

# HONG KONG PUBLIC OFFER – YELLOW FORM 香港公開發售 – 黃表

Please use this Application Form if you want the allotted Hong Kong Offer Shares to be issued in the name of HKSCC Nominees Limited ("HKSCC Nominees") and deposited directly into the Central Clearing and Settlement System ("CCASS") for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant.

如欲以香港中央結算(代理人)有限公司(「香港結算代理人」)的名義獲發行所發的香港發售股份，並直接存入中央結算及交收系統(「中央結算系統」)，以記存於閣下的中央結算系統投資者戶口持有人股份戶口或閣下指定的中央結算系統參與者的股份戶口，請使用本申請表格。

**NOTE:** Unless otherwise defined herein, terms used in this Application Form bear the same meanings as defined in the prospectus of Dongwu Cement International Limited (the "Company") dated 1 June 2012 (the "Prospectus").  
**注意:** 除本申請表格另行界定外，本申請表格所用詞彙與東吳水泥國際有限公司(「本公司」)於二零一二年六月一日刊發的招股章程(「招股章程」)所界定者具有相同涵義。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and 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 this Application Form.

香港交易及結算有限公司、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」)對本申請表格的內容概不負責，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因依賴該等內容而引致的任何損失承擔任何責任。

A copy of this Application Form, together with a copy of each of the White and Green Application Forms, the Prospectus and the other documents specified in the section headed "Documents delivered to the Registrar of Companies in Hong Kong and available for inspection" in Appendix VI to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the laws of Hong Kong), The Securities and Futures Commission (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

本申請表格連同白色及綠色申請表格各一份、招股章程及招股章程附錄六中(「送呈香港公司註冊處及備查文件」)一節所列的其他文件，已遵照香港法例第32章公司條例第342C條的規定，向香港公司註冊處登記。證券及期貨事務監察委員會(「證監會」)及香港公司註冊處對任何上述文件的內容概不負責。

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Hong Kong Offer Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful. This Application Form and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this application an offer of Shares for sale in the United States. The Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold except pursuant to registration or an exemption from the registration requirements of the Securities Act. No Hong Kong Public Offer of Hong Kong Offer Shares will be made in the United States.

本申請表格或招股章程所載任何內容概不構成出售要約或要約購買之邀請，而在任何作出有要約、邀請或出售即屬違法之司法權區內，概不得出售任何香港發售股份。本申請表格及招股章程不得於美國境內直接或間接派發，而此項申請亦不是在美國出售股份之要約。香港發售股份未曾亦不會根據一九三三年美國證券法(經修訂)(「證券法」)登記，除根據或獲豁免證券法的登記規定外，概不可供提呈發售或出售。香港發售股份的香港公開發售將不會在美國提出。

This Application Form and the Prospectus may not be forwarded 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. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions.

在任何限有司法權區內不得發送、派發或複製本申請表格及招股章程之司法權區內，本申請表格及招股章程概不得以任何方式發送或派發或複製(全部或部分)。本申請表格及招股章程僅致予閣下本人，任何發送或派發或複製本申請表格或招股章程之全部或部分均屬未經授權。如未能遵守此項指示，可能違反證券法或其他司法權區之適用法律。

Please staple your payment here 請將股款緊釘在此



## DONGWU CEMENT INTERNATIONAL LIMITED 東吳水泥國際有限公司

(incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司)

### GLOBAL OFFERING

- Number of Offer Shares : 125,000,000 Shares (comprising 75,000,000 new Shares to be offered by the Company and 50,000,000 Sale Shares to be offered by the Selling Shareholder, subject to the Over-allotment Option)
- Number of International Placing Shares : 112,500,000 Shares (comprising 62,500,000 new Shares to be offered by the Company and 50,000,000 Sale Shares to be offered by the Selling Shareholder, subject to re-allocation and the Over-allotment Option)
- Number of Hong Kong Offer Shares : 12,500,000 Shares (subject to re-allocation)
- Maximum Offer Price : HK\$1.28 per Offer Share, payable in full on application in Hong Kong dollars, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% and subject to refund
- Nominal value : HK\$0.01 per Share
- Stock code : 695

