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This Application Form uses the same terms as defined in the prospectus of Sam Woo Construction Group Limited (the “Company”) dated Monday, 29 September 2014 together with all supplement(s) thereto (if any) (the “Prospectus”). 本申請表格使用三和建築集團有限公司(「本公司」)於二零一四年九月二十九日(星期一)刊發的招股章程連同所有補充文件(如有)(「招股章程」)中所界定的詞語。

Neither this Application Form nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Public Offer Shares in any jurisdiction other than Hong Kong. The Public Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the relevant securities laws and regulations of the United States. 本申請表格及招股章程概不構成在香港以外司法權區要約出售或游說要約購買任何公開發售股份。若無根據美國相關證券法及法規登記或豁免登記，公開發售股份不得在美國提呈發售或出售。

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. 任何根據當地法例不得發送、派發或複製本申請表格及招股章程的司法權區內概不得發送或派發或複製(不論方式，也不論全部或部分)本申請表格及招股章程。

Copies of the Prospectus, all related Application Forms and the other documents specified in the section headed “Documents Delivered to the Registrar of Companies and Available for Inspection” in Appendix V to the Prospectus, have been registered by the Registrar of Companies in Hong Kong. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), Hong Kong Securities Clearing Company Limited (“HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents. 招股章程、所有相關申請表格及招股章程附錄五「送呈公司註冊處處長及備查文件」一節所述其他文件已送呈香港公司註冊處處長登記。香港交易及結算所有限公司、香港聯合交易所有限公司(「香港聯交所」)、香港中央結算有限公司(「香港結算」)、香港證券及期貨事務監察委員會(「證監會」)及香港公司註冊處處長對此等文件的內容概不負責。

## SAM WOO CONSTRUCTION GROUP LIMITED

### 三和建築集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code : 3822

股份代號 : 3822

Number of Offer Shares under the Share Offer : 100,000,000 Shares

股份發售的發售股份總數 : 100,000,000股股份

Number of Public Offer Shares : 10,000,000 Shares (subject to adjustment)

公開發售股份數目 : 10,000,000股股份(可予調整)

Number of Placing Shares : 90,000,000 Shares (subject to adjustment)

配售股份數目 : 90,000,000股股份(可予調整)

Maximum Offer Price : HK\$1.50 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)

最高發售價 : 每股發售股份1.50港元，另加1%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費(須於申請時以港元繳足，多繳款項可予退還)

Nominal Value : HK\$0.01 per Share

面值 : 每股股份0.01港元

**You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures. 招股章程尚有其他關於申請程序的資料，本申請表格應與招股章程一併閱讀。**

### Application Form 申請表格

To: Sam Woo Construction Group Limited  
The Joint Lead Managers  
The Public Offer Underwriters

致：三和建築集團有限公司  
聯席牽頭經辦人  
公開發售包銷商

#### Applicants' declaration

I/We agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the “Effect of completing and submitting this Application Form” section of this Application Form.

#### 申請人聲明

本人/吾等同意本申請表格及招股章程的條款及條件以及申請程序。請參閱本申請表格「填交本申請表格的效用」一節。

**Warning: Only one application may be made for the benefit of any person. Please refer to the last four bullets of “Effect of completing and submitting this Application Form” section of this Application Form.**

**警告：任何人士只限作出一次為其利益而進行的認購申請。請參閱本申請表格「填交本申請表格的效用」一節最後四點。**



\* (1) An individual must provide his Hong Kong Identity Card number or, if he does not hold a Hong Kong Identity Card, his passport number. A body corporate must provide its Hong Kong Business Registration number. Each joint applicant must provide its or his relevant number. The Hong Kong Identity Card number(s)/passport number(s)/Hong Kong Business Registration number(s) will be transferred to a third party for checking the Application Form's validity. 個別人士須填寫其香港身份證號碼或(如非香港身份證持有人)護照號碼。法人團體須填寫其香港商業登記號碼。每名聯名申請人均須提供其相關號碼。該等香港身份證號碼／護照號碼／香港商業登記號碼將轉交第三方以核實申請表格的有效性。

(2) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque. 退款支票(如有)上或會印有閣下或(如屬聯名申請人)排名首位申請人的香港身份證號碼／護照號碼的一部分。銀行兌現退款支票前或會要求查證閣下的香港身份證號碼／護照號碼。

(3) If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being made for your benefit.

