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本申請表格必須整份交回方為有效

IMPORTANT
重要提示

Application Form Number
申請表格編號

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 MONDAY, 15 FEBRUARY 2016.

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。二零一六年二月十五日(星期一)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 ADVISERS.

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 Shihua Development Company Limited dated 27 January 2016 (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實華發展有限公司於二零一六年一月二十七日刊發之章程(「章程」)所界定者具有相同涵義。

Dealings in the Adjusted 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 advisers for details of the settlement arrangements and how such arrangements may affect your rights and interests.

經調整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 written consent referred to in the paragraph headed "Expert and Consent" in Appendix III 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三「專家及同意書」一段所述之書面同意書之副本,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 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.

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訖規定後,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。



實華發展
SHIHUA DEVELOPMENT

Shihua Development Company Limited

實華發展有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 485)

(股份代號: 485)

OPEN OFFER ON THE BASIS OF
FOUR (4) OFFER SHARES FOR EVERY ONE (1) ADJUSTED SHARE
HELD ON THE RECORD DATE

按於記錄日期每持有一(1)股經調整股份獲發四(4)股發售股份之
基準進行公開發售

APPLICATION FORM
申請表格

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

Number of Adjusted Shares registered in your name on Tuesday, 26 January 2016
於二零一六年一月二十六日(星期二)以閣下名義登記之經調整股份數目

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 Monday, 15 February 2016
閣下保證配額之發售股份數目(須在不遲於二零一六年二月十五日(星期一)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

HKS
港元

Box D
丁欄

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

Remittance enclosed
隨附股款
HKS
港元

Application can only be made by the registered Qualifying Shareholder(s) named above.
認購申請僅可由名列上文已登記之合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.086). Any payment of the Offer Shares should be rounded down to 2 decimal places.

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0.086港元計算)。發售股份之任何付款金額應向下調整至兩個小數位。

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 four (4) Offer Shares for every one (1) Adjusted Share held on Tuesday, 26 January 2016. 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 "Shihua Development Company 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 an 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保證配額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,基準為按於二零一六年一月二十六日(星期二)每持有一(1)股經調整股份獲保證配發四(4)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「Shihua Development Company Limited – Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出,並須遵循背頁所載手續。任何為除外股東之人士不得申請認購發售股份。



Shihua Development Company Limited

實華發展有限公司

(於百慕達註冊成立之有限公司)
(股份代號：485)

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「公開發售及包銷協議之條件」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限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呈要約或邀請，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則，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於或少於乙欄所列閣下保證配額之發售股份數目。

倘閣下欲申請認購少於閣下保證配額之發售股份數目，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0.086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二零一六年二月十五日（星期一）下午四時正前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。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「Shihua Development Company Limited – Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出。發售股份之任何付款金額應向下調整至兩個小數位。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）所示之適當股款於二零一六年二月十五日（星期一）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論，並將被註銷。

