

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED  
本申請表格必須整份交回方為有效

Application Form Number  
申請表格編號

IMPORTANT  
重要提示

THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 26 FEBRUARY 2015.

本申請表格(「申請表格」)具有價值但不可轉讓,並僅供名列下文之合資格股東使用。二零一五年二月二十六日(星期四)下午四時正後不得提出申請。

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

閣下如對本申請表格或應採取之行動有任何疑問,應諮詢閣下之持牌證券交易商、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 prospectus of Prosperity Investment Holdings Limited dated 10 February 2015 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外,本申請表格所用之詞彙與嘉進投資國際有限公司\*於二零一五年二月十日刊發之章程(「章程」)所界定者具有相同涵義。

Dealings in the Shares and the Offer Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份及發售股份之買賣可透過中央結算系統進行結算,而有關結算安排之詳情及該等安排對閣下權利及權益可能產生之影響,閣下應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and 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、聯交所及香港結算對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of each of the Prospectus Documents, together with copies of the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix IV to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

各份章程文件之副本連同於章程附錄四「送呈香港公司註冊處處長文件」一段所述之文件之副本,已按照公司(清盤及雜項條文)條例第342C條之規定送呈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及香港公司註冊處處長對任何該等文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as 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 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲批准在聯交所上市及買賣,並符合香港結算之證券收納規定後,發售股份將獲香港結算接納為合資格證券,自發售股份在聯交所開始買賣當日或香港結算釐定之其他日期起可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易日在中央結算系統交收。所有於中央結算系統之活動均須依據不時有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進行。

Branch share registrar and transfer office in Hong Kong:  
Tricor Secretaries Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

香港股份過戶登記分處:  
卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心22樓



PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 310)

(於百慕達註冊成立之有限公司)

(股份代號: 310)

Registered office:  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

註冊辦事處:  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Head office and principal place of business in Hong Kong:  
Suite 2701  
Shui On Centre  
6-8 Harbour Road  
Wanchai  
Hong Kong

總辦事處兼香港主要營業地點:  
香港  
灣仔  
港灣道6-8號  
瑞安中心  
2701室

OPEN OFFER ON THE BASIS OF  
ONE OFFER SHARE FOR EVERY TWO EXISTING SHARES  
HELD ON THE RECORD DATE

按於記錄日期  
每持有兩股現有股份獲發一股發售股份之基準  
進行公開發售

APPLICATION FORM  
申請表格

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東姓名及地址

Number of Shares registered in your name on Thursday, 5 February 2015  
於二零一五年二月五日(星期四)以閣下名義登記之股份數目

Box A  
甲欄

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Thursday, 26 February 2015  
閣下獲保證配發之發售股份數目(須在不遲於二零一五年二月二十六日(星期四)下午四時正申請時繳足)

Box B  
乙欄

Amount payable on assured allotment when applied in full  
悉數申請認購保證配額時應繳款項

Box C  
丙欄

Number of Offer Shares applied for  
申請認購之發售股份之數目

Box D  
丁欄

Remittance enclosed  
隨附股款  
HK\$  
港元

Application can only be made by the registered Qualifying 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\$0.17).  
認購申請僅可由名列上文已登記之合資格股東作出。  
請於丁欄填寫所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.17港元計算)

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 above by filling in this Application Form. Subject to as mentioned in the Prospectus and this Application Form, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of one Offer Share for every two Shares held on Thursday, 5 February 2015. If you wish to apply for any Offer Share, you should complete and sign this Application Form 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 branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for application of Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "Prosperity Investment Holdings Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application for Offer Shares can be made by any person who is Excluded Shareholder.  
閣下可透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程及本申請表格所述者之規限下,有關要約乃向名列於本公司股東名冊且屬合資格股東之股東提呈,基準為按於二零一五年二月五日(星期四)每持有兩股現有股份獲保證配發一股發售股份。閣下如欲申請認購任何發售股份,應填妥及簽署本申請表格,並將表格連同就所申請認購發售股份應繳之全數適當股款,一併交回本公司之香港股份過戶登記分處卓佳秘書商務有限公司,地址為香港皇后大道東183號合和中心22樓。根據本申請表格申請認購發售股份之所有申請股款必須以港元支付,且須註明抬頭人為「Prosperity Investment Holdings Limited - Open Offer Account」以及「只准入抬頭人賬戶」方式劃線開出,並須連備背頁所載手續。任何為除外股東之人士不得申請認購發售股份。

