

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

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.

閣下如對本申請表格之任何方面或應採取之行動有任何疑問，應獲取獨立專業意見。
THIS 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 TUESDAY, 1 DECEMBER 2015.

本申請表格具有價值，但不可轉讓，並僅供名列下文之合資格股東使用。申請最遲須於二零一五年十二月一日（星期二）下午四時正前遞交。

Reference is made to the prospectus ("Prospectus") issued by Zhi Cheng Holdings Limited ("Company") dated 17 November 2015 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

茲提述智城控股有限公司（「本公司」）於二零一五年十一月十七日刊發有關公開發售之售股章程（「售股章程」），除文義另有所指外，本表格所用詞彙與售股章程所界定者具有相同涵義。

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，並明確表示概不就本申請表格全部或任何部份內容而產生或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 Prospectus 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 pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.

每份章程文件及於售股章程附錄三標題為「送呈公司註冊處處長文件」一段內所述之文件，已根據香港法例第32章公司（清盤及雜項條文）條例第342C條之規定於香港公司註冊處處長登記。香港公司註冊處處長及期貨事務監察委員會對此等文件之內容概不負責。

Subject to the granting of the approval for the 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 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. 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.

發售股份獲批准於聯交所上市及買賣，並符合香港結算之股份收納規定後，發售股份將獲香港結算接納為合資格證券，由發售股份於聯交所開始買賣日期或香港結算釐定之有關其他日期起，可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之第二個結算日透過中央結算系統進行交收。中央結算系統內之一切活動均須根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。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。



ZHI CHENG HOLDINGS LIMITED

智城控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code: 8130)
(股份代號：8130)

**OPEN OFFER 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已發行股份可獲發一股
發售股份之基準進行公開發售

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER
THAN 4:00 P.M. ON TUESDAY, 1 DECEMBER 2015**

股款須不遲於二零一五年十二月一日（星期二）
下午四時正於接納時繳足

APPLICATION FORM
申請表格

Branch share registrar and transfer office in Hong Kong:
Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處：
卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Head office and principal place of business:
Room 3203, 32nd Floor,
Tower 1, Admiralty Centre,
18 Harcourt Road,
Hong Kong

總辦事處及主要營業地點：
香港
金鐘夏愨道18號
海富中心一座
32樓3203室

17 November 2015
二零一五年十一月十七日

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

[Empty box for Name(s) and address of Qualifying Shareholder(s)]

Box A Number of Shares registered in your name on Friday, 13 November 2015
甲欄 於二零一五年十一月十三日（星期五）以閣下名義登記之股份數目

[Empty box for Box A: Number of Shares registered in your name on Friday, 13 November 2015]

Box B Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Tuesday, 1 December 2015
乙欄 有關閣下獲保證配發之發售股份數目，股款須於二零一五年十二月一日（星期二）下午四時正前於接納時繳足

[Empty box for Box B: Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Tuesday, 1 December 2015]

Box C Amount payable on assured allotment when applied in full
丙欄 申請認購全數保證配額時應繳股款

HKS
港元

[Empty box for Name(s) and address of Qualifying Shareholder(s)]

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

Remittance enclosed
隨附股款
HKS
港元

Application can only be made by the 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 the number of Offer Shares applied for multiplied by HK\$0.10).
認購申請僅可由名列上文之合資格股東作出。
請於丁欄填寫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）。

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 as mentioned in the Prospectus, such allotment is made to the Qualifying Shareholder(s) on the basis of one Offer Share for every two existing Shares held on Friday, 13 November 2015. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the whole of this form intact together with the appropriate 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 Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Tuesday, 1 December 2015. All remittance(s) for application of Offer Shares under assured allotment must be by cheques or banker's cashier orders 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 "Zhi Cheng Holdings Limited – Open Offer" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any person who were Non-Qualifying Shareholder(s).

