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

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.

Union Registrars Limited

聯合證券登記有限公司

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

音形 灣仔 駱克道33號

A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road,

NEW LICEOTORY (THE APPLICATION PORM") 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 WEDNESDAY, 26 AUGUST 2018.

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, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

IN THE ACTION YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

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IN THE ACTION YOUR SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SECURITIES DEALER, REGISTERED INSTI



CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

中國環境資源集團有限公司

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立之有限公司)

> (Stock Code: 1130) (股份代號:1130)

OPEN OFFER OF 471.427.254 OFFER SHARES AT THE SUBSCRIPTION PRICE OF HK\$0.29 EACH ON THE BASIS OF ONE OFFER SHARE FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE 按認購價每股0.29港元公開發售 471.427.254 股發售股份,

基準為於記錄日期 每持有兩股現有股份獲發一股發售股份

> APPLICATION FORM 申請表格

Ugland Hous Ugland House South Church Street P.O. Box 309 George Town Grand Cayman Cayman Islands British West Indies

Principal place of business.

Shui On Centre 6-8 Harbour Road Wanchai, Hong Kong

George Town Grand Cayman Cayman Islands British West Indie: **主要營業抽點** 香港 灣仔 港灣道6-8號

注册辦事處:

Ugland House

South Church Street PP.O. Box 309

Number of Shares registered in your name(s) on Tuesday, 11 August 2015 於二零一五年八月十一日(星期二)以閣下名義登記之股份數目 Number of Offer Shares offered to you subject to payment in full on acceptance by not later than 4:00 p.m. on Wednesday, 26 August 2015 國下獲要約認購之發售股份數目,須不遲於二零一五年八月二十六日(星期三)下午因時正前接納時鐵足股款 Number of Offer Shares applied for 申請認購之發售股份數目 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\$0.29) 證據申請條可由上述已登記之有資格股東作出。證據中請條可由上述已登記之有資格股東作出。證於了權域至於申請該解之發發服分務且與國關之股款企顧(以申請認辦之發得股份數目乘以0.29拖元計算) Remittance enclosed HK\$ 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 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 one Offer Share for every two existing Shares held on Tuesday, 11 August 2015.

If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge this form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Registrar, Union Registrars Limited, AIS/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong so as to be received by the Registrar no later than 4:00 p.m. on Wednesday, 26 August 2015. All remittance(s) for application of Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED – OPEN OFFER ACCOUNT" and crossed "Account Payee Only" and comply with the procedures set out in the page hereafter. No application(s) of Offer Shares can be made by any persons who are Non – Qualifying Shareholders.

Shareholders should note that the Underwriting Agreement contains a number of conditions precedent and if any of the conditions precedent in the Underwriting Agreement is not fulfilled or waived by the Underwriter by the time and/or date spec Prospectus or such later time and/or date as the parties thereto may agree, the Underwriting Agreement may be terminated by the Underwriter by notice in writing to the Company. Shareholders are reminded to exercise caution when dealing in the security

關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 關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條款及條件規限下,上述要約乃向於名列本公司股東名冊且屬合資格股東之股東作出。基準為於二零一五年八月十一日(星期二)每持有兩股現有股份獲發一股發售股份。

衡 国下欲申請認聘任何發售股份。諸項妥及簽署本申請表格,並將表格應同申請認購發作股份涉及之全數應繳款項之合應股款,交回過戶登記處聯合證券登記有限公司。地址為香港灣仔駱克道33號中央廣場應議大度AI8樓,以便過戶登記處於二 零一五年八月二十六日星期三下午回時正前收認。根據本申請表格申請認購發售股份之所有申請股款必須為港元款項,並須註明拾頭人為「CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED - OPEN OFFER ACCOUNT J及以「只准入拾頭人帳戶」 方式劃緩開出,並與符合後與養育所報主簿。任何屬不仓黃格假東之人上不得申請認購發性股份。

股東務請注意,包銷協議載有若干先決條件,倘包銷協議所載任何先決條件未能於章程內指定之時間及/或日期或訂約方可能同意之較後時間及/或日期之前達成或獲包銷商豁免,則包銷協議可由包銷商書面通知本公司予以終止。股東在賈賈本公司證券時,務請審慎行事。



CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

中國環境資源集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code: 1130) (股份代號: 1130)

To: China Environmental Resources Group Limited 致:中國環境資源集團有限公司

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\$0.29 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 12 August 2015 and subject to the memorandum and articles 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 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 in the page hereafter 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(或倘已填妥丁欄,則丁欄)指定之發售股份數目,並附上按每股發售股份0.29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八月十二日之章程所載條款及條件,以及 貴公司之組織章程大綱及細則,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數目較少之發售股份之持有人,並請 貴公司將有關股票按背頁所列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/吾等已細閱後續頁所載各項條件及申請手續,並同意受其約束。