終止包銷協議

倘出現下列情況，則任何包銷商應有權透過於最後終止時限前向本公司送達書面通知，終止包銷協議：

- (1) 任何包銷商全權認為，公開發售成功與否將因下列事件而受到重大及不利影響：
 - (a) 推行任何新法律或法規，或現有法律或法規（或其司法詮釋）出現任何變動，或發生任何性質之其他事件，而任何包銷商全權認為其可能對本集團之整體業務或財務或貿易狀況或前景構成重大及不利影響，或就公開發售而言構成重大不利影響；或
 - (b) 發生屬政治、軍事、金融、經濟或其他性質（不論是否與前述任何一項同類），或屬任何地方、國家或國際性敵對或武裝衝突爆發或升級性質，或影響地方證券市場之任何地方、國家或國際性事件或變動（不論是否構成於本文日期之前及／或之後正在發生或持續之一連串事件或變動之一部份），而任何包銷商全權認為其可能對本集團之整體業務或財務或貿易狀況或前景構成重大及不利影響，或對公開發售成功與否構成重大及不利損害，或導致進行公開發售成為不當或不智；或
- (2) 發生任何不利市況變動（包括但不限於任何財政或貨幣政策變動，或外匯或貨幣市場變動，或證券買賣暫停或受到重大限制），而任何包銷商全權認為其可能對公開發售成功與否構成重大或不利影響，或導致進行公開發售成為不當或不智；或
- (3) 本公司或本集團任何成員公司之狀況發生任何變動，而任何包銷商全權認為其將對本公司之前景構成不利影響，包括（但不限制上文之一般性）提呈呈請或通過決議案將本集團任何成員公司清盤或結束，或本集團任何成員公司發生類似事件，或本集團任何重大資產損毀；或
- (4) 發生任何不可抗力事件，包括（但不限制其一般性）任何天災、戰爭、暴動、擾亂公眾秩序、內亂、火災、水災、爆炸、疫症、恐怖活動、罷工或閉廠；或
- (5) 本集團之整體業務或財務或貿易狀況或前景出現任何其他重大不利變動（不論是否與前述任何一項同類）；或
- (6) 發生任何並無於章程中披露之事件，倘其於緊接章程日期前發生或被發現，則任何包銷商會全權認為其就公開發售而言構成重大遺漏；或
- (7) 聯交所整體證券買賣或本公司證券買賣暫停，為期超過十(10)個連續營業日（不包括就審批該公告、該通函或章程文件，或與公開發售有關之其他公告或通函而暫停）。

倘於最後終止時限前出現以下情況，則任何包銷商應有權發出書面通知，撤銷包銷協議：

- (1) 任何包銷商得悉包銷協議所載任何陳述、保證或承諾遭嚴重違反；或
- (2) 任何包銷商得悉於包銷協議日期當日或之後及最後終止時限前發生任何事件或出現任何事宜，倘於包銷協議日期前發生或出現，則會導致包銷協議所載任何保證在任何重大方面變為失實或不確。

倘任何包銷商於最後終止時限或之前作出上文所述任何有關通知，則訂約各方於包銷協議下之義務應告終止及終結，而包銷協議訂約各方應不得就包銷協議所產生或與包銷協議有關聯之任何事宜或事情向任何其他訂約方提出任何申索，惟本公司仍須繳付公開發售所產生或所附帶之費用、支出及開支。

倘包銷協議於最後終止時限前由任何包銷商終止或並無成為無條件，則公開發售將不會進行。倘包銷協議被任何包銷商終止，則本公司會另行作出公告。

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論，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經調整股份享有同等地位，包括有權收取於該日或其後可能宣派、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「公開發售及包銷協議之條件」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二零一六年二月二十三日（星期二）或之前以普通郵遞方式郵寄予有權收取之人士，郵誤風險概由彼等自行承擔。就各申請人所接納之所有已繳股款發售股份將僅獲發一張股票。公開發售一旦終止，退款支票將於二零一六年二月二十三日（星期二）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。



Shihua Development Company Limited

實華發展有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

(Stock code: 485)
(股份代號: 485)

To: Shihua Development Company Limited
致: 實華發展有限公司

Dear Sirs,

I/We, being the registered holder(s) of the Adjusted 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\$0.086 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 27 January 2016 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/吾等為背頁所列經調整股份之登記持有人, 現申請認購乙欄(或倘及僅倘已填妥丁欄, 則丁欄)列明之發售股份數目, 並附上按每股發售股份0.086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二零一六年一月二十七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。

Contact telephone no.
聯絡電話號碼:

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:
日期: _____

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 "Shihua Development Company Limited – Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this form). Any payment of the Offer Shares should be rounded down to 2 decimal places.

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Shihua Development Company 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)。發售股份之任何付款金額應向下調整至兩個小數位。

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保證配額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。申請將被視作為申請認購完整之發售股份數目而作出。概不會就已收股款發出任何收據。