

Use this Application Form if you are an Eligible Employee

閣下如為合資格僱員，請使用本申請表格

Note: Unless defined herein, terms used in this Application Form shall have the same meanings as those defined in the prospectus issued by S. Culture International Holdings Limited dated 28 June 2013 (the "Prospectus") together with any supplement thereto (if any).
附註：除本申請表格另有界定外，本申請表格所用詞彙與港大零售國際控股有限公司所刊發日期為二零一三年六月二十八日的招股章程（招股章程）及其任何補充文件（如有）所界定詞彙具有相同涵義。

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.
香港交易及結算所有限公司、香港聯合交易所有限公司（聯交所）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分內容而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 WHITE, YELLOW and GREEN Application Forms, the Prospectus and the other documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies and Available for Public Inspection in Hong Kong" in Appendix VI to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance. The Securities and Futures Commission in Hong Kong (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.
本申請表格連同白色、黃色及綠色申請表格、招股章程及招股章程附錄六「送呈公司註冊處處長及可供香港公眾查閱的文件」所述的其他文件，已遵照公司條例第342C條的規定，送交香港公司註冊處處長登記。香港證券及期貨事務監察委員會（證監會）與香港公司註冊處處長對任何此等文件的內容概不負責。

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Public Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This Application Form and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this application an offer of Shares for sale in the United States. The Public Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold except pursuant to registration or an exemption from the registration requirements of the United States Securities Act. No public offering of the Public Offer Shares will be made in the United States.
本申請表格或招股章程所載者概不構成提出出售或招攬購買的要約，而在任何作出有關要約、招攬或出售即屬違法之司法管轄權區內，概不得出售任何公開發售股份。本申請表格及招股章程不得在美國境內直接或間接派發，而此項申請亦非在美國提交發售股份之要約。公開發售股份未曾亦不會根據1933年美國證券法（經修訂）（美國證券法）登記，除根據美國證券法登記或獲豁免登記規定而提交發售或出售外，概不可供提交發售或出售。公開發售股份將不會在美國公開發售。

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions.
本申請表格及招股章程不得發送、派發或複製本申請表格及招股章程之司法管轄權區內，本申請表格及招股章程概不得以何種方式發送或派發或複製（全部或部分）。本申請表格及招股章程僅致予閣下本人，概不得發送或派發或複製本申請表格或招股章程之全部或部分。如未能遵守此項指令，則可能違反美國證券法或其他司法管轄權區之適用法律。



S. CULTURE INTERNATIONAL HOLDINGS LIMITED

港大零售國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

GLOBAL OFFERING

Number of Offer Shares : 50,000,000 new Shares (subject to the Over-allotment Option)
Number of International Placing Shares : 45,000,000 new Shares (subject to adjustment and the Over-allotment Option)
Number of Public Offer Shares : 5,000,000 new Shares (subject to adjustment)
Offer Price : Not more than HK\$2.13 per Share and expected to be not less than HK\$1.51 per Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)

Nominal value : HK\$0.01 each
Stock code : 1255

全球發售

全球發售項下的發售股份數目 : 50,000,000 股新股份（視乎超額配股權行使與否而定）
國際配售股份數目 : 45,000,000 股新股份（可予調整及視乎超額配股權行使與否而定）
公開發售股份數目 : 5,000,000 股新股份（可予調整）
發售價 : 不超過每股發售股份2.13港元（須於申請時以港元繳足，可予退還，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）及預期不少於每股發售股份1.51港元
面值 : 每股股份0.01港元
股份代號 : 1255

Application Form 申請表格

For Eligible Employees, applications will be accepted until 4:00 p.m. on Wednesday, 3 July 2013 (or such other time on date as may subsequently be announced).

To be valid, you must complete all applicable parts of this Application Form. Please write clearly.

就合資格僱員而言，截止接受申請時間為

二零一三年七月三日（星期三）下午4時正（或隨後可能公佈的時間或日期）。

本申請表格所有適用部分必須清楚填妥，方為有效。

請清楚填寫表格。

To: S. Culture International Holdings Limited (the "Company")
RHB OSK Securities Hong Kong Limited
The Public Offer Underwriters

致：港大零售國際控股有限公司（貴公司）
興業橋豐證券有限公司
公開發售包銷商

- I:
- am an Eligible Employee (other than the chief executive or directors of the Company or its subsidiaries or an associate of an, existing beneficial owner of Shares or of shares of any of the subsidiaries or branches of the Company) and is not any other connected persons of the Company;
 - apply for the number of Employee Reserved Shares set out below, subject to the terms and conditions of the Prospectus and this Application Form, and subject to the memorandum of Association and Articles of Association; **enclose** payment in full for the Employee Reserved Shares applied for, including a 1.0% brokerage fee, a 0.003% SFC transaction levy and a 0.005% Stock Exchange trading fee;
 - undertake and agree** to accept the Employee Reserved Shares applied for, or any lesser number allotted to me on this application;
 - declare** that this is the only application made by me for Employee Reserved Shares and the only application intended by me to benefit me and no other person, other than an application (if any) made by me for Public Offer Shares;
 - undertake and confirm** that I have not indicated an interest for, or taken up and will not indicate an interest for or take up any of the International Placing Shares;
 - understand** that this declaration and representation will be relied upon by the Company, the Sole Global Coordinator, the Sole Sponsor and the Public Offer Underwriters in deciding whether or not to make any allotment of Employee Reserved Shares to me in response to this application and that I may be prosecuted for making a false declaration;
 - authorise** the Company to place my name on the register of members of the Company in Hong Kong as the holder of any Employee Reserved Shares to be allotted to me, and (subject to the terms and conditions set out in this Application Form and the Prospectus) to send any share certificate(s) and/or any refund cheque(s) to me by ordinary post at my own risk to the address stated in this Application Form, and have indicated in this Application Form that I will collect the share certificate(s) and/or refund cheque(s) in person in accordance with the procedures prescribed in this Application Form and 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 am aware of the restrictions on the Public Offer described in the Prospectus;
 - represent, warrant and undertake** that the allotment of, or application for, the Employee Reserved Shares would not require the Company to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
 - warrant** that I understand that the Employee Reserved Shares have not been and will not be registered under the U.S. Securities Act, I am outside the United States (as defined in Regulation S under the U.S. Securities Act) when completing and submitting this Application Form or am not a United States person described in Regulation S under the U.S. Securities Act; 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：

