

Application Form No.  
申請表格編號

### IMPORTANT 重要提示

**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, 13 JUNE 2011 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" OVERLEAF).**

本申請表格具有價值，但不可轉讓，並僅供下列合資格股東使用：二零一一年六月十三日(星期一)(或青頁「惡劣天氣之影響」一段所述之有關較後日期)下午四時正後不得提出申請。

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

如對本申請表格之任何部分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。

If you have sold or transferred all your shares in Opes Asia Development Limited (the "Company"), you should at once hand this application form and the accompanying prospectus of the Company dated 26 May 2011 (the "Prospectus") to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

閣下如已將名下所有華保亞洲發展有限公司(本公司)之股份售出或轉讓，應立即將本申請表格及隨附本公司所刊發日期為二零一一年五月二十六日之章程(「章程」)送交買主或承讓人，或送交經手買賣或轉讓之銀行經理、持牌證券交易商或註冊證券機構或其他代理，以便轉交買主或承讓人。

A copy of this application form, together with a copy of each of the Prospectus and other documents specified in the paragraph headed "DOCUMENTS DELIVERED TO THE REGISTRARS OF COMPANIES" in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). A copy of the Prospectus has been filed or will, as soon as reasonably practicable, be filed with the Registrar of Companies in Bermuda in accordance with the requirements of the Companies Act 1981 of Bermuda (as amended). The Registrar of Companies in Hong Kong and the Securities and Futures Commission in Hong Kong and the Registrar of Companies in Bermuda take no responsibility as to the contents of these documents.

本申請表格連同章程及章程附錄三(「送呈公司註冊處處長之文件」)一段所述之其他文件，已按香港法例第32章公司條例第342C條之規定送呈香港公司註冊處處長註冊。章程已經(或將在合理可行情況下盡早)根據百慕達一九八一年公司法(經修訂)之規定向百慕達公司註冊處存案。香港公司註冊處處長、香港證券及期貨事務監察委員會及百慕達公司註冊處處長等文件之內容概不負責。

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

股份之買賣可透過中央結算及交收系統(「中央結算系統」)進行交收，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有關交收安排之詳情，以及該等安排對閣下享有之權利及權益所構成之影響。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), as well as compliance with the stock admission requirements of the Hong Kong Securities Clearing Company Limited ("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.

倘若發售股份獲批准在香港聯合交易所有限公司(「聯交所」)上市及買賣且符合香港中央結算有限公司(「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，自發售股份在聯交所開始買賣之日期或香港結算指定之其他日期起，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易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。所有在中央結算系統進行之活動均依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進行。

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.

香港交易所及結算有限公司、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，並明確表示概不就因本申請表格全部或任何部分內容而產生或倚賴該等內容而引致之任何損失承擔任何責任。

Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

除文義另有所指外，本申請表格所用詞彙與章程所界定者具相同涵義。

This application form and all acceptances pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

本申請表格及據此提出之所有接納須受香港法例監管並按其詮釋。

#### Branch Share Registrar and Transfer Office

in Hong Kong  
Tricor Tengis Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

香港股份過戶登記分處  
卓佳登捷時有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

# OPES ASIA DEVELOPMENT LIMITED

## 華保亞洲發展有限公司\*

(Continued into Bermuda with limited liability)

(於百慕達存續之有限公司)

(Stock Code: 810)  
(股份代號: 810)

### OPEN OFFER OF 831,400,000 OFFER SHARES AT HK\$0.07 PER OFFER SHARE ON THE BASIS OF ONE OFFER SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE

按於記錄日期每持有兩股股份獲發  
一股發售股份之基準公開發售831,400,000股  
發售股份  
每股發售股份作價0.07港元

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER  
THAN 4:00 P.M. ON MONDAY, 13 JUNE 2011  
股款須不遲於二零一一年六月十三日(星期一)下午四時正接納時全數繳付

### APPLICATION FORM 申請表格

#### Registered Office

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

#### 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

#### Head Office and principal place

of business in Hong Kong

Unit 3604B, 36th Floor  
Tower 2, Lippo Centre  
No. 89 Queensway, Admiralty  
Hong Kong

