

PUBLIC OFFER - WHITE FORM 公開發售 - 白表

Please use this Application Form if you want the allotted Public Offer Shares to be issued in your name 如欲以閣下的名義登記獲配發的公開發售股份，請使用本申請表格

NOTE: Unless otherwise defined herein, terms used in this Application Form bear the same meanings as those defined in the prospectus of China Zhongsheng Resources Holdings Limited (the "Company") dated 17 April 2012 (the "Prospectus") together with any supplement thereto.

注意：除本申請表格另有界定外，本申請表格所用詞彙與中國中盛資源控股有限公司（「本公司」）於2012年4月17日刊發的招股章程（「招股章程」）連同其任何補充文件所界定的詞彙具相同涵義。

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

Please staple your payment here 請將股款繫釘在此

China Zhongsheng Resources Holdings Limited 中國中盛資源控股有限公司 (incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司)

SHARE OFFER

Number of Offer Shares : 129,760,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares : 12,976,000 Shares (subject to reallocation)
Number of Placing Shares : 116,784,000 Shares (subject to the Over-allotment Option and reallocation)
Offer Price : Not more than HK\$1.52 per Offer Share (payable in full on application and subject to refund, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) and expected to be not less than HK\$1.01 per Offer Share

Nominal Value : HK\$0.01 per share
Stock Code : 2623

股份發售

發售股份數目 : 129,760,000股股份 (視乎超額配股權行使與否而定)
公開發售股份數目 : 12,976,000股股份 (可予重新分配)
配售股份數目 : 116,784,000股股份 (視乎超額配股權行使與否而定及可予重新分配)
發售價 : 不多於每股發售股份1.52港元 (另加1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費須於申請時繳足並可予退還)及預期不少於每股發售股份1.01港元
面值 : 每股股份0.01港元
股份代號 : 2623

Application Form for Public Offer Shares 公開發售股份申請表格

Applications will be accepted until 12:00 noon on Friday, 20 April 2012

截止接受申請時間為 2012年4月20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 applicable parts of this Application Form.

閣下必須細閱本申請表格所附載的條件及指示。本申請表格所有適用部份必須以墨水筆或原子筆清楚填妥並於本頁簽署，方為有效。

Please write clearly in ink and sign your name(s) on this page.

To: China Zhongsheng Resources Holdings Limited
Haitong International Capital Limited
Haitong International Securities Company Limited
Somerley Limited
First Shanghai Securities Ltd.
China Merchants Securities (HK) Co., Limited
China Everbright Securities (HK) Limited
Oriental Patron Securities Limited

致：中國中盛資源控股有限公司
海通國際資本有限公司
海通國際證券有限公司
新百利有限公司
第一上海證券有限公司
招商證券(香港)有限公司
中國光大證券(香港)有限公司
東英亞洲證券有限公司

- I/We: apply for the number of the Public Offer Shares set out below, on the terms and subject to the conditions of the Prospectus and this Application Form, and subject to the Memorandum and Articles of Association of the Company.
enclose payment in full for the Public Offer Shares applied for, calculated at the maximum Offer Price of HK\$1.52 per Public Offer Share including brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%.
undertake and agree to accept the Public Offer Shares applied for, or any lesser number allocated to me/us pursuant to this application;
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 any interest in or received or been placed or allocated (including additionally and/or provisionally) and will not apply for or take up or indicate any interest in any Placing Shares in any of the Placing Shares others participating in the Offering;
understand that this declaration and representation will be relied upon by the Company and the Directors, the Sole Bookrunner, the Sole Sponsor and the Public Offer Underwriters and their respective agents or nominees in deciding whether or not to allocate of the Public Offer Shares in response to this application;
authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of any Public Offer Shares to be allocated to me/us, and (subject to the terms and conditions set out on the pages attached to this Application Form and in the Prospectus) to send any share certificate(s) and/or any refund cheque(s) (where applicable) by ordinary post at my/our own risk to me/the first-named of us (in case of joint applicants) to the address given in this Application Form except where I/we have applied for 1,000,000 or more Public Offer Shares and have indicated in this Application Form that I/we wish to collect any share certificate(s) and/or refund cheque(s) (where applicable) in person in accordance with the procedures prescribed in this Application Form and in the Prospectus;
request that any refund cheque(s) (where applicable) be made payable to me, or in the case of joint applicants, to the first named of us, in this Application Form;
represent, warrant and undertake that the Public Offer Shares have not been and will not be registered under the US Securities Act and I am/ we are outside the United States (within the definition of Regulation S) when completing and submitting this Application Form and I am/ we are not a US person (as defined in Regulation S);
agree and warrant that if the laws of any place outside Hong Kong are applicable to this application, I/we have complied with all such laws and none of the Company, the Directors, the Sole Bookrunner, the Sole Sponsor and the Public Offer Underwriters, nor any of their respective officers or advisers will infringe any laws outside Hong Kong as a result of the acceptance of my/our offer to purchase, or any actions arising from my/our offers and obligations under the terms and conditions contained in the Prospectus;
have read the terms and conditions and application procedures set out in this Application Form and in the Prospectus and agree to be bound by them; and
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.