- 乃合資格僱員（並非貴公司或其附屬公司的行政總裁或董事及並非股份或貴公司任何附屬公司或分公司股份的現有實益擁有人或其聯繫人）；及並非貴公司的任何其他關連人士；
- 按照招股章程及本申請表格的條款及條件以及組織章程大綱及組織章程細則，申請認購以下數目之僱員預留股份；
- 隨附申請認購僱員預留股份所需全數股款，包括1.0%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費；
- 承諾及同意接納所申請認購之僱員預留股份數目，或就本申請本人獲配發之較少數目股份；
- 聲明是項申請乃本人就僱員預留股份以本人為受益人而非以他人為受益人作出及擬作出之唯一申請，惟本人就公開發售股份作出之申請（如有）除外；
- 承諾及確認本人並無亦不會表示有意認購或承購任何國際配售股份；
- 明白貴公司、獨家全球協調人、獨家保薦人及公開發售包銷商將依賴本聲明及陳述，決定是否就本申請向本人配發任何僱員預留股份，倘本人作出虛假聲明，可能會被檢控；
- 授權貴公司將本人姓名列入貴公司在香港的股東名冊，作為本人將獲配發之任何僱員預留股份之持有人，及（在本申請表格及招股章程所載條款及條件的規限下）以平郵向本人寄發任何股票及/或退款支票往本申請表格所示地址，郵誤風險概由本人承擔，則按本申請表格及招股章程所述程序進行；
- 已細閱並同意遵守本申請表格及招股章程所載條款及條件以及申請手續，並知悉招股章程所述之公開發售限制；
- 聲明、保證及承諾認購或申請僱員預留股份將不會使貴公司須遵守香港以外任何地區之任何法律或規例（不論是否具法律效力）之任何規定；
- 保證本人明白僱員預留股份並未且將不會根據美國證券法登記，而本人於填寫及提交本申請表格時乃身處美國境外（定義見美國證券法S規例）或本人亦並非美國證券法S規例所述的美籍人士；及
- 同意本申請、任何對申請之接納及因此而訂立之合約將受香港法律管轄，並按其詮釋。

Signed by the applicant:

由申請人簽署：

Date 日期：.....

D M Y
日 月 年

Warning: It is important that you read the terms and conditions and application procedures overlaid. Only one application may be made for the benefit of any person for Employee Reserved Shares. Multiple or suspected multiple applications for Employee Reserved Shares and/or application for more than 500,000 Employee Reserved Shares are liable to be rejected.

警告：閣下細閱背頁之條款及條件以及申請手續。務請閣下僅可為任何人士之利益就僱員預留股份作出一項申請。就僱員預留股份作出之重複或疑屬重複申請及/或申請超過500,000股僱員預留股份均不予受理。

Use this Application Form if you are an Eligible Employee

閣下如為合資格僱員，請使用本申請表格

Number of Employee Reserved Shares applied for
(not more than 500,000 Shares)

申請僱員預留股份數目 (不超過500,000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
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Name of bank on which cheque/
banker's cashier order is drawn*

支票/銀行本票之
付款銀行名稱*

* Cheque(s) or banker's cashier orders should be crossed "Account Payee Only" and made payable to "The Bank of East Asia (Nominees) Limited — S. Culture 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 — 港大零售公開發售」。

To be completed in BLOCK letters in English in ink, except as stated otherwise.
除另有指明外，請用墨水筆或原子筆以英文正楷填寫。

Name (in English)
英文姓名

Family name 姓氏

Forename(s) 名字

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Name (in Chinese)
中文姓名

Family name 姓氏

Forename(s) 名字

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Position in the Group
(in English)

於本集團的職位
(以英文填寫)

Hong Kong Identity Card No./
Passport No.

(Please delete as appropriate)*
香港身份證號碼/護照號碼
(請刪去不適用者)*

Address (in English) and
telephone number.

Only an address in Hong Kong
will be accepted.

地址 (以英文填寫) 及電話號碼。
只接受香港地址。

Telephone Number 電話號碼

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. Your Hong Kong Identity Card will be used for checking the validity of Application Forms and otherwise for processing the application for Shares and such data would be transferred to a third party for the accomplishment of such purpose.

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。閣下的香港身份證將會用作核實閣下申請表格是否有效及處理股份申請，為此，有關資料將轉交第三方以辦理以上事宜。

Part of your Hong Kong Identity Card number/passport number 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 or passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number or passport number may lead to delay in encashment of or may invalidate your refund cheque.

閣下所提供的香港身份證號碼/護照號碼的部分資料，可能會印列在閣下的退款支票 (如有)。該等資料亦可能會為退款目的轉交第三方人士。閣下的銀行於兌現閣下的退款支票前可能會要求核實閣下的香港身份證號碼或護照號碼。不正確填寫香港身份證號碼或護照號碼可能導致延遲兌現。閣下的退款支票或可能使閣下的退款支票失效。

Application on this application can only be made by Eligible Employees.

本項申請僅供合資格僱員提出申請。

Any alteration to any application detail that you provide on this form should be authorised by your signature.

對閣下在本申請表格內提供的任何申請資料的任何更正應由閣下簽字授權方可進行。

Applicants who have applied for 500,000 Employee Reserved Shares and wish to collect Share certificate(s) and/or refund cheque(s) (where relevant), in person from the Hong Kong Share Registrar, Tricor Investor Services Limited on the dates for collection of Share certificate(s) and/or refund cheque(s) (where relevant), which is expected to be on Wednesday, 10 July 2013, or such other date as notified by the Company in the newspapers as the date at despatch/collection of Share certificates/e-Auto Refund payment instructions/refund cheques, should mark "✓" in the box on the left.

凡申請500,000股僱員預留股份，並擬親身於領取股票及/或退款支票 (視適用情況而定) 當日 (預計為二零一三年七月十日 (星期三) 或本公司在報章公佈發送/領取股票/電子自動退款指示/退款支票的其他日期) 前往卓佳證券登記有限公司領取股票及/或退款支票 (視適用情況而定) 的申請人，請在左方空格內填上「✓」號。

ADDRESS LABEL 地址標貼

Please repeat your name and address in Hong Kong as set out above in BLOCK letters

請用正楷填寫上表所示姓名及香港地址

Name(s) 姓名
Address 地址

For Bank use 此欄供銀行填寫

For Company use 此欄供公司填寫



S. CULTURE INTERNATIONAL HOLDINGS LIMITED

港大零售國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

GLOBAL OFFERING

Conditions of your application

A. Who can apply

- You must be 18 years of age or older and must have a Hong Kong address.
- You must be a holder of a Hong Kong Identity Card.
- You must be an **Eligible Employee** of the Group.
- You cannot apply for any Employee Reserved Shares if you are within the United States or a United States Person (within the meaning of Regulation S under the U.S. Securities Act) or a legal or natural person of the PRC (other than Hong Kong, Macau and Taiwan).
- You must apply as an individual. Joint applications will not be accepted.
- Save as under the circumstances permitted by the Listing Rules, you cannot apply for Employee Reserved Shares if you are:
 - an existing beneficial owner of shares in the Company and/or any of its subsidiaries;
 - a connected person (as defined in the Listing Rules) of the Company other than those persons who are eligible to subscribe for Public Offer Shares pursuant to the Public Offer or a person who will become a connected person (as defined in the Listing Rules) of the Company immediately upon completion of the Global Offering;
 - an associate (as defined in the Listing Rules) of any of the above.

B. Lodge only one application for your benefit

Multiple applications or suspected multiple applications will be rejected. All of your applications will be rejected as multiple applications if you make more than one application for Employee Reserved Shares.

Eligible Employees who have applied for Employee Reserved Shares on a PINK Application Form may also make an application for Public Offer Shares on a WHITE or YELLOW Application Form, or give **electronic application instruction** to HKSCC or the designated HK eIPO WHITE Form Service Provider through **HK eIPO WHITE Form service (www.hkeipo.hk)**.

