

Hong Kong Public Offer – Yellow Form 香港公開發售—黃表

Use this Application Form if you want the allocated Hong Kong Public Offer Shares to be issued in the name of HKSSC Nominees Limited ("HKSSC Nominees") and deposited directly into the Central Clearing and Settlement System ("CCASS") for credit to your CCASS Investor Participant stock account or your designated CCASS Participant's stock account maintained in CCASS

閣下如欲以香港中央結算(代理人)有限公司(「香港結算代理人」)的名義登記獲分配的香港公開發售股份,並直接存入中央結算及交收系統(「中央結算系統」),以寄存於閣下於中央結算系統設立的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者股份賬戶,請使用本申請表格

Note: Unless otherwise defined or the context otherwise required herein, capitalised terms in this Application Form shall have the same meanings as those defined in the prospectus issued by Zhengye International Holdings Company Limited (the "Company") dated 24 May 2011 (the "Prospectus") together with any supplement thereto.

附註: 除本申請表格另有界定或文義另有所指外,本申請表格所用詞彙與正業國際控股有限公司(「本公司」)於二零一一年五月二十四日刊發的招股章程(「招股章程」)及其任何補充資料界定者具相同涵義。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本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,概不對因本申請表格全部或任何部份內容產生或因依賴該等內容而引致的任何損失承擔任何責任。

A copy of this Application Form, together with a copy of each of the GREEN and WHITE Application Forms, the Prospectus and the other documents specified in the section headed "A. Documents Delivered to the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda" in Appendix VI to the Prospectus, have been registered by the Registrar of Companies in Hong Kong and by Section 342C of the Companies Ordinance (Chapter 32 of the Laws 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.

本申請表格所附資料,不會於或向何類(包括其寄主及聯屬、美國各州及哥倫比亞特區)境內直接或間接刊發、分發或發售。於美國,該等資料並不構成或視為購買或認購證券的任何要約或邀請的一部分。本申請表格所附股份

並非已進行登記或已根據證券法的登記規定獲得豁免,否則將不會於美國發售或出售證券,亦將不會於美國進行發售股份的公開發售。

Staple your payment here 請將股款緊釘在此

ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立的有限公司)

GLOBAL OFFERING

Number of Offer Shares : 125,000,000 New Shares (subject to the Over-allotment Option)

Number of International Placing Shares : 112,500,000 New Shares (subject to adjustment and the Over-allotment Option)

Number of Hong Kong Public Offer Shares : 12,500,000 New Shares (subject to adjustment)

Offer Price : HK\$1.43 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, payable in full upon application and subject to refund)

Nominal value : HK\$0.10 each

Stock code : 3363

全球發售

發售股份數目 : 125,000,000股新股份(視乎超額配股權而定)
國際配售股份數目 : 112,500,000股新股份(可予調整及視乎超額配股權而定)
香港公開發售股份數目 : 12,500,000股新股份(可予調整)
發售價 : 每股發售股份1.43港元(另加1%經紀佣金、0.003%證監會交易費及0.005%聯交所交易費,須於申請時繳足並可予退還)

面值 : 每股0.10港元

股份代號 : 3363

Application Form 申請表格

Applications will be accepted until 12:00 noon on Friday, 27 May 2011

截止接受申請時間為二零一一年五月二十七日(星期五)中午十二時正

You must read the conditions and instructions attached to this Application Form. To be valid, you must complete all parts of this Application Form. Please write clearly in ink.

閣下必須細閱本申請表格所載的條件及指示。本申請表格所有部分必須以墨水筆/原子筆清楚填寫,方為有效。

To: Zhengye International Holdings Company Limited, CMB International Capital Limited, The Hong Kong Underwriters
I/we: apply for the number of Hong Kong Public Offer Shares set out below, subject to the terms and conditions set out in the Prospectus and this Application Form...
undertake and agree to accept the Hong Kong Public Offer Shares applied for, or any lesser number allotted to me/us under this application...
declare that this is the only application made and the only application intended by me/us to be made whether on a WHITE or YELLOW Application Form...
undertake and confirm that I/we and the person for whose benefit I am/we are applying have not applied for or taken up or indicated an interest in or received or been placed or allocated...
authorise the Company to place the name of HKSSC Nominees on the register of members of the Company as the holder of any Hong Kong Public Offer Shares...
request that any refund cheques be made payable to me (or in the case of joint applicants, to the first-named applicant) and (subject to the terms and conditions set out on the pages attached to this Application Form...
have read the terms and conditions and application procedures set out on the pages attached to this Application Form...
represent, warrant and undertake that the allotment of or application for the Hong Kong Public Offer Shares to me/us or by me/us for whose benefit this application is made would not require the Company...
represent warrant and undertake that I am/we are outside the United States...
agree that this application, any acceptance of it and the resulting contract shall be governed by and construed in accordance with the laws of Hong Kong.

Signed by (all) applicant(s) (all joint applicants must sign): (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

Warning: It is important that you read carefully the Prospectus of the Company (in particular, the sections headed "How to apply for Hong Kong Public Offer Shares" and "Structure and conditions of the Global Offering" in the Prospectus) and the terms and conditions and application procedures overleaf.

本人/吾等: 按照招股章程及本申請表格所載條款及條件,並在貴公司的組織章程大綱及細則的規限下,申請以下數目的香港公開發售股份...
聲明及承諾: 本人/吾等或本人/吾等或其利益作出申請的人士,概不受香港或其他地方的任何適用法律限制作出此項申請...
同意: 貴公司、獨家保薦人、聯席全球協調人、聯席牽頭經銷人、聯席牽頭經銷人、包銷商、參與全球發售的其他各方及/或其各自的董事、高級職員、職員、合夥人、代理人及顧問,均有權根據本人/吾等或本人/吾等或其利益作出申請的人士作出的任何保證及陳述...

For Broker use 此欄供經紀填寫
Logged by 由以下經紀遞交
Broker No. 經紀編號
Broker's Chop 經紀印章

重要提示: 閣下必須細閱本公司招股章程(尤其其招股章程中「如何申請認購香港公開發售股份」及「全球發售的架構及條件」)及背頁的條款及條件及申請手續。

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閣下如欲以香港結算代理人義登記獲分配的香港公開發售股份，並直接存入中央結算系統，以寄存於閣下於中央結算系統設立的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者股份賬戶，請使用本申請表格

Number of Hong Kong Public Offer Shares applied for (cannot exceed 6,250,000 Shares) 申請香港公開發售股份數目 (不得超過6,250,000股股份)		Cheque/banker's cashier order number 支票/銀行本票號碼	
Total amount of payment 股款總額	HKS 港元	Name of bank on which cheque/banker's cashier order is drawn* 支票/銀行本票的付款銀行名稱*	
* Cheque(s) or banker's cashier order(s) should be crossed "Account Payee Only" and made payable to "The Bank of East Asia (Nominees) Limited — Zhengye International Public Offer". * 支票或銀行本票須以「只准入抬頭人賬戶」方式劃線開出，並須註明抬頭人為「東亞銀行受託代管有限公司—正業國際公開發售」。			
To be completed in <b>BLOCK</b> letters in English in ink, except as stated otherwise. Joint applicants should give the address of the first-named applicant only. 除另有說明外，請用墨水筆或原子筆以英文正楷填寫。聯名申請人僅須提供排名首位的申請人的地址。			
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	
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	
Occupation in English 職業 (以英文填寫)		Hong Kong Identity Card No./Passport No./Hong Kong Business Registration Certificate No.**+ (please delete as appropriate) 香港身份證號碼/護照號碼/香港商業登記證號碼**+ (請刪去不適用者)	
Address in English (Joint applicants should give the address and the telephone number of the first-named applicant only). Only an address in Hong Kong will be accepted 英文地址 (聯名申請人只須填寫名列首位申請人的地址及電話號碼)。只接受香港地址		Tel. no. 電話號碼	
Names of all other joint applicant(s) 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)	Hong Kong Identity Card No(s)/Passport No(s)/Hong Kong Business Registration Certificate No(s), or 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/香港商業登記證號碼 (請刪去不適用者)**+	(1) (2) (3)
For nominees: Please provide an account number or identification code for each beneficial owner (or in the case of joint beneficial owners, for each beneficial owner) in the box below. If you are a nominee and you do not complete this section, this application will be treated as being made for your benefit. 由代名人遞交：請於以下空格內填寫每名實益擁有人 (或如屬聯名實益擁有人，則每名實益擁有人) 的賬戶號碼或身份識別編碼。如閣下為代名人但並無填寫本節，本申請將視作以閣下的利益作出。			
<input type="checkbox"/> Tick this box if you apply for 1,000,000 or more Hong Kong Public Offer Shares and wish to collect your refund cheque(s) (if any) in person from the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, on the date of collection of refund cheques which is expected to be on Thursday, 2 June 2011. Please see the section overleaf headed "Refund of your money" for details of when, where and how to collect your refund cheque(s) (if any). 凡申請1,000,000股或以上香港公開發售股份，並擬於領取退款支票日期 (預期為二零一一年六月二日 (星期四))，親臨本公司的香港股份過戶登記分處卓佳證券登記有限公司 (地址為香港灣仔皇后大道東28號金鐘匯中心26樓) 領取閣下的退款支票 (如有)，請在方格內填上「 <input type="checkbox"/> 」號。有關領取退款支票 (如有) 的時間、地點及手續詳情，請參閱背頁「退還款項」一節。			