- 本人/吾等：按照招股章程及本申請表格的條款及受其條件所限，並在貴公司的組織章程大綱及組織章程細則規限下，申請認購以下數目的公開發售股份。
夾附申請認購公開發售股份（按每股公開發售股份最高發售價1.52港元計算）所需的全數股款（包括1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費）。
承諾及同意接受獲配發的公開發售股份，或任何較少數目的公開發售股份。
承諾及確認本人/吾等及本人/吾等為其利益提出申請的人士並無申請或認購或表示有意申請認購或已接獲或收取或已獲配發或分配（包括有條件及/或暫定）並且不會申請或認購或表示有意申請認購中的任何配發股份或以其他方式參與配發。
明白貴公司及董事、獨家賬簿管理人、獨家保薦人、公開發售包銷商及彼等各自的代理人或代名人將依賴本聲明及陳述，以決定是否就我/我們申請配發任何公開發售股份。
授權貴公司將本人/吾等的姓名/名稱列入貴公司股東名冊內，作為本人/吾等所獲分配的任何公開發售股份的持有人，並（本申請表格各附頁及招股章程所載的條款及條件規限下）按本申請表格所示地址以普通郵遞方式將任何股票及/或任何退款支票（如適用）寄發予本人/吾等（如屬聯名申請人/名列首位的申請人/吾等承擔（除非本人/吾等已申請1,000,000股或以上公開發售股份，並已於本申請表格上表明本人/吾等擬按本申請表格及招股章程所述程序親身領取股票及/或退款支票（如適用））。
要求任何退款支票（如適用）以本人/吾等（或如屬聯名申請人，以本申請表格上名列首位的申請人）為抬頭人；
聲明及保證如香港境外任何地區的法例適用於是項申請，則本人/吾等已遵守一切有關法例，而貴公司、董事、獨家賬簿管理人、獨家保薦人、公開發售包銷商或彼等各自的高級職員或顧問不會因接納本人/吾等的購買要約或因應本人/吾等根據招股章程所載條款及條件應有的權利與責任採取的行動而違反香港境外地區的任何法例；
已細閱本申請表格及招股章程所載條款、條件及申請手續並同意其約束；及
同意本申請、申請變換及據此而訂立的合約將受香港法例管轄，並按其詮釋。

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

Date: 日期: D 日 M 月 Y 年

For Broker use 此欄供經紀填寫 Lodged by 由以下經紀遞交

Form with fields for Broker No. 經紀號碼, Broker's Chop 經紀印章, and a signature line.

Warning: It is important that you read the conditions and application procedures overleaf. You must complete this Application Form in English (except for Chinese name) unless otherwise stated and follow the application procedures overleaf, otherwise the application is liable to be rejected.