閣下有權透過填寫本申請表格申請認購相等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，有關配額乃按於二零一五年十一月十三日（星期五）每持有兩股現有已發行股份可獲發一股發售股份之基準，向合資格股東作出。倘閣下欲申請認購任何發售股份，請填妥及簽署本申請表格並將本表格整份連同申請認購發售股份涉及之全數應繳款項之適當股款，不遲於二零一五年十二月一日（星期二）下午四時正前送達本公司之香港股份過戶登記分處：卓佳秘書商務有限公司（地址為香港皇后大道東183號合和中心22樓）。所有認購保證配發之發售股份股款必須為港元支票或銀行本票。支票須以香港持牌銀行賬戶開出，銀行本票必須由香港持牌銀行發出，並須註明抬頭人為「Zhi Cheng Holdings Limited – Open Offer」以及「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。不合資格股東不得申請認購發售股份。

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

本申請表格所列之所有日期或截止時限均指香港本地時間。

Your attention is drawn to the sections headed "Conditions" and "Procedures for Application" in this Application Form.

請注意載於本申請表格以「條件」和「申請手續」為題之章節。

* For identification purpose only
僅供識別



ZHI CHENG HOLDINGS LIMITED
智城控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code: 8130)
(股份代號: 8130)

To: Zhi Cheng Holdings Limited
致: 智城控股有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) stated in this Application Form, enclose herewith 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 accept and undertake to accept that number of Offer Shares on the terms and conditions of the Prospectus dated 17 November 2015 and this Application Form and subject to the memorandum of continuance 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 of the Company as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send 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/吾等為本申請表格所列之合資格股東,現申請認購乙欄(或,倘若僅填妥丁欄,則指丁欄)指定之發售股份數目,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/吾等謹此根據二零一五年十一月十七日刊發之售股章程及本申請表格所載之條款及條件,以及貴公司之存續大綱及細則,接納有關數目之發售股份,而本人/吾等謹此承諾及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/吾等之姓名列入貴公司之股東名冊,作為上述有關數目或較少數目之發售股份之持有人,並請貴公司將有關證書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/吾等已細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 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) _____

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:

Number of Offer Shares applied for (being the total number specified in Box D, or failing which, the total number specified in Box B) 申請認購之發售股份數目 (即丁欄所列明之發售股份總數或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total amount specified in Box D, or failing which, the total amount specified in Box C) 股款總額(即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/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 "Zhi Cheng Holdings Limited – Open Offer" (see the section headed "Procedures for Application" on the reverse side of this Application Form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Zhi Cheng Holdings Limited – Open Offer」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 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 the remittance.

假設公開發售之條件獲達成,認購發售股份數目少於或相等於申請人獲保證配發之有關發售股份數目之有效申請將獲全數接納。倘上述各欄內並無填上數目,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。倘股款少於認購上欄所填數目之發售股份所需股款,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。申請將被視作申請認購完整之發售股份數目而作出。該等股款將不會獲發收據。

* For identification purpose only
* 僅供識別



ZHI CHENG HOLDINGS LIMITED
智城控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code: 8130)
(股份代號: 8130)

CONDITIONS

1. Subject as mentioned in the Prospectus and this Application Form, the assured allotment set out in Box B of this Application Form is made to the Qualifying Shareholder(s) on the basis of one Offer Share for every two existing Shares in issue held on Friday, 13 November 2015. No Non-Qualifying Shareholder (if any) is permitted to apply for any Offer Shares.
2. No receipt will be issued in respect of any Application Form or of any 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 Application Form.
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Secretaries Limited or any person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this 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(s) 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/it/them to be registered as the holder(s) of the Offer Shares which he/she/it/they has/have applied for subject to the memorandum of continuance and bye-laws of the Company.
5. Completion and lodgment of this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this Application Form is liable to be rejected, and in that event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.
6. This Application Form is for use only by the person(s) named herein and such person's/persons' 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 not comply with the application procedures set out herein.
8. No person receiving a copy of the Prospectus or the Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and lodgment of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (please see the section headed "Conditions of the Open Offer" as set out in the "Letter from the Board" in the Prospectus).
10. In the event of inconsistency, the English version of this Application Form shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

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

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this 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\$0.10). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, 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 Application Form, this number should be inserted in Box D of this 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 apply for a number of Offer Shares that is in excess of your assured allotment set out in Box B of the Application Form, your application is liable to be rejected.