#### 總辦事處及香港主要營業地點

香港  
金鐘金鐘道89號  
力寶中心二座  
36樓3604B室

26 May 2011

二零一一年五月二十六日

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 25 May 2011

於二零一一年五月二十五日 閣下名義登記之股份數目

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, 13 June 2011

閣下獲保證配發之發售股份數目(股款須不遲於二零一一年六月十三日(星期一)下午四時正申請時全數繳付)

Amount payable on assured allotment if applied for in full  
倘 閣下申請認購全數保證配額之應繳款項

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

Remittance enclosed (HK\$0.07 x number of Offer Shares applied for)  
隨附股款(0.07港元 x 申請發售股份數目)  
HK\$  
港元

Application can only be made by the Qualifying Shareholder(s) named above.

認購申請僅可由上述合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed

請於丁欄填妥申請認購之發售股份數目及隨附股款金額

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 the terms and conditions mentioned in the Prospectus and this application form such allotment is made to the holders of Shares whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment in the proportion of 1 Offer Share for every 2 existing Shares held on Wednesday, 25 May 2011.

閣下有權透過填寫本申請表格申請認購數目相等或少於上文乙欄所列 閣下獲保證配發之發售股份。在章程及本申請表格所載條款及條件規限下，上述配額乃向名列本公司股東名冊並為合資格股東的股份持有人作出，基準為按於二零一一年五月二十五日(星期三)每持有兩股現有股份獲保證配發一股發售股份。

倘 閣下欲申請認購數目相等或少於 閣下獲保證配發之發售股份，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適當應繳款項之足額股款，交回本公司之香港股份過戶登記處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有認購保證配額之發售股份股款必須為港元款項，並須以支票或銀行本票註明抬頭人為「Opes Asia Development Limited—Open Offer Account」以及「僅匯入抬頭人賬戶」方式劃線開出，以及須符合發售手續。身為額外股東之人士不得申請認購發售股份。

終止包銷協議  
股東務須注意，包銷協議載有條文賦予包銷商權利，倘於最後終止時限(預期為二零一一年六月十六日下午四時正)前任何時間出現以下情況，包銷商可以書面通知方式終止其於包銷協議項下須承擔之責任：

(a) 倘包銷商悉以下情況發生、發生、存在或生效，則包銷商可於最後終止時限前任何時間向本公司發出書面通知終止包銷協議所載安排；

(b) 本地、國家或國際之經濟、金融、政治或軍事狀況出現任何重大變動(不論是否屬永久性質)；或

(c) 任何不可抗力事件，包括但不限於包銷協議之一般效力任何天災、戰爭、暴亂、公眾騷亂、內亂、火災、水災、爆炸、傳染病、恐怖襲擊、罷工或倒閉。

(d) 倘包銷商合理認為該變動足以威脅或對本公司之經營業務、財政或營業狀況或前途造成不利影響或對任何現有或預期將有之業務造成不利影響，或該公司經營或不經營或不買賣進行。

(2) 倘本公司於最後終止時限前任何時間違反或遺漏遵守包銷協議項下本公司須承擔之任何責任或承諾，而有關違反或遺漏將對其業務、財政或營業狀況構成重大不利影響，則包銷商將有權(但無責任)向本公司發出書面通知，選擇將該事宜或事件視作免除及解除包銷商於包銷協議項下須承擔之責任。

\* For identification purpose only

\* 僅供識別



# OPES ASIA DEVELOPMENT LIMITED

## 華保亞洲發展有限公司\*

(Continued into Bermuda with limited liability)

(於百慕達存續之有限公司)

(Stock Code: 810)

(股份代號: 810)

To: Opes Asia Development Limited  
致: 華保亞洲發展有限公司\*

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.07 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby apply for that number of Offer Shares on the terms and conditions of the prospectus of the Company dated 26 May 2011 and this application form and I/We hereby agree to accept such number of Offer Shares allotted to me/us subject to the memorandum of continuance of the Company and the Bye-laws. 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 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.