警告：閣下必須細閱背頁的條件及申請手續。除另有說明外，閣下必須以英文（中文姓名/名稱除外）填寫本申請表格及遵循背頁的申請手續，否則申請可被拒絕受理。

Number of Public Offer Shares applied for (not more than 6,488,000 Shares, being half of the Public Offer Shares initially made available for subscription by the public in Hong Kong under the Public Offer)
申請認購的公開發售股份數目(不多於6,488,000股股份，即公開發售初步呈可供香港公眾人士認購的公開發售股份數目的一半)

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

Total amount of payment
付款總額

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 should be crossed "Account Payee Only" and made payable to "Horsford Nominees Limited – Zhongsheng Resources 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「浩豐代理人有限公司－中盛資源公開發售」。

The following are to be completed in **BLOCK 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。聯名申請人只須填寫名列首位的申請人地址。

Your name in English
閣下的英文姓名／名稱

Family name or company name 姓氏或公司名稱 Forename(s) 名字

Your name in Chinese
閣下的中文姓名／名稱

Family name or company name 姓氏或公司名稱 Forename(s) 名字

Your occupation (in English)
閣下的職業 (以英文填寫)

Your Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No.
(Please delete as appropriate)**
閣下的香港身份證號碼／護照號碼／香港商業登記號碼(請刪去不適用者)**

Name 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)

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(請刪去不適用者)**

(1)
(2)
(3)

Your address (in English) (joint applicants should give the address and telephone number of the first-named applicant only) (Only an address in Hong Kong will be accepted)
閣下的地址(以英文填寫)(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)

Telephone Number 電話號碼

For nominees: Please provide an account number or identification code for each beneficial owner (or in the case of joint beneficial owners, for each such beneficial owner). If you are a nominee and you do not complete this section, this application will be treated as being made for your own benefit.
由代名人遞交：請填寫每名實益擁有人(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，而並無填妥本部份，本申請將被視作為閣下本身利益提出。

- ** (1) For individuals, you must provide your Hong Kong Identity Card number or passport number. If you hold a Hong Kong Identity Card, please provide your Hong Kong Identity Card number. If you do not hold a Hong Kong Identity Card, please provide your passport number. For a body corporate, please provide your Hong Kong Business Registration number. All joint applicants must give (if they are individuals) their Hong Kong Identity Card numbers or, where applicable, passport numbers, or (if they are bodies corporate) their Hong Kong Business Registration numbers.
如屬個人，閣下必須填寫香港身份證號碼或護照號碼。如閣下持有香港身份證，請填寫香港身份證號碼；否則，請填寫護照號碼。如屬法人團體，請填寫香港商業登記號碼。全部聯名申請人(如屬個人)必須提供香港身份證號碼或護照號碼(如適用)或香港商業登記號碼(如屬法人團體)。
- (2) Your Hong Kong Identity Card number/passport number/Hong Kong Business Registration number will be used for checking the validity of this Application Form and such data will be transferred to third parties for such purpose.
閣下的香港身份證號碼／護照號碼／香港商業登記號碼將用作核實本申請表格是否有效，而有關資料會轉交第三者辦理上述事項。
- (3) 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 purposes. Your banker may require verification of your Hong Kong Identity Card number/passport number before encashment of your refund cheque.
閣下所提供的香港身份證號碼／護照號碼，或如閣下為聯名申請人，則名列首位的申請人的香港身份證號碼／護照號碼的部分字樣可能會列印在退款支票(如有)上。有關資料亦會轉交第三方以安排退款。閣下的銀行在兌現閣下的退款支票前可能要求核實閣下的香港身份證號碼／護照號碼。不正確填寫閣下的香港身份證號碼／護照號碼可能導致閣下的退款支票(如有)延遲兌現或無效。

Applicants who have applied for 1,000,000 or more Public Offer Shares and wish to collect refund cheque(s) and/or share certificate(s) (where applicable) in person from the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong on the date of collection of refund cheque(s) (where applicable) and share certificate(s) (where applicable), which is expected to be on Thursday, 26 April 2012 should mark "X" in the box on the left. Please see the section overleaf headed "Refund of your money" for details of when and where to collect your refund cheque(s) (if any).
申請人凡申請1,000,000股或以上公開發售股份，並擬於2012年4月26日(星期四)領取退款支票(如適用)及股票日期(如適用)親身前往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)領取退款支票及/或股票(如適用)，請在左方空格內填上「X」號。有關領取退款支票(如有)的時間及地點詳情，請參閱背頁「退還股款」一節。

