

**Please use this form if you want the Hong Kong Offer Shares to be issued in your name**  
**如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格**

**Staple your  
payment here  
請將股款  
緊釘在此**

*This Application Form uses the same terms as defined in the prospectus of Somerley Capital Holdings Limited (the "Company") dated 15 March 2017 (the "Prospectus").*

本申請表格使用新百利融資控股有限公司（「本公司」）於2017年3月15日刊發的招股章程（「招股章程」）所界定的相同詞彙。  
*Neither this Application Form nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Hong Kong Offer Shares in any jurisdiction other than Hong Kong. The Hong Kong Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the U.S. Securities Act.*

本申請表格及招股章程概不構成在香港以外的任何司法權區要約出售或游說要約購買任何香港發售股份。若無根據美國證券法登記或獲豁免登記，香港發售股份不得在美國提呈發售或出售。

*This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction.*

概不得在任何根據當地法例不得發送、派發或複製本申請表格及招股章程的司法權區內發送或派發或複製（不論方式，亦不論全部或部分）本申請表格及招股章程。

*A copy of this Application Form, together with a copy of the YELLOW Application Form, the Prospectus and the other documents specified in the paragraph headed "A. Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection" in Appendix V to the Prospectus have been registered by the Registrar of Companies as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), Hong Kong Securities Clearing Company Limited ("HKSCC"), the Securities and Futures Commission of Hong Kong (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.*

本申請表格，連同黃色申請表格、招股章程及招股章程附錄五「A. 送呈香港公司註冊處處長備查文件」一段所訂明的其他文件已按《公司（清盤及雜項條文）條例》第342C條向公司註冊處處長登記。香港交易及結算所有限公司、香港聯合交易所有限公司（「聯交所」）、香港中央結算有限公司（「香港結算」）、香港證券及期貨事務監察委員會（「證監會」）及香港公司註冊處處長就任何該等文件的內容概不負責。

## **Somerley Capital Holdings Limited**

**新百利融資控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立的有限公司)*

**Stock code : 8439**

**股份代號 : 8439**

**Maximum Offer Price : HK\$2.30 per Offer Share, plus brokerage of 1%,  
SFC transaction levy of 0.0027% and Stock  
Exchange trading fee of 0.005% (payable in full on  
application in Hong Kong dollars and subject to  
refund)**

**最高發售價：每股發售股份2.30港元，另加1%經紀佣金、  
0.0027%證監會交易徵費及0.005%聯交所交易費  
(須於申請時以港元繳足，多繳股款可予退還)**

**You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures.** 招股章程載有其他關於申請手續的進一步資料，本申請表格應與招股章程一併閱讀。

### **Application Form 申請表格**

To: Somerley Capital Holdings Limited  
Joint Lead Managers  
Underwriters

致：新百利融資控股有限公司  
聯席牽頭經辦人  
包銷商

#### **Applicants' declaration**

**I/We agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the "Effect of completing and submitting this Application Form" section of this Application Form.**

#### **申請人聲明**

本人／吾等同意本申請表格及招股章程的條款及條件以及申請手續。請參閱本申請表格「填寫及遞交本申請表格的效用」一節。

**Warning: Only one application may be made for the benefit of any person. Please refer to the last four bullets of "Effect of completing and submitting this Application Form" section.**

**警告：僅可就任何人士的利益作出一次申請。請參閱「填寫及遞交本申請表格的效用」一節最後四點。**

Please use this form if you want the Hong Kong Offer Shares to be issued in your name

如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

Signed by (all) applicant(s) (all joint applicants must sign):  
由(所有)申請人簽署(所有聯名申請人必須簽署):

Date: 日期: ...../...../.....  
D日 M月 Y年

Number of Hong Kong Offer Shares applied for (not more than 17,500,000 Shares) 申請香港發售股份數目(不超過17,500,000股股份)

Total amount 總額

HKS	港元
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Name in English 英文姓名/名稱

Family name or company name 姓氏或公司名稱	Forename(s) 名字
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Name in Chinese 中文姓名/名稱

Family name or company name 姓氏或公司名稱	Forename(s) 名字
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Occupation in English 職業(以英文填寫)

Names of all other joint applicants in English (if any)  
所有其他聯名申請人的英文姓名/名稱(如有)

1)
2)
3)

For Broker use 此欄供經紀填寫 Lodged by 遞交申請的經紀

Broker no. 經紀號碼 Broker's chop 經紀印章

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Cheque/banker's cashier order number 支票/銀行本票號碼

Name of bank on which cheque/Banker's cashier order is drawn (see "How to make your application" section) 兌現支票/銀行本票的銀行名稱(請參閱「申請手續」一節)