- +** For a CCASS Investor Participant, only a Hong Kong Identity Card number (if you are an individual) or Hong Kong Business Registration Certificate number (if you are a body corporate) will be accepted for this application (Please see paragraph 2 under the section "How to make your application" overleaf). If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant) and you hold a Hong Kong Identity Card, please provide that number. If you do not hold a Hong Kong Identity Card, please provide your passport number. For bodies corporate, please provide your Hong Kong Business Registration Certificate number. Your Hong Kong Identity Card number or passport number (if you are an individual) or Hong Kong Business Registration Certificate number (if you are a body corporate) will be used for checking the validity of your Application Form and such data will be transferred to a third party for the accomplishment of such purpose. All joint applicants must give (if they are individuals) their Hong Kong Identity Card numbers or, where appropriate, passport numbers, or (if they are bodies corporate) their Hong Kong Business Registration Certificate numbers.
- +** 就中央結算系統投資者戶口持有人而言，本申請僅接納香港身份證號碼 (倘閣下屬個人人士) 或香港商業登記證號碼 (倘閣下為法人團體) (請參閱背頁「申請手續」一節第2段)。如閣下透過指定中央結算系統參與者 (中央結算系統投資者戶口持有人除外) 申請，閣下持有香港身份證，請填寫香港身份證號碼，如閣下未持有香港身份證，請填寫護照號碼。如屬法人團體，請填寫香港商業登記證號碼。閣下的香港身份證號碼或護照號碼 (如閣下屬個人) 或香港商業登記證號碼 (如閣下屬法人團體)，將用作核實閣下的申請表格是否有效，有關資料將轉交第三方以作上述用途。所有聯名申請人須填寫 (如彼等屬個人) 其香港身份證號碼或 (如適用) 護照號碼，或 (如彼等屬法人團體) 其香港商業登記證號碼。
- \*\*** Part of your Hong Kong Identity Card number/passport number, or, if you are joint applicants, part of the Hong Kong Identity Card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purpose. Your banker may require verifications of your Hong Kong Identity Card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number/passport number may lead to delay in encashment of or may invalidate your refund cheque.
- \*\*** 閣下所提供的閣下或 (如屬聯名申請人) 排名首位申請人的香港身份證號碼/護照號碼部分字符合會印列於閣下的退款支票 (如有) 上。有關資料亦會轉交第三方安排退款。兌現閣下的退款支票前，閣下的銀行或要求核實閣下的香港身份證號碼/護照號碼。倘閣下填寫的香港身份證號碼/護照號碼有誤，可能會導致閣下的退款支票兌現延誤或失效。
- \*** This Application Form should be completed in English unless otherwise stated.  
\* 除另有所述，請以英文填寫本申請表格。

**DETAILS FOR CCASS PARTICIPANT**  
中央結算系統參與者資料

<b>THIS BOX MUST BE DULY COMPLETED</b> 此空格必須妥為填寫
<b>Participant I.D. of the designated CCASS Participant or CCASS Investor Participant</b> 指定中央結算系統參與者或中央結算系統投資者戶口持有人的編號
<b>For designated CCASS Participant or corporate CCASS Investor Participant, please also affix the company chop (bearing its company name).</b> 指定中央結算系統參與者或中央結算系統投資者戶口持有人請加蓋附有公司名稱的公司印章。
(see paragraph 2 under section "How to make your application" overleaf) (請參閱背頁「申請手續」一節第2段)

**ADDRESS LABEL 地址標貼**  
Please fill in your name(s) and address in Hong Kong as set out above in BLOCK letters in English  
請以英文正楷填寫上表所示姓名/名稱及香港地址

Name(s) 姓名/名稱
Address 地址

For Bank use 此欄供銀行填寫



Use this Application Form if you want the allocated Hong Kong Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or your designated CCASS Participant's stock account maintained in CCASS

# ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

## 正業國際控股有限公司

(incorporated in Bermuda with limited liability)

### GLOBAL OFFERING

#### Terms and conditions of your application

##### A. Who can apply

- You, the applicant(s), 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 at the time of application, who must state his or her representative capacity.
- If you are a **firm**, the application must be in the names of the individual members, not in the name of the firm.
- The number of joint applicants must not exceed four.
- If you are a **body corporate**, the application must be stamped with the Company chop (bearing the Company name) and signed by a duly authorised officer, who must state his or her representative capacity.
- Save under the circumstances permitted by the Listing Rules, you **cannot** apply for any Hong Kong Public Offer Shares if you are any person(s) for whose benefit you are applying:
  - an existing beneficial owner of shares in the Company or any member of the Group;
  - a director, the chief executive or a director of the Company or any member of the Group;
  - an associate (as defined in the Listing Rules) of any of the above;
  - a connected person (as defined in the Listing Rules) of the Company or any member of the Group or a person who will become a connected person (as defined in the Listing Rules) immediately upon completion of the Global Offering;
  - a legal or natural person of the PRC (except qualified domestic institutional investors);
  - have been allocated or have applied for International Placing Shares under the International Placing save under the circumstances permitted by the Listing Rules;
  - a resident within the United States or a United States person (within the meaning of Regulation S); or
  - do not have a Hong Kong address.
- If you or any person(s) for whose benefit you are applying are/were within United States or a United States person (within the meaning of Regulation S), no application for Hong Kong Public Offer Shares shall be made.

##### B. If you are a nominee

- You may make more than one application for the Hong Kong Public Offer Shares if you are a nominee, in which case you may make an application by using a **WHITE** or **YELLOW** Application Form or by way of giving **electronic application instructions** to HKSCC via CCASS or by applying online through the **HK eIPO White Form Service Provider** under the **HK eIPO White Form Service** (www.hkeipo.hk) and lodge more than one application in your own name on behalf of different beneficial owners. In the box on this Application Form marked "For nominees", you must include:

- an account number;
- some other identification code for each beneficial owner or, in the case of joint beneficial owners, for each such beneficial owner. If you do not include this information, the application will be treated as being for your own benefit.
- A nominee who submits this Application Form on behalf of another person is deemed to have warranted, represented to and undertaken with the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters that he/she has been duly authorised by the relevant beneficial owner (or, if more than one, all of them) to submit this application and to agree to the terms of this Application Form on behalf of the relevant beneficial owner(s)/every beneficial owner. You further undertake to supply to the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters such information about the relevant beneficial owner(s)/every beneficial owner as of any them may require for any of the purposes set out in the section below headed "Personal Data".

##### C. Lodge only one application for your benefit (or you and any of your joint applicants)

- Multiple or successive applications for the Hong Kong Public Offer Shares in respect of any of your applications including the part of the application made by HKSCC Nominees acting on **electronic application instructions** will be rejected as multiple applications if you, or you and your joint applicant(s) together:
- make more than one application (whether individually or jointly) on a **WHITE** or **YELLOW** Application Form or by way of giving **electronic application instructions** to HKSCC via CCASS or applying online through the **HK eIPO White Form Service Provider** under the **HK eIPO White Form Service** (www.hkeipo.hk);
  - both apply (whether individually or jointly) on one **WHITE** Application Form and one **YELLOW** Application Form or on one **WHITE** or **YELLOW** Application Form and by way of giving **electronic application instructions** to HKSCC via CCASS or applying online through the **HK eIPO White Form Service Provider** under the **HK eIPO White Form Service** (www.hkeipo.hk);
  - apply (whether individually or jointly) on one **WHITE** or **YELLOW** Application Form or by way of giving **electronic application instructions** to HKSCC via CCASS or applying online through the **HK eIPO White Form Service Provider** under the **HK eIPO White Form Service** (www.hkeipo.hk) for more than 50% of the Hong Kong Public Offer Shares initially available for subscription under the Hong Kong Public Offer;
  - have applied for or been allocated Shares or will be allocated (whether conditionally and/or provisionally) International Placing Shares under the International Placing or otherwise participated in the International Placing or indicated for an interest for any International Placing Shares.

All of your applications are also liable to be rejected as multiple applications if more than one application form is submitted for your benefit (including the part of the application made by HKSCC Nominees acting on **electronic application instructions**) or you have applied for or taken up or otherwise indicated an interest for any International Placing Shares.

- 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. An unlisted company means a company whose securities are listed on the Stock Exchange. Statutory control in relation to a company means you:

- control the composition of the board of directors of that company; or
- control more than one-half of the voting power of that company; or
- hold more than one-third of the equity shares of that company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

##### D. Allocation of Hong Kong Public Offer Shares — Pool A and Pool B

The total number of Hong Kong Public Offer Shares initially available for subscription by the public under the Hong Kong Public Offer will be divided equally into two pools for allocation purposes: Pool A and Pool B. The Hong Kong Public Offer Shares in Pool A will comprise 6,250,000 Hong Kong Public Offer Shares, which will be allocated on an equal basis to successful applicants who have applied for the Hong Kong Public Offer Shares with an aggregate subscription amount of HK\$5 million or below (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee payable). The Hong Kong Public Offer Shares in Pool B will comprise 6,250,000 Hong Kong Public Offer Shares and will be allocated on an equal basis to successful applicants who have applied for the Hong Kong Public Offer Shares with an aggregate subscription amount of more than HK\$5 million (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee payable) and up to the total initial value of Pool B. You should be aware that applications in Pool A and applications in Pool B may receive different allocation ratios. If Hong Kong Public Offer Shares in one (but not both) of the pools are undersubscribed, the unsubscribed Hong Kong Public Offer Shares will be transferred to the other pool to satisfy excess demand in that other pool and be allocated accordingly. You can only receive an allocation of the Hong Kong Public Offer Shares from either Pool A or Pool B, but not from both pools. When there is over-subscription, allocation of the Hong Kong Public Offer Shares to investors under the Hong Kong Public Offer, both in relation to Pool A and Pool B, will be based solely on the level of valid applications received under the Hong Kong Public Offer. The basis of allocation in each pool may vary, depending on the number of Hong Kong Public Offer Shares validly applied for by each applicant. The allocation of Hong Kong Public Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Public Offer Shares, and those applicants who are unsuccessful in the ballot may not receive any Hong Kong Public Offer Shares. Each applicant under the Hong Kong Public Offer will be required to give an undertaking and confirmation in the Application Form submitted by him that he and any person(s) for whose benefit he is making the application has/have not applied for or taken up, or indicated an interest for any Hong Kong Public Offer Shares and have not received or been placed or allocated (including conditionally and/or provisionally) any International Placing Shares, and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be). Multiple or suspected multiple applications in either pool or between pools and by way of giving **electronic application instructions** to HKSCC via CCASS or applying online through the **HK eIPO White Form Service Provider** under the **HK eIPO White Form Service** (www.hkeipo.hk) for more than 50% of the Hong Kong Public Offer Shares initially available for subscription under the Hong Kong Public Offer will be rejected.

##### E. Supplemental Information

If any supplement to the Prospectus is issued, applicant(s) who have already submitted this Application Form may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicants have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted remain valid and may be accepted. Subject to the above and below, applications once made is irrevocable and applied for on the basis of the Prospectus as supplemented.