\* For identification purpose only  
\* 僅供識別



## PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 310)

### CONDITIONS

1. No Excluded Shareholder is permitted to apply for any Offer Share.
2. No receipt will be issued in respect of any application monies received.
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Secretaries Limited or any person nominated by it for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form 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 Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable him/her/them to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the Bye-laws of the Company.
5. Your right to apply for the Offer Shares is not transferable.
6. The Company reserves the right to refuse any application for Offer Shares which does not comply with the procedures set out herein and in the Prospectus.
7. The Open Offer is conditional upon all conditions set out in the section headed "Conditions of the Open Offer" as set out in the Prospectus in particular, the Underwriting Agreement having become unconditional and not having been terminated by the Underwriters pursuant to the terms thereof on or before the Latest Time for Termination (see the section headed "Termination of the Underwriting Agreement" as set out in the Prospectus).
8. No person receiving a copy of the Prospectus and/or the Application Form in any territory outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of any person receiving the Prospectus and/or the Application Form outside Hong Kong wishing to make an application for the Offer Shares to satisfy himself/herself/itself before subscribing for the assured allotted Offer Shares, as to the full observance of the laws and regulations of all relevant jurisdiction, including obtaining any governmental or other consents, and to pay any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of this Application Form by any person outside Hong Kong will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

### 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 Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, you must enter in Box D of this Application Form the number of Offer Shares for which you wish to apply and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.17). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) 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 Application Form, this number should be inserted in Box D of this Application Form. 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.

This Application Form, when duly completed, to which the appropriate remittance should be stapled accordingly and folded once and must be returned to Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Thursday, 26 February 2015. All remittance(s) must be made in Hong Kong dollars and 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 "Prosperity Investment Holdings Limited — Open Offer Account" and crossed "Account Payee Only". Unless this Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Thursday, 26 February 2015, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

### TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination:

- (a) in the absolute opinion of Emperor Securities (for itself and on behalf of Opus Capital), the success of the Open Offer would be materially and adversely affected by:
  - (i) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of Emperor Securities (for itself and on behalf of Opus Capital) materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (ii) the occurrence of 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, economic, currency, market or other nature (whether or not of the same kind or nature with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of Emperor Securities (for itself and on behalf of Opus Capital) materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (iii) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
  - (iv) any act of god, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of Emperor Securities (for itself and on behalf of Opus Capital) materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (v) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
  - (vi) the commencement by any third party of any litigation or claim against any member of the Group which is or might be material to the Group taken as a whole; or
- (b) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the absolute opinion of Emperor Securities (for itself and on behalf of Opus Capital) makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (c) the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which in the absolute opinion of Emperor Securities (for itself and on behalf of Opus Capital) is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer,

the Underwriters shall be entitled by notice in writing by Emperor Securities (for itself and on behalf of Opus Capital) to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriters shall be entitled by notice in writing by Emperor Securities (for itself and on behalf of Opus Capital) to the Company to rescind the Underwriting Agreement if, prior to the Latest Time for Termination:

- (i) any material breach of any of the warranties or undertakings of the Company contained under the Underwriting Agreement comes to the knowledge of any of the Underwriters; or
- (ii) any Specified Event comes to the knowledge of any of the Underwriters.

Upon the giving of notice of termination, all obligations of the Underwriters and the Company under the Underwriting Agreement shall cease (without prejudice to the rights of any party in respect of antecedent breaches) provided that the Company shall remain liable to pay to the Underwriters the fees and expenses (other than the underwriting commission) payable by the Company pursuant to the Underwriting Agreement. If Emperor Securities (for itself and on behalf of Opus Capital) exercises such right, the Open Offer will not proceed.

Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be 4:00 p.m. on Tuesday, 3 March 2015) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

### CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders accompanying completed Application Form will be presented for payment upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or banker's cashier order will be honored on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

### STATUS OF THE OFFER SHARES

The Offer Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the then existing Shares in issue on the date of allotment of the Offer Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

### SHARE CERTIFICATES AND REFUND CHEQUES FOR THE OPEN OFFER

Subject to the fulfillment or waiver (as applicable) of the conditions precedent of the Open Offer as set out in the paragraph headed "Conditions of the Open Offer" in the Prospectus, share certificates for all fully-paid Offer Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Thursday, 5 March 2015. Only one share certificate will be issued for all Offer shares accepted by each applicant. Refund cheques will be posted on or before Thursday, 5 March 2015 by ordinary post to the applicant at their own risk if the Open Offer is terminated.

### GENERAL

Lodgment of this Application Form 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 (parties) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

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

\* For identification purpose only



## PROSPERITY INVESTMENT HOLDINGS LIMITED

### 嘉進投資國際有限公司\*

(於百慕達註冊成立之有限公司)  
(股份代號：310)

#### 條件

1. 除外股東不得申請認購任何發售股份。
2. 概不會就收到之任何申請認購款項發出收據。
3. 填妥本申請表格即構成申請人指示及授權本公司及／或卓佳秘書商務有限公司或由其提名之任何人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必要或合宜之所有其他事宜，以根據章程所述之安排，將所申請認購之數目或任何較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼／彼等登記成為所申請認購之發售股份之持有人，惟須符合本公司細則之規定。
5. 閣下申請認購發售股份之權利不得轉讓。
6. 本公司保留權利拒絕任何未符合本申請表格及章程所載手續之發售股份認購申請。
7. 公開發售須待章程所載「公開發售之條件」一節所載所有條件達成後，方可作實，尤其是包銷協議成為無條件及包銷商並無根據包銷協議之條款於最後終止時間或之前終止包銷協議（見章程所載「終止包銷協議」一節）。
8. 除非在有關地區毋須遵守任何登記規定或當地其他法律及監管規定可合法提早要約或邀請，否則於任何香港以外地區收到章程及／或申請表格副本之人士，概不得視之為申請發售股份之要約或邀請。任何收到章程及／或申請表格之香港境外人士如欲申請認購發售股份，均有責任於認購保證配發之發售股份前自行遵守一切有關司法權區之法律及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何稅項及稅款。任何香港境外人士填妥及交回本申請表格將構成有關申請人向本公司保證及聲明有關申請人已妥為遵守所有有關地區有關接納發售股份之所有登記、法律及監管規定。為免生疑問，香港結算或香港中央結算（代理人）有限公司均不受任何該等聲明及保證所規限。閣下如對本身之狀況有任何疑問，應諮詢閣下之專業顧問。

#### 申請手續

閣下可透過填寫本申請表格申請認購相等或於少於乙欄所列閣下獲保證配發之發售股份數目。

倘閣下欲申請認購少於閣下獲保證配發之發售股份數目，須在本申請表格丁欄內填上欲申請認購之發售股份數目及應繳股款總額（以申請認購之發售股份數目乘以0.17港元計算）。倘所收到之相應股款金額少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘閣下欲申請認購本申請表格乙欄所列相同數目之發售股份，應在本申請表格丁欄內填上該數目。如無填上任何數目，則閣下將被視作申請認購已收全數款項所代表之發售股份數目。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並須於二零一五年二月二十六日（星期四）下午四時正前交回卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付。支票必須以香港持牌銀行開立之賬戶開出，銀行本票必須由香港持牌銀行發出，註明抬頭人為「Prosperity Investment Holdings Limited—Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄（視乎情況而定）所示之適當股款於二零一五年二月二十六日（星期四）下午四時正之前已經收妥，否則閣下申請認購發售股份之權利以及一切有關權利將視為已放棄，並將被註銷。