Hong Kong identity card no./passport no./Hong Kong business registration no.\* (please delete as appropriate) 香港身份證號碼/護照號碼/香港商業登記號碼\*(請刪除不適用者)

Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. of all other joint applicants\* (Please delete as appropriate) 所有其他聯名申請人的香港身份證號碼/護照號碼/香港商業登記號碼\*(請刪除不適用者)

1)
2)
3)

Hong Kong address in English and telephone no. (joint applicants should give the address and the telephone number of first-named applicant only) 香港地址(以英文填寫)及電話號碼(聯名申請人只須填寫排名首位申請人的地址及電話號碼)

Telephone No. 電話號碼

For Nominees: You will be treated as applying for your own benefit if you do not complete this section. Please provide an account number or identification code for each (joint) beneficial owner. 由代名人遞交: 閣下若不填寫本節,是項申請將視作為閣下本身利益提出。請填寫每名(聯名)實益擁有人的賬戶號碼或識別號碼。

ADDRESS LABEL 地址標貼

(Your name(s) and address in Hong Kong in BLOCK letters  
請用正楷填寫姓名/名稱及香港地址)


For Internal use 此欄供內部使用
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**Please use this form if you want the Hong Kong Offer Shares to be issued in your name**  
如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

- \* (1) An individual must provide his Hong Kong identity card number or, if he does not hold a Hong Kong identity card, his passport number. A body corporate must provide its Hong Kong business registration number. Each joint applicant must provide its or his relevant number. The Hong Kong identity card number(s)/passport number(s)/Hong Kong business registration number(s) will be transferred to a third party for checking the Application Form's validity.
- 個人必須填寫其香港身份證號碼或（如非香港身份證持有人）護照號碼。法人團體必須填寫其香港商業登記號碼。每名聯名申請人均必須提供其相關號碼。該等香港身份證號碼／護照號碼／香港商業登記號碼將轉交第三方以核實申請表格的有效性。
- (2) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque.
- 日後如需退回申請股款，退款支票（如有）上或會印有閣下或（如屬聯名申請人）排名首位申請人的香港身份證號碼／護照號碼的一部分。銀行兌現退款支票前或會要求查證閣下的香港身份證號碼／護照號碼。
- (3) If an application is made by an unlisted company and:
- the principal business of that company is dealing in securities; and
  - you exercise statutory control over that company,
- then the application will be treated as being made for your benefit.
- 如申請人是一家非上市公司，而：
- 該公司的主要業務為證券買賣；及
  - 閣下可對該公司行使法定控制權，
- 是項申請將視作為閣下的利益提出。

樣版

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Sample

**Please use this form if you want the Hong Kong Offer Shares to be issued in your name**

**How to make your application**

1. Use the table below to calculate how much you must pay. Your application must be for a minimum of 2,000 Hong Kong Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

NUMBER OF HONG KONG OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS					
Number of Hong Kong Offer Shares Applied for	Amount Payable on Application (HK\$)	Number of Hong Kong Offer Shares Applied for	Amount Payable on Application (HK\$)	Number of Hong Kong Offer Shares Applied for	Amount Payable on Application (HK\$)
2,000	4,646.35	200,000	464,635.42	5,000,000	11,615,885.50
4,000	9,292.71	250,000	580,794.28	6,000,000	13,939,062.60
6,000	13,939.06	300,000	696,953.13	7,000,000	16,262,239.70
8,000	18,585.42	350,000	813,111.99	8,000,000	18,585,416.80
10,000	23,231.77	400,000	929,270.84	9,000,000	20,908,593.90
12,000	27,878.13	450,000	1,045,429.70	10,000,000	23,231,771.00
14,000	32,524.48	500,000	1,161,588.55	11,000,000	25,554,948.10
16,000	37,170.83	600,000	1,393,906.26	12,000,000	27,878,125.20
18,000	41,817.19	700,000	1,626,223.97	13,000,000	30,201,302.30
20,000	46,463.54	800,000	1,858,541.68	14,000,000	32,524,479.40
30,000	69,695.31	900,000	2,090,859.39	15,000,000	34,847,656.50
40,000	92,927.08	1,000,000	2,323,177.10	16,000,000	37,170,833.60
50,000	116,158.86	1,500,000	3,484,765.65	17,000,000	39,494,010.70
60,000	139,390.63	2,000,000	4,646,354.20	17,500,000*	40,655,599.25
70,000	162,622.40	2,500,000	5,807,942.75		
80,000	185,854.17	3,000,000	6,969,531.30		
90,000	209,085.94	3,500,000	8,131,119.85		
100,000	232,317.71	4,000,000	9,292,708.40		
150,000	348,476.57	4,500,000	10,454,296.95		

\*: Maximum number of Hong Kong Offer Shares you may apply for.

