



TIANLI HOLDINGS GROUP LIMITED

天利控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 117)

CONDITIONS

1. No Excluded Shareholder is permitted to apply for any Open Offer Shares and/or Excess Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Open Offer Shares and/or Excess 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 and/or the Excess Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Boardroom Share Registrars (HK) Limited or some person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form and/or the Excess 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 of the applicant(s) of the Open Offer Shares and/or Excess Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Open Offer Shares and/or Excess Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Open Offer Shares and/or Excess Shares which they have applied for subject to the memorandum of association and 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(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Open Offer Shares and/or Excess Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for the Open Offer Shares and/or Excess Shares which does/do not comply with the procedures set out herein and/or in the Excess Application Form(s).

PROCEDURES FOR APPLICATION

You may apply for such number of Open Offer Shares which is equal to or less than your assured entitlement set out in Box B by filling in this Application Form.

To apply for such number of Open Offer Shares which is less than your assured entitlement, enter in Box D of this Application Form the number of Open Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Open Offer Shares applied for multiplied by HK\$1.50 per Open Offer Share). If the amount of the corresponding remittance received is less than that required for the number of Open Offer Shares inserted, you will be deemed to have applied for such lesser number of Open Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Open 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 Open Offer Shares for which full payment has been received.

If you wish to apply for any number of Open Offer Shares which is more than your assured entitlement set out in Box B of this Application Form, i.e. the Excess Shares, you should use the separate Excess Application Form and enter in the appropriate space provided in the Excess Application Form the number of Excess Shares for which you wish to apply for and the total amount payable (calculated as number of Excess Shares applied for multiplied by HK\$1.50). You may apply for any number of Excess Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of Excess Shares inserted, you will be deemed to have applied for such lesser number of Excess Shares for which full payment has been received.

This Application Form and/or the Excess Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be lodged to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong, by no later than 4:00 p.m. on Friday, 3 February 2017 (or, under bad weather conditions, such Latest Time for Acceptance as mentioned in the section headed "Expected timetable" in the Prospectus). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "Tianli Holdings Group Limited — Open Offer Account" for Open Offer Shares under assured entitlement and made payable to "Tianli Holdings Group Limited — Excess Application Account" for Excess Shares and crossed "Account Payee Only". Unless this Application Form and/or the Excess Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form and/or the appropriate remittance shown in the Excess Application Form has/have been received by 4:00 p.m. on Friday, 3 February 2017, your right to apply for the Open Offer Shares and/or the Excess Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

FORCE MAJEURE

Shareholders should note that the Underwriting Agreement contains provisions granting the Underwriter, by notice in writing, the right to terminate the Underwriter's obligations thereunder on the occurrence of certain events. The Underwriter may terminate the Underwriting Agreement on or before the Latest Time for Termination if prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new 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 reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position 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 hereof), of a political, military, financial, economic or other nature (whether or not ejusdem generic 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 reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
 - (d) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
 - (e) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than 20 consecutive business days, excluding any suspension in connection with the clearance of the Prospectus Documents or other announcements in connection with the Open Offer; or
- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Open Offer;
- (3) 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; or
- (4) this Prospectus, when published, contain information (either as to 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 reasonable opinion of the Underwriter be material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Open Offer Shares under the Open Offer.

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

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

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Wednesday, 11 January 2017 and that dealings in the Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealings in the Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled, will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing 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 banker's cashier orders will be presented for payment immediately upon receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Completion and lodgement of the Application Form and/or the Excess Application Form together with a cheque or banker's cashier order in payment of the Open Offer Shares and/or the Excess Shares being applied for will constitute a warranty by you that the cheque or banker's cashier order will be honoured upon first presentation. Any Application Form and/or Excess Application Form in respect of which the accompanying cheque and/or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in such event, the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OPEN OFFER SHARES

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

CERTIFICATES OF THE FULLY PAID OPEN OFFER SHARES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the Open Offer Shares are expected to be posted on or before Tuesday, 14 February 2017 to each applicant who has been allotted the relevant Open Offer Shares by ordinary post at his/her/its own risk. You will receive one share certificate for all fully-paid Open Offer Shares validly applied for and issued to you.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

This Application Form and/or the Excess Application Form and any acceptance of the Open 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 Company's principal place of business in Hong Kong, Unit 907-909, 9/F, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong, during normal business hours from 9:00 a.m. to 5:00 p.m. up to and including 3 February 2017.



