

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: 註冊辦事處：
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business 香港主要營業地點：
in Hong Kong: 香港
Room 1104, 中環
Crawford House 皇后大道中70號
70 Queen's Road 卡佛大廈
Central 1104室
Hong Kong
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

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

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

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

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 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或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。在章程所述者規限下，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

(於開曼群島註冊成立之有限公司)

(股份代號：1226)

條件

1. 不合資格股東不得申請認購任何發售股份。
2. 概不會就已收之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份之股票將以平郵方式按表格所列地址寄予承配人（或倘屬聯名承配人，則寄予排名首位之承配人），郵誤風險概由彼等自行承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或卓佳標準有限公司或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，以及進行有關公司或人士可能認為必需或合宜之所有有關其他事宜以根據章程所述安排，將申請人所申請認購之數目或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，惟須符合本公司組織章程大綱及細則之規定。
5. 填妥及交回本申請表格連同支付發售股份的支票或銀行本票即構成申請人對支票或銀行本票在第一次過戶即獲兌現的保證。所有的支票或銀行本票在收到後都會過戶作兌現，而所有在有關的金錢上得到的利息（如有）都歸本公司所有。如果支票或銀行本票在第一次過戶時不獲兌現，本申請表格可能不獲受理，而在此情況下，發售股份的相關配額及一切有關權利將視為已遭拒絕而將予取消。
6. 本申請表格僅供本申請表格列名之人士使用，而其申請認購發售股份之權利不得轉讓。
7. 本公司保留權利，可接納或拒絕任何不符合本表格所載申請手續之發售股份認購申請。
8. 除非在有關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提出申請認購發售股份之要約或邀請，否則於任何香港以外地區或司法權區收到章程或本申請表格之人士，概不得視為申請認購發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份，均有責任自行遵守一切有關司法權區之法例及規例，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有關稅項及稅款。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香港以外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，特此說明，香港結算或香港中央結算（代理人）有限公司不受任何該等聲明及保證所規限。閣下如對本身之立場有任何疑問，應諮詢閣下之專業顧問。
9. 公開發售須待包銷協議成為無條件方可作實（詳情見章程「董事會函件」內所載「公開發售之條件」一節）。
10. 如本申請表格的英文版和中文版之間出現任何差異，概以英文版為準。

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獲保證配發之有關發售股份數目。

倘閣下欲申請認購少於閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上閣下欲申請認購之發售股份數目及應繳款項總額（以申請認購之發售股份數目乘以0.25港元計算）。倘所收到之相應股款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。

倘閣下欲申請本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。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數目之發售股份。

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。申請認購發售股份之所有股款須以港元繳付，支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並以「China Investment and Finance Group Limited – Open Offer Account」為抬頭人並以「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（視情況而定）所示之適當股款於二零一六年一月十一日（星期一）下午四時正前收到，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作已遭拒絕而將予取消。

預期有關發售股份之股票將於二零一六年一月二十日（星期三）或之前以平郵方式寄予閣下，郵誤風險概由閣下自行承擔。閣下將會就全部獲配發及發行之繳足股款發售股份獲發一張股票。

終止包銷協議

不論包銷協議載列任何內容，倘於最後終止時限前任何時間：

- (a) 下列情況出現、發生、存在或生效：
 - i. 香港或本集團任何成員公司經營或從事業務所在任何其他地方之任何法院或其他主管機關頒佈任何新法律或法規，或更改現行法律或法規，或有關法律或法規之詮釋或應用有變；或
 - ii. 任何本地、國家或國際之政治、軍事、財政、經濟或其他性質之事件或變動，或任何本地、國家或國際之敵對衝突或武裝衝突爆發或升級，或當地證券市場受到影響；或
 - iii. 任何天災、戰爭、暴動、暴亂、騷動、火災、水災、爆炸、疫症或疫症威脅、恐怖活動、罷工或停工；或
 - iv. 因特殊金融狀況而全面禁止、暫停或嚴重限制聯交所一般證券交易；或
 - v. 發生屬包銷商控制範圍以外之任何事件或連串事件；而包銷商合理認為上述情況：
 - (1) 會或將會或可能會對本集團之整體業務或財務狀況或公開發售有重大不利影響；或
 - (2) 經已或將會或可能會對公開發售成功與否或發售股份之認購數量有重大不利影響；或
 - (3) 令本公司進行公開發售變得不可行或不宜；或
- (b) 包銷商得悉：
 - i. 任何事情或事件顯示包銷協議內所載之任何陳述、保證及承諾於作出時在任何方面屬失實或構成誤導或已遭違反；或
 - ii. 包銷協議之任何其他訂約方違反任何彼等各自於包銷協議項下之任何責任或承諾；

隨後及於有關情況下，包銷商可向本公司發出通知即時終止包銷協議。

根據包銷協議發出通知後，包銷協議將予終止，而各訂約方之責任將即時終止及無效，且任何一方將不會（有關包銷協議之相關條款及有關終止前產生之任何權利或責任除外）因包銷協議而產生或就包銷協議而對其他方擁有任何權利或承擔任何責任。

任何有關通知須由包銷商於最後終止時限之前向本公司發出。終止包銷協議後，公開發售將不會進行。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶，而就有關股款所賺取之利息（如有）將全部歸本公司所有。填妥及交回本申請表格連同支付已接納之發售股份的支票或銀行本票即構成閣下對支票或銀行本票在第一次過戶即獲兌現的保證。任何因接納認購而隨附之支票或銀行本票於第一次過戶時若未能兌現，則有關的接納認購可遭拒絕受理，而在此情況下，有關的保證配額及一切有關權利將視為已遭拒絕而將予取消。

發售股份之地位

發售股份一經配發、發行及繳足股款後，將在各方面與當時之已發行合併股份享有同等地位。發售股份之持有人將有權收取本公司於發售股份配發及發行日期後所宣派、作出或派付之全部未來股息及分派。

發售股份股票

待公開發售條件獲達成後，除包銷協議另有訂明者外，繳足股款發售股份之股票預期將於二零一六年一月二十日（星期三）或之前以平郵方式寄發予已申請及接納發售股份及支付股款之合資格股東，郵誤風險概由彼等自行承擔。倘公開發售被終止，發售股份之退款支票預期將於二零一六年一月二十日（星期三）或之前以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

一般事項

所有文件均以平郵方式寄往應得人士的登記地址，郵誤風險概由彼等自行承擔。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申請表格及收取發售股份之有關股票之最終憑證。本申請表格及據此接納發售股份應受香港法例監管，並根據香港法例詮釋。



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。