Eligible Employees may make an application for Employee Reserved Shares on a PINK Application Form and, in addition, will be entitled to apply for Public Offer Shares under the Public Offer but may not apply for or indicate an interest for International Placing Shares under the International Placing. Such Eligible Employees will receive no preference as to entitlement or allocation in respect of such further applications for Public Offer Shares under the Public Offer.

C. Allocation of Employee Reserved Shares

In order to enable Eligible Employees to participate in the Global Offering on a preferential basis as to allocation only, Eligible Employees are being invited to apply for a maximum of 500,000 Employee Reserved Shares, subject to the terms and conditions set out in the Prospectus and this Application Form. The Employee Reserved Shares are being offered out of the Public Offer Shares but are not subject to the clawback mechanism as set out in the section headed "Structure and Conditions of the Global Offering — The Public Offer — Reallocation" in the Prospectus or the Over-allotment Option.

The 500,000 Employee Reserved Shares available for application by Eligible Employees on PINK Application Form will be allocated to such applicants on a basis to be determined by our Hong Kong Share Registrar based on the level of valid applications received under the Employee Preferential Offering and the number of Employee Reserved Shares validly applied for within each application tier. The allocation basis will be consistent with the allocation basis commonly used in the case of over-subscriptions in public offerings in Hong Kong, where a higher allocation percentage will be applied in respect of smaller applications. The Employee Reserved Shares will be allotted if there are insufficient Employee Reserved Shares available to PINK Application Form applicants. If allotting is conducted, the Eligible Employee may be allocated more Employee Reserved Shares than others who have applied for the same number of Employee Reserved Shares. The allocation of Employee Reserved Shares to Eligible Employee will in any event be made on an equitable basis and will not be based on seniority or length of service of the Eligible Employee. No favour will be given to the Eligible Employee who apply for a large number of Employee Reserved Shares. Any application made on a PINK Application Form for more than 500,000 Employee Reserved Shares will be rejected. Allocation of Public Offer Shares under Employee Reserved Shares will be based on the allocation guidelines contained in Practice Note 20 to the Listing Rules. In case not all the 500,000 Employee Reserved Shares are subscribed for by the Eligible Employees, the undersubscribed Employee Reserved Shares will be available as Public Offer Shares for subscription by the public under the Public Offer.

Eligible Employees will receive no preference as to entitlement or allocation in respect of such further application or indication of interest made under the Public Offer.

D. Supplemental information

If any supplement to this 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) has/have not been so notified or if applicant(s) has/have not been notified but has/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 this Prospectus as supplemented.

E. Effect of completing and submitting this Application Form

- By completing and submitting this Application Form, you:
- warrant** that in making an application on this Application Form, you or any person(s) on whose behalf you may be acting is/are Eligible Employee(s);
 - agree** with the Company and each Shareholder of the Company to observe and comply with the Hong Kong Companies Ordinance and the Articles;
 - confirm** that you have read the terms and conditions and application procedures set out in the Prospectus and in this Application Form and agree to be bound by them;
 - confirm** that you have received and/or read a copy of the Prospectus and have only relied on the information and representations contained in the Prospectus in making this application, and will not rely on any other information or representation concerning the Company save as set out in any supplement to the Prospectus and you agree that neither the Company, the Sole Sponsor, the Sole Global Coordinator, the Public Offer Underwriters nor any of their respective directors, officers, employees, partners, agents, advisors or any other parties involved in the Global Offering will have any liability for any such other information or representations;
 - confirm** that you are aware of the restrictions on the Global Offering disclosed in the Prospectus;
 - agree** that none of the Company, the Directors, the Sole Sponsor, the Sole Global Coordinator, the Public Offer Underwriters, their respective directors, officers, employees, partners, agents, advisors and any other parties involved in the Global Offering is or will be liable for any information and representations not contained in the Prospectus (and any supplement thereto);
 - agree** to disclose to the Company, the Hong Kong Share Registrar, the receiving bankers, the Sole Sponsor, the Sole Global Coordinator and/or the Public Offer Underwriters and any other parties involved in the Global Offering and their respective advisors and agents any personal data and any other information which they may require about you and the person(s) for whose benefit you have made the application(s);
 - instruct and authorise** the Company, the Sole Sponsor, the Sole Global Coordinator and/or the Public Offer Underwriters (or their agents or nominees), as agents of the Company, to execute any documents on your behalf and to do on your behalf all things necessary to effect the registration of any Employee Reserved Shares allocated to you in your name(s), required by the Articles, 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 Employee Reserved Shares to be allocated to you, and as required by the Articles;
 - 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 Sole Global Coordinator and the Public Offer Underwriters nor any of their respective officers or advisors will infringe any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus;
 - 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;
 - (if the application is made by an agent on your behalf) **warrant** that you have validly and irrevocably conferred on the agent all necessary power and authority to make the application;
 - 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;
 - represent, warrant and undertake** that you understand that the Employee Reserved Shares have not been and will not be registered under the U.S. Securities Act and you and any person for whose account or benefit you are applying for the Employee Reserved Shares are outside the United States (as defined in Regulation S) when completing this Application Form or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;
 - warrant** the truth and accuracy of the information contained in the application;
 - warrant** that this is the only application which has been or will be made for your benefit on a PINK Application Form;
 - undertake and agree** to accept the Employee Reserved Shares applied for, or any lesser number allocated to you under the application;

- authorise** the Company to place your name on the register of members of the Company as the holder(s) in Hong Kong of any Employee Reserved Shares allocated to you, and (subject to the terms and conditions set out in this Application Form and in the Prospectus) the Company and/or its agents to send any share certificate(s) and/or any refund cheques (where applicable) to you by ordinary post at your own risk to the address stated on the application;
- authorise** the Company to enter into a contract on your behalf with each of the Directors and officers whereby each such Director and officer undertakes to observe and comply with their obligations to Shareholders of the Company, as stipulated in the Memorandum of Association and the Articles of Association; and
- understand** that these declarations and representations will be relied upon by the Company and the Sole Global Coordinator in deciding whether or not to allocate any Employee Reserved Shares in response to this application and that you may be prosecuted for making a false declaration.

The Company, the Sole Sponsor, the Sole Global Coordinator, the Public Offer Underwriters and their respective directors, officers, advisors, agents and any parties involved in the Global Offering are entitled to rely on any warranty, representation or declaration made by you in this application.

F. Power of attorney

If your application is made through a duly authorised attorney, the Company and the Sole Global Coordinator (or their respective agents and nominees) as agent for the Company may accept or reject 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 Global Coordinator in their capacity as agent for the Company have full discretion to accept or reject any application, in full or in part, without assigning any reason.

G. Determination of Offer Price

The Offer Price is expected to be fixed by agreement between the Sole Global Coordinator (on behalf of the Underwriters) and the Company on or before the Price Determination Date, which is currently scheduled on or around Friday, 5 July 2013 or by the latest on Monday, 8 July 2013. Please refer to the section headed "Structure and Conditions of the Global Offering" in the Prospectus for details.