The whole of this Application Form intact, 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 branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Tuesday, 1 December 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, made payable to "Zhi Cheng Holdings Limited – Open Offer" and crossed "Account Payee Only" for application for Offer Shares. Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form, has been received by 4:00 p.m. on Tuesday, 1 December 2015, 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 certificates for the Offer Shares are expected to be posted by ordinary post to you on or before Wednesday, 9 December 2015 at your own risk. You, except HKSCC Nominees Limited, will receive one share certificate for all fully-paid Offer Shares allotted and issued to you.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may terminate the arrangement set out in the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination (i.e. 4:00 p.m. on Thursday, 3 December 2015 pursuant to the expected timetable), if it becomes aware of the fact that there shall develop, occur, exist or come into effect:

- (1) any new law or regulation or any change in existing laws or regulations in Hong Kong or in which the Company conducts or carries on business; or
- (2) any local, national or international 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, economic, financial, currency, market 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 absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (3) any significant change that occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (4) any material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole; or
- (5) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (6) any litigation or claim commenced by any third party against any member of the Group which is or might be material to the Group taken as a whole, and in the reasonable opinion of the Underwriter acting in good faith, such change has or would have a material and adverse effect on the business, financial or trading position or prospects of the Company as a whole or the success of the Open Offer or make it inadvisable or inexpedient to proceed with the Open Offer.

If, at any time prior to the Latest Time for Termination, the Company commits any breach of or omits to observe any of the obligations or undertakings expressed to be assumed by it under the Underwriting Agreement which breach or omission will have a material and adverse effect on its business, financial or trading position, the Underwriter shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Underwriter from its obligations under the Underwriting Agreement.

Upon giving of notice of termination pursuant to the Underwriting Agreement, save as any rights and obligations which may accrue under the Underwriting Agreement prior to such termination, the obligations of the parties to the Underwriting Agreement shall terminate forthwith and neither the Company nor the Underwriter shall have any claim against the other party for costs, damages, compensation or otherwise in connection with the Underwriting Agreement except for any antecedent breach of any obligation under the Underwriting Agreement and that the Company shall remain liable to pay to the Underwriter such indemnities, fees and expenses (but not the underwriting commission) referred to in the Underwriting Agreement. If the Underwriter exercises such right, the Open Offer will not proceed.

Any such notice shall be served by the Underwriter to the Company prior to the Latest Time for Termination. Upon termination of the Underwriting Agreement, 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 this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in such 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 allotted, issued and fully-paid, will rank pari passu in all respects with the then existing Shares in issue on the date of allotment of the Offer Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for all fully-paid Offer Shares are expected to be posted on or before Wednesday, 9 December 2015 by ordinary post to the Qualifying Shareholder(s) who have validly accepted and applied for (where appropriate), and paid for the Offer Shares by 4:00 p.m. on Tuesday, 1 December 2015 at their own risk. If the Open Offer is terminated, refund cheques will be despatched on or before Wednesday, 9 December 2015 by ordinary post at the respective Shareholders' own risk.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses. Lodgment of this 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. This Application Form and any acceptance 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



ZHI CHENG HOLDINGS LIMITED 智城控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code: 8130)
(股份代號: 8130)