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(倘已填妥丁欄，則丁欄)指定數目之發售股份，並附上按每股發售股份0.07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 貴公司日期為二零一一年五月二十六日之章程及本申請表格所載條款及條件申請該數目之發售股份，且本人/吾等謹此同意按 貴公司之存續章程大綱及公司細則所載規定，接納該等配發予本人/吾等之發售股份數目。本人/吾等謹此授權 貴公司將本人/吾等之姓名列入股東名冊，作為有關數目或前述較少數目之發售股份之持有人，並請 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/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意受其約束。

Please insert daytime  
contact telephone number  
請填上日間聯絡電話

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: \_\_\_\_\_ 2011

日期: 二零一一年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

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

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄或(如未有填妥)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		

### NO RECEIPT WILL BE ISSUED BY THE COMPANY 本公司將不另發收據

- \*\* Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "Opes Asia Development Limited — Open Offer Account" (see the section headed "Procedures for acceptance and payments" 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「Opes Asia Development Limited — Open Offer Account」為抬頭人劃線開出(請參閱本表格背頁「接納及繳付股款程序」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.

假設公開發售之條件獲達成，認購數目少於或相等於申請人獲保證配發之發售股份之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所須支付之股款，則閣下將視作申請認購已收款項所代表之發售股份數目。申請將視作為申請認購完整之發售股份數目而作出。

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\* 僅供識別



# OPES ASIA DEVELOPMENT LIMITED

華保亞洲發展有限公司\*

(Continued into Bermuda with limited liability)

(Stock Code: 810)

Dear Qualifying Shareholder(s),

## INTRODUCTION

In accordance with the terms and subject to the conditions set out in the Prospectus, the Company is offering to the Qualifying Shareholders one Offer Share for every two existing Shares registered in their names on 25 May 2011. Your holding of the Shares as at the Record Date is set out in Box A overleaf and the number of Offer Shares offered to you is set out in Box B overleaf. Terms defined in the Prospectus have the same meanings when used herein unless the context otherwise requires.

The Prospectus Documents issued in connection with the Open Offer have not been and will not be registered and/or filed under any applicable securities or equivalent legislation of any jurisdiction other than Hong Kong and Bermuda. No action has been taken in any territory other than Hong Kong to permit the offering of the Offer Shares or the distribution of any documents issued in connection with the Open Offer (save that copies of the Prospectus will be sent to the Excluded Shareholders (if any) for their information only). Accordingly, no Offer Shares will be offered to any Excluded Shareholders (if any) and no Application Forms will be accepted from the Excluded Shareholders (if any). Offer Shares which would otherwise have been offered to the Excluded Shareholders and Offer Shares not accepted by the Qualifying Shareholders will form part of the Underwritten Shares.

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

## PROCEDURES FOR ACCEPTANCE AND PAYMENTS

If a Qualifying Shareholder wishes to exercise his/her/its rights to subscribe for any number of Offer Shares which is equal to or less than his/her/its assured entitlement as specified in the Application Form, the Qualifying Shareholder must lodge the Application Form in accordance with the instructions printed thereon, together with a remittance for the full amount payable in respect of the Offer Shares applied for payable on acceptance, with the Company's share registrar in Hong Kong, Tricor Tengis Limited by no later than 4:00 p.m. on Monday, 13 June 2011. All remittances must be made by cheques or cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Opes Asia Development Limited — Open Offer Account" and crossed "ACCOUNT PAYEE ONLY". Such payment will constitute acceptance of the terms and conditions of this Application Form and the Prospectus and any allotment of Offer Shares pursuant hereto will be subject to the memorandum of continuance of the Company and the Bye-laws.