### 全球發售

- 發售股份數目 : 125,000,000股股份(包括本公司將提呈發售的75,000,000股新股份及售股股東將提呈發售的50,000,000股銷售股份，視乎超額配股權行使與否而定)
- 國際配售股份數目 : 112,500,000股股份(包括本公司將提呈發售的62,500,000股新股份及售股股東將提呈發售的50,000,000股銷售股份，可予重新分配及視乎超額配股權行使與否而定)
- 香港發售股份數目 : 12,500,000股股份(可予重新分配)
- 最高發售價 : 每股發售股份1.28港元，須於申請時以港元繳足，另加1%經紀佣金、0.003%證監會交易費及0.005%聯交所交易費，多收款項可予退還
- 面值 : 每股股份0.01港元
- 股份代號 : 695

### Application Form for Hong Kong Offer Shares 香港發售股份申請表格

Applications will be accepted until 12:00 noon on Wednesday, 6 June 2012

You must read the conditions and instructions attached to this Application Form. To be valid, you must complete all applicable parts of this Application Form. Please write clearly in ink and sign your name(s) on this page.

截止接受申請時間為二零一二年六月六日(星期三)中午十二時正。閣下必須細閱本申請表格所附的條件及指示。本申請表格各適用部分必須以墨水筆或原子筆全部清楚填妥，及在本頁簽署，方為有效。

To: Dongwu Cement International Limited  
Guotai Junan Capital Limited  
Guotai Junan Securities (Hong Kong) Limited  
The Hong Kong Underwriters

致: 東吳水泥國際有限公司  
國泰君安證券有限公司  
國泰君安證券(香港)有限公司  
香港包銷商

I/We: apply for the number of Hong Kong Offer Shares set out in this Application Form, on the terms and conditions of the Prospectus and this Application Form, and subject to the Memorandum of Association and the Articles of Association; enclose payment in full for Hong Kong Offer Shares applied for, calculated at the maximum Offer Price of HK\$1.28 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund; undertake and agree to accept the number of Hong Kong Offer Shares applied for, or any lesser number allotted to me/us pursuant to this application; declare that this is the only application made and the only application intended by me/us to be made whether on a White or Yellow Application Form or by giving Electronic Application Instructions to HKSCC via CCASS or to the White Form eIPO Service Provider under White Form eIPO (www.eipo.com.hk), to benefit me/us or the person(s) for whose benefit I am/we are applying; understand that this declaration and representation will be relied upon by the Company, the Directors, the Sole Global Coordinator, the Bookrunner, the Lead Manager, the Hong Kong Underwriters and their respective agents or nominees in deciding whether or not to make any allotment of Hong Kong Offer Shares in response to this application; authorize the Company to place the name of HKSCC Nominees on the register of members of the Company as the holder(s) of any Hong Kong Offer Shares allotted to me/us and (subject to the terms and conditions set out on the pages attached to this Application Form) to deposit the relevant share certificate(s) directly into CCASS for the credit of my/our CCASS Investor Participant stock account or the stock account of my/our designated CCASS Participant; request that any refund cheque(s) (if any) be made payable to me or, in the case of joint applicants, the first-named person in this Application Form; and (subject to the terms and conditions set out on the pages attached to this Application Form) to send any refund cheque(s) (if any) by ordinary post at my/our first-named person (in case of joint applicants) to the address given on this Application Form (except where I/we have applied for 1,000,000 or more Hong Kong Offer Shares and have indicated on this Application Form that I/we wish to collect any refund cheque in person in accordance with the procedures prescribed in this Application Form and the Prospectus); have read the terms and conditions and application procedures set out on the pages attached to this Application Form and in the Prospectus and agree to be bound by them and I am/we are aware of the restrictions on the Hong Kong Public Offer described in the Prospectus; represent, warrant and undertake that Hong Kong Offer Shares have not been and will not be registered under the Securities Act and I am/we are outside the United States (within the definition of Regulation S) when completing and submitting this Application Form and I am/we are not a United States person (as defined in Regulation S under the Securities Act); represent, warrant and undertake that I am not/we are not each of us is not, and none of the persons for whose benefit I am/we are applying is, a person the allotment of or an application of Hong Kong Offer Shares to or for whose benefit this application is made would require the Company, the Directors, the Sole Sponsor, the Sole Global Coordinator, the Bookrunner, the Lead Manager and/or the Hong Kong Underwriters to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong; represent, warrant and undertake that I am not/we are not each of us is not, and none of the persons to whose benefit I am/we are applying is, restricted by any applicable laws of Hong Kong or elsewhere for making this application or paying application monies hereby payable; and undertake, confirm and declare that I/we and the person(s) for whose benefit I am/we are making this application have not applied for or taken up or indicated an interest in and will not apply for or take up or indicate interest in, and have not received or been placed or allotted (including conditionally and/or provisionally) any International Placing Shares or otherwise participated in the International Placing.