2. Complete the form in English and sign it. Only written signatures will be accepted (and not by way of personal chop).
3. Staple your cheque or banker's cashier order to the form. Each application for the Hong Kong Offer Shares must be accompanied by either one separate cheque or one separate banker's cashier order. Your application will be rejected if your cheque or banker's cashier order does not meet all the following requirements:

The cheque must:	Banker's cashier order must:
<ul style="list-style-type: none"> <li>be in Hong Kong dollars;</li> <li>not be post-dated;</li> <li>be made payable to "HORSFORD NOMINEES LIMITED — SOMERLEY CAPITAL PUBLIC OFFER"</li> <li>be crossed "Account Payee Only";</li> </ul>	<ul style="list-style-type: none"> <li>be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker's cashier order must correspond with your name. If it is a joint application, the name on the back of the banker's cashier order must be the same as the first-named applicant's name.</li> </ul>
<ul style="list-style-type: none"> <li>be drawn on your Hong Kong dollar bank account in Hong Kong; and</li> <li>show your account name, which must either be pre-printed on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. If it is a joint application, the account name must be the same as the first-named applicant's name.</li> </ul>	

**Please use this form if you want the Hong Kong Offer Shares to be issued in your name**

4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker's cashier order attached) to one of the collection boxes at any of the following branches of the receiving bank:

**Standard Chartered Bank (Hong Kong) Limited**

	<b>Branch name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A Des Voeux Road Central, Central
	Aberdeen Branch	Shop 4A, G/F and Shop 1, 1/F, Aberdeen Centre Site 5, No. 6-12 Nam Ning Street, Aberdeen
<b>Kowloon</b>	Kwun Tong Branch	G/F, 414 Kwun Tong Road, Kowloon
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
<b>New Territories</b>	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21-27 Shatin Centre Street, Shatin

5. Your Application Form can be lodged at these times:

**Wednesday, 15 March 2017 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, 16 March 2017 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 17 March 2017 — 9:00 a.m. to 5:00 p.m.**  
**Saturday, 18 March 2017 — 9:00 a.m. to 1:00 p.m.**  
**Monday, 20 March 2017 — 9:00 a.m. to 12:00 noon**

6. The latest time for lodging your application is 12:00 noon on Monday, 20 March 2017. The application lists will be open between 11:45 a.m. and 12:00 noon on that day, subject only to the weather conditions, as described in the section headed "How to Apply for Hong Kong Offer Shares — 9. Effect of Bad Weather on the Opening of the Application Lists" of the Prospectus.

如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

### 申請手續

1. 請使用下表計算閣下應付的款項。閣下申請認購的股份數目須至少為2,000股香港發售股份，並為下表所列的其中一個數目，否則恕不受理。

可供申請認購的香港發售股份數目及應繳款項					
申請認購的香港發售股份數目	申請時應繳款項 (港元)	申請認購的香港發售股份數目	申請時應繳款項 (港元)	申請認購的香港發售股份數目	申請時應繳款項 (港元)
2,000	4,646.35	200,000	464,635.42	5,000,000	11,615,885.50
4,000	9,292.71	250,000	580,794.28	6,000,000	13,939,062.60
6,000	13,939.06	300,000	696,953.13	7,000,000	16,262,239.70
8,000	18,585.42	350,000	813,111.99	8,000,000	18,585,416.80
10,000	23,231.77	400,000	929,270.84	9,000,000	20,908,593.90
12,000	27,878.13	450,000	1,045,429.70	10,000,000	23,231,771.00
14,000	32,524.48	500,000	1,161,588.55	11,000,000	25,554,948.10
16,000	37,170.83	600,000	1,393,906.26	12,000,000	27,878,125.20
18,000	41,817.19	700,000	1,626,223.97	13,000,000	30,201,302.30
20,000	46,463.54	800,000	1,858,541.68	14,000,000	32,524,479.40
30,000	69,695.31	900,000	2,090,859.39	15,000,000	34,847,656.50
40,000	92,927.08	1,000,000	2,323,177.10	16,000,000	37,170,833.60
50,000	116,158.86	1,500,000	3,484,765.65	17,000,000	39,494,010.70
60,000	139,390.63	2,000,000	4,646,354.20	17,500,000*	40,655,599.25
70,000	162,622.40	2,500,000	5,807,942.75		
80,000	185,854.17	3,000,000	6,969,531.30		
90,000	209,085.94	3,500,000	8,131,119.85		
100,000	232,317.71	4,000,000	9,292,708.40		
150,000	348,476.57	4,500,000	10,454,296.95		

\*：閣下最多可申請認購的香港發售股份數目。

2. 請以英文填妥及簽署表格。僅接納親筆簽名(不得以個人印章代替)。
3. 閣下須將支票或銀行本票釘於表格上。每份香港發售股份申請必須附上一張獨立開出的支票或一張獨立開出的銀行本票。支票或銀行本票必須符合以下所有規定，否則有關的認購申請將不獲接納：