Allocation of Employee Reserved Shares and Public Offer Shares

The applications for the Employee Reserved Shares will not be processed and no allocation of any such Employee Reserved Shares will be made until the closing of the application lists. The Company expects to release the final Offer Price, an indication of the level of interest in the International Placing and the basis of allocation of the Employee Reserved Shares available under the Employee Preferential Offering on Wednesday, 10 July 2013 in The Standard (in English) and Sing Tao Daily (in Chinese) and on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's website (www.s-culture.com).

The results of allocations of the Employee Reserved Shares and the Hong Kong Identity Card numbers, passport numbers, of successful applicants will be made available through a variety of channels, including the websites of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.s-culture.com) as described in the section headed "How to apply for Public Offer Shares and Employee Reserved Shares — 7. Results of Allocations" in the Prospectus.

If your application for Employee Reserved Shares is successful (in whole or in part)

The Company will not issue temporary documents of title in respect of the Shares. **Share certificates will only become valid certificates of title at 8:00 a.m. on Thursday, 11 July 2013, provided that the Public Offer has become unconditional in all respects and the right of termination as described in the sub-section headed "Underwriting — Underwriting Arrangements and Expenses — Public Offer — Grounds for Termination" in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or prior to the Share certificates becoming valid certificates of title do so entirely at their own risk.** No receipt will be issued for application monies paid.

If your application is wholly or partially successful, the Share certificate(s) will be sent to you by ordinary post, at your own risk, on the date of despatch to the address specified in your Application Form. If you opted for personal collection, you must not authorise any other person to collect on your behalf. You 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) personally within the time specified for collection, it/they will be sent to the address as specified in the relevant Application Form promptly thereafter by ordinary post and at your own risk.

Circumstances in which you will not be allocated Employee Reserved Shares

- You may not be allocated Employee Reserved Shares for any of the following reasons:
- Your application has been rejected at the discretion of the Company, the Sole Sponsor, the Sole Global Coordinator and/or the Public Offer Underwriters or their respective agents or nominees:**
 - The Company and the Sole Global Coordinators (on behalf of the Underwriters) (as agents for the Company) and their respective agents or nominees have full discretion to reject or accept any application, or to accept only part of any application. No reasons have to be given for any rejection or acceptance.
 - Your application has been rejected as a result of the following:**
 - it is a multiple or suspected multiple application;
 - your Application Form is not filled in correctly in accordance with the instructions as stated in this Application Form or the application for Shares is not one of the numbers set out in the table in the 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;
 - your application is excess of the total number of Employee Reserved Shares available under the Employee Preferential Offering; or
 - the Company, the Sole Sponsor and the Sole Global Coordinator is of the view that by accepting your application, it would violate applicable securities laws, rules or regulations of other laws, rules or regulations of the jurisdiction in which your application is received or your address is as set out in the Application Form.
 - The Employee Preferential Offering does not become unconditional:**
 - The Employee Preferential Offering may not become unconditional if:
 - the Public Offer Underwriting Agreement and/or the International Placing Underwriting Agreement does not become unconditional; or
 - the Public Offer Underwriting Agreement and/or the International Placing Underwriting Agreement is terminated in accordance with their respective terms.
 - Your application is revoked:**
 - By completing and submitting this Application Form, you agree that 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 not a business day). This agreement will take effect as a collateral contract with the Company, and will become 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 Public 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 not a business day) except by means of the procedures referred to in the Prospectus.
 - You may only revoke your application on or before the fifth day after the time of opening of the application lists (excluding for this purpose any day which is not a business day) if 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. If any supplement to this 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 are required to confirm their applications.
 - If applicant(s) have been so notified but have not confirmed their applications in accordance with the procedure to be notified, all unconfirmed applications will not be valid. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of this 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 of the results of allocation, and where such 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.
 - The allocation of the Employee Reserved Shares is void:**
 - Your allocation of the Employee Reserved Shares will be void if the Listing Committee of the Stock Exchange (the "Listing Committee") does not grant permission to list 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 of the application lists.
 - If:**
 - you make multiple applications or suspected multiple applications under the Employee Preferential Offering;
 - your Application Form is not completed in accordance with the instructions as stated in this Application Form or the application for Shares is not one of the numbers set out in the table in the 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 dishonoured upon its first presentation;
 - the Public Offer Underwriting Agreement and the International Placing Underwriting Agreement do not become unconditional;
 - the Public Offer Underwriting Agreement and the International Placing Underwriting Agreement are terminated in accordance with their respective terms; or
 - the Company, the Sole Sponsor and the Sole Global Coordinator believe that by accepting your application, it would violate applicable securities or other laws, rules or regulations of the jurisdiction in which your application is received or your address is as set out in the Application Form.

Use this Application Form if you are an Eligible Employee

Refund of your money

If you do not receive any Employee Reserved Shares for any of the above reasons, your application monies, including the related brokerage fee of 1.0%, SFC transaction levy of 0.003% and a Stock Exchange trading fee of 0.005%, will be refunded to you without interest.

If your application is accepted only in part, the appropriate portion of your application monies, including the related brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, will be refunded to you, without interest. If the Offer Price as finally determined is less than HK\$2.13 per Share (excluding brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% thereon) paid on application, the surplus application monies, together with the related brokerage fee of 1.0%, the SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%, will be refunded to you, without interest.

All such interest accrued on such monies prior to the date of despatch of refund cheques will be retained for the benefit of the Company. In a contingency situation involving a substantial over-subscription, at the discretion of the Company and the Sole Global Coordinator, cheques for applications for certain small denominations of Employee Reserved Shares (apart from successful applications) may not be cleared.

Refund cheques will be crossed "Account Payee Only", and made out to you. Part of your Hong Kong identity card number/passport number, 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.

Inaccurate completion of your Hong Kong identity card number/passport number may lead to delay in encashment of or may invalidate your refund cheque.

Any refund cheque will be despatched to you by post and at your own risk. Refund of your application money(ies) if any will be made on Wednesday, 10 July 2013 in accordance with various arrangements as described in the Prospectus. If you opted for personal collection, you must not authorise any other person to collect on your behalf. Individuals must produce, at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited. If you do not collect your refund cheque personally within the time specified for collection, it will be sent to the address as specified in the relevant Application Form promptly thereafter by ordinary post and at your own risk.

It is intended that special efforts will be made to avoid any undue delay in refunding application monies where appropriate.

Personal data

The main provisions of the Hong Kong 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 Public Offer Shares of the policies and practices of the Company and the Hong Kong Share Registrar in relation to personal data and the Ordinance.

(a) 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 the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of our Hong Kong Share Registrar. Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of the Company or the Hong Kong Share Registrar to effect transfers for or otherwise render their services. It may also prevent or delay registration or transfer of the 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. It is important that holders of securities inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

(b) Purposes

The personal data of the applicants and the 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), 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 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 name 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 any 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 Hong Kong Share Registrar to discharge their obligations to holders of securities and/or regulators and/or other purpose to which the holders of securities may from time to time agree.

(c) Transfer of personal data

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

- the Company or its appointed agents such as financial advisors, receiving bankers and overseas principal Share Registrar;
- HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS (in cases where the applicants have requested for the Public Offer Shares to be deposited into CCASS);
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Company's Subsidiaries and/or the Hong Kong Share Registrar in connection with the operation of their respective business;
- 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.

