



Yadea Group Holdings Ltd.

雅迪集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Number of Offer Shares under the Global Offering	: 750,000,000 Shares (including 720,000,000 New Shares and 30,000,000 Sale Shares, subject to the Over-allotment Option)
全球發售項下發售股份數目	: 750,000,000股股份(包括720,000,000股新股份及30,000,000股待售股份，視乎超額配股權行使與否而定)
Number of Hong Kong Offer Shares	: 75,000,000 Shares (subject to adjustment)
香港發售股份數目	: 75,000,000股股份(可予調整)
Number of International Offer Shares	: 675,000,000 Shares (including 645,000,000 New Shares and 30,000,000 Sale Shares, subject to adjustment and the Over-allotment Option)
國際發售股份數目	: 675,000,000股股份(包括645,000,000股新股份及30,000,000股待售股份，可予調整及視乎超額配股權行使與否而定)
Maximum Offer Price	: HK\$2.48 per Offer Share, plus a brokerage of 1.0%, an SFC transaction levy of 0.0027% and a Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
最高發售價	: 每股發售股份2.48港元，另加1.0%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費(須於申請時以港元繳足，多繳款項可予退還)
Nominal value	: US\$0.00001 per Share
面值	: 每股股份0.00001美元
Stock code	: 1585
股份代號	: 1585

Please read carefully the prospectus of Yadea Group Holdings Ltd. (the “Company”) dated May 9, 2016 (the “Prospectus”) (in particular, the section on “How to Apply for the Hong Kong Offer Shares” in the Prospectus) and the guidelines on the back of this Application Form before completing this Application Form. Terms used in this Application Form shall have the same meanings as those defined in the Prospectus unless defined herein.

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 this Application Form.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the section headed “Documents Delivered to the Registrar of Companies and Available for Inspection – A. Documents delivered to the Registrar of Companies” in Appendix V to the Prospectus have been registered by the Registrar of Companies as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance of Hong Kong. The Securities and Futures Commission (the “SFC”) and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed “Personal Information Collection Statement” which sets out the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

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 Hong Kong 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 Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur. No public offering of the Offer Shares will be made in the United States.

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.

To: Yadea Group Holdings Ltd.
China Securities (International) Corporate Finance Company Limited
J.P. Morgan Securities (Asia Pacific) Limited
Huatai Financial Holdings (Hong Kong) Limited
Alliance Capital Partners Limited
Hong Kong Underwriters

在填寫本申請表格前，請細閱雅迪集團控股有限公司(「本公司」)日期為2016年5月9日的招股章程(「招股章程」)。尤其是招股章程「如何申請認購香港發售股份」一節，及本申請表格背面的指引。除非另有界定，否則本申請表格所用詞語與招股章程所界定者具相同涵義。

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，並明確表示概不就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。

本申請表格連同白色及黃色申請表格、招股章程及招股章程附錄五(送呈公司註冊處處長及備查文件—A.送呈公司註冊處處長文件)一節所列其他文件，已遵照香港公司(清盤及雜項條文)條例第342C條的規定，送呈公司註冊處處長登記。證券及期貨事務監察委員會(「證監會」)及香港公司註冊處處長對該等文件的任何內容概不負責。

閣下請留意「個人資料收集聲明」一段，當中載有本公司及其香港股份過戶登記處有關個人資料及遵守個人資料(私隱)條例的政策及常規。

本申請表格或招股章程所載者概不構成出售要約或要約購買的游說，而在任何作出有關要約、游說或出售即屬違法的司法權區內，概不得出售任何香港發售股份。本申請表格及招股章程不得在美國境內直接或間接派發，而此項申請亦並非在美國境內發售的要約。發售股份並不會根據美國證券法或美國任何州證券法登記，且不得在美國境內發售、出售、抵押或轉讓。惟根據美國證券法及適用美國州證券法獲豁免登記規定或並非受該等登記規定規限的交易除外。發售股份依據美國證券法S規例以及進行發售及出售的司法權區適用法例於離岸交易中在美國境外發售及出售。將不會於美國進行發售股份的公開發售。

在任何根據有關司法權區法律不得發售、派發或複製本申請表格及招股章程之司法權區內，本申請表格及招股章程概不得以何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的全部或部分。如未能遵守此項指令，可能違反美國證券法或其他司法權區的適用法律。