##### F. 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 agent or nominee for and on behalf of each person for whom you act as agent or nominee:
- **instruct and authorise** the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers (or the Underwriters) or their respective agents or nominees to execute any transfer forms, contract notes or other documents on your behalf and to do on your behalf all other things necessary to effect the registration of any Hong Kong Public Offer Shares allocated to you in the name(s) of HKSCC Nominees, as required by the By-Laws and otherwise to give effect to the arrangements described in the Prospectus and this Application Form;
  - **undertake** to sign all documents and to do all things necessary to enable HKSCC Nominees to be registered as the holder of the Hong Kong Public Offer Shares to be allocated to you, and as required by the By-Laws;
  - **agree** that the Hong Kong Public Offer Shares to be allocated shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to the stock account of your CCASS Investor Participant stock account;
  - **agree** that each of HKSCC and HKSCC Nominees reserves the right (1) not to accept any or part of such Hong Kong Public Offer Shares allocated to you to be issued in the name of HKSCC Nominees or not to accept such allocated Hong Kong Public Offer Shares for deposit into CCASS; (2) to cause such allocated Hong Kong Public Offer Shares to be **withdrawn** from CCASS and transferred into your name at your own risk and costs (or if you are a joint applicant, to the first-named applicant); and (3) to cause such allocated Hong Kong Public Offer Shares to be issued in your name (or, if you are a joint applicant, to the first-named applicant) and in such a case, to post the certificates for such allocated Hong Kong Public Offer Shares at your own risk to the address stated on this Application Form by ordinary post or to make available the same for your collection;
  - **agree** that each of HKSCC and HKSCC Nominees may adjust the number of allocated Hong Kong Public Offer Shares issued in the name of HKSCC Nominees;
  - **agree** that the HKSCC and HKSCC Nominees shall have any liability for the information and representations not so contained in the Prospectus and this Application Form;
  - **agree** that neither HKSCC nor HKSCC Nominees shall be liable to you in any way;
  - **confirm** that you have received a copy of the Prospectus and have only relied on the information and representations in the Prospectus in making your application and will not rely on any other information and representations save as set out in any supplement to the Prospectus;
  - **agree** that the Company, the Directors, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any other parties involved in the Global Offering and/or any of their respective directors, officers, employees, partners, agents or advisers are liable only for the information and representations contained in the Prospectus and this Application Form;
  - **agree** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation and you may not revoke it other than as provided in the Prospectus;
  - (if this application is made by an agent on your behalf) **warrant** that this application is the only application which has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS or applying online through the designated **HK eIPO White Form Service Provider** under the **HK eIPO White Form Service** (www.hkeipo.hk);
  - (if this application is made by an agent on your behalf) **warrant** that you have validly and irrevocably conferred on your agent all necessary power and authority to make this application;
  - (if you are an agent or nominee for another person) **warrant** that reasonable enquiries have been made of that other person that this is the only application which will be made for the benefit of that other person on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS or applying online through the **HK eIPO White Form Service Provider** under the **HK eIPO White Form Service** (www.hkeipo.hk); and that you are duly authorised to sign this Application Form (and where relevant) on behalf of that other person as that other person's agent or nominee;
  - **undertake and confirm** that if you (if the application is made for your benefit) or the person(s) for whose benefit you have made the application have not applied for, taken up, indicated an interest in, received, or have been or will be placed or allocated (including conditionally and/or provisionally), and will not apply for, take up or indicate any interest in any International Placing Shares, nor otherwise participate in the International Placing;

- **warrant** the truth and accuracy of the information contained in this application;
  - **agree** that this application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the Laws of Hong Kong;
  - **agree** to disclose to the Company, its share registrars (the "registrars"), the receiving bankers, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and/or their respective advisers and agents personal data and other information which they require about you or the person(s) for whose benefit you have made this application;
  - **agree** with the Company and each of its shareholders, and the Company agrees with each of its shareholders, to observe and comply with the Companies Ordinance, the Companies Act, the Memorandum and the Bye-Laws;
  - **undertake and agree** to accept Hong Kong Public Offer Shares applied for, or any lesser number allocated to you under this application;
  - **agree** with the Company and each of its shareholders that the Shares in the Company are freely transferable by the holder thereof;
  - **authorise** the Company to place the name of HKSCC Nominees on the register of members of the Company as the holder(s) of any Hong Kong Public Offer Shares allocated to you, and the Company and/or its agents to send any refund cheques (where applicable) to you or (in case of joint applicants) the first-named applicant in this Application Form by ordinary post at your own risk to the address stated on this Application Form (except that if you have applied for 1,000,000 Hong Kong Public Offer Shares or more and have indicated in your Application Form that you will collect your refund cheque(s) (where applicable) in person, you can collect your refund cheque(s) (where applicable) in person between 9:00 a.m. and 1:00 p.m. on Thursday, 2 June 2011 from the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, 26th Floor, Testube Centre, 28 Queen's Road East, Wanchai, Hong Kong);
  - **understand** that these declarations and representations will be relied upon by the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and/or the Underwriters in deciding whether or not to allocate any Hong Kong Public Offer Shares in response to your application and that you may be prosecuted for making a false declaration;
  - **authorise** the Company to enter into a contract with your behalf with each Director and officer of the Company whereby each such Director and officer undertakes to observe and comply with his or her obligations to shareholders, as stipulated in the Memorandum and the Bye-Laws;
  - **represent, warrant and undertake** that the allotment of an application for the Hong Kong Public Offer Shares to you or by you or for whose benefit the application is made would not require the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and/or the Underwriters to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
  - **represent, warrant and undertake** that you are not, and none of the other persons (if any) for whose benefit you are applying is a US person (as defined in Regulation S);
  - **represent, warrant and undertake** that you understand that the Hong Kong Public Offer Shares have not been and will not be registered under the U.S. Securities Act and you are outside the United States when completing in paragraph 5 (as defined in Regulation S) and are not a U.S. Person (as defined in Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;
  - **confirm** that you have read the terms and conditions and application procedures set out in the Prospectus, this Application Form and the HK eIPO White Form website (www.hkeipo.hk) and agree to be bound by them and are aware of the conditions and restrictions on the Hong Kong Public Offer described in the Prospectus;
  - if the laws of any place outside Hong Kong are applicable to your application, **agree and warrant** that you have complied with all such laws and none of the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters and/or the other parties involved in the Global Offering nor any of their respective directors, employees, partners, agents or advisers are liable for any laws outside Hong Kong as a result of the acceptance of your offer to purchase, or any actions arising from your rights and obligations under the terms and conditions contained in the Prospectus and (where applicable), the HK eIPO White Application Form and the HK eIPO White Form website (www.hkeipo.hk); and
  - **agree** that the processing of your application, including the despatch of refund cheques (if any), may be done by any of the Company's receiving bankers and is not restricted to the bank at which this Application Form is lodged.
- The Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any other parties involved in the Global Offering and/or their respective directors, officers, employees, partners, agents or advisers are entitled to rely on any warranty, representation or declaration made by you in this application. In the event of this application being made by joint applicants, all the warranties, representations, declarations and obligations expressed to be made, given or assumed by or imposed on the joint applicants shall be deemed to have been made, given and assumed by and imposed on the applicants jointly and severally. You may be prosecuted if you make a false declaration in this application.

##### G. Power of attorney

If your application is made by a person duly authorised under a valid power of attorney, the Company, the Sole Sponsor, the Joint Global Coordinators (as agent of the Company and on behalf of Hong Kong Underwriters) may accept it at their discretion, subject to any conditions they think fit, including production of evidence of the authority of your attorney. The Company, the Sole Sponsor, the Joint Global Coordinators (as agent of the Company and on behalf of the Hong Kong Underwriters) will have full discretion to reject or accept any application, in full or in part, without assigning any reason.

##### Allocation of Hong Kong Public Offer Shares

Subject to the terms and conditions set out herein and in the Prospectus, Hong Kong Public Offer Shares will be allocated (either conditionally or unconditionally) after the application lists close.

Subject to the terms and conditions set out herein and in the Prospectus, the Company expects to announce the final Offer Price, the level of applications in the Hong Kong Public Offer, the level of indications of interest in the International Placing and the basis of allotment of the Hong Kong Public Offer Shares on Thursday, 2 June 2011 in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the website of our Company at [www.zhengye-cn.com](http://www.zhengye-cn.com) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations in the Hong Kong Public Offer, including the Hong Kong Identity Card/passport/Hong Kong Business Registration Certificate numbers of successful applicants (where applicable) and the number of Hong Kong Public Offer Shares successfully applied for under **WHITE** or **YELLOW** Application Forms, or by giving **electronic application instructions** to HKSCC via CCASS or applying online through the **HK eIPO White Form Service Provider** under the **HK eIPO White Form Service** (www.hkeipo.hk) will be made available at the times and dates in the manner specified below:

- results of allocations in the Hong Kong Public Offer will be available in the Company's announcement to be posted on the Company's website **www.hkexnews.hk** on Thursday, 2 June 2011;
- results of allocations in the Hong Kong Public Offer will be available from the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on Thursday, 2 June 2011;
- results of allocations in the Hong Kong Public Offer will be available from our Hong Kong Public Offer allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of Hong Kong Public Offer Shares allocated to them, if by calling 3691 8488 between 9:00 a.m. and 6:00 p.m. from Thursday, 2 June 2011 to Wednesday, 8 June 2011 (excluding Saturday and Sunday and public holiday);
- results of allocations in the Hong Kong Public Offer will be available from the website of Tricor Investor Services Limited at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) on a 24-hour basis from 8:00 a.m. Thursday, 2 June 2011 to 12:00 midnight on Friday, 10 June 2011. The user will be required to key in the Hong Kong Identity Card/passport/Hong Kong Business Registration Certificate number provided in his/her application form to search for his/her own allocation results; and
- special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches from Thursday, 2 June 2011 to Tuesday, 7 June 2011 at all the receiving bank branches at the addresses set out in the section headed "How to apply for Hong Kong Public Offer Shares — Where to collect the Prospectuses and the Application Forms" in the Prospectus.

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

- The share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you in this Application Form on Thursday, 2 June 2011 or, under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.
- **If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):**
  - For Hong Kong Public Offer Shares credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Public Offer Shares allocated to you with that CCASS Participant.
- **If you are applying as a CCASS Investor Participant:**
  - The Company expects to publish the results of CCASS Investor Participants' applications together with the results of the Hong Kong Public Offer in the manner described in the section headed "How to apply for Hong Kong Public Offer Shares — 15. Announcements of results of the Hong Kong Public Offer" of the Prospectus on Thursday, 2 June 2011. You should check the results published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, 2 June 2011 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately following the credit of the Hong Kong Public Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and the CCASS Internet System under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time. HKSCC will also make available to you an activity statement showing the number of Hong Kong Public Offer Shares credited to your stock account.
  - The Company will not issue temporary documents of title. No receipt will be issued for sums paid on application.