(d) Access to and correction of personal data

The Ordinance provides the applicants and holders of securities with rights to ascertain whether the Company and/or the Hong Kong Share Registrar holds 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 Hong Kong Share Registrar 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 or 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 Share Registrar for the attention of the Privacy Compliance Officer (for the purpose of the Ordinance).

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

How to make your application

- Use the table set out below to calculate how much you must pay for the number of Employee Reserved Shares you want to subscribe for. Your application must be for a minimum of 2,000 Employee Reserved Shares. Applications must be in one of the numbers set out in the table headed "Number of Employee Reserved Shares that may be applied for and payments" below. **No application for any other number of Employee Reserved Shares will be considered and any such application is liable to be rejected.** The maximum number of Employee Reserved Shares that you may apply for is 500,000. The table sets out the total amount payable for such numbers of Employee Reserved Shares up to 500,000 Employee Reserved Shares. You must pay the maximum Offer Price of HK\$2.13 per Employee Reserved Share plus a brokerage fee of 1.0%, a SFC transaction levy of 0.003% and a Stock Exchange trading fee of 0.005%.

- Complete the form correctly in accordance with the instructions and sign it. Only written signatures will be accepted.

- Staple your payment to the form. You must pay for the Shares applied for by one cheque or by one banker's cashier order. Each application must be accompanied by either one separate cheque or one banker's cashier order.

If you pay by cheque, the cheque must:

- be in Hong Kong dollars;
- not be post-dated;
- be drawn on your Hong Kong dollar bank account with a licensed bank 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 authorized by the bank. This account name must correspond with the 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;
- be made payable to "The Bank of East Asia (Nominees) Limited — S. Culture Public Offer"; and
- be crossed "Account Payee Only".

Your application will 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 banker's cashier order must:

- be in Hong Kong dollars;
- not be post-dated;
- be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorized by the bank. The name on the banker's cashier order and the name on this Application Form must be the same;
- be made payable to "The Bank of East Asia (Nominees) Limited — S. Culture Public Offer"; and
- be crossed "Account Payee Only".

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

- Tear off the Application Form, fold the form once and return to the Company's headquarters at Flat F-J, 11th Floor, Block 2, Kwai Tak Industrial Centre, 15-33 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong by no later than 4:00 p.m. on Wednesday, 3 July 2013.

- The application lists will be open between 11:45 a.m. and 12:00 noon on Thursday, 4 July 2013, subject only to the weather conditions. The application lists will not 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 Thursday, 4 July 2013. Instead they will open between 11:45 a.m. and 12:00 noon on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon.

Business day means a day that is not a Saturday or Sunday or public holiday in Hong Kong.

- The right is reserved to present all or any remittances for payment. You will not be given a receipt for your payment. The Company will keep any interest accrued on your application monies (up till, in the case of monies to be refunded, the date of despatch of refund cheques). The right is also reserved to retain any share certificate(s) and/or any surplus application money(ies) or refunds pending clearance of your cheque or banker's cashier order.

NUMBER OF EMPLOYEE RESERVED SHARES THAT MAY BE APPLIED FOR AND PAYMENTS

No. of Reserved Shares applied for	Amount payable on application	No. of Reserved Shares applied for	Amount payable on application	No. of Reserved Shares applied for	Amount payable on application	No. of Reserved Shares applied for	Amount payable on application
	HKS		HKS		HKS		HKS
2,000	4,302.94	14,000	30,120.58	50,000	107,573.53	200,000	430,294.08
4,000	8,605.89	16,000	34,423.52	60,000	129,088.22	300,000	645,441.12
6,000	12,908.82	18,000	38,726.47	70,000	150,602.93	400,000	860,588.16
8,000	17,211.76	20,000	43,029.41	80,000	172,117.63	500,000*	1,075,735.20
10,000	21,514.71	30,000	64,544.12	90,000	193,632.34		
12,000	25,817.65	40,000	86,058.82	100,000	215,147.04		

* Maximum number of Employee Reserved Shares you may apply for.



S. CULTURE INTERNATIONAL HOLDINGS LIMITED

港大零售國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

全球發售

申請條件

甲. 可提出申請的人士

- 閣下必須年滿18歲且擁有香港地址。
- 閣下必須持有香港身份證。
- 閣下必須為本集團的合資格僱員。
- 如閣下身處美國境內或為美籍人士(定義見美國證券法S規例)或中國(不包括香港、澳門及台灣)法人或自然人,則不得申請任何僱員預留股份。
- 閣下必須以個人身份申請。聯名申請將不獲受理。
- 除上市規則容許之情況外,閣下如屬下列人士,則不得申請僱員預留股份:
 - 本公司及/或其任何附屬公司股份的現有實益擁有人;
 - 本公司關連人士(定義見上市規則)(不包括根據公開發售合資格認購公開發售股份的人士),或於緊隨全球發售完成後將成為本公司關連人士(定義見上市規則)的人士;
 - 上述任何人士的聯繫人士(定義見上市規則)。

乙. 僅可為閣下本身利益提交一項申請

重複申請或疑屬重複申請概不獲受理。如閣下提出超過一項僱員預留股份申請,則閣下所有申請將被視為重複申請而不獲受理。

合資格僱員如已以粉紅色申請表格申請僱員預留股份,亦可以白色或黃色申請表格或向香港結算或透過網上白表服務(www.hkeipo.hk)向指定網上白表服務供應商發出電子認購指示申請公開發售股份。

除以粉紅色申請表格申請僱員預留股份外,合資格僱員亦可申請於公開發售項下提呈發售的公開發售股份,惟不可申請或表示有意認購於國際配售項下提呈發售的國際配售股份。合資格僱員於進一步申請於公開發售項下發售的公開發售股份時在配額或分配上不會獲優待。

丙. 僱員預留股份的分配

為確保合資格僱員在分配方面按優先基準參與全球發售,合資格僱員獲邀申請最多500,000股僱員預留股份,惟受限於招股章程及本申請表格所載條款及條件。僱員預留股份乃自公開發售股份中撥出以供提呈發售,惟不受招股章程「全球發售的架構及條件—公開發售—重新分配」一節所載的撥回機制或超額配股權所限。

合資格僱員以粉紅色申請表格申請認購的500,000股僱員預留股份將分配予該等申請人。分配基準將由我們的香港證券登記處按照所接獲僱員優先發售作出的有效申請踴躍程度及每個申請類別的有效申請僱員預留股份數目而釐定。分配基準將與在香港進行公開發售時出現超額認購的情況下所普遍適用的分配基準一致,即申請股份數目較少的申請人可獲較高的股份分配百分比。倘可供粉紅色申請表格申請人申請認購的僱員預留股份不足,則抽籤決定。倘以抽籤決定,則合資格僱員獲分配的僱員預留股份數目可能多於申請相同數目僱員預留股份之其他員工。向合資格僱員分配僱員預留股份於任何情況下均將按公平基準進行,而非按照合資格僱員的年齡或服務年期定奪。申請較大數目僱員預留股份的合資格僱員並無任何優惠。以粉紅色申請表格認購超過500,000股僱員預留股份的申請將不獲受理。僱員預留股份項下公開發售股份的分配,將按上市規則第20項應用指引的分配指引進行。倘合資格僱員並無認購全部500,000股僱員預留股份,則認購不足之僱員預留股份將撥入公開發售項下作為公開發售股份供公眾人士認購。

