

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 No.
申請表格編號

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR 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或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

THIS 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, 11 JANUARY 2016.
本申請表格具有價值，但不可轉讓，並僅供下列之合資格股東使用。申請最遲須於二零一六年一月十一日（星期一）下午四時正前遞交。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in appendix III to the Prospectus have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.
每份章程文件及於章程附錄三標題為「送呈香港公司註冊處處長文件」一節內所述之文件，已根據公司（清盤及雜項條文）條例第342C條之規定於香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對此等文件之內容概不負責。

Reference is made to the prospectus (the "Prospectus") issued by China Investment and Finance Group Limited (the "Company") dated 24 December 2015 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.
茲提述中國投融資集團有限公司（「本公司」）於二零一五年十二月二十四日刊發有關公開發售章程（「章程」），除文義另有所指外，本表格所用詞彙與章程所界定者具有相同涵義。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the 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，並明確表示概不就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。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates 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. 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.
發售股份獲批准於聯交所上市及買賣後，發售股份將獲香港結算接納為合資格證券，由發售股份於聯交所分別開始買賣日期或香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交收日進行之交易須於其後之第二個交收日透過中央結算系統進行交收。中央結算系統內之一切活動均須根據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進行。有關交收安排之詳情及該等安排對閣下之權利及權益可能構成之影響，閣下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。

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

香港股份過戶登記處：
卓佳標準有限公司
香港皇后大道東183號
合和中心22樓



CHINA INVESTMENT AND FINANCE GROUP LIMITED

中國投融資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 1226)

(股份代號：1226)

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

註冊辦事處：

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Room 1104,
Crawford House
70 Queen's Road
Central
Hong Kong

香港主要營業地點：

香港
中環
皇后大道中70號
卡佛大廈
1104室

24 December 2015
二零一五年十二月二十四日

OPEN OFFER ON THE BASIS OF EIGHT OFFER SHARES
FOR EVERY ONE CONSOLIDATED SHARE HELD ON THE RECORD DATE
公開發售

基準為於記錄日期每持有一股合併股份獲發八股發售股份

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER
THAN 4:00 P.M. ON MONDAY, 11 JANUARY 2016
股款須不遲於二零一六年一月十一日（星期一）
下午四時正於接納時繳足

APPLICATION FORM

申請表格

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

[Blank area for Name(s) and address of Qualifying Shareholder(s)]

Number of Shares registered in your name on Wednesday, 23 December 2015
於二零一五年十二月二十三日（星期三）以閣下名義登記之股份數目

Box A
甲欄

[Blank area for Number of Shares registered in your name on Wednesday, 23 December 2015]

Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 11 January 2016
有關閣下獲保證配發的發售股份數目，股款須於二零一六年一月十一日（星期一）下午四時正前於接納時繳足

Box B
乙欄

[Blank area for Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 11 January 2016]

Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Box C
丙欄

HKS
港元

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

Box D
丁欄

Remittance enclosed
隨附股款
HKS
港元

Application can only be made by the 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 the number of Offer Shares applied for multiplied by HK\$0.25).
認購申請僅可由上文列名之合資格股東作出。
請於丁欄填妥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0.25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 as mentioned in the Prospectus, such allotment 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 eight Offer Shares for every one Consolidated Share held on the Record Date. If you wish to apply for any Offer Shares, 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 share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Monday, 11 January 2016. All remittance(s) for application of Offer Shares under assured allotment must be in Hong Kong dollars and made payable to "China Investment and Finance Group Limited-Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any person who were Non-Qualifying Shareholders.

All dates or deadlines specified in this Application Form refer to Hong Kong local time.

閣下有權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。在章程所述之規限下，有關配額乃向於記錄日期名列本公司股東名冊並為合資格股東之股東作出，基準為於記錄日期每持有一股合併股份獲發八股發售股份。倘閣下欲申請認購任何發售股份，請填妥及簽署本申請表格並將表格連同申請認購發售股份涉及之全數應繳款項之足額股款，最遲於二零一六年一月十一日（星期一）下午四時正前交回本公司之香港股份過戶登記處：卓佳標準有限公司（地址為香港皇后大道東183號合和中心22樓），方為有效。所有認購保證配發之發售股份股款必須為港元，並須註明抬頭人為「China Investment and Finance Group Limited - Open Offer Account」以及「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。不合資格股東不得申請認購發售股份。

本申請表格所列之所有日期或截止時限均指香港本地時間。

Your attention is drawn to the sections headed "Conditions" and "Procedures for Application" in this Application Form.
請注意載於本申請表格以「條件」和「申請手續」為題的章節。



CHINA INVESTMENT AND FINANCE GROUP LIMITED

中國投融資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1226)

CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are 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 their own risk, at the address stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Standard Limited or any person nominated by them 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(s) 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/they to be registered as the holders of the Offer Shares which he/she/they has/have applied for subject to the memorandum and articles of association of the Company.
5. Completion and return of this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this Application Form is liable to be rejected, and in that event the relevant entitlement of Offer Shares and all rights thereunder will be deemed to have been declined and will be cancelled.
6. This Application Form is for use only by the person(s) named herein and such person's/persons' right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does not comply with the application procedures set out herein.
8. No person receiving a copy of the Prospectus or the Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the Application Form 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 other than Hong Kong 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.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (please see the section headed "Conditions of the Open Offer" as set out in the "Letter from the Board" in the Prospectus).
10. In the event of inconsistency, the English version of this Application Form shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares that 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, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.25). 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(s) should be stapled accordingly, should be folded once and must be returned to the Company's share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Monday, 11 January 2016. 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, made payable to "China Investment and Finance Group Limited — Open Offer Account" and crossed "Account Payee Only" for application for Offer Shares. 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 Monday, 11 January 2016, 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.