ADDRESS LABEL 地址標貼

Please repeat your name(s) and address as set out above in BLOCK letters
請用正楷填寫上表所示姓名／名稱及地址

Name(s) 姓名／名稱
Address 地址

For Bank use 此欄供銀行填寫

China Zhongsheng Resources Holdings Limited

中國中盛資源控股有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Terms and Conditions of your application

Unless otherwise stated, capitalised terms used in these terms and conditions have the same meanings ascribed thereto in the Prospectus.

A. Who can apply

1. 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.
2. If you are a **firm**, the application must be in the name(s) of the individual member(s), not in the name of the firm.
3. If you are a **body corporate**, this Application Form must be stamped with the company chop (bearing the company name) and signed by a duly authorized officer, who must state his or her representative capacity.
4. Save under the circumstances permitted by the Listing Rules, you **cannot** apply for any Public Offer Shares if you are or any person(s) for whose benefit you are applying for are/is:
 - an existing beneficial owner of Shares in the Company or any of its subsidiaries;
 - the chief executive or a director of the Company or any of its subsidiaries;
 - an associate of any of the above ("associate" as defined in the Listing Rules); or
 - a connected person (as defined in the Listing Rules) of the Company or a person who will become a connected person of the Company or any of its subsidiaries immediately upon completion of the Share Offer.
5. You **cannot** apply for any Public Offer Shares if you are or any person(s) for whose benefit you are applying for are/is:
 - a legal or natural person of the PRC (other than Hong Kong, Macau and Taiwan) (except qualified domestic institutional investors);
 - a U.S. person (as defined in Regulation S of the U.S. Securities Act);
 - a person who does not have a Hong Kong address; or
 - have applied for or taken up, or have indicated an interest for, or have been or will be placed with any Placing Shares under the Placing.
6. The number of joint applicants may not exceed 4.

B. If you are a nominee

If you are a nominee, you may make more than one application by: (1) giving **electronic application instructions** to HKSCC via CCASS (if you are a CCASS Participant); or (2) using a **WHITE** or **YELLOW** Application Form 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; or
 - 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 made for your own benefit.
- A nominee you are deemed to have represented to and undertaken with the Company, the Sole Bookrunner, the Sole Sponsor and the Public Offer Underwriters that you are duly authorized by the relevant beneficial owner (or, if more than one, all of them) to submit this Application and to agree to the terms and conditions of this Application Form on behalf of such person/ every such person. You further undertake to supply to the Company, the Sole Bookrunner, the Sole Sponsor and the Public Offer Underwriters such information about such person/ every such person as any of 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 for the benefit of you and any of your joint applicants)

Multiple or suspected multiple applications will be rejected. Save as referred to in Paragraph B above, all of your applications 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 with others) on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS or to the designated **HK eIPO White Form Service Provider** through the **HK eIPO White Form Service** (www.hkipo.gov.hk);
- both apply (whether individually or jointly with others) on one (or more) **WHITE** Application Form(s) and one (or more) **YELLOW** Application Form(s) or on one **WHITE** or **YELLOW** Application Form and give **electronic application instructions** to HKSCC via CCASS or to the designated **HK eIPO White Form Service Provider** through the **HK eIPO White Form Service** (www.hkipo.gov.hk);
- apply (whether individually or jointly) on one **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS or to the designated **HK eIPO White Form Service Provider** through the **HK eIPO White Form Service** (www.hkipo.gov.hk) for more than 6,488,000 Public Offer Shares, being 50% of the Shares being offered for public subscription under the Public Offer; or
- have applied for or taken up, or indicated an interest for or have been or will be placed or allotted with any Placing Shares under the Placing.

All of your applications will also be rejected as multiple applications if more than one application is made for your benefit (including the part of an application made by HKSCC Nominees Limited ("HKSCC Nominees") acting on **electronic application instructions**);

If an application is made by a **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.