TIANLI HOLDINGS GROUP LIMITED

天利控股集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：117)

條件

1. 除外股東不得申請認購任何公開發售股份及／或額外股份。
2. 概不會就已收的申請認購款項發出收據，惟預期申請獲全數或部份接納的任何公開發售股份及／或額外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，則排名首位的承配人)，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格及／或額外申請表格將構成申請人指示及授權本公司及／或寶德隆證券登記有限公司或就此提名的其他人士代表申請人辦理本申請表格及／或額外申請表格或其他文件的任何登記手續，以及一般而言進行有關公司或人士可能認為必需或合宜的所有其他事宜，以根據發售章程所述安排，將申請人所申請的數目或較少數目的公開發售股份及／或額外股份登記在申請人名下。
4. 公開發售股份及／或額外股份的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的公開發售股份及／或額外股份的持有人，惟須符合本公司組織章程大綱及組織章程細則的規定。
5. 股款將於本公司收訖後即時過戶，由此賺取的一切利息(如有)將全數撥歸本公司所有。支票如於首次過戶時不獲兌現，有關申請將不獲受理。
6. 閣下申請公開發售股份及／或額外股份的權利不得轉讓。
7. 本公司保留權利接受或拒絕任何不符合本申請表格及／或額外申請表格所載手續的公開發售股份及／或額外股份申請。

申請手續

閣下可透過填寫本申請表格申請數目相等於或少於乙欄所列 閣下所獲既定配額的公開發售股份。

為了申請少於 閣下獲既定配額的公開發售股份數目，請在本申請表格丁欄內填上欲申請的公開發售股份數目及應繳款項總額(以申請的公開發售股份數目乘以每股公開發售股份1.50港元計算)。倘所收的相應股款少於所填上的公開發售股份數目的所需股款，則 閣下將被視為申請認購已收全數款項所代表數目較少的公開發售股份。

倘 閣下欲申請本申請表格乙欄所列數目之公開發售股份，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公開發售股份。

倘 閣下欲申請認購之公開發售股份數目多於本申請表格乙欄所列 閣下獲既定配額之公開發售股份數目(即額外股份)，則 閣下須另行使用額外申請表格，並於額外申請表格之適當位置填上 閣下欲申請認購之額外股份數目及應繳款項總額(以申請認購之額外股份數目乘以1.50港元計算)。 閣下可申請認購其欲申請認購之任何數目額外股份。倘所收到之相應認購款項少於所填上之額外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數目較少的額外股份。

填妥本申請表格及／或額外申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並須於二零一七年二月三日(星期五)下午四時正(或在惡劣天氣情況下，則為發售章程「預期時間表」一節所述最遲接納時間)之前送達本公司之香港股份過戶登記分處寶德隆證券登記有限公司，地址為香港北角電氣道148號31樓。所有股款必須為港元。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，並註明抬頭人為「**Tianli Holdings Group Limited — Open Offer Account**」(就既定配額項下公開發售股份而言)及註明抬頭人為「**Tianli Holdings Group Limited — Excess Application Account**」(就額外股份而言)及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格及／或額外申請表格，連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款及／或額外申請表格所示之適當股款於二零一七年二月三日(星期五)下午四時正之前收到，否則 閣下申請認購公開發售股份及／或額外股份之權利以及一切有關權利將被視作遭拒絕並予以註銷。

不可抗力事件

務請股東注意，包銷協議載有條文授予包銷商權利在發生若干事件情況下經發出書面通知終止包銷商於包銷協議項下責任。倘於最遲終止時間前出現以下情況，則包銷商可於最遲終止時間或之前終止包銷協議：