- 本人/吾等: 按照招股章程及本申請表格的條款及條件，並在組織章程大綱及公司章程的規限下，申請認購本申請表格所載數目的香港發售股份；
- 夾附申請認購香港發售股份(按每股發售股份最高發售價1.28港元計算)所需的全數股款(另加1%經紀佣金、0.003%證監會交易費及0.005%聯交所交易費)，多收款項可予退還；
- 承諾及同意接受獲配發的香港發售股份數目，或本人/吾等獲配發的任何較少數目的香港發售股份；
- 聲明是項申請乃本人/吾等為本人/吾等的利益，或本人/吾等為其利益提出申請的人士的利益而以白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或使用白表eIPO(www.eipo.com.hk)向白表eIPO服務供應商發出電子認購指示所提出及擬提出的唯一申請；
- 明白本公司、董事、獨家全球協調人、賬簿管理人、牽頭經銷人及香港包銷商及彼等各自的代理或代名人將依賴本聲明及陳述，以決定是否就本申請配發任何香港發售股份；
- 授權本公司將香港結算代理人的名稱列入本公司股東名冊，登記為任何配發予本人/吾等的香港發售股份的持有人，並(須受本申請表格附頁所載的條款及條件所限)，將有關股票直接存入中央結算系統，以記存於本人/吾等的中央結算系統投資者戶口持有人股份戶口或本人/吾等指定的中央結算系統參與者的股份戶口；
- 要求發出任何退款支票(如有)以本人/吾等(如屬聯名申請人)本申請表格內排名首位申請人為收款人；並(須受本申請表格附頁所載條款及條件所限)按本申請表格所填地址以普通郵遞方式寄發任何退款支票(如有)予本人/吾等(如屬聯名申請人)排名首位的申請人，郵遞風險概由本人/吾等承擔(除非本人/吾等申請認購1,000,000股或以上香港發售股份，並已於本申請表格表明擬按本申請表格及招股章程所述程序親自領取任何退款支票)；
- 已細閱本申請表格附頁及招股章程所載的條款、條件及申請手續，並同意受其約束，且本人/吾等得悉招股章程所述對香港公開發售的限制；
- 聲明、保證及承諾香港發售股份並無且將來也不會根據證券法登記，而本人/吾等同意及提交本申請表格時為身處美國境外(按S規則的定義)且並非美國人士(按證券法S規則之定義)；
- 聲明、保證及承諾本人/吾等/吾等任何一方以及本人/吾等為其利益提出申請的人士獲配發或申請認購香港發售股份或其利益而提出此項申請，不會導致本公司、董事、獨家保薦人、獨家全球協調人、賬簿管理人、牽頭經銷人及/或香港包銷商須遵守香港任何地區的法律或規例或受其規限(不論是否具有法律效力)；
- 同意本申請、申請獲接納以及由此訂立的合同，將受香港法律管轄，並按其詮釋；
- 聲明、保證及承諾本人/吾等/吾等任何一方及本人/吾等為其利益提出申請的人士並無就提出本申請或支付此項須付的申請款項受任何香港或其他地區的適用法律所限；及
- 承諾、確認及聲明本人/吾等及本人/吾等為其利益提出申請的人士並無申請或認購或表示有意認購，且將不會申請或認購或表示有意認購或不會收到或獲配或分配(包括有條件及/或暫定)任何國際配售股份，或以其他方式參與國際配售。

Signed by (all) applicant(s) (all joint applicants must sign):  
由(所有)申請人簽署(所有聯名申請人必須簽署):

Date: 日期: ..... D 日 ..... M 月 ..... Y 年 .....