支票必須：	銀行本票必須：
<ul style="list-style-type: none"> <li>為港元支票；</li> <li>不得為期票；</li> <li>註明抬頭人為「浩豐代理人有限公司—新百利融資公開發售」；</li> <li>劃線註明「只准入抬頭人賬戶」；</li> </ul>	
<ul style="list-style-type: none"> <li>從閣下在香港的港元銀行賬戶中開出；及</li> <li>顯示閣下的賬戶名稱，而該賬戶名稱必須已預印在支票上，或由有關銀行授權的人士在支票背書。賬戶名稱必須與閣下姓名／名稱相同。如屬聯名申請，賬戶名稱必須與排名首位申請人的姓名／名稱相同。</li> </ul>	<ul style="list-style-type: none"> <li>須由香港持牌銀行開出，並由有關銀行授權的人士在銀行本票背面簽署核證閣下姓名／名稱。銀行本票所示姓名／名稱須與閣下姓名／名稱相同。如屬聯名申請，銀行本票背面所示姓名／名稱必須與排名首位申請人的姓名／名稱相同。</li> </ul>

如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

4. 請撕下申請表格，對摺一次，然後將填妥的申請表格（連同隨附支票或銀行本票）投入下列收款銀行任何一家分行的收集箱：

渣打銀行（香港）有限公司

	分行名稱	地址
香港島	德輔道分行	中環德輔道中4-4A號渣打銀行大廈
	香港仔分行	香港仔南寧街6-12號 香港仔中心第五期地下4A舖及一樓1號舖
九龍	觀塘分行	九龍觀塘道414號地下
	旺角分行	旺角彌敦道617-623號地下B舖、一樓及二樓
新界	沙田廣場分行	沙田沙田正街21-27號沙田廣場8號舖

5. 閣下可於下列時間遞交申請表格：

2017年3月15日（星期三）— 上午九時正至下午五時正  
2017年3月16日（星期四）— 上午九時正至下午五時正  
2017年3月17日（星期五）— 上午九時正至下午五時正  
2017年3月18日（星期六）— 上午九時正至下午一時正  
2017年3月20日（星期一）— 上午九時正至中午十二時正

6. 截止遞交申請的時間為2017年3月20日（星期一）中午十二時正。本公司將於當日上午十一時四十五分至中午十二時正期間登記認購申請，唯一會影響此時間的變化因素為當日的天氣情況（如招股章程「如何申請香港發售股份—9. 惡劣天氣對開始辦理申請登記的影響」一節所述）。



## Somerley Capital Holdings Limited

### 新百利融資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

## HONG KONG PUBLIC OFFERING

### Conditions of your application

#### A. Who can apply

1. You and any person(s) for whose benefit you are applying must be 18 years of age or older and must have a Hong Kong address.
2. If you are a firm, the application must be in the individual members' names.
3. The number of joint applicants may not exceed four.
4. If you are a body corporate, the application must be signed by a duly authorised officer, who must state his representative capacity, and stamped with your corporation's chop.
5. You must be outside the United States, not be a United States Person (as defined in Regulation S under the U.S. Securities Act) and not be a legal or natural person of the PRC.
6. Unless permitted by the GEM Listing Rules, you cannot apply for any Hong Kong Offer Shares if you:
  - are an existing beneficial owner of Shares in the Company and/ or any its subsidiaries;
  - are a Director or chief executive officer of the Company and/ or any of its subsidiaries;
  - are a core connected person (as defined in the GEM Listing Rules) of the Company or will become a core connected person of the Company immediately upon completion of the Hong Kong Public Offering; or
  - are a close associate (as defined in the GEM Listing Rules) of any of the above.

#### B. If you are a nominee

You, as a nominee, may make more than one application for the Hong Kong Offer Shares by: (i) giving electronic instructions to HKSCC via Central Clearing and Settlement System ("CCASS") (if you are a CCASS Participant); or (ii) using a **WHITE** or **YELLOW** Application Form, and lodge more than one application in your own name on behalf of different beneficial owners.