It should be noted that unless this Application Form duly completed by the Qualifying Shareholder(s) named overleaf, together with the appropriate remittance, has been lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by 4:00 p.m. on Monday, 13 June 2011 (or such later date as mentioned in the paragraph headed "Effect of bad weather" below), the relevant assured allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

All cheques and cashier's orders accompanying a completed Application Form will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of an Application Form with a cheque and/or a cashier's order will constitute a warranty by the applicant that the cheque and/or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any Application Form in respect of which the accompanying cheque and/or cashier's order is dishonoured on first presentation, and, in such event, the relevant assured allotment and all rights and entitlements given pursuant thereto will be deemed to have been declined and will be cancelled. Notwithstanding the foregoing statements, the Company may (at its sole discretion but without obligation) treat an Application Form (lodged as mentioned above) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete Application Forms to be completed by the relevant applicants at a later stage.

The Application Form is for use only by the person(s) named therein and is not transferable. No receipt will be issued in respect of any acceptance monies received.

## TERMINATION OF THE UNDERWRITING AGREEMENT

SHAREHOLDERS SHOULD NOTE THAT THE UNDERWRITING AGREEMENT CONTAINS PROVISIONS ENTITLING THE UNDERWRITER, BY NOTICE IN WRITING, TO TERMINATE ITS OBLIGATIONS THEREUNDER IF AT ANY TIME PRIOR TO THE LATEST TIME FOR TERMINATION (WHICH IS EXPECTED TO BE 4:00 P.M. ON 16 JUNE 2011):

- (1) the Underwriter may terminate the arrangement set out in the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination, if the Underwriter becomes aware of the fact that there shall develop, occur, exist or come into effect:
  - (a) any new law or regulation or any change in existing laws or regulations in Hong Kong or any other place that is the place of incorporation of the Company, or in which the Company conducts or carries on business; or
  - (b) any significant change (whether or not permanent) in local, national or international economic, financial, political or military conditions; or
  - (c) any significant change (whether or not permanent) in local, national or international securities market conditions (any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise) or exchange controls; or
  - (d) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out,and in the reasonable opinion of the Underwriter, such change has or would have a material and adverse effect on the business, financial or trading position or prospects of the Company as a whole or the success of the Open Offer or make it inadvisable or inexpedient to proceed with the Open Offer.
- (2) If, at any time prior to the Latest Time for Termination, the Company commits any breach of or omits to observe any of the obligations or undertakings expressed to be assumed by it under the Underwriting Agreement which breach or omission will have a material and adverse effect of its business, financial or trading position, the Underwriter shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Underwriter from its obligations under the Underwriting Agreement.

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

Shareholders should note that the Shares have been dealt with on an ex-entitlement basis from Thursday, 19 May 2011. Any persons dealing in the Shares up to the date on which all the conditions of the Open Offer are fulfilled or waived (as the case may be) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and consult their professional advisers if they are in any doubt.

## CERTIFICATES FOR THE OFFER SHARES

It is expected that certificates for the fully-paid Offer Shares will be despatched by ordinary post to those entitled thereto at their own risk on or before Monday, 20 June 2011. Each Qualifying Shareholder who has applied and paid for the Offer Shares in full will receive one share certificate for all the Offer Shares allotted and issued to the Qualifying Shareholder.

## EXCLUDED SHAREHOLDERS

No person receiving a copy of the Prospectus or this 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 jurisdiction, 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 this 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).

If you are in any doubt as to your position, you should consult your professional advisers.

## EFFECT OF BAD WEATHER

The latest time for acceptance of and payment for the Offer Shares (i.e. 4:00 p.m. on the Latest Acceptance Time, initially Monday, 13 June 2011) will not take place if there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning.

- (i) in force in Hong Kong at any local time before 12:00 noon on the Latest Acceptance Time and no longer in force after 12:00 noon on the Latest Acceptance Time. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Time. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

## GENERAL

Lodgement of an 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 or parties lodging it to deal with the same and to receive relevant share certificates of the Offer Shares.

All documents, including cheques for the amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

The terms and conditions relating to acceptance of the Open Offer as contained in the Prospectus shall apply.

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.

Copies of the Prospectus giving details of the Open Offer are available at the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong during normal business hours on business days up to the Latest Acceptance Time.