Unlisted company means a company with no equity securities 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 half of the voting power of that company; or
- hold more than half of the issued share capital 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 Public Offer Shares – Pools A and B

The total number of Offer Shares initially available under the Public Offer (subject to any adjustment of the Shares between the Public Offer and the Placing) will be divided equally to the nearest board lot into two pools: pool A and pool B. Pool A comprising 6,488,000 Shares and pool B comprising 6,488,000 Shares. The Public Offer Shares in pool A will be allocated on an equitable basis who have applied for Public Offer Shares with an aggregate subscription amount of HK\$5 million (excluding brokerage, SFC transaction levy and Stock Exchange trading fee) or below. The Public Offer Shares in pool B will be allocated on an equitable basis who have applied for the Public Offer Shares with an aggregate subscription amount of more than HK\$5 million (excluding brokerage, SFC transaction levy and Stock Exchange trading fee) and up to the initial value of pool B. You should be aware that applications in pool A and pool B may receive different allocation ratios. If the Public Offer Shares in one pool (but not both pools) are **oversubscribed**, the surplus Public Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. You can only receive an Allocation of Public Offer Shares from either pool A or pool B but not from both pools and may only apply for Public Offer Shares in either pool A and pool B. In Addition, multiple or suspected multiple applications within either pool or between pools, and any application for more than the number of Public Offer Shares initially available under either pool A or pool B will be rejected. Allocation of Public Offer Shares to investors under the Public Offer, both in relation to pool A and pool B, will be based solely on the level of valid applications received under the Public Offer. The basis of allocation in each pool may vary, depending on the number of Public Offer Shares validly applied for by each applicant. When there is over-subscription under the Public Offer, allocation of Public Offer Shares may involve balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Public Offer Shares, and those applicants who are not successful in the balloting may not receive any Public Offer Shares.

E. Supplemental information

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 will remain valid and may be accepted. Subject to the above and below, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of the Prospectus as supplemented.

F. Effect of completing and submitting this Application Form

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

- **instruct and authorise** the Company and/or the Sole Bookrunner (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 things necessary to register any Public Offer Shares allocated to you in your name(s) as required by the Memorandum and Articles of Association 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 you to be registered as the holder of the Public Offer Shares allocated to you, and as required by the Articles of Association;
- **represent, warrant and undertake** that you understand that the Public Offer Shares have not been and will not be registered under the US Securities Act and you are outside the United States when completing this Application Form and you are not, and none of the other person(s) for whose benefit you are applying is a US person (as defined in Regulation S under the US Securities Act);
- **agree and warrant** that if the laws of any place outside Hong Kong are applicable to your application, you have complied with all such laws and none of the Company, the Sole Bookrunner, the Sole Sponsor and the Public Offer Underwriters, nor any of their respective officers or advisers will infringe 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;
- **confirm** that you have received and/or read 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 concerning the Company save as set forth in any supplement to the Prospectus;
- **agree** that the Company, the Sole Bookrunner, the Sole Sponsor, the Public Offer Underwriters and their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Share Offer are liable only for the information and representations contained in the Prospectus and any supplement thereto (and only then to the extent such liability is held to exist by a court with competent jurisdiction);
- **agree** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not revoke or rescind it because of an innocent misrepresentation;
- **undertake and agree** to accept the Public Offer Shares applied for, or any lesser number allocated to you under this application;
- **agree** that once your application is accepted, your application will be evidenced by the results of the Public Offer made available by the Company;