#### C. Effect of completing and submitting this Application Form

By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as an agent or a nominee on behalf of each person for whom you act:

- undertake to execute all relevant documents and instruct and authorise the Company and/ or the Joint Lead Managers (or their agents or nominees), as agents of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name as required by the Articles of Association;
- agree to comply with the Cayman Companies Law, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Memorandum of Association and the Articles of Association;
- confirm that you have read the terms and conditions and application procedures set out in the Prospectus and in this Application Form and agree to be bound by them;

- confirm that you have received and read the Prospectus and have only relied on the information and representations contained in the Prospectus in making your application and will not rely on any other information or representations except those in any supplement to the Prospectus;
- confirm that you are aware of the restrictions on the Hong Kong Public Offering in the Prospectus;
- agree that none of the Company, the Joint Sponsors, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Hong Kong Public Offering is or will be liable for any information and representations not in the Prospectus (and any supplement to it);
- agree to disclose to the Company, the Hong Kong Share Registrar, the receiving bank, the Joint Sponsors, the Joint Lead Managers, the Underwriters and/ or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of the Company, the Joint Sponsors, the Joint Lead Managers and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form;
- agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- agree that your application will be governed by the laws of Hong Kong;
- represent, warrant and undertake that (i) you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Hong Kong Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;
- warrant that the information you have provided is true and accurate;
- agree to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;
- authorise the Company to place your name(s) on the Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and the Company and/ or its agents to send any share certificate(s) and/ or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application or as otherwise notified by you to the Company unless you are eligible and have chosen to collect the share certificate(s) and/ or refund cheque(s) in person;

## Please use this form if you want the Hong Kong Offer Shares to be issued in your name

- declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;
- understand that the Company, the Directors, the Joint Sponsors and the Joint Lead Managers will rely on your declarations and representations in deciding whether or not to make any allocation of any of the Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;
- (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC by you or by any one as your agent or by any other person; and
- (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC; and (ii) you have due authority to sign the Application Form or give electronic application instructions on behalf of that other person as their agent.

### D. Power of attorney

If your application is made by a person under a power of attorney, the Company and Halcyon Securities may accept or reject your application at their discretion and on any conditions they think fit, including evidence of the attorney's authority.

### Price Determination of the Hong Kong Public Offering and Allocation of Hong Kong Offer Shares

The Offer Price is expected to be fixed on or before Wednesday, 22 March 2017 (or such later date as agreed between Halcyon Securities and the Company). Applicants are required to pay the Maximum Offer Price of HK\$2.30 for each Hong Kong Offer Share together with 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee. Applications for Hong Kong Offer Shares will not be processed and no allotment of any Hong Kong Offer Shares will be made until the application lists close.

### Publication of results

The Company expects to announce (i) the final Offer Price; (ii) the level of applications in respect of the Hong Kong Public Offering; and (iii) the basis of allotment of the Hong Kong Offer Shares under the Hong Kong Public Offering on Monday, 27 March 2017 on the Company's website at [www.somerleycapital.com](http://www.somerleycapital.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). The results of allocations and the Hong Kong identity card/ passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available on the above websites.

### If your application for Hong Kong Offer Shares is successful (in whole or in part)

If you apply for 1,000,000 or more Hong Kong Offer Shares and have provided all information required by the Application Form, you may collect your Share certificates and/or refund cheque(s) (if applicable) in person from Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong from 9:00 a.m. to 1:00 p.m. on Monday, 27 March 2017 or such other date as announced by us.

If you are an individual who is eligible for personal collection, you must not authorise any other person to collect for you. If you are a corporate applicant which is eligible for personal collection, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to Hong Kong Share Registrar.

If you do not collect your refund cheque(s) and/or share certificate(s) personally within the time specified for collection, they will be dispatched promptly to the address as specified on this Application Form by ordinary post at your own risk.

If you apply for less than 1,000,000 Hong Kong Offer Shares, your refund cheque(s) and/or share certificate(s) will be sent to the address on the relevant Application Form on Monday, 27 March 2017, by ordinary post and at your own risk.

No receipt will be issued for application money paid. The Company will not issue temporary documents of title.

### Refund of application monies

If you do not receive any Hong Kong Offer Shares or if your application is accepted only in part, the Company will refund to you your application monies, or the appropriate portion thereof, together with the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee, without interest. If the Offer Price is less than the Maximum Offer Price, the Company will refund to you the surplus application monies together with the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee, without interest.

The refund procedures are stated in the section headed "How to Apply for Hong Kong Offer Shares — 13. Despatch/Collection of Share Certificates and Refund Monies" in the Prospectus.

### Application by HKSCC Nominees Limited ("HKSCC Nominees")

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for the Hong Kong Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

- "Applicants' declaration" on the first page;
- "Warning" on the first page;
- "If you are a nominee";
- All representations and warranties under the "Effect of completing and submitting this Application Form" section, except the first one regarding registration of Hong Kong Offer Shares in the applicant's name and the signing of documents to enable the applicant to be registered as the holder of the Hong Kong Offer Shares;
- "If your application for Hong Kong Offer Shares is successful (in whole or in part)"; and
- "Refund of application monies".