On behalf of the Board  
Opes Asia Development Limited  
Chu Wai Lim  
Executive Director

\* For identification purpose only



# OPES ASIA DEVELOPMENT LIMITED

## 華保亞洲發展有限公司\*

(於百慕達存續之有限公司)

(股份代號：810)

敬啟者：

### 緒言

根據章程所載條款及在其條件規限下，本公司現向合資格股東提呈發售股份，按於二零一一年五月二十五日每持有兩股以其名義登記之現有股份獲發一股發售股份。閣下於記錄日期持有之股份數目列於背頁甲欄，而閣下獲配發之發售股份數目則列於背頁乙欄。除文義另有所指外，章程所界定之詞彙與本表格所採用者具有相同涵義。就公開發售刊登之章程文件並無亦將不會根據香港及百慕達以外任何司法權區之任何適用證券或同等法例辦理登記手續及／或存檔。本公司並無在香港以外任何地區採取任何行動，以獲准提呈發售股份或派發就公開發售而刊發之任何文件(將寄予除外股東(如有)僅供彼等參考之章程除外)。因此，任何除外股東(如有)將不獲提呈發售任何發售股份，而除外股東(如有)之申請表格將不獲受理。除外股東應獲配發之發售股份及合資格股東不接納之發售股份將組成包銷股份之一部分。

發售股份於配發、發行及繳足股款後，將於各方面與當時之已發行股份享有同等權益。發售股份之持有人日後將有權收取於配發及發行繳足股款發售股份當日或之後宣派、作出或派付之所有股息及分派。

### 接納及繳付股款程序

倘合資格股東擬行使其權利認購數目相等或等於或少於申請表格所列獲保證配發之發售股份，合資格股東必須最遲於二零一一年六月十三日(星期一)下午四時正前按照申請表格上印列之指示將申請表格連同於接納時就所申請發售股份應付之全部股款送交本公司之香港股份過戶登記處卓佳登捷時有限公司。所有股款須以港元支票或銀行本票支付。支票(必須由香港持牌銀行之賬戶開出)及銀行本票(必須由香港持牌銀行發出)須註明抬頭人為「Opes Asia Development Limited – Open Offer Account」，並以「只准入抬頭人賬戶」方式劃線開出。該等付款將構成接納本申請表格及章程之條款及條件，而據此配發任何發售股份將受本公司存續章程大綱及公司細則所限。

務請注意，除非本申請表格由背頁提述之合資格股東填妥，並連同應繳股款於二零一一年六月十三日(星期一)(或下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正前交回本公司之香港股份過戶登記處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，否則有關保證配額及一切有關權利及權益將視作已被放棄並予以註銷。

已填妥申請表格隨附之所有支票及銀行本票將於收訖後即時過戶，而自該等股款所賺取之全部利息(如有)將撥歸本公司所有。申請表格一經填妥及連同支票及／或銀行本票交回後，即代表申請人保證有關支票及／或銀行本票將會於首次過戶時兌現。在不影響本公司其他有關權利之情況下，倘任何所附支票及／或銀行本票於首次過戶時未能兌現，則本公司保留權利拒絕受理任何該等申請表格。在此情況下，相關保證配額及據此給予之一切權利及權益將視作已被放棄並予以註銷。儘管存在上述聲明，本公司可全權酌情但並無責任視申請表格(如上文所述遞交)為有效，並對自行或由代表遞交表格之人士具約束力(即使該等人士並未依照有關指示填妥表格)。本公司可要求有關申請人將未填妥之申請表格於稍後填妥。

申請表格僅供姓名載於申請表格內之人士使用，且不可轉讓。本公司不會就收訖任何接納款項而發出收據。

### 終止包銷協議

股東務須注意，包銷協議載有條文賦予包銷商權利，倘於最後終止時限(預期為二零一一年六月十六日下午四時正)前任何時間出現以下情況，包銷商可以書面通知方式終止其於包銷協議項下須承擔之責任：