條件

1. 如售股章程及本申請表格所述，本申請表格乙欄所載保證配額乃按於二零一五年十一月十三日（星期五）每持有兩股現有已發行股份可獲發一股發售股份之基準，向合資格股東作出。不合資格股東（如有）禁止申請任何發售股份。
2. 概不會就任何申請表格或收到之任何申請款項發出收據，惟預期有關申請全數或部份獲接納的任何發售股份之股票，將以平郵方式按本申請表格上所列地址寄交承配人或（如屬聯名承配人）名列首位之承配人，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格即表示申請人指示及授權本公司及／或卓佳秘書商務有限公司或由就此指名之任何人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及全面進行有關公司或人士認為必要或合宜之所有其他事宜，以根據售股章程所述之安排，將申請人所申請或任何較少數目之發售股份登記在申請人名下。
4. 發售股份之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之發售股份之持有人，惟須符合本公司之存續大綱及細則之規定。
5. 填妥及遞交本申請表格連同獲接納發售股份付款的支票或銀行本票，將構成申請人保證支票或銀行本票將於首次過戶時兌現。所有支票及銀行本票於收到後將隨即過戶，該等款項所賺取之一切利息（如有）將撥歸本公司所有。倘支票或銀行本票未能於首次過戶時兌現，本申請表格將遭拒絕受理；在此情況下，該保證配額及一切有關權利將視為已放棄論，並將被註銷。
6. 本申請表格僅供本申請表格所列人士使用，有關人士申請發售股份的權利不得轉讓。
7. 本公司保留權利接納或拒絕任何未符合本申請表格所載申請手續之發售股份的申請。
8. 任何人士如在香港境外任何地區或司法權區接獲本售股章程及／或申請表格，概不應視為申請發售股份之要約或邀請，除非有關要約或邀請可在有關司法權區合法提出而毋須遵守任何登記或其他法律或監管規定，則作別論。任何於香港境外之人士如有意申請發售股份，均有責任自行遵守所有有關司法權區之法例及規例，包括取得任何政府或其他方面之同意及就此繳付有關司法權區規定須繳付之任何稅項及徵費。填妥並遞交申請表格即表示申請人向本公司保證及聲明，該申請人已經妥為遵守香港以外所有有關地區有關接納發售股份之一切登記、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）有限公司概不受任何該等聲明及保證所規限。閣下如對本身之狀況有任何疑問，應諮詢閣下之專業顧問。
9. 公開發售須待包銷協議成為無條件方可作實（請參閱售股章程「董事會函件」所載「公開發售之條件」一節）。
10. 倘本申請表格的英文版本與其中文版本有歧義，概以英文版本為準。

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列 閣下獲保證配發之發售股份數目。

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欲申請之發售股份數目及應繳股款總額（以申請之發售股份數目乘以0.10港元計算）。倘所收到之相應股款金額少於所填上之發售股份數目之所需股款，則申請人將被視作申請已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列相同數目之發售股份，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之發售股份數目。倘 閣下申請的發售股份數目超過申請表格乙欄所載 閣下獲保證配發的數目，則 閣下的申請可遭拒絕受理。

整個填妥的本完整申請表格並將相應之股款緊釘其上後，請將表格對摺並於二零一五年十二月一日（星期二）下午四時正之前交回本公司香港股份過戶登記分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓。發售股份申請的所有股款必須以港元支付，支票必須以香港持牌銀行開立之賬戶開出，銀行本票必須由香港持牌銀行發出，註明抬頭人為「Zhi Cheng Holdings Limited — Open Offer」，並以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄（視乎情況而定）所示之相應股款於二零一五年十二月一日（星期二）下午四時正之前已經收妥，否則 閣下申請發售股份之權利以及一切有關權利將視為已放棄，並將被註銷。

預期發售股份之股票將於二零一五年十二月九日（星期三）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。除香港中央結算（代理人）有限公司以外， 閣下將就獲配發及發行之全部繳足發售股份獲發一張股票。

終止包銷協議

一旦包銷商得悉將會出現下列之演變、發生、存在或生效之事實，則包銷商可於最後終止時限（即根據預期時間表二零一五年十二月三日（星期四）下午四時正）前任何時間透過向本公司發出書面通知，終止包銷協議所載之安排：

