

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

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 STOCKBROKER OR OTHER REGISTERED DEALER 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，應諮詢閣下之股票經紀或其他註冊證券交易商、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 THURSDAY, 5 FEBRUARY 2015.

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。申請最遲須於二零一五年二月五日(星期四)下午四時正前遞交。

Reference is made to the prospectus (“Prospectus”) issued by Far East Holdings International Limited (“Company”) dated 22 January 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.

遠東控股國際有限公司(「本公司」)於二零一五年一月二十二日刊發有關公開發售之章程(「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。

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 38D 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之文件」一段內所述之文件，已根據公司(清盤及雜項條文)條例第38D條之規定向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。

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 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.

待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。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。



遠東控股國際有限公司

Far East Holdings International Limited

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code: 36)

(股份代號：36)

Share registrar in Hong Kong:
Computershare Hong Kong Investor

Services Limited (“Registrar”)

Shops 1712-1716

17th Floor, Hopewell Centre

183 Queen’s Road East

Wanchai, Hong Kong

香港股份過戶登記處：
香港中央證券登記有限公司(「過戶登記處」)
香港灣仔皇后大道東183號
合和中心17樓1712-1716室

REGISTERED OFFICE
16th Floor,
Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

註冊辦事處
香港
德輔道中121號
遠東發展大廈
16樓

PRINCIPAL OFFICE
Room 2101-2102, 21st Floor
Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

主要辦事處
香港
德輔道中121號
遠東發展大廈21樓
2101-2102室

OPEN OFFER OF 268,306,531 OFFER SHARES
ON THE BASIS OF ONE (1) OFFER SHARE
FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE
按於記錄日期每持有兩(2)股現有股份
獲發一(1)股發售股份之基準公開發售268,306,531股發售股份

APPLICATION FORM
申請表格

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 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 an assured allotment of one Offer Share for every two existing Shares 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, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by not later than 4:00 p.m. on Thursday, 5 February 2015. All remittance(s) for application of Offer Shares under assured allotment must be in Hong Kong dollars and made payable to “Far East Holdings International Limited – Provisional Allotment 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 Prohibited Shareholders.

閣下有權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任何發售股份數目。在章程所述者規限下，有關配額乃向名列本公司股東名冊並為合資格股東之股東作出，基準為按於記錄日期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，於二零一五年二月五日(星期四)下午四時正前交回本公司之香港股份過戶登記處：香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)。所有認購保證配發之發售股份股款必須為港幣，並須註明抬頭人為「Far East Holdings International Limited – Provisional Allotment Account」及以「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。受禁制股東不得申請認購發售股份。

To: Far East Holdings International Limited

致：遠東控股國際有限公司

Dear Sir/Madam,

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\$0.3 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 22 January 2015 and this Application Form and subject to the 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 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，倘若僅填妥丁欄，則指丁欄)指定之發售股份數目，並附上按每股發售股份港幣0.3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一月二十二日刊發之章程及本申請表格所載之條款及條件，以及本公司之章程細則，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/吾等謹此授權本公司將本人/吾等之姓名列入本公司之股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並請本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/吾等已細閱背頁所載各項條件及申請手續，並同意全部遵守。

** Cheque or banker’s cashier order should be crossed “ACCOUNT PAYEE ONLY” and made payable to “Far East Holdings International Limited – Provisional Allotment 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「Far East Holdings International Limited – Provisional Allotment 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。倘認購股款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。申請將被視作申請認購完整之發售股份數目而作出。概不會就認購股款發出任何收據。

APPLICATION FORM NUMBER
申請表格編號

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

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Number of existing Shares registered in your name on Wednesday, 21 January 2015
於二零一五年一月二十一日(星期三)以閣下名義登記之現有股份數目

Box A
甲欄

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Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 5 February 2015
閣下獲保證配發之發售股份數目(須不遲於二零一五年二月五日(星期四)下午四時正前接納時繳足)

Box B
乙欄

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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\$0.3)
認購申請僅可由上文列名之登記合資格股東作出。
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港幣0.3元計算)

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

HK\$ 港幣

Box D
丁欄

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

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HK\$
港幣

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

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) _____

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

Date 日期： _____

Please staple
your payment
here
請將
股款
緊釘在此


遠東控股國際有限公司
Far East Holdings International Limited



遠東控股國際有限公司

Far East Holdings International Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 36)

CONDITIONS

1. Subject as mentioned in the Prospectus and this Application Form, the assured allotment set out in Box B of this Application Form 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 Wednesday, 21 January 2015. You are not permitted to apply for any Offer Shares if you are an Prohibited 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 Computershare Hong Kong Investor Services Limited or any person nominated by it 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 Articles of Association of 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.
8. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (see the section headed "Conditions of the Open Offer" as set out in the Prospectus).
9. 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 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 entitlement, 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\$0.3). 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 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, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on Thursday, 5 February 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 "Far East Holdings International Limited – Provisional Allotment 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 Thursday, 5 February 2015, your assured entitlement and all rights thereunder shall be deemed to have been declined and will be cancelled.

Share certificate(s) is/are expected to be posted by ordinary post to you on or before Friday, 13 February 2015 at your own risk.

RESCISSION AND TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination (provided that for the purposes of the termination clause of the Underwriting Agreement, if the date of the Latest Time for Termination shall be a business day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains in force in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day, the date of the Latest Time for Termination shall be the next business day on which no tropical cyclone warning signal no. 8 or above or no black rainstorm warning signal is or remains in force in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day):

- (1) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (4) 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 which would, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Open Offer; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (8) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter be material to the Group as a whole upon completion of the Open Offer and is likely to affect materially and adversely the success of the Open Offer.

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in Underwriting Agreement thereto comes to the knowledge of the Underwriter; or
- (2) any Specified Event comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

Upon the giving of notice in accordance with the above, the Underwriting Agreement shall terminate and the obligations of the parties shall forthwith cease and be null and void and none of the parties shall, save in respect of 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.

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.

STATUS OF THE OFFER SHARES

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

SHARE CERTIFICATES FOR OFFER SHARES

Subject to the fulfilment of the conditions of the Open Offer, share certificates for all fully-paid Offer Shares are expected to be posted on or before Friday, 13 February 2015 to those who have accepted and paid for the Offer Shares, by ordinary post at their own risk.

GENERAL

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.