倘若申請人是一家非上市公司，而：

- 該公司主要從事證券買賣業務；及
- 閣下對該公司可行使法定控制權，

是項申請將視為閣下的利益提出。

### How to make your application

- Use the table below to calculate how much you must pay. Your application must be for a minimum of 2,000 Public Offer Shares and an integral multiple of 2,000 Public Offer Shares, up to and including a maximum of 4,500,000 Public Offer Shares, or your application will be rejected. The table below sets out certain integral multiples of 2,000 Public Offer Shares applied for and total amount payable on application in HK\$ for reference:

NUMBER OF PUBLIC OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS					
No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$
2,000	3,030.24	80,000	121,209.60	3,000,000	4,545,360.00
4,000	6,060.48	100,000	151,512.00	4,000,000	6,060,480.00
6,000	9,090.72	200,000	303,024.00	4,500,000*	6,818,040.00
8,000	12,120.96	300,000	454,536.00		
10,000	15,151.20	400,000	606,048.00		
12,000	18,181.44	500,000	757,560.00		
14,000	21,211.68	600,000	909,072.00		
16,000	24,241.92	700,000	1,060,584.00		
18,000	27,272.16	800,000	1,212,096.00		
20,000	30,302.40	900,000	1,363,608.00		
40,000	60,604.80	1,000,000	1,515,120.00		
60,000	90,907.20	2,000,000	3,030,240.00		

\* Maximum number of Public Offer Shares you may apply for.

- Complete the form in English and sign it. Only written signatures will be accepted (and not by way of personal chop).
- Staple your cheque or banker's cashier order to the form. Each application for the Public Offer Shares must be accompanied by either one separate cheque or one separate banker's cashier order. Your application will be rejected if your cheque or banker's cashier order does not meet all the following requirements:

The cheque must:	Banker's cashier order must:
<ul style="list-style-type: none"> <li>be in Hong Kong dollars;</li> <li>not be post-dated;</li> <li>be made payable to "Ting Hong Nominees Limited – Sam Woo Construction Public Offer";</li> <li>be crossed "Account Payee Only";</li> </ul>	<ul style="list-style-type: none"> <li>be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker's cashier order must correspond with your name. If it is a joint application, the name on the back of the banker's cashier order must be the same as the first-named applicant's name.</li> </ul>
<ul style="list-style-type: none"> <li>be drawn on your Hong Kong dollar bank account in Hong Kong; and</li> <li>show your account name, which must either be pre-printed on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. If it is a joint application, the account name must be the same as the first-named applicant's name.</li> </ul>	

4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker's cashier order attached) to one of the collection boxes at any of the following branches of:

**DBS Bank (Hong Kong) Limited**

District	Branch Name	Address
<b>Hong Kong Island:</b>	Head Office	G/F, The Centre, 99 Queen's Road Central
	United Centre Branch	Shops 1015-1018, 1/F & Shops 2032-2034, 2/F, United Centre, 95 Queensway, Admiralty
	North Point Branch	G/F, 391 King's Road, North Point
	Nathan Road Branch	G/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
<b>Kowloon:</b>	Tsimshatsui Branch	G/F, 22-24 Cameron Road, Tsim Sha Tsui
	Hoi Yuen Road Branch	Unit 2, G/F, Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong
	Tsuen Wan Branch	G/F, 23 Chung On Street, Tsuen Wan

5. Your Application Form can be lodged at these times:  
Monday, 29 September 2014 – 9:00 a.m. to 5:00 p.m.  
Tuesday, 30 September 2014 – 9:00 a.m. to 5:00 p.m.  
Friday, 3 October 2014 – 9:00 a.m. to 5:00 p.m.  
Saturday, 4 October 2014 – 9:00 a.m. to 1:00 p.m.  
Monday, 6 October 2014 – 9:00 a.m. to 5:00 p.m.  
Tuesday, 7 October 2014 – 9:00 a.m. to 12:00 noon
6. The latest time for lodging your application is 12:00 noon on Tuesday, 7 October 2014. The application lists will be open between 11:45 a.m. to 12:00 noon on that day, subject only to the weather conditions, as described in "Effect of Bad Weather on the Opening of the Application Lists" in the "How to Apply for the Public Offer Shares and Employee Reserved Shares" section of the Prospectus.