#### 終止包銷協議

倘於最後終止時限前發生以下事項：

- (a) 英皇證券（就其本身及代表創富融資）全權認為公開發售之成功將受下列各項之重大不利影響：
  - (i) 頒佈任何新規例或現有法律或規例（或其司法詮釋）出現任何變動或發生任何性質之其他事件，而英皇證券（就其本身及代表創富融資）全權認為其可能對本集團之整體業務或財務或經營狀況或前景構成重大不利影響；或
  - (ii) 地方、國家或國際發生任何政治、軍事、金融、經濟、貨幣、市場或其他性質之事件或變動（無論是否構成於包銷協議日期之前及／或之後發生或持續之一連串事件或變動之一部分，及無論是否與任何上述者同一類別或性質）或性質屬地方、國家或國際之任何敵對行動或武裝衝突爆發或升級，或影響地方證券市場，而英皇證券（就其本身及代表創富融資）全權認為其可能對本集團之整體業務或財務或經營狀況或前景構成重大不利影響；或
  - (iii) 本集團之整體業務或財務或經營狀況或前景出現任何重大不利變動；或
  - (iv) 任何天災、戰爭、暴動、擾亂公共秩序、群眾騷亂、火災、水災、爆炸、疫症、恐怖活動、罷工或閉廠，而英皇證券（就其本身及代表創富融資）全權認為其將對本集團之整體業務或財務或經營狀況或前景構成重大不利影響；或
  - (v) 因特殊金融情況或其他原因出現或對於聯交所全面買賣股份實施任何禁售、暫停買賣或重大限制；或
  - (vi) 任何第三方向本集團任何成員公司展開任何訴訟或申索，而現時或可能對本集團整體而言關係重大；或
- (b) 市況出現任何重大不利變動（包括但不限於香港、中國或與本集團或本集團任何成員公司有關之其他司法權區之財政或貨幣政策或外匯或貨幣市場出現變動、證券暫停或限制買賣、實施經濟制裁；及貨幣狀況出現變動（就本條而言包括香港貨幣價值與美元堅合眾國貨幣價值掛鈎之制度出現變動），而英皇證券（就其本身及代表創富融資）全權認為繼續進行公開發售屬不宜或不智；或
- (c) 章程於刊發時載有本公司於包銷協議日期前並未公佈或刊發（有關本集團業務前景或其狀況或遵守任何法律或上市規則或任何適用規例）之資料，而英皇證券（就其本身及代表創富融資）全權認為該等資料對本集團整體而言關係重大，且有可能對公開發售之成功構成重大不利影響，或可能導致審慎之投資者不申請其於公開發售項下之發售股份保證配額，

於最後終止時間前，包銷商將有權透過由英皇證券（就其本身及代表創富融資）向本公司發出書面通知終止包銷協議。

倘於最後終止時限前發生以下事項，包銷商有權透過由英皇證券（就其本身及代表創富融資）向本公司發出書面通知撤銷包銷協議：

- (i) 任何包銷商得悉本公司嚴重違反包銷協議所載之任何保證或承諾；或
- (ii) 任何包銷商得悉任何特定事件。

於發出終止通知後，在不損害任何一方就先前違反所享有之權利之情況下，包銷商及本公司於包銷協議項下之全部責任即告停止，惟本公司仍須向包銷商支付其根據包銷協議應付之費用及開支（包銷佣金除外）。倘英皇證券（就其本身及代表創富融資）行使有關權利，公開發售將不會實行。

任何股東或其他人士如在截至公開發售受限制之所有條件達成當日（預期為二零一五年三月三日（星期二）下午四時正）前買賣股份，須相應承擔公開發售可能不會成為無條件及可能不會進行之風險。任何有意買賣股份之股東或其他人士如對其狀況有任何疑問，應諮詢其專業顧問。