The following sections in the "How to Apply for Hong Kong Offer Shares" section of the Prospectus are inapplicable where this form is signed by HKSCC Nominees:

- "How many applications can you make"; and
- "Circumstances in which you will not be allotted Offer Shares".

如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

## Somerley Capital Holdings Limited

### 新百利融資控股有限公司

(於開曼群島註冊成立的有限公司)

## 香港公開發售

### 申請條件

#### 甲. 可提出申請的人士

- 閣下及閣下為其利益提出申請的任何人士必須年滿18歲並有香港地址。
- 如閣下為商號，申請必須以個人成員名義提出。
- 聯名申請人不得超過四名。
- 如閣下為法人團體，申請須經獲正式授權人士簽署，並註明其代表身份及加蓋公司印章。
- 閣下必須身處美國境外，並非美籍人士(定義見美國證券法S規例)，亦非中國法人或自然人。
- 除非創業板上市規則允許，否則下列人士不得申請任何香港發售股份：
  - 本公司及/或其任何附屬公司股份的現有實益擁有人；
  - 本公司及/或其任何附屬公司的董事或首席執行官；
  - 本公司的核心關連人士(定義見創業板上市規則)或緊隨香港公開發售完成後將成為本公司核心關連人士的人士；或
  - 上述任何人士的緊密聯繫人(定義見創業板上市規則)。

#### 乙. 如閣下為代名人

閣下作為代名人可提出超過一份香港發售股份申請，方法是：  
(i)透過中央結算及交收系統(「中央結算系統」)向香港結算發出電子認購指示(如閣下為中央結算系統參與者)；或(ii)使用白色或黃色申請表格以本身名義代表不同實益擁有人提交超過一份申請。

#### 丙. 填寫及遞交本申請表格的效用

閣下填妥並遞交本申請表格，即表示閣下(如屬聯名申請人，即各人共同及個別)代表閣下本身，或作為閣下代其行事的每名人士的代理或代名人：

- 承諾簽立所有有關文件，並指示及授權本公司及/或作為本公司代理的聯席牽頭經辦人(或其代理或代名人)，代表閣下簽立任何文件，並代表閣下處理一切必要事務，以便根據組織章程細則的規定，以閣下名義登記閣下獲分配的任何香港發售股份；
- 同意遵守開曼群島公司法、公司條例、公司(清盤及雜項條文)條例、組織章程大綱及組織章程細則；
- 確認閣下已閱讀招股章程及本申請表格所載條款及條件以及申請手續，並同意受其約束；

- 確認閣下已接獲及閱讀招股章程，並於作出申請時僅倚賴招股章程所載資料及陳述，且將不會倚賴招股章程任何補充文件所載者以外的任何其他資料或陳述；
- 確認閣下已知悉招股章程內有關香港公開發售的限制；
- 同意本公司、聯席保薦人、聯席牽頭經辦人、包銷商、彼等各自的董事、高級職員、僱員、合夥人、代理、顧問及參與香港公開發售的任何其他各方均不會或將不會對招股章程(及其任何補充文件)所載者之外的任何資料及陳述負責；
- 同意向本公司、香港股份過戶登記處、收款銀行、聯席保薦人、聯席牽頭經辦人、包銷商及/或彼等各自的顧問及代理披露彼等所需有關閣下及閣下為其利益提出申請的人士的任何個人資料；
- 若香港以外任何地區的法例適用於閣下的申請，則同意及保證閣下已遵守所有有關法例，且本公司、聯席保薦人、聯席牽頭經辦人及包銷商以及彼等各自的高級人員或顧問將不會因接納閣下的購買要約或因閣下於招股章程及本申請表格所載條款及條件項下的權利與義務所引伸的任何行動而違反香港以外地區的任何法例；
- 同意閣下的申請一經接納，即不得因無意作出的失實陳述而撤銷申請；
- 同意閣下的申請受香港法例規管；
- 聲明、保證及承諾(i)閣下明白香港發售股份並無及將不會根據美國證券法登記；及(ii)閣下及閣下為其利益申請香港發售股份的任何人士均身處美國境外(定義見S規例)，或屬S規例第902條第(h)(3)段所述的人士；
- 保證閣下所提供的資料真實準確；
- 同意接納所申請的香港發售股份或根據申請向閣下所分配任何較少數目的股份；
- 授權本公司將閣下的姓名/名稱列入本公司股東名冊，作為閣下獲分配任何香港發售股份的持有人，並授權本公司及/或其代理將任何股票及/或任何退款支票以普通郵遞方式按申請所示地址寄予閣下或閣下另行通知本公司的地址，郵誤風險概由閣下自行承擔，除非閣下合資格及選擇親身股票及/或退款支票；