致：雅迪集團控股有限公司
中信建投(國際)融資有限公司
摩康大通證券(亞太)有限公司
華泰金融控股(香港)有限公司
同業證券有限公司
香港包銷商

吾等確認，吾等已(i)遵守電子公開發售指引及透過銀行/股票經紀遞交電子首次公開發售申請的運作程序以及與吾等就香港公開發售提供網上白表服務有關的所有適用法例及規例(法定或其他)；及(ii)細閱招股章程及本申請表格所載的條款及條件及申請手續，並同意受其約束。為代表與本申請有關的每一相關申請人作出申請，吾等：

- 按照招股章程及本申請表格的條款及條件，並在組織章程大綱及細則的規限下，申請以下數目的香港發售股份；
- 隨附申請香港發售股份所需的全數付款(包括1.0%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)；
- 確認相關申請人已承諾及同意接納每根據本申請所申請的香港發售股份，或彼等根據本申請獲分配的任何較少數目香港發售股份；
- 授權 貴公司將相關申請人的姓名/名稱列入 貴公司股東名冊內，作為任何將配發予相關申請人的香港發售股份的持有人，並(在符合本申請表格所載的條款及條件的情況下)根據本申請表格及招股章程所載程序寄發任何股票及/或任何退款支票及/或電子自動退款指示(如適用)；
- 要求將任何電子自動退款指示發送到相關申請人以單一銀行賬戶繳交申請款項的申請付款銀行賬戶內；
- 要求任何以多個銀行賬戶繳交申請款項的申請人的退款支票以相關申請人為抬頭人，並根據本申請表格及招股章程所述程序將任何有關退款支票以普通郵遞方式寄發到相關申請人的申請指示所列的地址，郵誤風險概由該相關申請人承擔；
- 確認各相關申請人已細閱並同意遵守本申請表格及招股章程所載的條款、條件及申請手續；
- 聲明、保證及承諾向為其利益提出本申請的各相關申請人配發或由為其利益提出本申請的各相關申請人申請香港發售股份，不會引致 貴公司須遵從香港以外任何地區的任何法律或規例的任何規定(不論是否具法律效力)；及
- 同意本申請、對本申請的任何接納及據此訂立的合約，將受香港法例規管及按其詮釋。

Signature
簽名

Name of signatory
簽署人姓名

Date
日期

Capacity
身份

2 We, on behalf of the underlying applicants, offer to purchase 吾等(代表相關申請人)提出認購

Total number of Shares 股份總數	Hong Kong Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form. 香港發售股份(代表相關申請人提出認購，其詳細資料載於連同本申請表格遞交的唯讀光碟)。
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3 A total of 隨附合共

cheque(s) 張支票	Cheque number(s) 支票編號
are enclosed for a total sum of 其總金額為	Name of bank 銀行名稱
HKS 港元	

4 Please use BLOCK letters 請用正楷填寫

Name of HK eIPO White Form Service Provider 網上白表服務供應商名稱	HK eIPO White Form Service Provider ID 網上白表服務供應商識別編號		
Chinese Name 中文名稱			
Name of contact person 聯絡人士姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼	
Address 地址	For Broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交		
	Broker No. 經紀號碼		
	Broker's Chop 經紀印章		
For bank use 此欄供銀行填寫			

GUIDELINES TO COMPLETING THIS APPLICATION FORM

References to boxes below are to the numbered boxes on this Application Form.

1 Sign and date the Application Form in Box 1. Only a written signature will be accepted.

The name and the representative capacity of the signatory should also be stated.

To apply for Hong Kong Offer Shares using this Application Form, you must be named in the list of eIPO Service Providers who may provide **HK eIPO White Form** services in relation to the Hong Kong Public Offering, which was released by the SFC.

2 Put in Box 2 (in figures) the total number of Hong Kong Offer Shares for which you wish to apply on behalf of the underlying applicants.

Application details of the underlying applicants on whose behalf you are applying must be contained in one data file in read-only CD-ROM format submitted together with this Application Form.

3 Complete your payment details in Box 3.

You must state in this box the number of cheques you are enclosing together with this Application Form; and you must state on the reverse of each of those cheques (i) your **HK eIPO White Form** Service Provider ID; and (ii) the file number of the data file containing application details of the underlying applicant(s).