Share certificates for the Offer Shares are expected to be posted by ordinary post to you on or before Wednesday, 20 January 2016 at your own risk. You will receive one share certificate for all fully-paid Offer Shares allotted and issued to you.

TERMINATION OF THE UNDERWRITING AGREEMENT

Notwithstanding anything contained in the Underwriting Agreement, if at any time prior to the Latest Time for Termination:

- (a) there shall develop, occur, exist or come into effect:
 - i. any new law or regulation or any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other place in which any member of the Group conducts or carries on business; or
 - ii. any local, national or international event or change of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets; or
 - iii. any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic or threatened epidemic, terrorism, strike or lock-out; or
 - iv. the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances; or
 - v. the occurrence of any event, or series of events, beyond the control of the Underwriter; which, in the reasonable opinion of the Underwriter:
 - (1) is or will or is likely to have a material adverse effect on the business or financial position of the Group or the Open Offer; or
 - (2) has or will have or is likely to have a material adverse effect on the success of the Open Offer or the level of Offer Shares taken up; or
 - (3) makes it inadvisable or inexpedient for the Company to proceed with the Open Offer; or
- (b) there comes to the notice of the Underwriter:
 - i. any matter or event showing any of representations, warranties and undertakings set out in the Underwriting Agreement was, when given, untrue or misleading or as having been breached in any respect; or
 - ii. any breach by any of the other parties to the Underwriting Agreement of any of their respective obligations or undertakings under the Underwriting Agreement; or

then and in such case the Underwriter may, upon giving notice to the Company, terminate the Underwriting Agreement with immediate effect.

Upon the giving of notice in accordance with the Underwriting Agreement, the Underwriting Agreement shall terminate and the obligations of the parties shall immediately cease and null and void and none of the parties shall, save in respect of the relevant provisions of the Underwriting Agreement and any right or liability accrued before such termination, have any right against or liability towards any of the other parties arising out of or in connection with the Underwriting Agreement.

Any such notice shall be served by the Underwriter to the Company prior to the Latest Time for Termination. Upon termination of 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 Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in this event the assured allotment 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* with the Consolidated Shares then in issue in all respects. Holders of such Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid with a record date which falls on or after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES FOR THE OFFER SHARES

Subject to fulfillment of the conditions of the Open Offer and save as otherwise provided in the Underwriting Agreement, share certificates for fully-paid Offer Shares are expected to be posted on or before Wednesday, 20 January 2016 to all Qualifying Shareholders who have applied for, accepted and paid for the Offer Shares by ordinary post at their own risks. Refund cheques in respect of the Offer Shares if the Open Offer is terminated are expected to be posted on or before Wednesday, 20 January 2016 by ordinary post to the applicants at their own risks.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses. Lodgement 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(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares. This Application Form and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.



CHINA INVESTMENT AND FINANCE GROUP LIMITED

中國投融資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 1226)

(股份代號: 1226)

To: China Investment and Finance Group Limited

致: 中國投融資集團有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) stated in this Application Form, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.25 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept and undertake to accept that number of Offer Shares on the terms and conditions of the Prospectus dated 24 December 2015 and this Application Form and subject to the memorandum of association 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 certificates 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.

敬啟者:

本人/吾等為本申請表格所列之合資格股東,現申請認購乙欄(或,倘若僅填妥乙欄,則指丁欄)指定之發售股份數目,並附上按每股發售股份0.25港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此根據二零一五年十二月二十四日刊發之章程及本申請表格所載之條款及條件,以及貴公司之組織章程大綱及公司細則,接納及承諾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/吾等之姓名列入貴公司之股東名冊,作為上述有關數目或較少數目之發售股份之持有人,並請貴公司將有關證書按背頁地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等承擔。本人/吾等已細閱背頁所載各項條件及申請手續,並同意全部遵守。

Please insert contact
telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)

(all joint Qualifying Shareholders 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: _____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 specified in Box D, or failing which, the total number specified in Box B) 申請認購之發售股份數目(即丁欄或(如未有填妥)乙欄所列明之總數) | Total amount of remittance (being the total amount specified in Box D, or failing which, the total specified in Box C) 股款總額(即丁欄或(如未有填妥)丙欄所列明之總額) | 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 "China Investment and Finance Group Limited – Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this Application Form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「China Investment and Finance Group Limited – Open Offer Account」為抬頭人劃線開出(詳情請參閱本申請表格背頁「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關發售股份數目之有效申請將獲全數接納。倘上述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。倘有關的股款少於認購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。該等已收股款不會獲發收據。