##### Circumstances in which you will not be allocated Hong Kong Public Offer Shares

- You may not be allocated Hong Kong Public Offer Shares for any of the following reasons:
- If your application is revoked:**
    - By completing and submitting an Application Form you cannot revoke your application on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is a Saturday, Sunday or public holiday in Hong Kong), unless a person responsible for the Prospectus under section 40 of the Companies Ordinance gives a public notice under that section which excludes or limits the responsibility of that person for the Prospectus. This agreement will take effect as a collateral contract with the Company, and will be binding when you lodge your Application Form. This collateral contract will be in consideration of the Company agreeing that it will not offer any of the Offer Shares to any person on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is a Saturday, Sunday or public holiday in Hong Kong), except by means of the procedures referred to in the Prospectus.
    - If any supplement to the Prospectus is issued, applicant(s) who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted remain valid and may be accepted. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of the Prospectus as supplemented.
    - If your application has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in press or otherwise of such acceptance on the basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot respectively.
  - At the discretion of the Company, the Joint Global Coordinators their respective agents or nominees, your application is rejected:**
    - The Company, the Joint Global Coordinators (as agents of the Company) or their respective agents or nominees have full discretion to reject or accept any application, or to accept only part of any application.
    - The Company, the Joint Global Coordinators (as agents of the Company) or their respective agents or nominees, do not have to give any reason for any rejection or acceptance.
  - If your application is rejected:**
    - Your application may be rejected if:
      - it is a multiple application or a suspected multiple application;
      - your Application Form is not completed correctly or fully in accordance with the instructions as stated in the Prospectus or the Application Form (if you apply by Application Form);
      - your payment is not made correctly;
      - you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonoured on its first presentation;
      - you apply for more than 50% of the Hong Kong Public Offer Shares initially available for subscription under the Hong Kong Public Offer.

# Use this Application Form if you want the allocated Hong Kong Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or your designated CCASS Participant's stock account maintained in CCASS

- you or the person for whose benefit you are applying have applied for or taken up or indicated an interest for or have received or have been or will be placed or allocated (including conditionally and/or provisionally) the International Placing Shares in the International Placing or
- the Company, the Joint Global Coordinators (as agent of the Company) or their respective agents or nominees believe that accepting your application would violate the applicable securities or other laws, rules or regulations.

By filing in this Application Form, you agree not to apply for International Placing Shares under the International Placing. Reasonable steps will be taken to identify and reject applications under the Hong Kong Public Offer from investors who have received International Placing Shares in the International Placing and to identify and reject indications of interest in the International Placing from investors who have received Hong Kong Public Offer Shares in the Hong Kong Public Offer.

4. **If your application is not accepted:**  
Your application may not be accepted if:
- the Hong Kong Underwriting Agreement and/or the International Placing Agreement do/does not become unconditional in accordance with their/its respective terms; or
  - the Hong Kong Underwriting Agreement and/or the International Placing Agreement are/is terminated in accordance with their/its respective terms.
5. **If the allotment of Hong Kong Public Offer Shares is void:**  
Your allotment of Hong Kong Public Offer Shares, if made, will be void if the Listing Committee does not grant permission to list and deal in the Shares either:
- within three weeks from the closing of the application lists; or
  - within a longer period of up to six weeks if the Listing Committee notifies the Company of that longer period within three weeks of the closing date of the application lists.

## Refund of your money

If you do not receive any Hong Kong Public Offer Shares for any of, but not limited to, the above reasons, the Company will refund your application monies (together with brokerage fee, SFC transaction levy and Stock Exchange trading fee) to you without interest. If your application is accepted only in part, the Company will refund the appropriate portion of your application monies, together with the relevant brokerage fee, SFC transaction levy and Stock Exchange trading fee to you, without interest. All such interest accrued prior to the date of despatch of refund cheques will be retained to the benefit of the Company. In a contingency situation involving a substantial over-subscription, at the discretion of the Company and the Joint Global Coordinators, cheques for applications for certain small denominations of Hong Kong Public Offer Shares (apart from successful applications) may not be cleared.

All refunds (save for the circumstances described under note in paragraph 3 under the section headed "Circumstances in which you will not be allocated Hong Kong Public Offer Shares" of this Application Form) will be made by a cheque crossed "Account Payee Only", and made out to you, or, if you are joint applicants, to the first-named applicant on your Application Form. If your application has been rejected and the cheque(s) has not been presented for clearance, the cheque(s) will be returned to the address on your Application Form by ordinary post at your own risk. Part of your Hong Kong Identity Card number/passport number, or, if you are joint applicants, part of the Hong Kong Identity Card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purpose. Your banker may require verification of your Hong Kong Identity Card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number/passport number may lead to delay in encashment of or may invalidate your refund cheque. It is expected that the refund cheque will be sent out to the address on your Application Form on Thursday, 2 June 2011, by ordinary post and at your own risk.

If you have applied for 1,000,000 Hong Kong Public Offer Shares or more and have marked on your application form that you will collect your refund cheque(s) (if any) in person, you may collect it/them from:

**Tricor Investor Services Limited**  
26th Floor  
Tesbury Centre  
22 Queen's Road East  
Wanchai  
Hong Kong

between 9:00 a.m. and 1:00 p.m. on Thursday, 2 June 2011 or such other date as may be notified by the Company in the newspapers as the date of despatch of refund cheques. The date of despatch is expected to be on Thursday, 2 June 2011.

Applicants being individuals who opt for collection in person cannot authorise any other person to make collection on their behalf. Applications being corporations who opt for collection in person must attend by their authorised representatives bearing letters of authorisation from their corporations stamped with the relevant company chops (bearing the relevant company name). Both individual and authorised representatives of corporations (where applicable) must produce at the time of collection evidence of identity acceptable to Tricor Investor Services Limited.

If you do not collect your refund cheque(s) in person within the time specified for collection as mentioned above, it/they will be sent to the address stated on your application form by ordinary post at your own risk. If you have applied for less than 1,000,000 Hong Kong Public Offer Shares or if you have applied for 1,000,000 Hong Kong Public Offer Share or more but you have not marked on your application form that you will collect your refund cheque(s) (if any) in person, refund cheque(s) (if any) will be sent to the address on your application form on Thursday, 2 June 2011, by ordinary post and at your own risk.

The Company intends to make special efforts to avoid delay in refunding application monies, brokerage, SFC transaction levy and Stock Exchange trading fee to you.

## How to make your application

1. Use the table set out below to determine how many Hong Kong Public Offer Shares you want to subscribe, and how much you must pay. Your application must be for a minimum of 2,000 Hong Kong Public Offer Shares. Applications must be in one of the numbers stipulated in the table below. No application for any other number of the Shares will be considered and any such application is liable to be rejected. You must pay the Offer Price of HK\$1.43 per Share, plus brokerage fee of 1.0%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%. The table also sets out the total amount payable for such multiples of the Hong Kong Public Offer Shares.
2. You, as the applicant(s), must complete this Application Form as indicated below and sign on the first page of this Application Form. Only written signatures will be accepted.
- **If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):**
    - the designated CCASS Participant must endorse this Application Form with its company chop (bearing its company name) and insert its CCASS participant ID in the appropriate box;
  - **If you are applying as an individual CCASS Investor Participant:**
    - this Application Form must contain your full name and Hong Kong Identity Card number; and
    - your CCASS participant ID must be inserted in the appropriate box.
  - **If you are applying as a joint individual CCASS Investor Participant:**
    - this Application Form must contain all joint investor participants' names and Hong Kong Identity Card numbers; and
    - your CCASS Participant ID must be inserted in the appropriate box.
  - **If you are applying as a corporate CCASS Investor Participant:**
    - this Application Form must contain the CCASS Investor Participant's company name and Hong Kong Business Registration number; and
    - your CCASS Participant ID and your company chop (bearing your company name) must be inserted in the appropriate box.

Incorrect or incomplete details of the CCASS Participant (including CCASS participant ID and/or company chop bearing its company name) or other similar matters may render your application invalid.

3. Each application must be accompanied by either one cheque or one banker's cashier order.
4. Staple your payment to this Application Form. You must pay for the Hong Kong Public Offer Shares applied for by a **cheque** or by a **banker's cashier order**.

Each application must be accompanied by either a separate cheque or banker's cashier order.

- If you pay by cheque, the cheque must:**
- be in Hong Kong dollars;
  - be drawn on your Hong Kong dollar bank account in Hong Kong;
  - show your account name. This name must either be pre-printed on the cheque, or be endorsed at the back by a person authorised by the bank. This account name must correspond with your name on your Application Form. If it is a joint application, the account name must be the same as the name of the first-named applicant;
  - not be post-dated;
  - be made payable to "The Bank of East Asia (Nominees) Limited – Zhengye International Public Offer"; and
  - be crossed "Account Payee Only".

Your application is liable to be rejected if your cheque:

- does not meet all these requirements; or
- is dishonoured on its first presentation.

**If you pay by banker's cashier order, the cashier order must:**

- be in Hong Kong dollars;
- be issued by a licensed bank in Hong Kong, and have your name certified at the back of the order by a person authorised by the bank. The name on the back of the order and the name on this Application Form must be the same. If it is a joint application, the name at the back of the order must be the same as the name of the first-named applicant;
- not be post-dated;
- be made payable to "The Bank of East Asia (Nominees) Limited – Zhengye International Public Offer"; and
- be crossed "Account Payee Only".

Your application is liable to be rejected if your banker's cashier order does not meet all these requirements.

5. Tear off the Application Form, fold it once and lodge it in one of the special collection boxes at any one of the following:

(i)	District	Branch name	Address
	Hong Kong	Main Branch Taikoo Shing Branch	10 Des Voeux Road Central, HK Shop G1010-1011, Yu Sing Mansion
	Kowloon	Mongkok Branch Kwun Tong Branch	638-640 Nathan Road 7 Hong Ning Road
	New Territories	Tai Po Plaza Branch East Point City Branch	Units 49-52, Level 1, Tai Po Plaza Shop 217B, Level 2, East Point City, 8 Chung Wa Road, Tsung Kwan O

## PERSONAL DATA

### Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This Personal Information Collection Statement informs the applicant for and holder of the Shares, as the data subjects of the policies and practices of the Company and the registrars in relation to personal data and the Ordinance.