The dollar amount(s) stated in this box must be equal to the amount payable for the total number of Hong Kong Offer Shares applied for in Box 2. All cheque(s) and this Application Form together with a sealed envelope containing the CD-ROM, if any, must be placed in the envelope bearing your company chop.

For payments by cheque, the cheque must:

- be in Hong Kong dollars;
- not be post dated;
- be drawn on a Hong Kong dollar bank account in Hong Kong;
- show your (or your nominee's) account name;
- be made payable to "Horsford Nominees Limited – Yadea Public Offer";
- be crossed "Account Payee Only"; and
- be signed by the authorized signatory of the **HK eIPO White Form** Services Provider. Your application may be rejected if any of these requirements is not met or if the cheque is dishonored on its first presentation.

It is your responsibility to ensure that details on the cheque(s) submitted correspond with the application details contained in the CD-ROM or data file submitted in respect of this application. The Company and the Joint Global Coordinators have full discretion to reject any applications in the case of discrepancies.

No receipt will be issued for sums paid on application.

4 Insert your details in Box 4 (using BLOCK letters).

You should write the name, ID and address of the **HK eIPO White Form** Service Provider in this box. You should also include the name and telephone number of the contact person at your place of business and where applicable, the Broker No. and Broker's Chop.

Personal Information Collection Statement

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

1. Reasons for the collection of your personal data

From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and/or the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.

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

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

2. Purposes

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

- processing of your application and/or e-Auto Refund payment instructions and/or refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocations of the Hong Kong Offer Shares;
- enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of holders of securities including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the registers of holders of securities of the Company;
- conducting or assisting to conduct signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and securities holder profiles;
- making disclosures as required by laws, rules or regulations;
- 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 any other purpose to which the holders of securities may from time to time agree.

3. Transfer of personal data

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

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

4. Retention of personal data

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

5. Access to and correction of personal data

The Ordinance provides the applicants and the holders of securities with rights to ascertain whether the Company and/or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. 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 and the kinds of data held should be addressed to the Company for the attention of the Company secretary or (as the case may be) the Hong Kong Share Registrar for the attention of the Privacy Compliance Officer for the purposes of the Ordinance.

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

填寫本申請表格的指引

下文各欄描述的號碼乃本申請表格中各欄的編號。

1 在申請表格欄1簽署及填上日期。只接受親筆簽名。

另須註明簽署人的姓名／名稱及代表身份。

如欲使用本申請表格申請香港發售股份，閣下必須為名列於證監會公佈的電子首次公開發售服務供應商名單內可以就香港公開發售提供網上白表服務的供應商。

2 在欄2填上閣下欲代表相關申請人申請認購的香港發售股份總數(以數字填寫)。

閣下代相關申請人作出申請的申請資料，必須包含於連同本申請表格一併遞交的唯讀光碟格式的一個資料檔案內。

3 在欄3填上閣下付款的詳細資料。

閣下必須在本欄註明閣下連同本申請表格隨附的支票數目；及閣下必須在每張支票的背面註明(i) 閣下的網上白表服務供應商識別編號；及(ii)載有相關申請人的申請詳細資料的資料檔案的檔案編號。

本欄所註明的金額必須與欄2所申請認購的香港發售股份總數應付的金額相同。所有支票及本申請表格連同裝有唯讀光碟的密封信封(如有)必須放進蓋有閣下公司印章的信封內。

如以支票繳付股款，該支票必須：

- 為港元支票；
- 不得為期票；
- 由在香港開設的港元銀行賬戶付款；
- 顯示閣下(或閣下代名人)的賬戶名稱；
- 註明抬頭人為「浩豐代理人有限公司－雅迪公開發售」；
- 劃線註明「只准入抬頭人賬戶」；及
- 由網上白表服務供應商的授權簽署人簽署。倘未能符合任何此等規定或倘支票首次過戶不獲兌現，閣下的申請可能會遭拒絕受理。

閣下有責任確保所遞交的支票上的詳細資料與就本申請遞交的唯讀光碟或資料檔案所載的申請詳細資料相同。倘出現差異，本公司及聯席全球協調人有絕對酌情權拒絕接受任何申請。

申請時繳付的金額將不會獲發收據。

4 在欄4填上閣下的詳細資料(用正楷填寫)。

閣下必須在本欄填上網上白表服務供應商的名稱、識別編號及地址。閣下亦必須填寫閣下營業地點的聯絡人士的姓名及電話號碼及(如適用)總紀號碼及經紀印章。

個人資料收集聲明

個人資料(私隱)條例(「條例」)中的主要條文於1996年12月20日在香港生效。此份個人資料收集聲明是向股份申請人及持有人說明本公司及香港股份過戶登記處有關個人資料及條例的政策及慣例。