合資格僱員於進一步申請或表示有意認購於公開發售項下提呈發售的股份時在配額或分配方面不會獲優待。

丁. 補充資料

倘刊發有關招股章程的任何補充文件,則已遞交申請的申請人可能會或未必會獲知會(視乎補充文件所載資料而定)可撤回申請。倘申請人未曾獲通知,或倘申請人曾接獲通知但並無按照指定程序撤回申請,則所有已遞交的申請仍屬有效並可獲接納。除上述情況外,申請一經提出概不得撤回,而申請人將被視為已基於補充文件的招股章程提出申請。

戊. 填妥及提交本申請表格之效果

- 一經填妥及遞交本申請表格,即表示閣下:
- 保證在以此本申請表格提出申請時,閣下或閣下可能代其行事的任何人士均為合資格僱員;
 - 向本公司及本公司各股東表示同意,將依循及遵守香港公司條例及組織章程細則;
 - 確認閣下已細閱招股章程及本申請表格所載的條款及條件及申請程序,並同意受其約束;
 - 確認閣下已收到及/或閱覽招股章程,並依此招股章程所載的資料及陳述提出此項申請,而並無依賴招股章程任何補充文件以外有關本公司的任何其他資料或陳述;而閣下同意本公司、獨家保薦人、獨家全球協調人、公開發售包銷商及彼等各自的董事、高級職員、僱員、合夥人、代理人、顧問或參與全球發售的任何其他人士均須對該等其他資料或陳述承擔任何責任;
 - 確認閣下已知悉招股章程所披露有關全球發售的限制;
 - 同意本公司、董事、獨家保薦人、獨家全球協調人、公開發售包銷商、彼等各自的董事、高級職員、僱員、合夥人、代理人、顧問及參與全球發售的任何其他人士均須且將不會對招股章程(及其任何補充文件)未有載列的任何資料及陳述負責;
 - 同意應本公司、香港證券登記處、收款銀行、獨家保薦人、獨家全球協調人及/或公開發售包銷商及參與全球發售的任何其他人士以及彼等各自的要求,向彼等披露有關閣下或閣下為其利益而代為提出申請的人士的任何個人資料及其他任何資料;
 - 指示及授權本公司及作為本公司代理人的獨家保薦人、獨家全球協調人及/或公開發售包銷商(或彼等的代理人或代名人),為按照組織章程細則的規定登記閣下以閣下名義獲分配的任何僱員預留股份,以及為促使招股章程及本申請表格所述的安排生效,而代表閣下簽署任何文件及代表閣下採取一切所需行動;
 - 承諾為閣下登記為閣下獲分配的僱員預留股份的持有人以及按組織章程細則的規定,簽署所有文件以及採取一切所需行動;
 - 若香港境外任何地方的法例適用於閣下,則同意及保證閣下已遵守所有有關法例,及本公司、獨家保薦人、獨家全球協調人及公開發售包銷商以及彼等各自的高級職員或顧問概不會因接納閣下的購買要約,或閣下在招股章程所載的條款及條件相關的權利及責任所引致的任何行動,而違反香港境外的任何法例;
 - 同意(在不影響閣下可能享有的任何其他權利下)閣下的申請一經獲接納,即不得因無意的失實陳述而撤銷;
 - (倘由代理人代表閣下提出申請)保證閣下已有效及不可撤回地賦予該名代理人提出申請所需的一切權力及授權;
 - 同意閣下的申請、申請的接納及據此訂立的合約將受香港法例規管,並按其詮釋;
 - 聲明保證及承諾閣下明白僱員預留股份並無亦不會根據美國證券法登記,而在填寫本申請表格時,閣下及閣下代為或為其利益而申請僱員預留股份的任何人士均身處美國境外(定義見S規例),或屬S規例第902條第(h)(3)段所述的人士;
 - 保證本申請表格所載的資料為真實準確;
 - 保證本申請表格以粉紅色申請表格為閣下的利益已經或將會提出的唯一申請;
 - 承諾及同意接納所申請數目或根據申請分配予閣下的較少數目的僱員預留股份;

- 授權本公司將閣下的姓名列載於本公司的股東名冊,作為閣下獲分配的任何僱員預留股份的香港持有人,及(在本申請表格及招股章程所載條款及條件的規限下)授權本公司及/或其代理人以平郵方式及按照申請指示地址,向閣下發送任何股票及/或任何退款支票(視適用情況而定),郵誤風險概由閣下承擔;
- 授權本公司代表閣下與各董事及高級職員訂立合約,據此各有關董事及高級職員承諾將按組織章程大綱及組織章程細則規定,履行及遵守其對本公司股東應負的責任;及
- 明白本公司及獨家全球協調人將依據此等聲明及陳述,以決定是否因應本申請分配任何僱員預留股份,而閣下如作出虛假聲明,可能會被檢控。

本公司、獨家保薦人、獨家全球協調人、公開發售包銷商及彼等各自的董事、高級職員、顧問、代理人及參與全球發售的任何人士均有權依賴閣下在本申請中所作的任何保證、陳述或聲明。

己. 授權書

如閣下透過有效授權書正式授權的人士提出申請,本公司及獨家全球協調人(或彼等各自的代理人或代名人)可在符合彼等認為適當的任何條件(包括出示閣下的代表已獲授權的證明)的情況下酌情接納或拒絕閣下的申請。獨家全球協調人作為本公司代理人可全權酌情決定全部或部分接納或拒絕任何申請,而毋須申述任何理由。

庚. 發售價的釐定

預期發售價由獨家全球協調人(代表包銷商)與本公司於定價日之前以協議形式釐定,定價日目前定於二零一三年七月五日(星期五)或其前後,最遲為二零一三年七月八日(星期一)。詳情請參閱招股章程「全球發售的架構及條件」一節。

僱員預留股份及香港公開發售股份的分配

本公司於截止辦理申請登記後方會開始處理僱員預留股份申請及分配任何該等僱員預留股份。本公司預期於二零一三年七月十日(星期三)於英文電報(英文)及星島日報(中文)以及香港聯交所網站(www.hkexnews.hk)及本公司網站(www.s-culture.com)公佈最終發售價、國際配售之踴躍程度及僱員優先發售項下僱員預留股份的分配基準。

按招股章程「如何申請公開發售股份及僱員預留股份—7. 分配結果」一節所述,僱員預留股份分配結果,以及成功申請人的香港身份證號碼、護照號碼將可透過多種渠道查閱,包括聯交所網站(www.hkexnews.hk)及本公司網站(www.s-culture.com)。

如閣下成功申請認購(全部或部分)僱員預留股份

本公司不會就股份發出任何臨時所有權文件。僅當公開發售在所有方面成為無條件且未行使招股章程中「包銷一節的安插及支銷—公開發售—終止理由」分節所述的終止理由,股票方於二零一三年七月十一日(星期四)上午8時正成為有效的所有權證書。投資者如在收取股票前或在股票成為有效之所有權證書前買賣股份,所有風險概由投資者自行承擔。繳付申請款項將不獲發收據。