**SAM WOO CONSTRUCTION GROUP LIMITED**

三和建築集團有限公司

(Incorporated in the Cayman Islands with limited liability)

**Share Offer**

**Conditions of your application**

**A. Who can apply**

1. You and any person(s) for whose benefit you are applying must be 18 years of age or older and must have a Hong Kong address.
2. If you are a firm, the application must be in the individual members' names.
3. The number of joint applicants may not exceed 4.
4. If you are a body corporate, the application must be signed by a duly authorised officer, who must state his representative capacity, and stamped with your corporation's chop.
5. You must be outside the United States, not be a United States Person (as defined in the applicable securities laws and regulations of the United States) and not be a legal or natural person of the PRC.
6. Unless permitted by the Listing Rules, you cannot apply for any Public Offer Shares if you:
  - are an existing beneficial owner of shares in the Company and/or any of its subsidiaries;
  - are a director or a chief executive officer of the Company and/or any of its subsidiaries;
  - are a close associate (as defined in the Listing Rules) of any of the above;
  - are a core connected person (as defined in the Listing Rules) of the Company or will become a core connected person of the Company immediately upon completion of the Share Offer; or
  - have been allocated or have applied for any Placing Shares or otherwise participate in the Placing.

**B. If you are a nominee**

Unless you are an Eligible Employee applying for Employee Reserved Shares by using a **PINK** Application Form, you, as a nominee, may make more than one application for the Public Offer Shares by: (i) giving electronic application instructions to HKSCC via Central Clearing and Settlement System ("CCASS") (if you are a CCASS Participant); or (ii) using a **WHITE** or **YELLOW** Application Form, and lodge more than one application in your own name on behalf of different beneficial owners.

**C. Effect of completing and submitting this Application Form**

By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as an agent or a nominee on behalf of each person for whom you act:

- undertake to execute all relevant documents and instruct and authorise the Company and/or the Joint Lead Managers (or their agents or nominees), as agents of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Public Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association;
- agree to comply with the Companies Ordinance and the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Articles of Association;
- confirm that you have read the terms and conditions and application procedures set out in the Prospectus and in this Application Form and agree to be bound by them;
- confirm that you have received and read the Prospectus and have only relied on the information and representations contained in the Prospectus in making your application and will not rely on any other information or representations except those in any supplement to the Prospectus;

- confirm that you are aware of the restrictions on the Share Offer in the Prospectus;
- agree that none of the Company, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Share Offer is or will be liable for any information and representations not in the Prospectus (and any supplement to it);
- undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Placing Shares under the Placing nor participated in the Placing;
- agree to disclose to the Company, the Hong Kong Share Registrar, receiving banks, the Joint Lead Managers, the Underwriters and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of the Company, the Joint Lead Managers and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form;
- agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- agree that your application will be governed by the laws of Hong Kong;
- represent, warrant and undertake that (i) you understand that the Public Offer Shares have not been and will not be registered under the applicable securities laws and regulations of the United States; and (ii) you and any person for whose benefit you are applying for the Public Offer Shares are outside the United States (as defined in applicable securities laws and regulations of the United States) or are a person exempted under applicable securities laws and regulations of the United States;
- warrant that the information you have provided is true and accurate;
- agree to accept the Public Offer Shares applied for, or any lesser number allocated to you under the application;
- authorise the Company to place your name(s), or the name of the HKSCC Nominees, on the Company's register of members as the holder(s) of any Public Offer Shares allocated to you, and the Company and/or its agents to send any share certificate(s) and/or any e-Auto Refund payment instructions and/or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you have chosen to collect the share certificate(s) and/or refund cheque(s) in person;
- declare and represent that this is the only application made and the only application intended by me/us to be made to benefit me/us or the person for whose benefit I am/we are applying;

- understand that the Company and the Joint Lead Managers will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Public Offer Shares to you and that you may be prosecuted for making a false declaration;
- (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC or through the **HK eIPO White Form** service by you or by any one as your agent or by any other person, other than on a **PINK** Application Form as an Eligible Employee; and
- (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC and (ii) you have due authority to sign the Application Form or give electronic application instructions on behalf of that other person as their agent.

#### **D. Power of attorney**

If your application is made through an authorised attorney, the Company and the Joint Lead Managers may accept or reject your application at their discretion, and on any conditions they think fit, including evidence of the attorney's authority.

#### **Determination of Offer Price and Allocation of Public Offer Shares**

The Offer Price is expected to be fixed on or around Wednesday, 8 October 2014. Applicants are required to pay the maximum Offer Price of HK\$1.50 for each Public Offer Share together with 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee. If the Offer Price is not agreed between the Company and the Joint Lead Managers (on behalf of the Underwriters) on or before Friday, 10 October 2014, the Share Offer will not proceed.

Applications for Public Offer Shares will not be processed and no allotment of any Public Offer Shares will be made until the application lists close.