- (1) 倘包銷商知悉以下情況發展、發生、存在或生效，則包銷商可於最後終止時限前任何時間向本公司發出書面通知終止包銷協議所載安排：
  - (a) 香港或本公司註冊成立或本公司進行或經營業務之任何其他地區頒佈任何新法例或規例或對任何現有法例或規例作出任何變動；或
  - (b) 本地、國家或國際之經濟、金融、政治或軍事狀況出現任何重大變動(不論是否屬永久性性質)；或
  - (c) 本地、國家或國際之證券市場狀況出現任何重大變動(不論是否屬永久性性質)(由於特殊財政狀況或其他理由而全面禁止、暫停或嚴重限制股份或證券在聯交所買賣)或實施外匯管制；或
  - (d) 任何不可抗力事件，包括(並不限於)包銷協議之一般性效力)任何天災、戰爭、暴亂、公眾騷亂、內亂、火災、水災、爆炸、傳染病、恐怖襲擊、罷工或閉關，而包銷商合理認為該變動足以或將會對本公司之整體業務、財政或營業狀況或前景或公開發售能否順利進行構成重大不利影響，或令公開發售不建議或不適宜進行。
- (2) 倘本公司於最後終止時限前任何時間違反或遺漏遵守包銷協議列明本公司須承擔之任何責任或承諾，而有關違反或遺漏遵守將對其業務、財政或營業狀況構成重大不利影響，則包銷商將有權(但並無責任)向本公司發出書面通知，選擇將該事宜或事件視作免除及解除包銷商於包銷協議項下須承擔之責任。

倘包銷商終止包銷協議，則公開發售將不會進行。

股東務須注意，股份已由二零一一年五月十九日(星期四)起按除權基準買賣。於公開發售之所有條件獲達成或豁免(視情況而定)當日之前，買賣股份之任何人士將承受公開發售未必可成為無條件或未必進行之風險。股東及有意投資者於買賣股份時務請審慎行事，如有任何疑問，應諮詢彼等之專業顧問。

### 發售股份之股票

預期繳足股款發售股份之股票將於二零一一年六月二十日(星期一)或之前以平郵方式寄予有關人士，郵誤風險概由彼等承擔。已申請發售股份並繳足股款之各合資格股東將就其所獲配發及發行之全部發售股份收取一張股票。

### 除外股東

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呈要約或邀請，否則在任何香港以外地區或司法權區接獲章程或本申請表格之人士，概不得視之為申請發售股份之要約或邀請。任何居於香港以外之人士如欲申請發售股份，須負責自行遵守有關司法權區之一切法例及規例(包括取得任何政府或其他同意及支付有關司法權區規定須就此支付之任何有關稅項及徵費)。

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該等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。

閣下如對本身之情況有任何疑問，應諮詢閣下之專業顧問。

### 惡劣天氣之影響

倘若於下列時間發出八號或以上熱帶氣旋警告訊號或「黑色」暴雨警告，接納發售股份及支付股款之最後時間(即最後接納時限，最初為二零一一年六月十三日(星期一)下午四時正)將告無效：

- (i) 有關警告於最後接納時間本地時間中午十二時正前任何時間在香港生效，而於當日中午十二時正後不再生效，最後接納時限將順延至同一營業日下午五時正；或
- (ii) 有關警告於最後接納時間本地時間中午十二時正至下午四時正任何時間在香港生效，最後接納時限將改為上午九時正至下午四時正期間任何時間並無發出上述警告之下一個營業日下午四時正。

### 一般事項

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。

所有文件(包括付款支票)將以平郵方式寄往有關人士之登記地址，郵誤風險概由彼等承擔。

章程所載有關接納公開發售之條款及條件將適用。

本申請表格及據此接納發售股份均須受香港法例監管，並按其詮釋。

載有公開發售詳情之章程，可於截至最後接納時限之營業日止之正常辦公時間內於本公司之香港股份過戶登記處卓佳登捷時有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)索閱。

此致

列位合資格股東 台照

代表董事會  
華保亞洲發展有限公司  
執行董事  
朱威廉  
謹啟

\* 僅供識別