1. 收集閣下個人資料之原因

證券申請人或證券登記持有人申請證券或將證券轉往其名下，或將名下證券轉讓予他人，或要求香港股份過戶登記處提供服務時，須不時向本公司及／或香港股份過戶登記處提供其最新的正確個人資料。

若未能提供所需資料，可能會導致閣下的證券申請遭拒絕受理或本公司及／或香港股份過戶登記處延遲或不能使證券過戶生效或提供其他服務，亦可能妨礙或延誤閣下成功申請的香港發售股份的登記或過戶及／或妨礙或延誤寄發股票，及／或發送電子自動退款指示，及／或寄發閣下應得的退款支票。

證券申請人及持有人提供的個人資料如有任何不確，必須即時知會本公司及香港股份過戶登記處。

2. 資料用途

證券申請人及持有人之個人資料可被採用及以任何方式持有及／或保存，以作下列用途：

- 處理閣下的申請及／或電子自動退款指示及／或退款支票(如適用)、核實是否遵守本申請表格及招股章程所載條款及申請手續以及公佈香港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律及法規；
- 以證券持有人包括香港結算代理人(如適用)名義登記新發行證券或轉讓或受讓證券；
- 保存或更新本公司證券持有人名冊；
- 進行或協助進行簽名核對、任何其他核對或交換資料；
- 確定本公司證券持有人的受益權利，例如股息、供股及紅股等；
- 寄發本公司及其附屬公司的通訊；
- 編製統計資料及證券持有人資料；
- 遵照法例、規則或規例的要求作出披露；
- 披露有關資料以便作出權益索償；及
- 與上述有關的任何其他附帶或相關目的及／或致使本公司及香港股份過戶登記處能夠履行彼等對證券持有人及／或監管機構的義務及證券持有人不時同意的任何其他目的。

3. 轉交個人資料

本公司及香港股份過戶登記處會將其持有證券申請人及持有人的個人資料保密，但本公司及其香港股份過戶登記處可能會就上述目的或上述任何目的作出彼等認為必要的查詢以確認個人資料的準確性，尤其可能會向下列任何及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(不論在香港境內或境外)：

- 本公司或其委任的代理，例如財務顧問、收款銀行及主要海外股份過戶登記處；
- 倘證券申請人要求將證券存入中央結算系統，向香港結算或香港結算代理人披露，而彼等將會就中央結算系統的運作而使用個人資料；
- 任何向本公司及／或香港股份過戶登記處提供與其各自業務運作有關的行政、電訊、電腦、付款或其他服務的代理、承包商或第三方服務供應商；
- 任何監管或政府機關(包括聯交所及證監會)；及
- 與證券持有人有或擬有業務往來的任何其他人士或機構，例如銀行、律師、會計師或股票經紀等。

4. 個人資料的保留

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

5. 查閱及更正個人資料

條例賦予證券申請人及持有人權利以確定本公司及／或香港股份過戶登記處是否持有其個人資料、索取有關資料及更正任何不確的資料。根據條例規定，本公司及香港股份過戶登記處有權就處理任何查閱資料的要求收取合理費用。根據條例，所有關於查閱資料或更正資料或索取關於政策及慣例及所持資料類別的資料的要求，應向本公司的公司秘書或(視情況而定)香港股份過戶登記處的私隱條例事務主任提出。

閣下簽署申請表格，即表示同意上述各項。

DELIVERY OF THIS APPLICATION FORM

This completed Application Form, together with the appropriate cheque(s) together with a sealed envelope containing the CD-ROM, must be submitted to the receiving bank by 4:00 p.m. on Thursday, May 12, 2016:

Standard Chartered Bank (Hong Kong) Limited
15th Floor, Standard Chartered Tower, 388 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong

遞交本申請表格

經填妥的本申請表格，連同適用支票及裝有相關唯讀光碟的密封信封，必須於2016年5月12日(星期四)下午四時正之前，送達收款銀行：

渣打銀行(香港)有限公司
香港九龍觀塘觀塘道388號渣打中心15樓