The Company expects to announce the fixed offer price, the indication of the level of interest in the Share Offer, the level of applications under the Public Offer and the basis of allocation of the Public Offer and Employee Preferential Offering on or before Wednesday, 15 October 2014 in South China Morning Post (in English), Hong Kong Economic Times (in Chinese), the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.samwoo-group.com](http://www.samwoo-group.com). Results of allocations in Public Offer and Employee Preferential Offering, and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where applicable) will be available on the above websites.

#### **If your application for Public Offer Shares is successful (in whole or in part)**

If you apply for 1,000,000 or more Public Offer Shares, you may collect it/them in person from Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on Wednesday, 15 October 2014 or such other date as notified by the Company in the newspapers.

If you are an individual who is eligible for personal collection, you must not authorise any other person to collect for you. If you are a corporate applicant which is eligible for personal collection, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited.

If you do not collect your Share certificate(s) personally within the time period specified for collection, they will be dispatched promptly to the address as specified on this Application Form by ordinary post at your own risk.

If you apply for less than 1,000,000 Public Offer Shares, your refund cheque(s) and/or share certificate(s) will be sent to the address on the relevant Application Form on or before Wednesday, 15 October 2014, by ordinary post and at your own risk.

#### **Refund of your money**

If you do not receive any Public Offer Shares or if your application is accepted only in part, the Company will refund to you your application monies (including the related 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee) without interest. If the offer price is less than the maximum Offer Price, the Company will refund to you the surplus application monies (including the related 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee) without interest.

The refund procedures are stated in the "Despatch/Collection of share certificates and refund monies" in the "How to Apply for the Public Offer Shares and Employee Reserved Shares" section of the Prospectus.

#### **Application by HKSCC Nominees Limited ("HKSCC Nominees")**

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for the Public Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

- "Applicants' declaration" on the first page;
- "Warning" on the first page;
- "If you are a nominee";
- All representations and warranties under the "Effect of completing and submitting this Application Form" section, except the first one regarding registration of Public Offer Shares in the applicant's name and the signing of documents to enable the applicant to be registered as the holder of the Public Offer Shares;
- "If your application for Public Offer Shares is successful (in whole or in part)"; and
- "Refund of your money".

The following sections in the "How to Apply for the Public Offer Shares and Employee Reserved Shares" section of the Prospectus are inapplicable where this form is signed by HKSCC Nominees:

- "How many applications can you make"; and
- "Circumstances in which you will not be allotted Offer Shares".

## Personal Data

### Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Public Offer Shares, of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “Ordinance”).

#### 1. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents and the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Public Offer Shares which you have successfully applied for and/or the dispatch of share certificate(s) and/or refund cheque(s) to which you are entitled. It is important that securities holders inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

#### 2. Purposes

The personal data of the securities holders may be used, held, processed and/or stored (by whatever means) for the following purposes:

- processing your application and e-Auto Refund payment instructions or refund cheque, where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Public Offer Shares;
- compliance with applicable laws, rules or regulations (whether statutory or otherwise) in Hong Kong and elsewhere, including requirements of the Hong Kong Stock Exchange, the SFC and any other statutory or governmental bodies;
- registering new issues or transfers into or out of the names of securities’ holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities’ holders of the Company;
- verifying securities holders’ identities;
- establishing benefit entitlements of securities’ holders of the Company, such as dividends, rights issues and bonus issues;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and shareholder profiles;
- disclosing identities of successful applicants by way of press announcement(s) or otherwise;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to securities’ holders and/or regulators and/or any other purposes to which the securities’ holders may from time to time agree.

#### 3. Transfer of personal data

Personal data held by the Company and its Hong Kong Share Registrar relating to the securities holders will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose or transfer (whether within or outside Hong Kong) the personal data to any of the following:

- the Company, its advisers or its appointed agents such as financial advisers, receiving bankers and overseas principal registrar;
- enable compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- where applicants for securities request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any broker whose company chop or other identification number has been placed on this Application Form (where applicable);
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Share Registrar in connection with the operation of their respective businesses;
- the Hong Kong Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and
- any persons or institutions with which the securities’ holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

#### 4. Retention of personal data

The Company and its Hong Kong Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

#### 5. Access to and correction of personal data

Securities holders have the right to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests.

All requests for access to data or correction of data should be addressed to the Company, at its registered address disclosed in the “Corporate Information” section of the Prospectus or as notified from time to time, for the attention of the company secretary, or the Hong Kong Share Registrar for the attention of the privacy compliance officer.

**By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.**