1. **Reasons for the collection of your personal data**  
From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and/or the registrars when applying for securities or transferring securities into or out of their names or in procuring the services of the registrars.

Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of the Company and/or the registrars to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Hong Kong Public Offer Shares which you have successfully applied for and/or the despatch of share certificate(s), and/or refund cheque(s) to which you are entitled.

2. **Purposes**  
The personal data of the applicants and holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocations of the Hong Kong Public Offer Shares;
- enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of holders of securities including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the registers of holders of securities of the Company;
- conducting or assisting to conduct signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities 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;
- making disclosures as required by laws, rules or regulations;
- disclosing identities of successful applicants by way of press announcement(s) or otherwise;
- 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 registrars to discharge their obligations to holders of securities and/or regulators and any other purpose to which the holders of securities may from time to time agree.

3. **Transfer of personal data**

Personal data held by the Company and the registrars relating to the applicants and the holders of securities will be kept confidential but the Company and the registrars may, to the extent necessary for achieving the above purposes in any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) the personal data of the holders of securities to, from or with any and all of the following persons and entities:

- the Company or its respective appointed agents such as financial advisers, receiving bankers and overseas principal registrars;
- where applicants for securities request deposit into CCASS, to HKSCC and 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 and/or the registrars in connection with the operation of their respective businesses;
- the Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies; and
- any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers, etc.

4. **Access and correction of personal data**

The Ordinance provides the holders of securities with rights to ascertain whether the Company or the registrars hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the registrars have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company for the attention of the Company Secretary or (as the case may be) the Hong Kong branch share registrar for the attention of the Privacy Compliance Officer for the purposes of the Ordinance.

By signing this Application Form, you agree to all of the above.

- (ii) or any of the following branches of **Wing Lung Bank Limited**:

District	Branch name	Address
Hong Kong Island	Head Office Johnston Road Branch North Point Branch	45 Des Voeux Road Central 118 Johnston Road 361 King's Road
Kowloon	Tsim Sha Tsui Branch	4 Carnarvon Road
New Territories	Shatin Plaza Branch Tsuen Wan Branch	21 Shatin Centre Street 251 Sha Tsui Road

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

	Tuesday, 24 May 2011	9:00 a.m. to 5:00 p.m.
	Wednesday, 25 May 2011	9:00 a.m. to 5:00 p.m.
	Thursday, 26 May 2011	9:00 a.m. to 5:00 p.m.
	Friday, 27 May 2011	9:00 a.m. to 12:00 noon

7. The application lists of the Hong Kong Public Offer will be opened at 11:45 a.m. and closed at 12:00 noon on Friday, 27 May 2011, subject only to the weather conditions. The application lists will not be open if there is:

- a tropical cyclone warning signal number 8 or above; or
- a "black" rainstorm warning signal in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Friday, 27 May 2011 or if there are similar extraneous factors as are acceptable to the Stock Exchange. Instead they will be open between 11:45 a.m. and 12:00 noon on the next business day which does not fall within the above circumstances at any time between 9:00 a.m. and 12:00 noon in Hong Kong.

**Business day** means any day (other than a Saturday, Sunday and public holiday) on which banks in Hong Kong are generally open for normal banking business.

8. The right is reserved to present all or any remittances for payment. However, your cheque or banker's cashier order will not be presented for payment before the closing of the application lists. The Company will not give you a receipt for your payment. The Company will keep any interest accrued on your application monies (until, in the case of monies to be refunded, the date of despatch of refund cheque). The right is also reserved to retain any share certificates and/or any surplus monies or refunds pending clearance of your cheque or banker's cashier order.

## NUMBER OF HONG KONG PUBLIC OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS

No. of Hong Kong Public Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Public Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Public Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Public Offer Shares applied for	Amount payable on application HK\$
2,000	2,888.83	30,000	43,332.44	250,000	361,103.61	1,000,000	1,444,414.40
4,000	5,777.66	40,000	57,776.58	300,000	433,324.32	2,000,000	2,888,828.80
6,000	8,666.49	50,000	72,220.73	350,000	505,545.05	3,000,000	4,333,243.20
8,000	11,555.31	60,000	86,664.86	400,000	577,765.76	4,000,000	5,777,657.60
10,000	14,444.15	70,000	101,109.01	450,000	649,986.49	5,000,000	7,222,072.00
12,000	17,332.97	80,000	115,553.15	500,000	722,207.20	6,000,000	8,666,486.40
14,000	20,221.80	90,000	129,997.30	600,000	866,648.64	6,250,000 +	9,027,590.01
16,000	23,110.63	100,000	144,441.44	700,000	1,011,090.08		
18,000	25,999.46	150,000	216,662.17	800,000	1,155,531.52		
20,000	28,888.29	200,000	288,882.88	900,000	1,299,972.96		

+ Maximum number of Hong Kong Public Offer Shares you may apply for.



閣下如欲以香港結算代理人義登記獲分配的香港公開發售股份，並直接存入中央結算系統，以記存於閣下於中央結算系統設立的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者股份賬戶，請使用本申請表格

# 正業國際控股有限公司

(於百慕達註冊成立的有限公司)

## 全球發售

### 申請條款及條件

#### 甲. 申請人資格

- 閣下(申請人)及閣下為其利益作出申請的任何人士必須年滿18歲，並必須擁有香港地址。
- 如閣下屬商號，則須以個別人士的名義而非以商號的名義申請。
- 聯名申請人總數不得超過四名。
- 如閣下屬法人團體，申請表格須加蓋公司印璽(附公司名稱)及由正式授權的負責人簽署，並須註明其職銜。
- 除上述規則容許的情況外，閣下或閣下為其利益作出申請的任何人士如屬下列人士，不得申請任何香港公開發售股份：
  - 本公司或本集團任何成員公司股份的現有實益擁有人；
  - 本公司或本集團任何成員公司的行政總裁或董事；
  - 上述任何人士的聯繫人(定義見上市規則)；
  - 本公司或本集團任何成員公司的關連人士(定義見上市規則)或於緊隨全球發售完成後將會成為關連人士(定義見上市規則)的人士；
  - 為中國法人或自然人(合資格國際配售投資者除外)；
  - 根據國際配售已獲分配或申請國際配售股份(上市規則所許可的情況除外)；
  - 身處美國境內或屬美國人士(定義見S規例)；或
  - 並無香港地址。
- 閣下或閣下為其利益作出申請的任何人士身處美國境內或屬美國人士(定義見S規例)，閣下不得申請任何香港公開發售股份。

#### 乙. 倘閣下為代理人

- 閣下為代理人，則可以提交超過一份香港公開發售股份申請。閣下可以白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示(倘閣下為中央結算系統參與者)或透過網上白表服務(www.hkeipo.hk)下的網上白表服務供應商提出網上申請作申請，並以閣下名義代表不同實益擁有人提交超過一份申請。閣下必須在本申請表格上註有「由代理人遞交」一欄內填上各實益擁有人(或如屬聯名實益擁有人，則為每名該等實益擁有人)的：
  - 姓名或
  - 其他身份識別號碼。
- 閣下未有填寫上述資料，申請將被視為以閣下本身的利益提出。代表其他人士遞交申請表格的代理人，被視為已向本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人及包銷商承諾、申述及承諾，其已正式獲相關實益擁有人(或倘多於一名，則為各全體)授權遞交本申請，並代表相關實益擁有人/每名相關實益擁有人同意本申請表格的條款。閣下進一步向本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人及包銷商承諾，倘其就下文「個人資料」一節所載任何目的而可能提出要求時，閣下將提供相關實益擁有人/每名相關實益擁有人之資料。

#### 丙. 僅可為閣下本身(或閣下及閣下任何聯名申請人)的利益遞交一份申請

- 重覆或疑難重複的申請可遭拒絕受理。閣下或閣下聯名申請人作出以下任何一項行為，閣下或閣下聯名申請人，閣下所有申請(包括由香港結算代理人以電子認購指示提出申請的部分)將被視為重覆申請而可遭拒絕受理：
  - 以白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或透過網上白表服務(www.hkeipo.hk)下的網上白表服務供應商提出網上申請，作出超過一份申請(不論是個人或聯名申請)；
  - 以一份白色申請表格及一份黃色申請表格或一份白色或黃色申請表格及透過中央結算系統向香港結算發出電子認購指示或透過網上白表服務(www.hkeipo.hk)下的網上白表服務供應商提出網上申請(不論是個人或聯名申請)；
  - (不論是個人或聯名申請)以一份白色或黃色申請表格；或透過中央結算系統向香港結算發出電子認購指示或透過網上白表服務(www.hkeipo.hk)下的網上白表服務供應商提出網上申請，申請香港公開發售項下初步可供認購的香港公開發售股份數目的50%以上；或
  - 已根據國際配售申請或獲分配股份或將獲分配(不論為有條件及/或暫定)國際配售股份，或以任何其他方式參與國際配售或表示有意認購任何國際配售股份。
- 閣下遞交超過一份為閣下利益提出的申請表格(包括由香港結算代理人按電子認購指示提出申請的部分)，或已申請、認購或以其他方式表示有意認購任何國際配售股份，閣下所有申請均可視作重覆申請而遭拒絕受理。
- 如非上市公司提出申請，而：
  - 該公司的主要業務為證券買賣；及
  - 閣下對該公司可行使法定控制權；則該項申請將視作以閣下利益提出。
- 非上市公司指其股本證券並無在聯交所上市的公司。
- 有關公司的法定控制權，閣下：
  - 控制該公司董事會的組成；或
  - 控制該公司一半以上表決權；或
  - 持有該公司一半以上已發行股本(不計及無權享有其指定數額以外利潤或股本分派的部分)。