## 如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

- 聲明及表示此乃閣下作出的唯一申請及閣下擬以本身或閣下為其利益提出申請的人士為受益人作出的唯一申請；
- 明白本公司、董事、聯席保薦人及聯席牽頭經辦人將倚賴閣下的聲明及陳述以決定是否向閣下分配任何香港發售股份及閣下如作出虛假聲明，則可能會被檢控；
- (如申請以閣下本身為受益人提出) 保證閣下或閣下任何代理或任何其他人士並無及將不會為閣下的利益以白色或黃色申請表格或向香港結算發出電子認購指示而作出其他申請；及
- (如閣下作為代理為其他人士利益提出申請) 保證(i) 閣下(作為該名人士的代理或為其利益) 或該名人士或作為其代理的任何其他人士並無及將不會以白色或黃色申請表格或向香港結算發出電子認購指示作出其他申請；及(ii) 閣下已獲正式授權以該名其他人士代理的身份簽署申請表格或發出電子認購指示。

### 丁. 授權書

如閣下的申請由獲有授權書的人士提出，本公司及鎧盛證券可按其認為合適的任何條件(包括出示授權證明)酌情接納或拒絕閣下的申請。

### 香港公開發售定價及香港發售股份的分配

預期發售價將於2017年3月22日(星期三)或之前(或鎧盛證券與本公司可能協定的較後日期)釐定。申請人須繳付最高發售價每股香港發售股份2.30港元，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。截止登記申請前，不會處理香港發售股份的申請或配發任何香港發售股份。

### 公佈結果

本公司預期於2017年3月27日(星期一)在本公司網站 [www.somerleycapital.com](http://www.somerleycapital.com) 及聯交所網站 [www.hkexnews.hk](http://www.hkexnews.hk) 刊登有關(i)最終發售價；(ii)香港公開發售的申請水平；及(iii)香港公開發售下香港發售股份的配發基準的公告。香港公開發售的分配結果以及獲接納申請人的香港身份證/護照/香港商業登記號碼亦將於上述網站公佈。

### 如閣下的香港發售股份申請獲接納(全部或部分)

如閣下申請認購1,000,000股或以上香港發售股份並已提供申請表格規定的全部資料，閣下可於2017年3月27日(星期一)或本公司公佈的其他日期上午九時正至下午一時正，親自前往聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)領取閣下的股票及/或退款支票(如適用)。

如閣下屬可親自領取的個人申請人，則不得授權任何其他人士代表閣下領取。如閣下屬可親自領取的公司申請人，則必須委派授權代表攜同加蓋公司印章的授權書領取。個人和授權代表於領取時均須出示獲香港股份過戶登記處接納的身份證明文件。

如閣下未於指定領取時間內親自領取退款支票及/或股票，有關退款支票及/或股票隨即會以普通郵遞方式寄往本申請表格所示地址，郵誤風險概由閣下自行承擔。

如閣下申請認購1,000,000股以下香港發售股份，則閣下的退款支票及/或股票將於2017年3月27日(星期一)以普通郵遞方式寄往相關申請表格所示地址，郵誤風險概由閣下自行承擔。

本公司不會就申請時繳付的款項發出收據，亦不會發出臨時所有權文件。

### 退還申請股款

若閣下未獲分配任何香港發售股份或申請僅部分獲接納，本公司將不計利息退還閣下的申請股款或其適當部分連同相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。如最終釐定的發售價低於最高發售價，本公司將不計利息退還多收申請股款連同相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。

退款程序載於招股章程「如何申請香港發售股份 — 13. 寄發/領取股票及退回股款」一節。

### 香港中央結算(代理人)有限公司(「香港結算代理人」)提出的申請

如本申請表格由香港結算代理人代表已發出電子認購指示申請香港發售股份的人士簽署，本申請表格與招股章程不符的條文將不適用，且以招股章程所述者為準。

在不限制此段一般性的原則下，本申請表格的以下部分在香港結算代理人簽署本表格時並不適用：

- 第一頁的「申請人聲明」；
- 第一頁的「警告」；
- 「如閣下為代名人」；
- 「填寫及遞交本申請表格的效用」一節內所有陳述及保證，惟首項有關以申請人名義登記香港發售股份及簽署文件使申請人登記成為香港發售股份持有人者除外；
- 「如閣下的香港發售股份申請獲接納(全部或部分)」；及
- 「退還申請股款」。

招股章程「如何申請香港發售股份」一節的以下部分在香港結算代理人簽署本表格時並不適用：

- 「閣下可提交的申請數目」；及
- 「閣下不獲配發發售股份的情況」。

## Personal Data

### Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of the Company and the Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “Ordinance”).

#### 1. Reasons for the collection of your personal data

It is necessary for applicants and registered holders to supply correct personal data to the Company or its agents and the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar. Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or the Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of share certificate(s) and/or refund cheque(s) to which you are entitled.