For Broker use 此欄供經紀填寫  
Lodged by 由以下經紀遞交

Broker No. 經紀號碼				
Broker's Chop 經紀印章				

Warning: It is important that you read the conditions and application procedures overleaf. You must complete this Application Form in English (except for Chinese name) unless otherwise stated and follow the application procedures overleaf, otherwise the application is liable to be rejected. All applicable boxes in this Application Form must be completed, otherwise the application is liable to be rejected. You must sign this application in writing (and not by way of personal chop), otherwise the application is liable to be rejected. Only one application may be made for the benefit of any person on a White or Yellow Application Form or by way of giving Electronic Application Instructions to HKSCC via CCASS or to the White Form eIPO Service Provider under White Form eIPO (www.eipo.com.hk), applications made by one applicant on either a White or Yellow Application Form or by way of giving Electronic Application Instructions to HKSCC via CCASS or to the White Form eIPO Service Provider under White Form eIPO for more than 50% of Hong Kong Offer Shares being initially offered for subscription (details of which are set out in the terms and conditions of this Application Form), and applications where cheques or banker's cashier orders are dishonoured upon first presentation will be rejected. You may be prosecuted if you make a false declaration.

警告: 閣下必須細閱背頁的條件及申請手續。閣下必須以英文填寫本申請表格(中文姓名除外)及遵照背頁的申請手續，否則申請可被拒絕受理。除另有指明者外，閣下必須以英文填寫本申請表格。本申請表格內所有適用空格均必須填妥，否則申請可被拒絕受理。閣下必須親自簽署本申請表格，不得以個人印章代替，否則申請可被拒絕受理。閣下必須以白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或使用白表eIPO(www.eipo.com.hk)向白表eIPO服務供應商發出電子認購指示為任何人士的利益作出一次申請。以白色及/或黃色申請表格及/或透過中央結算系統向香港結算發出電子認購指示或使用白表eIPO(www.eipo.com.hk)向白表eIPO服務供應商發出電子認購指示作出的重複或延遲申請，一位申請人以白色或黃色申請表格或透過中央結算系統向香港結算發出電子認購指示或使用白表eIPO向白表eIPO服務供應商發出電子認購指示作出申請認購超過初步提呈供認購(有關詳情載於本申請表格之條款及條件)的香港發售股份的50%，以及支票或銀行本票於首次過戶時不獲兌現的申請，均會被拒絕受理。閣下如作出虛假聲明，可能會受檢控。

Please use this Application Form if you want the allotted Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant.  
如欲以香港結算代理人的名義獲發行所配發的香港發售股份，並直接存入中央結算系統，以記存於閣下的中央結算系統投資者戶口持有人股份戶口或閣下指定的中央結算系統參與者的股份戶口，請使用本申請表格。

**Number of Hong Kong Offer Shares applied for (not more than 6,250,000 Shares)**  
申請香港發售股份數目 (不多於6,250,000股股份)

--

**Cheque/banker's cashier order number**  
支票/銀行本票號碼

--

**Total amount of payment**  
付款總額

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

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\* Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Bank of Communications (Nominee) Co. Ltd. - Dongwu Cement Intl Public Offer".  
支票或銀行本票須以「只准入抬頭人賬戶」方式劃線開出，並須註明收款人為「交通銀行(代理人)有限公司-東吳水泥國際公開發售」。

The following are to be completed in BLOCK letters in English in ink, except as stated otherwise. Joint applicants should give one address of the first-named applicant only. 除另有說明外，請用墨水筆或原子筆以英文正楷填寫以下各項。聯名申請人只須填寫排名首位申請人的地址。

**Your name in English**  
閣下之英文姓名/名稱

Family name or company name 姓氏或公司名稱	Forename(s) 名字
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**Your name in Chinese**  
閣下之中文姓名/名稱

Family name or company name 姓氏或公司名稱	Forename(s) 名字
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**Your occupation (in English)**  
閣下之職業(以英文填寫)

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**Your Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. (Please delete as appropriate)**  
閣下的香港身份證號碼/護照號碼/香港商業登記號碼\*(請刪去不適用者)

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**Names of all other joint applicants in English (if any)**  
所有其他聯名申請人之英文姓名/名稱(如有)

