發及發行日期的已發行股份擁有同等地位。發售股份持有人將有權收取於發售股份配發及發行日期或之後宣派、作出或派付的所有日後股息及分派。

**繳足股款發售股份之股票**

待達成公開發售的條件後，預期發售股份的股票將於二零一五年九月二十五日（星期五）或之前以平郵方式寄發予獲配發有關發售股份每名申請人，郵誤風險概由其自行承擔。 閣下／彼等將會就全部有效申請及獲發行之繳足股款發售股份獲發一張股票。

**一般資料**

所有文件將以平郵方式，按有權收取有關文件的人士的登記地址寄發予 閣下／彼等，郵誤風險概由彼等承擔。

本保證配額申請表格及／或額外申請表格及任何接納當中所載公開發售的事宜須受香港法例管轄並按其詮釋。

載述（當中包括）公開發售詳情的發售章程的額外副本，於直至二零一五年九月十七日（星期四）（包括當日）止週日（星期六、星期日及公眾假期除外）的一般營業時間內在本公司的香港股份登記分處卓佳證券登記有限公司（地址為香港皇后大道東183號合和中心22樓）可供索取。



滙力集團  
HUILI GROUP

**Huil Resources (Group) Limited**

**滙力資源（集團）有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 1303)

(股份代號：1303)

To: Huili Resources (Group) Limited  
致：滙力資源（集團）有限公司

Dear Sirs,

I/We, being the registered holder(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\$0.50 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 2 September 2015 and subject to the memorandum of association and articles of association 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.

敬啟者：

本人／吾等為背頁所列股份的登記持有人，現申請乙欄（或倘已填妥丁欄，則丁欄）指定的發售股份數目，並附上按每股發售股份0.50港元的價格計算須於申請時繳足的全數股款\*\*。本人／吾等謹此根據於二零一五年九月二日刊發的發售章程所載的條款及條件，以及貴公司的組織章程大綱及組織章程細則，接納有關數目的發售股份，而本人／吾等謹此承諾並同意申請相等於或少於與本申請有關的發售股份數目。本人／吾等謹此授權貴公司將本人／吾等的姓名列入股東名冊，作為上述有關數目或較少數目的發售股份的持有人，並請貴公司將有關股票按背頁所列地址以平郵方式寄發予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已細閱背頁所載各項條件及申請手續，並同意受其約束。

please insert contact telephone number  
請填上聯絡電話號碼

Signature(s) of Shareholder(s)

(all joint Shareholder(s) must sign)

股東簽署

(所有聯名股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: \_\_\_\_\_ 2015

日期：二零一五年\_\_\_\_\_月\_\_\_\_\_日

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下詳情：

<b>Number of Offer Shares applied for (being the total specified in Box D or, failing which, the total specified in Box B)</b> 申請的發售股份數目 (即丁欄所列明的總數或 (如未有填妥)乙欄所列明的總數)	<b>Total amount of remittance (being the total specified in Box D or, failing which, the total specified in Box C)</b> 股款總額 (即丁欄或(如未有填妥) 丙欄所列明的股款總額)	<b>Name of bank on which cheque/cashier's order is drawn</b> 支票／銀行本票的 付款銀行名稱	<b>Cheque/Cashier's cashier order number</b> 支票／銀行本票號碼
	HK\$ 港元		

\*\* Cheques or cashier's orders should be crossed "Account Payee Only" and made payable to "Huil Resources (Group) Limited - AF" (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」方式劃線開出，並註明抬頭人為「Huil Resources (Group) Limited - AF」(詳情請參閱本表格背頁「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 full 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 full payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公開發售的條件已達成，認購發售股份數目少於或相等於申請人獲保證配發的發售股份數目的有效申請將獲全數接納。倘以上各欄內並無填上數目，則閣下將被視為申請已收全數款項所代表的發售股份數目。倘股款少於上欄所填發售股份數目的所需股款，則閣下將被視為申請已收全數款項所代表的發售股份數目。申請將被視為申請完整的發售股份數目而作出。