

THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED TO BE VALID.
本申請表格須整份交回方為有效。

IMPORTANT
重要提示

THIS APPLICATION FORM (“AAL”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE SHAREHOLDER(S) NAMED OVERLEAF ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 5 DECEMBER 2016.

本申請表格(「保證配額通知書」)具有價值,但不可轉讓,並僅供名列背頁之股東使用。申請須不遲於二零一六年十二月五日(星期一)下午四時正遞交。

IF YOU ARE IN ANY DOUBT ABOUT THIS AAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本保證配額通知書或應採取之行動有任何疑問,應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the circular of China Assets (Holdings) Limited dated Monday, 21 November 2016 (the “Circular”) unless the context otherwise requires.

除非文義另有所指,本保證配額通知書所用之詞彙與中國資本(控股)有限公司於二零一六年十一月二十一日(星期一)刊發之通函(「通函」)所界定者具有相同涵義。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this AAL, 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 AAL.

香港交易及結算所有限公司、聯交所及香港結算對本保證配額通知書之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本保證配額通知書全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

待發售股份獲准於聯交所上市及買賣及符合香港結算之證券收納規定,發售股份將獲香港結算接納為合資格證券,可由發售股份各自開始於聯交所買賣之日期或由香港結算釐定之其他日期起,於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易,須於其後第二個交收日在中央結算系統交收。所有中央結算系統活動均須遵守不時生效之中央結算系統一般規則及中央結算系統運作程序規則。閣下應就該等交收安排之詳情及該等安排如何影響閣下之權利及權益,諮詢持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

CHINA ASSETS (HOLDINGS) LIMITED
中國資本(控股)有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)

(Stock Code: 170)
(股份代號: 170)

Share registrar:
股份過戶登記處:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716號舖

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B overleaf by filling in this AAL. Subject as mentioned in the Circular, this offer is made to the Shareholders whose names were on the register of members of the Company, on the basis of two (2) Offer Shares for every five (5) Shares held on Wednesday, 16 November 2016. If you wish to apply for a number of Offer Shares which is more than your assured allotment shown in Box B overleaf, i.e. in excess of the Offer Shares in your assured allotment, you should also fill in the separate EAF, and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares applied for. If you wish to apply for any Offer Shares which is equal to or less than your assured allotment, you should complete and sign this AAL, and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. All remittance(s) for applications for Offer Shares in assured allotment must be in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “China Assets (Holdings) Limited – Provisional Allotment Account” and crossed “Account Payee Only” and comply with the procedures set out in the enclosed sheet.

閣下有權透過填寫本保證配額通知書申請相等於或少於背頁乙欄所列閣下保證配額之任何發售股份數目。在通函所述者之規限下,本要約乃按於二零一六年十一月十六日(星期三)每持有五(5)股股份獲發兩(2)股發售股份之基準,向名列本公司股東名冊之股東作出。倘閣下欲申請發售股份數目多於背頁乙欄所列閣下保證配額之發售股份數目(即超出閣下保證配額之發售股份),則閣下亦須另行填寫額外申請表格,並連同就所申請額外發售股份涉及之全數應繳款項之獨立股款一併交回。倘閣下欲申請相等於或少於閣下保證配額之任何發售股份,請填妥及簽署本保證配額通知書,並將表格連同所申請發售股份涉及之全數應繳款項之適當股款,交回本公司之股份過戶登記處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有申請保證配額發售股份之股款必須以港元繳付。支票或銀行本票必須由香港之持牌銀行開出或由香港之持牌銀行開出,並須註明抬頭人為「中國資本(控股)有限公司—暫定配額賬戶」及以「只准入抬頭人賬戶」方式劃線開出,並須遵守隨附文件所載手續。

All dates or deadlines specified in this AAL refer to Hong Kong local time.
本保證配額通知書所述之所有日期或限期均指香港本地時間。

No receipt will be given
將不另發收據

To: CHINA ASSETS (HOLDINGS) LIMITED
致: 中國資本(控股)有限公司

Dear Sirs,
I/We, being the Shareholder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$3.95 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D) overleaf. I/We apply for such Offer Shares on the terms and conditions of the Circular and subject to the articles of association of the Company. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for application set out in the enclosed sheet and agree to be bound thereby.

敬啟者:
本人/吾等為背頁所列股份之股東,現接納背頁乙欄(或倘已及僅填妥乙欄,則丁欄)指定之發售股份數目,並附上按每股發售股份3.95港元之價格計算須於申請時全數支付之應繳款項**。本人/吾等謹此依照通函所載之條款及條件,以及在貴公司之組織章程細則之規限下,申請此等發售股份。本人/吾等謹此自行授權貴公司將本人/吾等之姓名列入貴公司之股東名冊,作為此等發售股份之持有人,並授權貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等自行承擔。本人/吾等已細閱隨附文件所載各項條件及申請手續,並同意受其約束。

** Cheque or banker's cashier order should be crossed “Account Payee Only” and made payable to “China Assets (Holdings) Limited – Provisional Allotment Account” (see the section headed “PROCEDURES FOR APPLICATION” in the enclosed sheet).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「中國資本(控股)有限公司—暫定配額賬戶」為抬頭人劃線開出(請參閱隨附文件「申請手續」一節)。

Valid applications for a number of Offer Shares which is less than or equal to a Shareholder's assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes overleaf, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件已達成,股東有效申請少於或相等於其保證配額之發售股份數目將獲全數有效配發。倘背頁各欄內並無填上數目,則閣下將被視作申請就此支付之款項所代表之發售股份數目。倘股款少於上欄所填數目之發售股份所需支付之股款,則閣下將被視作申請本公司就此已收妥之款項所代表之發售股份數目。此項申請將被視作為申請完整之發售股份數目而作出。閣下不會就有關股款獲發任何收據。