- (1) 香港或本公司進行或經營業務所在地區頒佈任何新法例或規例或對任何現有法例或規例作出任何改動；或
- (2) 本地、國家或國際之政治、經濟、金融、貨幣、市場或其他方面出現任何變動（不論是否構成於包銷協議日期之前及／或之後發生或持續之一系列事件或變動之一部分），或本地、國家或國際爆發或敵對升級或武裝衝突，或影響本地證券市場，而據包銷商全權認為可能會重大不利影響本集團整體業務或財務或貿易狀況或前景；或
- (3) 由於特殊財政狀況或其他理由而發生或落實實施全面禁止、暫停或嚴重限制股份在聯交所買賣之任何重大變動；或
- (4) 本集團之整體業務或財務或經營狀況或前景出現任何重大不利變動；或
- (5) 任何不可抗力事件，包括（並不限於）包銷協議之一般性效力）任何天災、戰爭、暴亂、公眾騷亂、內亂、火災、水災、爆炸、傳染病、恐怖襲擊、罷工或倒閉；或
- (6) 任何第三方針對本集團任何成員公司開始進行的對本集團整體而言確實或可能屬重大的任何訴訟或申索，而包銷商真誠合理認為，有關變動已或會對本公司整體業務、財務或經營狀況或前景或公開發售之成功造成重大不利影響，或導致進行公開發售屬不智或不宜。

倘在最後終止時限前任何時間，本公司違反或未有遵守其根據包銷協議表明承擔的責任或承諾，而有關違反或未有遵守將對其業務、財務或經營狀況構成重大不利影響，則包銷商有權（但非受約束）透過向本公司發出書面通知，選擇將該等事項或事宜按免除及解除包銷商於包銷協議項下的責任處理。

根據包銷協議發出終止通知後，除於包銷協議終止前可能根據其發生的任何權利及責任外，包銷協議訂約各方之責任亦將隨即終止，且本公司及包銷商均不得就包銷協議的相關費用、損害賠償、賠償或其他方面對另一方提起任何申索，惟何先前述反包銷協議項下的任何責任者除外，以及惟本公司仍有責任向包銷商支付包銷協議所述之彌償、費用及開支（包銷佣金除外）。倘包銷商行使有關權利，公開發售將不會進行。

包銷商須於最後終止時限前向本公司發出任何有關通知。包銷協議終止後，公開發售將不會進行。

支票及銀行本票

所有支票及銀行本票均將於收妥後即時過戶，而該等款項所賺取之全部利息（如有）將撥歸本公司所有。填妥及遞交本申請表格連同所接納發售股份之付款支票或銀行本票，將構成 閣下保證支票或銀行本票將於首次過戶時兌現。凡辦理接納但隨附支票或銀行本票在首次過戶時未能兌現者，可遭拒絕受理；在此情況下，該保證配額及一切有關權利將視為已放棄論，並將被註銷。

發售股份之地位

發售股份於配發、發行及繳足股款後，將在各方面與配發發售股份當日之已發行當時現有股份享有同等地位，包括有權收取該日或以後宣派、作出或派付之所有股息及分派。

股票

待公開發售的各項條件獲達成後，預期所有繳足股款發售股份之股票將於二零一五年十二月九日（星期三）或之前以平郵寄發予合資格股東（必須於二零一五年十二月一日（星期二）下午四時正前有效接納及申請（如適用）發售股份並繳付股款），郵誤風險概由彼等自行承擔。公開發售一旦終止，退款支票將於二零一五年十二月九日（星期三）或之前以平郵寄發，郵誤風險概由相關股東自行承擔。

一般事項

所有文件將按其登記地址以平郵寄發予有權接收的人士，郵誤風險概由彼等自行承擔。本申請表格於獲發給此申請表格的人士簽署後，一經交回，即為交回之人士有權處理本申請表格及收取發售股份之有關股票之確證。本申請表格及據此接納發售股份均須受香港法例監管，並按其詮釋。

* 僅供識別