(1) -----
(2) -----
(3) -----

**Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. of all other joint applicants\*\* (Please delete as appropriate)**  
所有其他聯名申請人的香港身份證號碼/護照號碼/香港商業登記號碼\*\*(請刪去不適用者)

(1) -----
(2) -----
(3) -----

**Your address (in English) and telephone number (joint applicants should give the address and the telephone number of the first-named applicant only) (Only an address in Hong Kong will be accepted)**  
閣下之地址(以英文填寫)及電話號碼(聯名申請人只須填寫排名首位申請人的地址及電話號碼)(只接受香港地址)

Telephone Number 電話號碼

**For nominee(s): Please provide an account number or identification code for each (joint) beneficial owner (or, in the case of joint beneficial owners, for each joint beneficial owner).**  
由代名人遞交：請填寫每名(聯名)實益擁有人(或如屬聯名實益擁有人，則為各聯名實益擁有人)的賬戶號碼或識別編碼。

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**If you are a nominee, the account number or identification code for each beneficial owner (or, as the case may be, joint beneficial owners) must be provided. If you do not complete this section, this application will be treated as being made for your own benefit.**  
如閣下為代名人，必須填寫各實益擁有人(或聯名實益擁有人，視乎情況而定)的賬戶號碼或識別編碼。若無填寫本部分，則是項申請將視作為閣下本身利益提出。

- \*\* (a) If you are a CCASS Investor Participant, only a Hong Kong Identity Card number (if you are an individual) or a Hong Kong Business Registration number (if you are a body corporate) will be accepted for this application. Please see paragraph 2 under the section "How to make your application" overleaf.  
如閣下為中央結算系統投資者戶口持有人，就本申請而言僅會接納香港身份證號碼(倘閣下為個人)或香港商業登記號碼(倘閣下為法人團體)。請參閱背頁「申請手續」一節第2段。
- (b) If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant) and you hold a Hong Kong Identity Card number, if you do not hold a Hong Kong Identity Card, please provide your passport number. For a body corporate, please provide your Hong Kong Business Registration number. All joint applicants must give (if they are individuals) their Hong Kong Identity Card numbers, or, where appropriate, passport numbers or (if they are bodies corporate) their Hong Kong Business Registration numbers.  
閣下透過指定的中央結算系統投資者戶口持有人(除中央結算系統投資者戶口持有人外)提出申請並持有香港身份證，請填寫閣下的香港身份證號碼；否則，請填寫護照號碼。如屬法人團體，請填寫香港商業登記號碼。全部聯名申請人(倘彼等為個人)必須提供香港身份證號碼，或護照號碼(如適用)，或香港商業登記號碼(倘彼等為法人團體)。
- (c) Your Hong Kong Identity Card number/passport number/Hong Kong Business Registration number will be used for checking the validity of this Application Form and such data will be transferred to third parties for such purpose.  
閣下的香港身份證號碼/護照號碼/香港商業登記號碼將用作核實本申請表格是否有效，而有關資料將會轉交第三方以辦理上述事項。
- (d) Part of your Hong Kong Identity Card number/passport number, or, if you are joint applicants, part of the Hong Kong Identity Card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purposes. Your banker may require verification of your Hong Kong Identity Card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number/passport number may lead to delay in encashment of or may invalidate your refund cheques(s), if any.  
閣下所填寫的閣下(如屬聯名申請人，則排名首位的申請人)的香港身份證號碼/護照號碼的部分字樣，可能會印列在閣下的退款支票(如有)。該等資料亦可能會轉交第三方以辦理退款。閣下的銀行在兌現閣下的退款支票前，可能會要求核實閣下的香港身份證號碼/護照號碼。不正確填寫香港身份證號碼/護照號碼，可能會導致閣下的退款支票(如有)延遲兌現或失效。

Applicants who have applied for 1,000,000 Hong Kong Offer Shares or more and wish to collect refund cheque(s) (if any) personally from the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on the date of collection of refund cheques (if any) which is expected to be on 12 June 2012, should mark a "✓" in the box on the left. Please see the section overleaf headed "Refund of your application money" for details of when, where and how to collect your refund cheque(s) (if any).  
申請人如申請1,000,000股或以上香港發售股份，並擬於領取退款支票(如有)日期(預計為二零一二年六月十二日)親往本公司的香港證券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)領取退款支票(如有)，請在左方空格內填上「✓」號。有關領取退款支票(如有)的時間、地點及方法詳情，見背頁「退回申請股款」一節。