#### 丁. 香港公開發售股份的分配—甲組及乙組

- 致分配而言，根據香港公開發售初步提呈可供公眾人士認購的香港公開發售股份總額，將分為甲組及乙組。甲組的香港公開發售股份總額及乙組的香港公開發售股份總額將按公平基準分配予成功申請認購總額為5,000,000股或以上(不包括應付的經紀佣金、證監會交易徵費及聯交所交易費)的香港公開發售股份申請人。乙組的香港公開發售股份總額將由6,250,000股香港公開發售股份組成及將按公平基準分配予成功申請認購總額為5,000,000股或以上(不包括應付的經紀佣金、證監會交易徵費及聯交所交易費)及最多達上述乙組總額的香港公開發售股份申請人。閣下必須注意，甲組及乙組的分配比例可能不同；且其中一組(並非兩組)的香港公開發售股份出現認購不足的情況。未獲認購的香港公開發售股份將撥至另一組，以滿足該組的超額需求，並作出相應分配。閣下僅可獲分配甲組或乙組的香港公開發售股份，而不可同時獲分配兩組股份。倘出現超額認購，根據香港公開發售初步提呈投資者之香港公開發售股份(甲組及乙組)將視根據香港公開發售初步提呈的有效申請而定。各組分配比率，須視各申請人有效申請的香港公開發售股份數目而有所不同。香港公開發售股份的分配(如適用)將以抽籤形式進行，閣下申請人獲分配的香港公開發售股份數目可能高於其他按同一數目申請香港公開發售股份的人士，而未能成功中籤的申請人則可能不獲發任何香港公開發售股份。
- 香港公開發售的每名申請人，均須在其提交的申請表格內承諾及確認，彼及彼為其利益作出申請的任何人士，亦無亦將不會申請或認購，或表示有意認購任何國際配售股份，亦未有認購或獲分配(包括有條件及/或暫定)任何國際配售股份。倘上述承諾及/或確認遭違反及/或失實(視乎情況而定)，有關申請人的申請可遭拒絕受理。
- 同一類別或不同類別的重覆或疑難重複申請，以及白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或透過網上白表服務(www.hkeipo.hk)下的網上白表服務供應商提出網上申請，申請香港公開發售項下初步可供認購的香港公開發售股份數目的50%以上，概不受理。

#### 戊. 補充資料

- 倘發出任何有關招股章程的補充資料，已遞交本申請表格的申請人可能會亦可能不會(視乎補充資料所載資料)獲通知其申請可獲撤回。倘申請人未獲通知，倘申請人未獲通知其申請無須撤回，倘申請人未獲通知其申請則所有已遞交的申請將屬有效及可能獲接納。受上文及下文所限，申請一經作出即不得撤回，申請人將被視為已根據經補充的招股章程作出申請。

#### 己. 填妥及遞交本申請表格的效用

- 本申請表格一經填妥及遞交，即表明閣下(如聯名申請人，則閣下與聯名申請人共同及個別)為本身或為代理或代理人及閣下作為代理或代理人所代表的人士須簽署：
  - 指示及授權本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人及/或包銷商(或其各自的代理或代理人)；按規則規定提交閣下簽署任何管理文件、成交單據或其他文件以及代表閣下代辦一切必需手續，致使以香港結算代理人的名義登記任何分配予閣下的任何香港公開發售股份；及致使使招股章程及本申請表格所述各項安排生效；
  - 承諾簽署所有文件及辦理所有必需手續，以便按照規則的規定，登記香港結算代理人(視乎情況而定)為分配予閣下香港公開發售股份的所有人；
  - 同意以香港結算代理人名義發行獲分配的香港公開發售股份，並直接存入中央結算系統，以記存於中央結算系統參與者股份賬戶或閣下指定的中央結算系統投資者戶口持有人股份賬戶；
  - 同意香港結算及香港結算代理人可對閣下與香港結算代理人訂立的招股章程及申請表格的資料及陳述承擔任何責任；
  - 同意香港結算及香港結算代理人均毋須對並非載於招股章程及申請表格的資料及陳述承擔任何責任；
  - 確認閣下已接獲招股章程，並於提出申請時，確係根據招股章程的資料及陳述，且並無依賴招股章程補充文件所載者；
  - 同意本公司、董事、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人、包銷商、參與全球發售的任何其他各方及/或任何彼等各自的董事、高級職員、僱員、合夥人、代理或顧問應負的責任，不限於招股章程及其補充資料所載資料及陳述；
  - 同意(在只限閣下可能擁有的其他權利下)閣下的申請一經接納，不得因無意作出的失實申請而被其撤銷，惟按照招股章程的規定撤銷者除外；
  - (如本申請為閣下本身的利益提出)保證閣下乃就閣下的利益以白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或透過網上白表服務(www.hkeipo.hk)下的網上白表服務供應商提出網上申請作出的唯一申請；
  - (如本申請由代理代表閣下提出)保證閣下有效及不可撤回地授予閣下代理一切所需權力及授權以提出此項申請；
  - (如閣下為他人的代理或代理人)保證閣下向該名其他人士作出合理查詢，確定是項申請乃為該名其他人士或利益，以白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或透過網上白表服務(www.hkeipo.hk)下的網上白表服務供應商提出網上申請而將會提出的唯一申請。

而閣下已獲正式授權以該名其他人士代理或代理人的身份簽署本申請表格(如適用)或發出電子認購指示以提出申請；

- 承諾及確認閣下(倘為閣下的利益提出申請)或閣下為其利益提出申請的人士，並無申請、認購、表示有意認購任何國際配售股份或已接受或獲分配或分配(包括有條件及/或暫定)任何國際配售股份及將不會申請、認購或表示有意認購任何國際配售股份或以其他方式參與國際配售；
- 保證閣下的申請所載資料真實準確；
- 同意閣下的申請、任何申請的接納及因此而訂立的合約，須受香港法例規管及按其詮釋；
- 同意應本公司、其股份過戶登記處(過戶登記處)、收數銀行、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人、包銷商及/或其各自顧問及代理的要求，向彼等披露有關閣下或閣下為其利益提出申請的人士的個人資料及其他任何資料；
- 向本公司及其各股東表示同意，而本公司向其各股東表示同意，遵守及符合公司條例、公司法、組織章程大綱及細則；
- 承諾及同意接納閣下所申請香港公開發售股份或根據此項申請獲分配的任何較少數目股份；
- 同意本公司及其各股東，本公司股份可由其持有人自由轉讓；
- 授權本公司將香港結算代理人的名稱列入本公司的股東名冊中，作為配發予閣下的任何香港公開發售股份的持有人，並授權本公司及/或其代理將任何退還支票(如適用)以普通郵遞方式按本申請表格上所列地址寄予閣下或(如屬聯名申請人)申請表格排名首位申請人，郵誤風險由閣下承擔，惟閣下申請1,000,000股或以上香港公開發售股份(不論為有條件及/或暫定)的申請，閣下將視風險由閣下承擔，閣下除於此項申請外，在此情況下，閣下可於二零一一年六月二日(星期四)上午九時正至下午一時正親臨本公司香港股份過戶登記處(過戶登記處)或香港證券登記有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)領取閣下的退還支票(如適用)；
- 明白本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人及/或包銷商將於決定是否因應閣下的申請分配任何香港公開發售股份時，依賴此等聲明及陳述，而閣下如作出虛假聲明，可能會遭受檢控；
- 授權本公司代表閣下與各董事及本公司高級職員訂立合約，據此，該等董事及高級職員各自承諾遵守及符合組織章程大綱及細則所訂明對股東應盡的責任；
- 聲明、保證及承諾閣下或閣下為其利益提出申請的人士獲配發或申請香港公開發售股份不會導致本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人及/或包銷商須遵守香港境外任何地區任何法律或法規的任何規定(不論其法律效力與否)；
- 聲明、保證及承諾閣下及閣下為其利益提出申請的其他人士(如有)並非美國人士(定義見S規例)；
- 聲明、保證及承諾閣下明白香港公開發售股份亦曾未嘗根據美國證券法登記；以及閣下在填寫申請表格時身處美國境外(定義見S規例)且並非美國人士(定義見S規例)或S規例902條(h)(3)段所述人士；
- 確認閣下已閣讀招股章程、本申請表格及網上白表網站(www.hkeipo.hk)所載條款及條件與申請手續，並同意受其約束，且知悉招股章程所述有關香港公開發售股份的條件及限制；
- 倘香港境外任何地區的法院適用於閣下的申請，則同意及保證閣下已遵守一切該等法院，而本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人及包銷商及/或參與全球發售的其他各方，或其各自的任何董事、僱員、合夥人、代理、高級職員或顧問不會因接納閣下的購買要約，或因閣下根據招股章程及(如適用)網上白表申請表格及網上白表網站(www.hkeipo.hk)所載條款及條件的權利及責任而產生任何行動而觸犯任何香港境外法律；及
- 同意本公司任何收數銀行(不限於收集閣下遞交本申請表格的銀行)處理閣下的申請，包括寄發退還支票(如有)。

本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經銷人、包銷商及參與全球發售的任何其他各方及/或其各自的董事、高級職員、僱員、合夥人、代理或顧問，均有權依賴閣下在本申請作出的任何保證、陳述或聲明。如為聯名申請人提出申請，聯名申請人明確作出、發出、承擔或承受的所有保證、陳述、聲明及責任，將被視為由申請人共同及個別作出、發出、承擔及承受。閣下如於此項申請時作出虛假聲明，可能會遭受檢控。

#### 庚. 授權書

倘申請由獲有效授權書正式授權的人士提出，本公司、獨家保薦人、聯席全球協調人(作為本公司的代理及代表香港包銷商)可在符合其認為適當的條件(包括提供閣下代表已獲授權的證明)的情況下，酌情接納有關申請。本公司、獨家保薦人、聯席全球協調人(作為本公司的代理及代表香港包銷商)可全權酌情拒絕或接納全部或任何部分申請，而毋須申述任何理由。

#### 香港公開發售股份的分配

根據本申請表格及招股章程所載條款及條件，香港公開發售股份將於截止辦理申請登記後分配(有條件或無條件)。根據本申請表格及招股章程所載條款及條件，本公司預期將於二零一一年六月二日(星期四)在兩華早報(以英文)、香港經濟日報(以中文)、本公司網站www.zhengye-cn.com及聯交所網站www.hkexnews.hk公佈最終發售、香港公開發售的申請程度、國際配售的踴躍程度及香港公開發售股份的配發基準。

香港公開發售的分配結果(包括成功申請的香港身份證/護照、香港商業登記證號碼(如有提供)以及白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或透過網上白表服務(www.hkeipo.hk)下的網上白表服務供應商提出網上申請成功的香港公開發售股份數目)將於下列時間及日期以下列方式公佈：