(1) 包銷商合理認為以下情況會對成功進行公開發售產生重大不利影響：

- (a) 頒佈任何新規例，或現有法例或規例(或其司法詮釋)出現任何變動或發生任何性質之其他事件，而包銷商合理認為會對本集團整體業務或財務或經營狀況構成重大不利影響，或對公開發售而言屬重大不利之影響；或
 - (b) 本地、全國或國際間發生任何政治、軍事、金融、經濟或其他性質(不論是否與上述任何情況屬同類情況)之事件或轉變(不論是否屬於本公告日期之前及／或之後發生或持續出現之連串事件或變化之一部分)，或本地、全國或國際間爆發敵對或武裝衝突或衝突升級，或事件足以影響本地證券市場，而包銷商合理認為會對本集團整體業務或財務或經營狀況構成重大不利影響，或對公開發售而言屬重大不利之影響；或
 - (c) 本集團之整體業務或財務或經營狀況出現任何重大不利變動；或
 - (d) 基於特殊金融市場環境或其他原因而對在聯交所進行之股份買賣實施任何禁售、暫停買賣或重大限制；或
 - (e) 於連續超過20個營業日期間在聯交所暫停買賣全部證券或本公司證券，惟關於審批發售章程文件或其他與公開發售有關的公告而暫停證券買賣除外；或
- (2) 市況出現任何重大不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場變動、證券交易暫停或受限及貨幣狀況的變動，而就此條款而言，包括香港貨幣價值與美國貨幣掛鈎的聯繫匯率制變動)，對此包銷商合理認為不恰當或不適宜繼續進行公開發售；
- (3) 發生任何不可抗力事件，包括(但不影響其概括性)任何天災、戰爭、暴動、民眾騷亂、民變、火災、水災、爆炸、傳染病、恐怖活動、罷工或停工；或
- (4) 本發售章程於發佈時載有於本公告日期前未經本公司公開發佈或發表之資料(有關本集團狀況的資料或有關其遵守任何法律或上市規則或任何適用規例的合規情況資料)，而包銷商合理認為此等資料對本集團整體屬重大，並可能會對成功進行公開發售產生重大不利影響，或可能導致審慎投資者不會申請其於公開發售項下既定配額之公開發售股份。

倘於最遲終止時間前出現以下情況，包銷商有權於最遲終止時間之前發出書面通知撤銷包銷協議：

- (1) 包銷商知悉包銷協議所載之任何保證或承諾遭嚴重違反；或
- (2) 包銷商知悉出現任何特定事件。

股東務須注意，股份已自二零一七年一月十一日(星期三)起按除權基準買賣，且將在包銷協議的條件仍未達成之情況下進行買賣。因此，任何股東或其他人士如於公開發售的所有條件達成日期前買賣股份，須承擔公開發售可能不會成為無條件及不一定進行的風險。任何擬於該段期間買賣股份的股東或其他人士對本身的情況如有任何疑問，應諮詢其專業顧問。

支票及銀行本票

所有支票及銀行本票將於收到時立即過戶，而有關申請款項所賺取的一切利息(如有)將全數撥歸本公司所有。填妥及交回申請表格及／或額外申請表格連同支付所申請公開發售股份及／或額外股份股款之支票或銀行本票將構成閣下之一項保證，即支票或銀行本票將於首次過戶時即獲兌現。隨附支票及／或銀行本票於首次過戶時無法兌現之任何申請表格及／或額外申請表格將不獲受理，且在此情況下既定配額及其項下全部權利將被視作遭拒絕並予註銷。

公開發售股份的地位

公開發售股份於發行及繳足後將在各方面與於當時已發行股份享有同等地位。公開發售股份持有人將有權收取於公開發售股份配發日期或之後按繳足形式宣派、作出或派付的所有股息及分派。

繳足股款公開發售股份之股票

待達成公開發售的條件後，預期公開發售股份的股票將於二零一七年二月十四日(星期二)或之前以平郵方式寄發予獲配發有關公開發售股份的每名申請人，郵誤風險概由其自行承擔。閣下將會就全部有效申請及獲發行之繳足股款公開發售股份獲發一張股票。

一般資料

所有文件將以平郵方式，按有權收取有關文件的人士的登記地址寄發予彼等，郵誤風險概由彼等承擔。本申請表格及／或額外申請表格及任何接納當中所載公開發售股份的事宜須受香港法例管轄並按其詮釋。載述(當中包括)公開發售詳情的發售章程的額外副本，於直至二零一七年二月三日(包括當日)止的一般營業時間上午九時正至下午五時正內在本公司之香港主要營業地址(地址為香港金鐘皇后大道東1號太古廣場三座9樓907-909室)可供索取。