			Please insert contact telephone number 請填上聯絡電話號碼	
Signature(s) of Qualifying Shareholder(s) (all joint Qualifying Shareholder(s) must sign) 合資格股東簽署 (所有合資格聯名股東均須簽署)				
(1)	(2)	(3	3)	(4)
Date:		_ 2015		
日期:二零一五年月		_ H		
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, failing which, the total number specified in Box B) 申請認購發售股份數目(丁欄所列明之發售股份總數或,如未有填妥,則乙欄所列明之發售股份總數)

Total amount of remittance (being the total number specified in Box D, failing which, the total number specified in Box C) 股款總額 (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)

HK\$ 港元 Name of bank on which cheque/cashier's order is drawn 支票/銀行本票之付款銀行名稱

Cheque/Cashier's order number 支票/銀行本票號碼

** Cheque(s) or cashier's order(s) should be crossed "Account Payee Only" and made payable to "CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED – OPEN OFFER ACCOUNT" (see the section headed "PROCEDURES FOR APPLICATION" as set out in the page hereafter).

**支票或銀行本票須以「只准入抬頭人賬戶」方式並以「CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED - OPEN OFFER ACCOUNT」為抬頭人劃線開出(詳情請參閱後續頁所載之「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.

假設公開發售之條件已獲達成,認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目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訖款 項所代表發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。



CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

中國環境資源集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1130)

CONDITIONS

- 1. You may not apply for any Offer Shares if you are a Non-Qualifying Shareholder.
- 2. No receipt will be issued in respect of any application monies received but it is expected that certificate(s) for any Offer Shares in respect of which your application is accepted in full or in part will be sent to you by ordinary post, at your own risk, at the address stated on the Application Form.
- 3. Completion of the Application Form will constitute an instruction and authority by you to the Company and/or Union Registrars Limited or any person nominated by them for the purpose, on your behalf, to execute any registration of the 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 your name(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
- 4. You undertake to sign all documents and to do all other acts necessary to enable you to be registered as the holder of the Offer Shares which you have applied for subject to the memorandum and articles of association the Company.
- 5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which the cheque is dishonoured upon first presentation is liable to be rejected.
- 6. Your right to apply for the Offer Shares is not transferable.
- 7. The Company reserves the right to accept or refuse any application for Offer Shares which does not comply with the procedures set out herein.

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 the Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, you must enter in Box D of the 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\$0.29). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, you 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 the Application Form, this number should be inserted in Box D of the 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. If you apply for a number of Offer Shares that is in excess of your assured entitlement set out in Box B of the Application Form, your application is liable to be rejected.

The Application Form when duly completed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to the Registrar, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, no later than 4:00 p.m. on Wednesday, 26 August 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong, and made payable to "CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED – OPEN OFFER ACCOUNT" and crossed "Account Payee Only". Unless the Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of the Application Form has been received by the Registrar by 4:00 p.m. on Wednesday, 26 August 2015, your assured entitlement and all rights thereunder shall be deemed to have been declined and will be cancelled.

Shareholders should note that the Underwriting Agreement contains a number of conditions precedent and if any of the conditions precedent in the Underwriting Agreement is not fulfilled or waived by the Underwriter by the time and/or date specified in the Prospectus or such later time and/or date as the parties thereto may agree, the Underwriting Agreement may be terminated by the Underwriter by notice in writing to the Company. These events are set out in the paragraphs headed "Termination of the Underwriting Agreement" and "Conditions of the Open Offer" of the Prospectus. Shareholders are reminded to exercise cautions when dealing in the securities of the Company.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis from Wednesday, 5 August 2015 and that dealings in Shares will take place whilst the conditions to which the Open Offer is subject remain unfulfilled. 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 on Friday, 28 August 2015), will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholder or other person contemplating dealing in the Shares during such period who is in any doubt about his or her position is advised to consult his or her professional adviser.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders 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 cashier's order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honored on first presentation. Any Application Form in respect of which the accompanying cheque or cashier's 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.

CERTIFICATES FOR OFFER SHARES

It is expected that certificates for fully-paid Offer Shares will be despatched by ordinary post to those allottees entitled thereto at their own risk on or before Friday, 4 September 2015.

You will receive one Share certificate for the Offer Shares issued to you.

GENERAL

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

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

The Application Form and any acceptance of the Offer Shares contained in it shall be governed by, and construed in accordance with, the Laws of Hong Kong.

Further copies of the Prospectus giving details of, inter alia, the Open Offer, are available from the Registrar, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, during normal business hours on weekdays (except Saturdays and public holidays) up to and including Wednesday, 26 August 2015.



CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

中國環境資源集團有限公司

(於開曼群島註冊成立之有限公司) (股份代號:1130)

條件

- 1. 倘 閣下為不合資格股東,則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,惟預期申請獲全數或部份接納之發售股份股票將以平郵方式按申請表格上所列地址 寄交 閣下,郵誤風險概由 閣下承擔。
- 3. 填妥申請表格將構成 閣下指示及授權本公司或聯合證券登記有限公司或彼等提名之其他人士代表 閣下辦理申請表格或其他文件之任何登記手續,以及一般地執行有關公司或人士可能認為必需或合宜之所有有關事宜以根據章程所述安排,將 閣下所申請認購之數目或較少數目之發售股份登記在 閣下名下。
- 4. 閣下承諾簽署所有文件並採取一切其他必要之行動以使 閣下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組織章程細則之規定。
- 5. 本公司收到股款後將隨即將之過戶,由此賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兑現,則有關申請將不獲受理。
- 6. 閣下申請認購發售股份之權利不得轉讓。
- 7. 本公司保留接納或拒絕任何未符合本文件所載手續之發售股份申請認購之權利。

申請手續

閣下可透過填寫申請表格申請相等於或少於乙欄所列 閣下獲保證暫定配發之發售股份數目。

倘 閣下欲申請認購少於 閣下獲保證暫定配發之發售股份數目,請在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0.29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 閣下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 閣下欲申請認購申請表格乙欄所列相同數目之發售股份,請在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之發售股份數目。倘 閣下申請認購超過申請表格乙欄所載 閣下獲保證配發之發售股份數目,則 閣下之申請認購將不獲受理。

填妥申請表格並將適當之股款相應地緊釘其上後,請將表格對摺並於二零一五年八月二十六日(星期三)下午四時正前交回過戶登記處聯合證券登記有限公司,地址為香港灣仔駱克道33號中央廣場滙漢大廈A18樓。所有股款必須為港元款項。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 ENVIRONMENTAL RESOURCES GROUP LIMITED - OPEN OFFER ACCOUNT」為抬頭人及以「只准入抬頭人賬戶」方式劃線開出。除非申請表格連同申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零一五年八月二十六日(星期三)下午四時正前獲過戶登記處收訖,否則 閣下之保證配額以及一切有關權利將視為予以拒絕並將予註銷。

股東務請注意,包銷協議載有若干先決條件,倘包銷協議所載任何先決條件於章程所指定之時間及/或日期或協議方可能同意之較後時間及/或日期之前仍未達成或獲豁免,則包銷協議可由包銷商書面通知本公司予以終止。該等事件載於章程「終止包銷協議」及「公開發售之條件」兩段。股東在買賣本公司證券時,務請謹慎行事。

股東務請注意,股份已由二零一五年八月五日(星期三)開始按除權基準買賣,而儘管公開發售之條件仍未達成,惟股份仍將進行買賣。 於公開發售所有條件獲達成當日(預期為二零一五年八月二十八日(星期五))前買賣股份之任何股東或其他人士,將因此承擔公開發售 可能無法成為無條件或可能不會進行之風險。擬於該段期間買賣股份之任何股東或其他人士如對本身情況有任何疑問,務請諮詢其本 身之專業顧問。

支票及銀行本票

所有支票及銀行本票均將於收訖後過戶,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及就所申請認購發售股份付款之支票或銀行本票,將構成申請人對支票或銀行本票將可於首次過戶時兑現作出之保證。凡隨附支票或銀行本票在首次過戶時未能兑現之申請表格均可遭拒絕受理;在該情況,保證配額及據此獲得之所有權利將視為予以拒絕並將予註銷。

發售股份股票

預期於二零一五年九月四日(星期五)或之前,發售股份繳足股款之股票將以普通郵遞方式寄發予獲配發人,郵誤風險概由彼等承擔。

閣下將會就全部向 閣下發行之發售股份獲發一張股票。

一般事項

發售股份(當繳足及已發行)將與配發及發行發售股份日期已發行之股份在各方面享有同等權益。發售股份持有人將有權收取於配發 及發行發售股份日期或之後所宣派、作出或支付之所有未來股息及分派。

所有文件(包括應付金額支票)將以普通郵遞方式,按有權收取有關文件之人士之登記地址寄發予彼等,郵誤風險由彼等承擔。

申請表格及當中所載任何發售股份之接納須受香港法例管轄並按其詮釋。

載有(其中包括)公開發售詳情之章程副本可於截至二零一五年八月二十六日(星期三)(包括當日)止之工作日(星期六及公眾假期除外)一般營業時間內向過戶登記處聯合證券登記有限公司(地址為香港灣仔駱克道33號中央廣場滙漢大廈A18樓)索取。