- 於二零一一年六月二日(星期四)刊載於本公司網站www.zhengye-cn.com的公司公告以供查閱香港公開發售分配結果；
- 於二零一一年六月二日(星期四)起瀏覽聯交所網站www.hkexnews.hk查閱香港公開發售分配結果；
- 致電本公司香港公開發售分配結果查詢熱線查詢香港公開發售分配結果。申請人可於二零一一年六月二日(星期四)至二零一一年六月八日(星期三)(不包括星期六、星期日及公眾假期)上午九時正至下午六時正期間，致電3691 8488查詢其申請是否成功及獲分配的香港公開發售股份數目(如有)；
- 於二零一一年六月二日(星期四)上午八時正至二零一一年六月十日(星期五)午夜十二時正期間，每日二十四小時瀏覽卓佳證券登記有限公司網站(www.tricor.com.hk/ipso/result)查閱香港公開發售分配結果。用戶須輸入其申請表格提供的香港身份證/護照/香港商業登記證號碼，以查閱彼等各自的分配結果；及
- 於二零一一年六月二日(星期四)至二零一一年六月七日(星期二)期間，在所有收數銀行分行(其地址載於招股章程)如何申請認購香港公開發售股份一索取招股章程及申請表格的表格(附有一節)，在個別分行的營業時間內，查閱載有分配結果的特備分配結果小冊子。

#### 倘閣下成功申請香港公開發售股份(全部或部)

股票將以香港結算代理人名義發行，並於二零一一年六月二日(星期四)或倘有突發事故，則由香港結算或香港結算代理人指定的任何其他日期，存入中央結算系統，以根據閣下在本申請表格的指示，記存於閣下的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者股份賬戶內。

- 如透過遞交中央結算系統參與者(中央結算系統投資者戶口持有人除外)作出申請：
  - 指定香港公開發售股份記存於閣下指定的中央結算系統參與者(中央結算系統投資者戶口持有人除外)的股份賬戶內，閣下可向該中央結算系統參與者查詢閣下獲分配香港公開發售股份數目。
- 如以中央結算系統投資者戶口持有人身份作出申請：
  - 本公司預期於二零一一年六月二日(星期四)透過招股章程「如何申請認購香港公開發售股份—15.香港公開發售股份」一節所發布之中央結算系統投資者戶口持有人的申請結果及香港公開發售的結果。閣下請查閱本公司公佈的結果，如有任何差異，請於二零一一年六月二日(星期四)或由香港結算或香港結算代理人指定的任何其他日期下午五時正前知會香港結算。緊隨香港公開發售股份記存於閣下的股份賬戶後，閣下可透過「操作問」電話系統及中央結算系統互聯網系統(根據不時生效的香港結算「投資者戶口持有人操作問」所載程序)查詢閣下賬戶的最新發售、香港結算亦將向閣下提供一份活動結果，列明記存於閣下的股份賬戶內香港公開發售股份數目。
  - 本公司將不會發出所有有關的臨時文件，亦不會就申請時支付的申請款項發出收條。

#### 閣下不獲分配香港公開發售股份的情況

閣下可能基於以下原因不獲分配香港公開發售股份：

- 閣下的申請遭撤銷：
  - 申請表格一經填妥及遞交，即表明閣下同意不得於開始辦理登記時間後第五日(就此而言，不包括星期六、星期日或香港公眾假期)之前撤回申請，惟根據本公司條例第40條訂立的附屬合約負責的人士按照該項發出公告、免除或限制其對招股章程的責任則除外。本協議將成為與本公司訂立的附屬合約，於閣下遞交申請表格後，本協議即具有約束力。作為此附屬合約的代價，本公司同意，除按照招股章程所述手續外，不會於開始辦理登記時間後第五日(就此而言，不包括星期六、星期日或香港公眾假期)之前向任何人提交發售任何股份。如就招股章程刊發任何補充資料，已遞交申請的申請人可能會亦可能不會(視乎補充資料所載資料而定)獲通知可撤回其申請。倘申請人未獲通知或申請人已知獲通知但無根據通知手續撤回申請，則所有遞交的申請仍屬有效及可能獲接納。受上文規限下，申請一經提出即不得撤回，而申請人應被視為根據經補充的招股章程提出申請。
  - 申請一經接納，概不得撤回。就此而言，在報章公告的分配結果，即為接納未獲拒絕的申請，而倘分配率須受若干條件規限或抽籤方式作出分配，則接納須待該等條件達成後方可作實或以抽籤結果為準。

閣下如欲以香港結算代理人義登記獲分配的香港公開發售股份，並直接存入中央結算系統，以記存於閣下於中央結算系統設立的中央結算系統投資者戶口持有人股份賬戶或閣下指定的中央結算系統參與者股份賬戶，請使用本申請表格

2. 本公司、聯席全球協調人或其各自的代理或代名人可酌情拒絕閣下的申請；本公司、聯席全球協調人(作為本公司的代理)或其各自的代理或代名人，可全權決定拒絕或接納任何申請，或接納部分申請。
- 本公司、聯席全球協調人(作為本公司的代理)或其各自的代理或代名人，均毋須就拒絕或接納任何申請申述原因。
3. 如申請遭拒絕受理：  
閣下的申請於以下情況可能遭拒絕受理：  
• 重要或屬審慎考慮；  
• 未有正確或完全按照招股章程或申請表格指示填妥申請表格(如閣下以申請表格作出申請)；  
• 未按正確方式繳付款項；  
• 閣下以支票或銀行本票付款，但該支票或銀行本票在首次過戶時不獲兌現；  
• 閣下申請香港公開發售項下初步可供認購的香港公開發售股份數目的50%以上；  
• 閣下或閣下為其利益提出申請的人士已申請或認購或表示有意認購或已接獲或已經或將獲配售或分配(包括有條件及/或暫定)國際配售項下的國際配售股份；或  
• 本公司、聯席全球協調人(作為本公司的代理)或其各自的代理或代名人相信，接納閣下的申請，會違反適用證券或其他法律、規則或規例。
- 附註：若發生任何該等情況，收款銀行將拒絕受理申請，隨附支票亦不會過戶。
- 一些填妥本申請表格，即表示閣下同意不會申請國際配售項下的國際配售股份。本公司將採取合理措施，在香港公開發售中讓閣下拒絕已在國際配售中接獲國際配售股份的投資者所作申請，並將讓閣下拒絕已在香港公開發售中接獲香港公開發售股份的投資者對國際配售表示的興趣。
4. 如申請不獲接納：  
閣下的申請於以下情況可能不獲接納：  
• 香港包銷協議及/或國際配售協議未能根據各自條款成為無條件；或  
• 香港包銷協議及/或國際配售協議根據各自條款終止。
5. 倘香港公開發售股份的配發作廢：  
如上市委員會於下列期間未批准股份上市及買賣，閣下獲配售的香港公開發售股份(如有)將會作廢：  
• 由發售日期起計後三星期內；或  
• 如上市委員會於截止辦理申請登記後三星期內知會本公司延長有關期間，則最多為截止辦理申請登記後六個星期內的較長時間。

退還款項

如閣下基於(但不限於)上述任何原因未獲任何香港公開發售股份，本公司將不計利息向閣下退回申請款項，連同經紀佣金、證監會交易徵費及聯交所交易費。如閣下的申請僅獲部分接納，本公司將不計利息退還閣下適當部分的申請款項，連同相關經紀佣金、證監會交易徵費及聯交所交易費。本公司將保留退還支票寄發日期前的所有應計利息。在涉及大額超額認購的特別情況下，本公司及聯席全球協調人可酌情決定將香港公開發售股份的若干小額申請股款支票(成功申請除外)不予以過戶。

所有退款(本申請表格「閣下不獲分配香港公開發售股份的情況」一節第3段附註所述情況除外)將以支票發還。退款支票會劃線註明「只准入抬頭人賬戶」，並以閣下作為抬頭人，或倘閣下為聯名申請人，則為聯名申請人。閣下的申請表格將名首位申請人。如閣下的申請被拒絕，而支票未有過戶，支票將以普通郵遞方式按申請表格所示地址退回，郵遞風險由閣下自行承擔。閣下提供的閣下或(如屬聯名申請人)排首位申請人的香港身份證號碼/護照號碼/護照號碼前兩位數字或會印列於閣下的退款支票(如有)上。有關資料亦會轉交第三方安排退款。兌現閣下的退款支票前，可能會導致閣下的退款支票兌現延誤或失敗。預期退款支票將於二零一一年六月二日(星期四)以普通郵遞方式寄至閣下申請表格所示地址。郵遞風險由閣下承擔。

倘閣下申請1,000,000股或以上香港公開發售股份，並已在申請表格上表明擬親自領取退款支票(如有)，閣下可於二零一一年六月二日(星期四)或本公司在報章上公佈為寄發退款支票的有關其他日期上午九時正至下午一時正期間前往以下地點領取：  
卓佳證券登記有限公司  
香港灣仔皇后大道東28號金鐘匯中心26樓

寄發日期預為二零一一年六月二日(星期四)。  
選擇親自領取的個人申請人，不可授權任何其他人士代其領取。  
選擇親自領取的公司申請人，須由其授權代表帶同蓋有其相關公司印章(附有相關公司名稱)的公司授權書領取。個人及公司授權代表(如適用)均須於領取時出示委任投資戶口持有人或公司接納的身分證明文件。  
倘閣下並未於上述指定的領取時間內親自領取退款支票，支票將以普通郵遞方式寄往閣下的申請表格所示地址，郵遞風險概由閣下承擔。