**DETAILS FOR CCASS PARTICIPANT**  
中央結算系統參與者資料

**THIS BOX MUST BE DULY COMPLETED**  
此空格必須填寫妥當

**Participant ID of the designated CCASS Participant or CCASS Investor Participant**  
指定中央結算系統參與者或中央結算系統投資者戶口持有人之參與者編號

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**For designated CCASS Participant or Corporate CCASS Investor Participant, please also affix the company chop bearing its company name.**  
指定中央結算系統參與者或中央結算系統公司投資者戶口持有人請加蓋顯示公司名稱之公司印鑑。

(See paragraph 2 in the section "How to make your application" overleaf)  
(請參閱背頁「申請手續」一節第2段)

**For bank use 此欄供銀行填寫**

**ADDRESS LABEL 地址標貼**

Please repeat your name(s) and address as set out above in BLOCK letters in English  
請以英文正楷字母抄寫上表所示姓名/名稱及地址

Name(s) 姓名/名稱
Address 地址



# DONGWU CEMENT INTERNATIONAL LIMITED

## 東吳水泥國際有限公司

(incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

#### Terms and conditions of your application

Unless otherwise stated, capitalised terms used in these terms and conditions have the same meanings ascribed thereto in the Prospectus.

#### A. Who can apply

- You, the applicant(s), 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.
- If you are a **firm**, the application must be in the name(s) of the individual member(s), not in the name of the firm.
- If you are a **body corporate**, this Application Form must be stamped with the company chop (bearing the company name) and signed by a duly authorized officer, who must state his or her representative capacity.
- Save for the circumstances permitted by the Listing Rules, you cannot apply for any Hong Kong Offer Shares if you are or any person(s) for whose benefit you are applying is/are:
  - an existing beneficial owner of the Shares or of shares of any of the Company's subsidiaries;
  - the chief executive or a director of the Company or any of the Company's subsidiaries;
  - a connected person (as defined in the Listing Rules) of the Company or any of the Company's subsidiaries or a person who will become a connected person of the Company or any of the Company's subsidiaries immediately upon completion of the Global Offering and the Capitalization Issue;
  - an associate (as defined in the Listing Rules) of any of the above;
  - have been allocated or have applied for International Placing Shares under the International Placing; or
  - otherwise participated in the International Placing or indicated an interest in International Placing Shares.
- You cannot apply for any Hong Kong Offer Shares if you are or any person(s) for whose account or benefit you are applying is/are:
  - a legal or natural person of the PRC (except qualified domestic institutional investors);
  - within the United States or a United States person (as defined in Regulation S under the Securities Act); or
  - a person who does not have a Hong Kong address.
- The total number of joint applicants may not exceed four.

#### B. If you are a nominee

If you are a nominee, you may make an application by (i) giving **Electronic Application Instructions to HKSCC via CCASS** (if you are a CCASS Participant); or (ii) by using a **White or Yellow Application Form** and lodge more than one application in your own name if each application is made on behalf of different beneficial owners. In the box on this Application Form marked "For nominee(s)", you must include, for each beneficial owner (or, in the case of joint beneficial owners, for each such beneficial owner):

- an account number; or
- some other identification code.

If you do not include this information, the application will be treated as being made for your benefit.

As a nominee, you are deemed to have warranted that you are duly authorized to sign this Application Form on behalf of the relevant beneficial owner(s) and agreed to disclose personal data relating to such beneficial owner(s) on the terms set out in section F and the section entitled "Personal data" below.