AAI Number
保證配額通知書編號

Name(s) and address of Shareholder(s)
股東姓名及地址

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Box A Number of Shares registered in your name on Record Date
甲欄 於記錄日期以 閣下名義登記之股份數目

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Box B Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Monday, 5 December 2016
乙欄 閣下保證配額之發售股份數目(須不遲於二零一六年十二月五日(星期一)下午四時正申請時全數支付)

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Application can only be made by the registered Shareholder(s) named above.
Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$3.95)
僅名列本欄之已登記股東方可申請。
請於丁欄填寫所申請之發售股份數目及隨附之股款金額(以申請之發售股份數目乘以3.95港元計算)

Box C Amount payable if assured allotment applied for in full
丙欄 悉數申請認購保證配額時應繳款項

HKS 港元

Box D Number of Offer Shares applied for
丁欄 申請認購之發售股份數目

	Remittance enclosed 隨附股款 HKS 港元
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/banker's cashier order number 支票/銀行本票號碼	

Signature(s) of Shareholder(s)
(all joint Shareholders must sign)
股東簽署
(所有聯名股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Contact telephone no. 聯絡電話號碼: _____

Date 日期: _____

Please staple your payment here 請將 股款 緊釘在此

CHINA ASSETS (HOLDINGS) LIMITED
中國資本(控股)有限公司

CHINA ASSETS (HOLDINGS) LIMITED

中國資本(控股)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 170)

CONDITIONS

1. No Shareholder in a jurisdiction where the offer of the Offer Shares cannot lawfully be made is permitted to apply for any Offer Shares and/or excess Offer Shares.
2. No receipt will be issued for sums received on application but it is expected that share certificate(s) for any Offer Shares in respect of which the application is accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at his/her/their own risk, at the address(es) stated on this form.
3. Completion of this AAL will constitute an instruction and authority by the applicant(s) to the Company and/or Computershare Hong Kong Investor Services Limited or some person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this AAL or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Circular.
4. The applicants for the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares which they have applied for subject to the articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares and/or the excess Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the procedures set out herein. Completion and return of this AAL by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, the above warranty and representation.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this AAL.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this AAL the number of Offer Shares for which you wish to apply and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$3.95). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this AAL, this number should be inserted in Box D of this AAL. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your assured allotment set out in Box B of this AAL, i.e. the excess Offer Shares, you should use the separate EAF.

This AAL, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than 4:00 p.m. on Monday, 5 December 2016 (or such other time as the Company may announce). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "China Assets (Holdings) Limited – Provisional Allotment Account" and crossed "Account Payee Only". Unless this AAL together with the appropriate remittance shown in Box C or Box D (as the case may be) of this AAL has/have been received by 4:00 p.m. on Monday, 5 December 2016, your right to apply for the Offer Shares and/or the excess Offer Shares and all rights in relation thereto shall be deemed to have been declined.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may terminate the arrangements set out in the Underwriting Agreement by notice in writing issued to the Company at any time prior to 4:00 p.m. on Thursday, 8 December 2016 if there occurs:

- (i) an introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof); or
- (ii) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, industrial, economic, taxation, exchange control or currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing) or of the nature of any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict; or
- (iii) any act of God, fire, flood, explosion, epidemic, earthquake, nuclear or natural disaster, war, act of terrorism, riot, public disorder, civil commotion, strike or lock-out; or
- (iv) any suspension or a material limitation in trading in securities generally on the Stock Exchange, or a general moratorium on commercial banking activities in Hong Kong declared by the relevant authorities or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong.

and in the opinion of the Underwriter, such change could have a material and adverse effect on the business, financial or trading position or prospects of the Group as a whole or the success of the Open Offer or make it inadvisable or inexpedient to proceed with the Open Offer.

If, at or prior to 4:00 p.m. on Thursday, 8 December 2016:

- (i) the Company commits any material breach of or omits to observe any of the obligations, undertakings, representations or warranties expressed to be assumed by it under the Underwriting Agreement which breach or omission could have a material and adverse effect on its business, financial, prospects or trading position; or
- (ii) the Underwriter shall receive notification of, or shall otherwise become aware of, the fact that any of the representations or warranties contained in the Underwriting Agreement was, when given, untrue or inaccurate or misleading or would be untrue or inaccurate or misleading if repeated as provided in the Underwriting Agreement, and the Underwriter shall, in its absolute opinion, determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the business, financial or trading position or prospects of the Group taken as a whole or is otherwise likely to have a materially prejudicial effect on the Open Offer;

the Underwriter shall be entitled (but not bound) by notice in writing to the Company to terminate the Underwriting Agreement.

If the Underwriter terminates the Underwriting Agreement, the Open Offer will not proceed.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this AAL together with a cheque or banker's cashier order in payment for the Offer Shares applied for will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in this event the allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF OFFER SHARES

The Offer Shares, when allotted, issued and fully paid, shall rank *pari passu* in all respects with the Shares in issue. Holders of Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Offer Shares.

SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Open Offer, certificates for all Offer Shares (including the excess Offer Shares) are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Tuesday, 13 December 2016. Applicant(s) will only receive one share certificate for all the Offer Shares allotted and issued to him/her/it.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

Lodgement of this AAL purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

The AAL and any application for Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.