It is important that securities holders inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

#### 2. Purposes

The personal data of the securities holders may be held, processed and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque, where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of securities holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities holders of the Company;
- verifying securities holders' identities;
- establishing benefit entitlements of securities holders of the Company, such as dividends, rights issues and bonus issues;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and shareholder profiles;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to securities holders and/or regulators and/or any other purposes to which the securities holders may from time to time agree.

#### 3. Transfer of personal data

Personal data held by the Company and the Hong Kong Share Registrar relating to the securities holders will be kept confidential but the Company and the Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose or transfer (whether within or outside Hong Kong) the personal data to any of the following:

- the Company's appointed agents such as financial advisers, receiving bank and overseas principal share registrar;
- where applicants for securities request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and
- any persons or institutions with which the securities holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

#### 4. Retention of personal data

The Company and the Hong Kong Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

#### 5. Access to and correction of personal data

Securities holders have the right to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests.

All requests for access to data or correction of data should be addressed to us, at our registered address disclosed in the “Corporate Information” section of the Prospectus or as notified from time to time, for the attention of the company secretary, or our Hong Kong Share Registrar for the attention of the privacy compliance officer.

**By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.**

## 個人資料

### 個人資料收集聲明

此項個人資料收集聲明是向香港發售股份的申請人及持有人說明本公司及香港股份過戶登記處有關個人資料及香港法例第486章《個人資料(私隱)條例》(「條例」)方面的政策及常規。

#### 1. 收集閣下個人資料的原因

申請人及登記持有人以本身名義申請證券或轉讓或受讓證券時或尋求香港股份過戶登記處的服務時，必須向本公司或其代理及香港股份過戶登記處提供準確個人資料。未能提供所要求的資料可能會導致閣下的證券申請被拒或延遲，或本公司或香港股份過戶登記處無法進行過戶或以其他方式提供服務。此舉亦可能妨礙或延遲登記或轉讓閣下已成功申請的香港發售股份及/或寄發閣下應得的股票及/或退款支票。

證券持有人所提供的個人資料如有任何錯誤，須立即通知本公司及香港股份過戶登記處。

#### 2. 用途

證券持有人的個人資料可作以下用途及以任何方式持有、處理及/或保存：

- 處理閣下的申請及退款支票(如適用)、核實是否符合本申請表格及招股章程載列的條款與申請手續以及公佈香港發售股份的分配結果；
- 遵守香港及其他地區的適用法例及法規；
- 以證券持有人(包括香港結算代理人(如適用))的名義登記新發行證券或轉讓或受讓證券；
- 存置或更新本公司的證券持有人名冊；
- 核實證券持有人身份；
- 確定本公司證券持有人的受益權利，例如股息、供股及紅股等；
- 分發本公司及其附屬公司的通訊；
- 編製統計數據及股東資料；
- 披露有關資料以便就權益提出申索；及
- 與上述者有關的任何其他附帶或相關用途及/或讓本公司及香港股份過戶登記處能履行對證券持有人及/或監管機構承擔的責任及/或證券持有人不時同意的任何其他用途。

#### 3. 轉交個人資料

本公司及香港股份過戶登記處會對所持有關證券持有人的個人資料保密，但本公司及香港股份過戶登記處可在作上述任何用途屬必要之情況下，向下列任何人士披露或轉交(不論在香港境內或境外)有關個人資料：

- 本公司委任的代理，例如財務顧問、收款銀行及海外股份過戶登記總處；
- (如證券申請人要求將證券存於中央結算系統)香港結算或香港結算代理人，彼等將會就中央結算系統的運作使用有關個人資料；
- 向本公司或香港股份過戶登記處提供與其各自業務運作有關的行政、電訊、電腦、付款或其他服務的任何代理、承辦商或第三方服務供應商；
- 聯交所、證監會及任何其他法定監管機關或政府部門或法例、規則或法規另行規定者；及
- 證券持有人與之有業務往來或擬有業務往來的任何人士或機構，例如彼等的銀行、律師、會計師或股票經紀等。

#### 4. 保留個人資料

本公司及香港股份過戶登記處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。無需保留的個人資料將會根據條例銷毀或處理。

#### 5. 查閱及更正個人資料

證券持有人有權確定本公司或香港股份過戶登記處是否持有其個人資料，並有權索取有關資料的副本及更正任何不準確資料。本公司及香港股份過戶登記處有權就處理任何該等要求收取合理費用。

所有查閱資料或更正資料的要求應按招股章程「公司資料」一節所披露或不時通知的本公司註冊地址送交公司秘書，或向本公司的香港股份過戶登記處的私隱事務主任提出。

閣下簽署申請表格或向香港結算發出電子認購指示，即表示同意上述各項。