- **confirm** that you have read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them;
 - **authorize** the Company to place your name(s) on the register of members of the Company as the holder(s) of any Public Offer Shares allocated to you, and the Company and/or its agents to send any share certificate(s) (where applicable) and/or refund cheque(s) (if any) to you or (in the case of joint applicants) the first-named applicant in this Application Form by ordinary post at your own risk to the address stated in this Application Form (unless you have applied for 1,000,000 Public Offer Shares or more and have indicated in this Application Form you wish to collect your share certificate(s) (where applicable) and/or refund cheque(s) (if any) in person in accordance with the terms set out in the Prospectus);
 - (if the application is made for your own benefit) **warrant** that this is the only application which will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS or to the designated **HK eIPO White Form Service Provider** through the **HK eIPO White Form Service** (www.hkipo.gov.hk);
 - (if you are an agent 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 to the designated **HK eIPO White Form Service Provider** through the **HK eIPO White Form Service** (www.hkipo.gov.hk), and that you are duly authorised to sign this Application Form or to give **electronic application instructions** as that other person's agent;
 - (if the 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 the application;
 - **undertake and confirm** that, you (if the application is made for your benefit) or the person(s) for whose benefit you have made this application have not applied for or taken up or indicated an interest in or received or been placed or allocated (including conditionally and/or provisionally) and will not apply for or take up or indicate any interest in any Placing Shares in the Placing, nor otherwise participate in the Placing;
 - **agree** that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
 - **warrant** the truth and accuracy of the information contained in this Application Form;
 - **agree** to disclose to the Company and/or its Hong Kong Branch Share Registrar, the receiving bankers, the Sole Bookrunner, the Sole Sponsor and their respective officers, advisers and agents any personal data and any other information which they require about you or the person(s) for whose benefit you have made this application;
 - **agree** with the Company, for itself and for the benefit of each of the Shareholder to observe and comply with the Companies Act, the Companies Ordinance and the Memorandum and Articles of Association;
 - **agree** with the Company, and each of the Shareholder that Shares are freely transferable by the holders thereof;
 - **authorize** the Company to enter into a contract on your behalf with each of the Directors and officers of the Company whereby each such Director and officer undertakes to observe and comply with his obligations to the shareholders as stated in the Memorandum and Articles of Association;
 - **confirm** that you are aware of the restrictions on offering of the Public Offer Shares described in the Prospectus; and
 - **understand** that these declarations and representations will be relied upon by the Company, the Directors, the Sole Bookrunner, the Sole Sponsor and the Public Offer Underwriters in deciding whether or not to make any allotment of Public Offer Shares in response to your application.
- The Company, the Sole Bookrunner, the Sole Sponsor, the Public Offer Underwriters, other parties involved in the Share Offer and their respective directors, officers, employees, partners, agents and advisers are entitled to rely on any warranty, representation or declaration made by you in this application. In the event of the 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.
- You must complete this application in English, unless otherwise stated, and you or (in case of joint applicants) each of the joint applicants must sign this application in writing (and not by way of personal chop), otherwise the application is liable to be rejected.**
- #### G. Power of attorney
- If your application is made through a duly authorised attorney, the Company and the Sole Bookrunner (or their respective agents and nominees) as agents for the Company may accept your application at their discretion, and subject to any conditions they think fit, including production of evidence of the authority of your attorney. The Sole Bookrunner, in its capacity as agents for the Company, shall have full discretion to reject or accept any application, in full or in part, without assigning any reason.
- #### H. Determination of Offer Price
- The Offer Price is expected to be fixed by agreement between the Company and the Sole Bookrunner (on behalf of the Underwriters) on or around Friday, 20 April 2012, and in any event no later than 11:59 p.m. (Hong Kong time) on Friday, 20 April 2012. Applicants for the Public Offer Shares are required to pay, on application, the maximum offer price of HK\$1.52 for each Offer Share together with brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund, if the Offer Price should be lower than HK\$1.52. If, based on the level of interest expressed by prospective institutional and professional investors and other investors during the book-building process, the Sole Bookrunner (on behalf of the Underwriters and with the consent of the Company) consider the number of Offer Shares being offered under the Share Offer and/or the indicative Offer Price range inappropriate, the Sole Bookrunner (on behalf of the Underwriters) may reduce the number of Offer Shares being offered under the Share Offer and/or the indicative Offer Price range below that stated in the Prospectus (which is HK\$1.01 to HK\$1.52 per Offer Share) at any time on or prior to the morning of the last day for