倘閣下的申請全部或部分獲接納,股票將於發售日期按閣下之申請表格指定的地址以平郵寄發予閣下,郵誤風險概由閣下自行承擔,倘閣下選擇親身領取,閣下不得授權他人代為領取。閣下在領取時均須出示卓佳證券登記有限公司認可的身份證明文件。倘閣下並未在指定領取時間內親身領取閣下的股票,則該等股票將隨即以平郵寄往有關申請表格所指示地址,郵誤風險概由閣下承擔。

導致閣下不獲分配僱員預留股份之情況

- 閣下可能基於下列任何理由而不獲分配僱員預留股份:
- 本公司、獨家保薦人、獨家全球協調人及/或公開發售包銷商或彼等各自的代理人或代名人酌情拒絕閣下的申請:
 - 本公司及獨家全球協調人(代表包銷商)(作為本公司代理人)或彼等各自的代理人或代名人可全權酌情拒絕或接納任何申請或僅接受部分申請,而毋須拒絕或接納任何申請解釋原因。
 - 閣下的申請因下列情況而被拒絕:
 - 閣下的申請屬或疑屬重複申請;
 - 閣下的申請表格並未根據本申請表格所列指示正確填妥或並非按申請表格列表所載數目申請認購股份;
 - 閣下未有以正確方式付款;
 - 閣下以支票或銀行本票付款而該支票或銀行本票在第一次提呈付款時未能兌現;
 - 閣下申請超過僱員優先發售項下可供認購的僱員預留股份總數;或
 - 本公司、獨家保薦人及獨家全球協調人認為接納閣下的申請會違反適用證券法律、規則或規例,或違反接受閣下申請或申請表格所載閣下地址所在司法權區的其他法律、規則或規例。
 - 僱員優先發售並未成為無條件:
 - 倘出現下列情況,則僱員優先發售不會成為無條件:
 - 公開發售包銷協議及/或國際配售包銷協議並無成為無條件;或
 - 公開發售包銷協議及/或國際配售包銷協議已根據各自的條款遭終止。
 - 倘閣下的申請被撤回:
 - 本申請表格一經填妥及遞交,即表示閣下同意,不得於開始登記認購申請起計第五日或之前(就此而言不包括任何非營業日)撤回閣下的申請。此附屬合約的代價為,除按照招股章程所述程序發售外,本公司同意不會於開始登記認購申請起計第五日或之前(就此而言不包括任何非營業日)向任何人士發售任何公開發售股份。
 - 根據本公司第40條對招股章程負責的人士如根據該條規定發出公開通知,免除或限制其對招股章程所負責任,閣下方可於開始登記認購申請起計第五日或之前(就此而言不包括任何非營業日)撤回閣下提出的申請。倘就本招股章程發出任何補充文件,已遞交申請的申請人可能或可能不會獲通知需確認其申請(視乎補充文件所載資料而定)。
 - 倘申請人接獲通知但並未根據所獲通知的程序確認其申請,未獲確認的所有申請將屬無效。除上文所述者外,申請一經提出即不可撤回,且申請人將被視為按已增補的招股章程提出申請。認購申請一經接納,概不得撤回。就此而言,當分配結果在報章上公佈後,未被拒絕受理的申請即屬已獲接納,而當分配基準有待決定或若干條件或規定以抽籤方式分配,則該項接納將分別須待該等條件達成後方可作實或須視乎抽籤結果而定。
 - 僱員預留股份的分配失效:
 - 倘聯交所上市委員會(「上市委員會」)於下列時間尚未批准股份上市,則分配予閣下的僱員預留股份將告無效:
 - 截止登記認購申請後三星期內;或
 - 如上市委員會在截止登記認購申請後三星期內知會本公司延長有關期間,則為不超過六個星期的較長期間。
 - 倘:
 - 閣下根據僱員優先發售提出重複或疑屬重複申請;
 - 閣下並無根據本申請表格所列指示正確填妥或並非按申請表格列表所載數目申請認購股份;
 - 閣下未有以正確方式付款,或閣下以支票或銀行本票付款而該支票或銀行本票在第一次提呈付款時未能兌現;
 - 公開發售包銷協議及國際配售包銷協議並無成為無條件;
 - 公開發售包銷協議及國際配售包銷協議已根據各自條款遭終止;或
 - 本公司、獨家保薦人及獨家全球協調人相信接納閣下的申請會違反適用證券法律、規則或規例,或違反接受閣下申請或申請表格所載閣下地址所在司法權區的其他法律、規則或規例。

閣下如為合資格僱員，請使用本申請表格

退還款項

如閣下因上述任何原因而未獲得任何僱員預留股份，閣下的申請款項，包括有關的1.0%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費，將不計利息退還予閣下。

如閣下的申請僅獲部分接納，閣下申請款項的適當部分，包括有關的1.0%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費，將不計利息退還予閣下。如最終釐定的發售價低於申請人於申請時支付的每股股份2.13港元（不包括1.0%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費），則閣下多繳的申請款項，連同有關的1.0%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費，將不計利息退還予閣下。

於寄發退款支票日期前該等款項應計的一切利息將撥歸本公司所有。在出現涉及大量超額認購的特殊情況下，本公司及獨家全球協調人可酌情決定將僱員預留股份的若干小額申請支票不予過戶（成功申請除外）。

退款支票將劃線註明「只准入抬頭人賬戶」，並以閣下作為收款人。閣下所提供閣下的香港身份證／護照號碼的一部分或會印於閣下的退款支票（如有）。有關資料亦將會轉交予第三方作退款用途。在兌現退款支票前，閣下的銀行或會要求核實閣下的香港身份證／護照號碼。

閣下的香港身份證／護照號碼填寫不正確或會導致閣下的退款支票（如有）兌現延誤或失效。

任何退款支票將以平郵寄發予閣下，郵誤風險概由閣下自行承擔。退還申請款項（如有）將於二零一三年七月十日（星期三）按招股章程所述各種安排進行。倘閣下選擇親身領取，則閣下不得授權他人代為領取。個人申請人在領取時均須出示卓佳證券登記有限公司認可的身份證明文件。倘閣下並未在指定領取時間親身領取閣下的退款支票，則該等退款支票將隨即以平郵發送至上列申請表格所示地址，郵誤風險概由閣下承擔。本公司擬作出特別安排，避免不當延遲退還申請款項（如適用）。

個人資料

香港法例第486章香港個人資料（私隱）條例（「條例」）中的主要條文已於1996年12月20日在香港生效。此個人資料收集聲明旨在向公眾發售股份的申請人及持有人說明本公司及香港證券登記處就個人資料及條例而訂制的政策及措施。

(a) 收集閣下個人資料的原因

證券申請人或證券登記持有人在申請證券或將證券轉入其名下或轉讓予他人，或要求香港證券登記處提供其他服務時，須不時向本公司及香港證券登記處提供最新的正確個人資料。未能提供所需資料可導致本公司或香港證券登記處拒絕受理閣下的證券申請或延誤或無法進行過戶或提供其他服務，亦可能會阻礙或延誤登記或轉讓閣下申請的公開發售股份及／或發送閣下應得的股票及／或退款支票。證券持有人所提供的個人資料如有任何不正確之處，必須即時知會本公司及香港證券登記處。