申請手續

1. 按照下列步驟，閣下擬認購的香港公開發售股份數目及閣下應繳款項。閣下須最少申請2,000股香港公開發售股份。並須按照表列的數目作出申請。申請任何其他數目的股份將不予考慮，而任何有關申請將概不受理。閣下須繳付發售價每股股份1.43港元，另加1%經紀佣金、0.003%證監會交易徵費及0.003%聯交所交易費。下表亦列出若干倍數的香港公開發售股份的應付款項總額。
2. 閣下作為申請人須按下文所填妥申請表格，並於申請表格首頁簽署。只接納親筆簽名。
- 倘閣下透過指定中央結算系統參與者(中央結算系統投資者戶口持有人除外)提出申請：  
• 該指定中央結算系統參與者須在本申請表格加蓋附有公司名稱的公司印章，並在適當方格內填上其中央結算系統參與者編號。  
• 倘閣下以個人中央結算系統投資者戶口持有人名義提出申請：  
• 本申請表格須填上閣下的全名及香港身份證號碼；及  
• 在適當方格內填上閣下的中央結算系統參與者編號。  
• 倘閣下以聯名個人中央結算系統投資者戶口持有人名義提出申請：  
• 本申請表格須填上所有聯名投資者戶口持有人的姓名及香港身份證號碼；及  
• 在適當方格內填上閣下的中央結算系統參與者編號。  
• 倘閣下以公司中央結算系統投資者戶口持有人名義提出申請：  
• 本申請表格須填上中央結算系統投資者戶口持有人的公司名稱及香港商業登記證號碼；及  
• 在適當方格內填上閣下的中央結算系統參與者編號及加蓋附有公司名稱的公司印章。
- 如有關中央結算系統參與者的資料(包括中央結算系統參與者編號及/或附有公司名稱的公司印章)不確或不全，或其他類似事宜，均可能導致申請作廢。
3. 每份申請必須附有一張支票或一張銀行本票。  
申請香港公開發售股份的款項必須以一張支票或一張銀行本票支付，並緊釘於本申請表格上。  
每份申請必須附有個別開出的支票或銀行本票。
- 如以支票付款，該支票必須：  
• 為港幣支票；  
• 由香港銀行開出；  
• 顯示閣下的賬戶名稱，該賬戶名稱必須已預印在支票上，或由有關銀行授權人在該支票背面加蓋證明。該賬戶名稱必須與閣下的申請表格中的名稱相符。如屬聯名申請，該賬戶名稱必須與排首位申請人的姓名相同；  
• 不得為期票；  
• 註明抬頭人為「東亞銀行受託代管有限公司—正業國際公開發售」；及  
• 劃線註明「只准入抬頭人賬戶」。
- 倘閣下支票出現下列情況，閣下的申請將概不獲受理：  
• 支票未能符合上述所有規定；或  
• 支票首次過戶時不獲兌現。
- 如以銀行本票付款，該本票必須：  
• 為港幣銀行本票；  
• 由香港持牌銀行發出，並由有關銀行的授權人在銀行本票背面加蓋證明。閣下的姓名、銀行本票背面所示姓名須與本申請表格所示姓名相同。如屬聯名申請，本票背面所示姓名必須與排首位申請人的姓名相同；  
• 不得為期票；  
• 註明抬頭人為「東亞銀行受託代管有限公司—正業國際公開發售」；及  
• 劃線註明「只准入抬頭人賬戶」。
- 倘閣下的銀行本票不符合上述所有規定，閣下的申請將概不受理。

倘閣下申請1,000,000股以下香港公開發售股份，或倘閣下已申請1,000,000股或以上香港公開發售股份，且未在本申請表格上表明擬親自領取退款支票(如有)，則閣下的退款支票(如有)將於二零一一年六月二日(星期四)，以普通郵遞方式寄往閣下的申請表格所示地址。郵遞風險概由閣下承擔。  
本公司擬作出特別安排，以盡可能避免閣下退回申請款項、經紀佣金、證監會交易徵費及聯交所交易費時出現不必要延誤。

個人資料

個人資料收集聲明

香港法例第486章個人資料(私隱)(條例)(「條例」)中的主要條文於一九九六年十二月二十日在香港生效。此份個人資料收集聲明是向股份申請人及持有人作為資料當事人說明本公司及其過戶登記處就個人資料及條例而訂訂的政策及措施。

1. 收集閣下個人資料的原因

證券申請人或證券登記持有人申請證券或將證券轉往其名下，或將名下證券轉讓予他人，或要求過戶登記處提供服務時，須不向本公司及/或過戶登記處提供其最新的正確個人資料。  
若未能提供所需資料，可能會導致本公司及/或過戶登記處拒絕或延誤閣下的證券申請或不能使閣下的證券過戶生效或未能提供服務，亦可能妨礙或延誤閣下成功申請的香港公開發售股份的登記或過戶及/或妨礙或延誤寄發退款支票。  
證券持有人提供的個人資料如有任何不確，必須即時知會本公司及過戶登記處。

2. 資料用途

證券申請人及持有人的個人資料可以任何方式被採用、持有及/或保存，以作下列用途：  
• 處理閣下的申請及退款支票(如適用)及核實是否遵守本申請表格及招股章程所載條款及申請手續及公佈香港公開發售股份的分配結果；  
• 符合香港及其他地方的一切適用法例及法規；  
• 以證券持有人的名義登記新發行證券或轉往其名下或由其名下轉讓予他人的證券，包括(如適用)以香港結算代理人的名義登記；  
• 保存或更新本公司證券持有人的名冊；  
• 進行或協助進行審核對，任何其他核對或交換資料；  
• 確定本公司證券持有人可獲取股息、供股及紅股等的權益；  
• 確定本公司及其附屬公司的公司通訊；  
• 編製統計資料及股東資料；  
• 遵照法例、規則或規例的規定作出披露；  
• 以報章公告或其他方式披露成功申請人的身份；  
• 披露有關資料以作任何用途；  
• 與上述有關的任何其他附帶或相關用途及/或致使本公司及過戶登記處履行後等對證券持有人及/或監管機構的責任及證券持有人不同意的任何其他用途。

3. 轉交個人資料

本公司及過戶登記處會將證券申請人及持有人的個人資料保留。但本公司及其過戶登記處可能會就上述目的或任何其他目的作出披露或視為必要的查詢以確定個人資料的準確性，尤其可能會將證券持有人的個人資料或連同下列任何及所有人士及機構披露、獲取或轉交有關資料(不論在香港或外地)：  
• 本公司或其各自委任的代理、例如財務顧問、收款銀行及海外過戶登記處；  
• 當證券申請人要求將證券存入中央結算系統，則包括在運作中央結算系統方面須使用個人資料的香港結算及香港證算代理人；  
• 任何向本公司及/或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、監管或政府機構；  
• 與證券持有人有或擬有業務往來的任何其他人士或機構，例如銀行、律師、會計師或股票經紀等。

4. 查閱及更正個人資料

條例賦予證券持有人權利以確定本公司或過戶登記處是否有其個人資料，並有權索取有關資料副本及更正任何不確的資料。根據條例規定，本公司及過戶登記處有權就處理任何查閱資料的要求收取合理費用。所有關於查閱資料或更正資料或關於政策及措施及所有持有資料類別的要求，應向本公司提出以轉達公司秘書或(視乎情況而定)向香港股份過戶登記處提出以轉達私隱條例事務主任。  
閣下簽署本申請表格，即表示同意上述各項。

5. 撕下本申請表格，對摺一次，然後投入下列地點的特備收集箱內：

(i) 東亞銀行有限公司下列任何一間分行：

地區	分行名稱	分行地址
港島	總行 太古城分行	香港德輔道中10號 耀星閣G1010-1011號
九龍	旺角分行 康樂街分行	彌敦道638-640號 康樂街7號
新界	大埔廣場分行 東城分行	大埔廣場地下商場49-52號 將軍澳重華路8號東港城樓217B號

(ii) 或水隆銀行有限公司下列任何一間分行：

地區	分行名稱	分行地址
港島	總行 莊士敦道分行 北角分行	德輔道中45號 英皇道118號 英皇道361號
九龍	尖沙咀分行	加拿分道4號
新界	沙田廣場分行 荃灣分行	沙田正街21號 沙咀道251號

6. 閣下可於下列時間內遞交申請表格：

日期	時間
二零一一年五月二十四日(星期二)	上午九時正至下午五時正
二零一一年五月二十五日(星期三)	上午九時正至下午五時正
二零一一年五月二十六日(星期四)	上午九時正至下午五時正
二零一一年五月二十七日(星期五)	上午九時正至中午十二時正

7. 本公司將於二零一一年五月二十七日(星期五)上午十一時四十五分開始至中午十二時正截止辦理香港公開發售申請，惟須視乎當日天氣情況而定。如於二零一一年五月二十七日(星期五)上午九時正至中午十二時正任何時間香港懸掛：  
• 八號或以上熱帶氣旋警告訊號；或  
• 「黑色」暴雨警告訊號，  
或有聯交所接受的其他類似外來因素則不會開始辦理申請登記，而改為在下一個上午九時正至中午十二時正期間任何時間於香港並無出現上述情況的營業日當日上午十一時四十五分至中午十二時正辦理。

營業日指香港持牌銀行一般開門營業的任何日子(不包括星期六、星期日及公眾假期)。  
8. 本公司保留將閣下任何或任何款項過戶的權利。然而，閣下的支票或銀行本票不會於截止辦理申請登記前過戶。本公司將保留閣下發出付款收據。  
本公司將保留閣下申請款項的應計利息(如屬退還款項，則計至退款支票寄發日期止)。本公司亦有權在閣下的支票或銀行本票過戶前保留任何股息及/或任何多繳的申請款項或退款。

可供申請認購的香港公開發售股份數目及應繳款項一覽表

申請認購的香港公開發售股份數目	申請時應繳款項港元	申請認購的香港公開發售股份數目	申請時應繳款項港元	申請認購的香港公開發售股份數目	申請時應繳款項港元	申請認購的香港公開發售股份數目	申請時應繳款項港元
2,000	2,888.83	30,000	43,332.44	250,000	361,103.61	1,000,000	1,444,414.40
4,000	5,777.66	40,000	57,776.58	300,000	433,324.32	2,000,000	2,888,828.80
6,000	8,666.49	50,000	72,220.73	350,000	505,545.05	3,000,000	4,333,243.20
8,000	11,555.31	60,000	86,664.86	400,000	577,765.76	4,000,000	5,777,657.60
10,000	14,444.15	70,000	101,109.01	450,000	649,986.49	5,000,000	7,222,072.00
12,000	17,332.97	80,000	115,553.15	500,000	722,207.20	6,000,000	8,666,486.40
14,000	20,221.80	90,000	129,997.30	600,000	866,648.64	6,250,000+	9,027,590.01
16,000	23,110.63	100,000	144,441.44	700,000	1,011,090.08		
18,000	25,999.46	150,000	216,662.17	800,000	1,155,531.52		
20,000	28,888.29	200,000	288,882.88	900,000	1,299,972.96		

+ 閣下可申請的香港公開發售股份數目上限。