lodging applications under the Public Offer. In such a case, the Company will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Public Offer, cause to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) notice of the reduction in the number of Offer Shares being offered under the Share Offer and/or the indicative Offer Price range. Such notice will also be available at the website of the Stock Exchange at www.hkexnews.hk and the Company at <http://chinazhongsheng.com.hk>. Such notice will also include confirmation or revision, as appropriate, of the working capital statement and the offering statistic as currently set out in the section headed "Summary" in the Prospectus and any other financial information which may change as a result of such reduction. If for any reason, the Offer Price is not agreed between the Sole Bookrunner (on behalf of the Underwriters) and the Company on or before 11:59 p.m. (Hong Kong time) on Friday, 20 April 2012, the Share Offer will not become unconditional and will lapse immediately.
- #### I. Allocation of Public Offer Shares
- The applications for the Public Offer Shares will not be processed and no allocation of any such Public Offer Shares will be made until the closing of the application lists. The Company expects that these results of allocations announced under the Public Offer, including applications made under **WHITE** and **YELLOW** Application Forms and by giving **electronic application instructions** to HKSCC or the designated **HK eIPO White Form Service Provider** which will include the Hong Kong identity card numbers, passport numbers or Hong Kong business registration numbers of successful applicants and the number of the Public Offer Shares successfully applied for will be made available through various channels as described in the section headed "How to Apply for the Public Offer Shares – Publication of Results" in the Prospectus on Thursday, 26 April 2012.
- #### J. If your application for Public Offer Shares is successful (in whole or in part)
- If you apply for 1,000,000 Public Offer Shares or more and you have indicated on this Application Form to collect your share certificate(s) (where applicable), you may collect them in person from the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, between 9:00 a.m. to 1:00 p.m. on Thursday, 26 April 2012. If you are an individual who opted for personal collection, you must not authorize any other person to make collection on your behalf. If you are a corporate applicant who opted for personal collection, you must attend by your authorized representative bearing a letter of authorization from your corporation stamped with your company chop. Both individuals and authorized representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited. If you do not collect your share certificate(s) within the time period specified for collection, they will be despatched promptly thereafter to you by ordinary post to the address as specified in your Application Form at your own risk.
- If you apply for less than 1,000,000 Public Offer Shares or, if you apply for 1,000,000 Public Offer Shares or more but have not indicated on this Application Form that you will collect your share certificates (where applicable) in person, your share certificate(s) (where applicable) will be despatched to the address on this Application Form on Thursday, 26 April 2012 by ordinary post and at your own risk.
- Share certificates will only become valid certificates of title if the Share Offer has become unconditional in all respects and neither of the Underwriting Agreements has not been terminated in accordance with its terms, which is expected to be at or around 8:00 a.m. on Friday, 27 April 2012.
- The Company will not issue temporary documents of title. **No receipt will be issued for application monies paid. In the event that the Offer Price is less than the price per Public Offer Share paid by you, the surplus application money (including the brokerage of 1%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) will be refunded to you without interest.**
- #### K. Circumstances in which you will not be allocated Public Offer Shares
- You may not be allocated the Public Offer Shares for any of the following reasons:
1. **Full discretion of the Company or its agents to reject or accept your application:** The Company, the Sole Bookrunner (as agents of the Company) or their respective agents of nominees have full discretion to reject or accept any application, or to accept only part of any application without having to give any reasons for any rejection or acceptance.
 2. **If your application is rejected:**

You will not receive any allotment if:

 - you make multiple applications or suspected multiple applications;
 - your Application Form is not completed correctly or not completed in accordance with the instructions as stated in this Application Form;
 - your payment is not made correctly or you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonored on its first presentation;
 - you or the person for whose benefit you apply for have applied for or taken up, or indicated an interest for, or received or have been or will be placed or allotted (including conditionally and/or provisionally) Placing Shares under the Placing;
 - the Company and/or the Sole Bookrunner (on behalf of the Company) believe that the acceptance of your application would violate the applicable securities or other laws, rules or regulations of the jurisdiction in which your application is made and signed and which is indicated on your application and this Application Form is located;
 - the Underwriting Agreements do not become unconditional or are terminated in accordance with the respective terms thereof; or
 - if you apply for more than 50% of the Public Offer Shares initially being offered in the public for subscription under the Public Offer (i.e. 6,488,000 Shares).