(b) 目的

證券的申請人及持有人的個人資料可基於下列目的以任何方式被使用、持有及／或保存：

- 處理閣下的申請及退款支票（如適用），及核實有否遵照本申請表格及招股章程所載的條款及申請手續，以及公佈公開發售股份的分配結果；

- 確保遵守香港及其他地方的一切適用法例及規例；
- 登記新發行證券或將證券轉入證券持有人名下或由其名下轉讓予他人（包括（如適用）以香港結算代理人的名義）；
- 保存或更新本公司的證券持有人名冊；
- 核實或協助核實簽名、任何其他核證或交換資料；
- 確定本公司證券持有人可享有的利益，如股息、供股及紅股派發；
- 寄發本公司及其附屬公司的公司通訊；
- 編撰統計資料及股東資料；
- 遵照任何法例、規則或條例的規定作出披露；
- 透過於報章公佈或其他方式披露成功申請人士的身份；
- 披露有關資料以便提出權益索索；及
- 與上述有關的任何其他附帶或相關用途及／或使本公司及香港證券登記處履行彼等對證券持有人及／或監管機構的責任及／或證券持有人不時同意的其他用途。

(c) 轉交個人資料

本公司及香港證券登記處所持有的證券申請人及持有人的個人資料將會保密，但本公司及香港證券登記處可能會為上述目的或其中任何一項作出必要的查詢，以確定個人資料的準確性，尤其可能會向下列任何或所有人士及實體披露、索取或轉交證券申請人及持有人的個人資料（不論在香港或外地）：

- 本公司或其委任的代理，如財務顧問及收款銀行及海外主要股份過戶登記處；
- 倘申請人要求將公開發售股份存入中央結算系統時，則香港結算及香港結算代理人可就中央結算系統的運作使用該等個人資料；
- 任何向本公司或本公司附屬公司及／或香港證券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、承包商或第三方服務供應商；
- 聯交所、證監會及任何其他法定、監管或政府機關；及
- 任何與證券持有人有業務往來或擬有業務往來的其他人士或機構，例如銀行、律師、會計師或股票經紀等。

(d) 查閱及更正個人資料

條例賦予證券申請人及持有人權利查核本公司及／或香港證券登記處是否持有其個人資料，並有權索取資料副本及更正任何不正確資料。

根據條例，本公司及香港證券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資料政策及慣例或所持資料類別的要求，應根據條例規定向本公司的公司秘書或（視情況而定）香港證券登記處屬下的私隱條例事務主任提出。

閣下簽署本申請表格，即表示同意上述各項。

閣下如何提出申請

1. 按照下表計算閣下擬申請認購的僱員預留股份數目的應繳股款。閣下申請股數最少必須為2,000股僱員預留股份。申請認購股數必須按照下文「可供申請認購僱員預留股份數目及應繳款項」一表載列的其中一個股份數目提出。申請認購任何其他數目的僱員預留股份將不予考慮，而任何有關申請將概不受理。閣下可申請認購最多500,000股僱員預留股份。下表列出申請認購最多500,000股僱員預留股份的該等僱員預留股份數目的應繳股款總額。閣下須繳付最高發售價每股僱員預留股份2.13港元，另加1.0%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費。

2. 按照指示正確填寫並簽署表格。只接納親筆簽名。

3. 股款須緊釘於表格上。申請股份的股款必須以一張支票或一張銀行本票支付。每份申請必須附有單獨開出的一張支票或一張銀行本票。

倘閣下以支票付款，則該支票必須：

- 為港元支票；
- 不得為期票；
- 由閣下在香港持牌銀行的港元銀行賬戶開出；
- 顯示閣下的賬戶名稱，而該賬戶名稱必須預印在支票上，或由有關銀行授權人在該支票背面簽署證明賬戶。該賬戶名稱必須與閣下的申請表格所示姓名／名稱相同。如屬聯名申請，該賬戶名稱必須與排名首位申請人的姓名／名稱相同；
- 註明抬頭人為「東亞銀行受託代管有限公司－港大零售公開發售」；及
- 劃線註明「只准入抬頭人賬戶」。

下列情況將導致閣下之申請不獲接納：

- 支票未能符合所有上述規定；或
- 支票首次過戶時未獲兌現。

倘閣下以銀行本票付款，則銀行本票必須：

- 為港元銀行本票；
- 不得為期票；
- 由香港持牌銀行發出並由銀行的授權人在銀行本票背面簽署證明閣下姓名。銀行本票所顯示姓名須與本申請表格所填寫的姓名相同；
- 註明抬頭人為「東亞銀行受託代管有限公司－港大零售公開發售」；及
- 劃線註明「只准入抬頭人賬戶」。

倘閣下的銀行本票不符合所有有關要求，則閣下的申請將不獲受理。

4. 將本申請表格，對摺一次，並於二零一三年七月三日（星期三）下午4時正前交回本公司總部，地址為香港新界葵涌葵德街15-32號葵德工業中心2座11樓F-1室。

5. 登記認購申請將於二零一三年七月四日（星期四）上午11時45分至中午12時正期間開始辦理，惟視乎當日天氣情況而定。如香港於二零一三年七月四日（星期四）上午9時正至中午12時正內任何時間懸掛下列警告信號，將不會開放登記申請：

- 八號或以上熱帶氣旋警告信號；或
- 「黑色」暴雨警告信號；

改為在下一個營業日（當日上午9時正至中午12時正內任何時間並無懸掛上述任何一項警告）上午11時45分至中午12時正期間進行申請認購登記。

營業日乃指除星期六、星期日或香港公眾假期以外之日子。

6. 本公司保留閣下的所有或任何股款過戶的權利。閣下將不獲發付款收據。本公司將保留閣下的申請股款（如屬退款，則計至退款支票發送日期止）的應得利息。在閣下的支票或銀行本票過戶前，本公司亦有權保留任何股票及／或任何多收的申請認購款項或退款。

可供申請認購僱員預留股份數目及應繳款項

申請認購的僱員預留股份數目		申請認購的僱員預留股份數目		申請認購的僱員預留股份數目		申請認購的僱員預留股份數目	
份數目	申請時應繳款項	份數目	申請時應繳款項	份數目	申請時應繳款項	份數目	申請時應繳款項
	港元		港元		港元		港元
2,000	4,302.94	14,000	30,120.58	50,000	107,573.53	200,000	430,294.08
4,000	8,605.89	16,000	34,423.52	60,000	129,088.22	300,000	645,441.12
6,000	12,908.82	18,000	38,726.47	70,000	150,602.93	400,000	860,588.16
8,000	17,211.76	20,000	43,029.41	80,000	172,117.63	500,000*	1,075,735.20
10,000	21,514.71	30,000	64,544.12	90,000	193,632.34		
12,000	25,817.65	40,000	86,058.82	100,000	215,147.04		

* 閣下可申請的僱員預留股份最高數目。