#### 支票及銀行本票

已填妥申請表格隨附之所有支票及銀行本票均將於收訖後兌現，而該等款項所賺取之全部利息（如有）將撥歸本公司所有。填妥及遞交申請表格連同接納發售股份之付款支票或銀行本票，將構成申請人保證支票或銀行本票將可於首次兌現時兌現。凡隨附支票或銀行本票在首次兌現時未能兌現之任何有關申請均可遭拒絕受理，而在此情況下，該保證配額及其下之一切權利將視為已放棄，並將被註銷。

#### 發售股份之地位

發售股份於配發、發行及繳足股款後，將在各方面與配發發售股份當日之已發行當時現有股份享有同等地位，包括有權收取於該日或之後可能宣派、作出或派付之所有股息及分派。

#### 公開發售之股票及退款支票

待章程「公開發售之條件」一段所載公開發售之先決條件達成或獲豁免（如適用）後，預期所有繳足股款發售股份之股票將於二零一五年三月五日（星期四）或之前以普通郵遞方式郵寄發予有權收取之人士，郵誤風險概由彼等自行承擔。就各申請人所接納之所有發售股份將僅獲發一張股票。公開發售一旦終止，退款支票將於二零一五年三月五日（星期四）或之前以普通郵遞方式寄發予申請人，郵誤風險概由彼等自行承擔。

#### 一般資料

本申請表格於獲發申請表格之人士簽署後，一經交回，即為交回之人士有權處理本申請表格及收取發售股份之有關股票之確證。

本申請表格及據此申請認購任何發售股份均須受香港法例規管，並按其詮釋。

\* 僅供識別



## PROSPERITY INVESTMENT HOLDINGS LIMITED

### 嘉進投資國際有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 310)

(於百慕達註冊成立之有限公司)

(股份代號: 310)

To: Prosperity Investment Holdings Limited  
致: 嘉進投資國際有限公司

Dear Sirs,

I/We, being the registered holder(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\$0.17 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept the number of Offer Shares on the terms and conditions of the Prospectus dated 10 February 2015 and subject to the Bye-laws of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/ our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

By signing this form, I/we declare that I/we am/are not (an) Excluded Shareholder(s) and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

敬啟者:

本人/吾等為背頁所列股份之登記持有人,現申請認購乙欄(或倘及僅倘已填妥丁欄,則丁欄)指定之發售股份數目,並附上按每股發售股份0.17港元之價格計算須於申請時繳足之全數股款\*\*。本人/吾等謹此依照日期為二零一五年二月十日之章程所載之條款及條件,以及在貴公司之細則之規限下,接納有關數目之發售股份,而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名/名稱列入股東名冊,作為上述有關數目或較少數目之發售股份之持有人,並授權貴公司將有關股票按背頁所示地址以普通郵遞方式寄予本人/吾等,郵誤風險概由本人/吾等自行承擔。本人/吾等已細閱背頁所載各項申請條件及手續,並同意受其約束。

透過簽署本表格,本人/吾等聲明本人/吾等並非除外股東,而本人/吾等申請認購發售股份並無違反香港以外任何司法權區之任何適用證券或其他法律或法規。

Please insert contact telephone number 請填上聯絡電話號碼	
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Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholder(s) must sign)  
合資格股東簽署

(所有聯名合資格股東均須簽署) (1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: \_\_\_\_\_ 2015

日期: 二零一五年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):  
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total number specified in Box D, failing which, the total number specified in Box B) 申請認購發售股份數目(即丁欄所列明之總數,如未有填妥,則乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, failing which, the total amount specified in Box C) 股款總額(即丁欄所列明之股款總額,如未有填妥,則丙欄所列明之股款總額)	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
	HK\$ 港元		

\*\* Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Prosperity Investment Holdings Limited — Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this form).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Prosperity Investment Holdings Limited — Open Offer Account」為抬頭人劃線開出(詳情請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, 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獲達成,認購發售股份數目少於或相等於申請人獲保證配發之有效申請將獲全數接納。倘以上各欄內並無填上數目,則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款金額少於上欄所填數目之發售股份所需股款,則閣下將被視作申請認購已收款項所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。概不會就股款發出任何收據。

\* For identification purpose only

\* 僅供識別