#### C. Lodge only one application for your benefit (or for the benefit of you and any of your joint applicants)

Multiple applications or suspected multiple applications are liable to be rejected. Save in the case of applications made by nominees in accordance with section B above, all of your applications are liable to be rejected as multiple applications if you, or you and your joint applicant(s) together or any of your joint applicants:

- make more than one application (whether individually or jointly with others) on a **White or Yellow Application Form(s)** or by giving **Electronic Application Instructions to HKSCC via CCASS** or to the White Form eIPO Service Provider under **White Form eIPO (www.eipo.com.hk)**;
- both apply (whether individually or jointly with others) on one **White Application Form** and one **Yellow Application Form** or on one **White or Yellow Application Form(s)** and give **Electronic Application Instructions to HKSCC via CCASS** or to the designated White Form eIPO Service Provider under **White Form eIPO (www.eipo.com.hk)**;
- apply (whether individually or jointly with others) on one **White or Yellow Application Form(s)** or by giving **Electronic Application Instructions to HKSCC via CCASS** or to the designated White Form eIPO Service Provider under **White Form eIPO (www.eipo.com.hk)** for more than 6,250,000 Shares, being 50% of the Shares initially being offered for subscription under the Hong Kong Public Offer as more particularly described in the section headed "Structure of the Global Offering"; or
- have indicated an interest in or have been or will be placed with International Placing Shares under the International Placing.

Save as referred to above, all of your applications will also be liable to be rejected as multiple applications if more than one application on a **White or a Yellow Application Form** or by giving **Electronic Application Instructions to HKSCC** or the designated White Form eIPO Service Provider under **White Form eIPO (www.eipo.com.hk)** is made for your benefit. 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.

**Unlisted company** means a company with no equity securities listed on the Stock Exchange.

**Statutory control** in relation to a company means you:

- control the composition of the board of directors of the company; and/or
- control more than half of the voting power of the company; and/or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

#### D. Allocation of Hong Kong Offer Shares - Pools A and B

The 12,500,000 Hong Kong Offer Shares available under the Hong Kong Public Offer (without taking into account of any reallocation of Offer Shares between the International Placing and the Hong Kong Public Offer) will be divided equally into two pools: pool A and pool B. The Hong Kong Offer Shares in pool A will initially consist of 6,250,000 Shares and will be allocated on an equitable basis to successful applicants who have applied for Hong Kong Offer Shares with a total subscription amount (excluding amounts of brokerage and stock exchange trading fee and SFC transaction levy) of more than HK\$5 million and up to the total value of pool B. You should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If Hong Kong Offer Shares in one pool (but not both pools) are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that pool and be allocated accordingly. You can only receive an allocation of Hong Kong Offer Shares from either pool A or pool B but not from both pools and may only apply for Hong Kong Offer Shares in either pool A or pool B. In addition, multiple applications or suspected multiple applications within either pool or between pools, and any application for more than 50% of the 12,500,000 Shares initially comprised in the Hong Kong Offer Shares (that is 6,250,000 Hong Kong Offer Shares) are liable to be rejected. No applications will be accepted from applicants applying for more than the total number of Hong Kong Offer Shares originally allocated to each pool (being 6,250,000 Shares). Allocation of Hong Kong Offer Shares to investors under the Hong Kong Public Offer, both in relation to pool A and pool B, will be based solely on the level of valid applications received under the Hong Kong Public Offer. The basis of allocation in each pool may vary, depending on the number of Hong Kong Offer Shares validly applied for by applicants. Allocation of Hong Kong Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares, and those applicants who are not successful in the balloting may not receive any Hong Kong Offer Shares.

#### E. Supplemental information

If any supplement to the Prospectus is issued, applicant(s) who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) has/have not been so notified, or if applicant(s) has/have been notified but have not withdrawn their application(s) in accordance with the procedure(s) to be notified, all applications that have been submitted remain valid and may be accepted. Subject to the above and other circumstances set out below, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of the Prospectus as supplemented.

#### F. 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 as agent or nominee and on behalf of each person for whom you act as agent or nominee:

- instruct and authorize** the Company and/or the Sole Global Coordinator (or their respective agents or nominees) to execute any transfer forms, contract notes and other documents on your behalf and to do on your behalf all things necessary to effect the registration of any Hong Kong Offer Shares allocated to you in the name of HKSCC Nominees, as required by the Articles of Association and otherwise to give effect to the arrangements described in the Prospectus and this Application Form;
- undertake** to sign all documents and to do all things necessary to enable the name of HKSCC Nominees to be registered as the holder of Hong Kong Offer Shares allocated to you, and as required by the Articles of Association;
- agree** that any Hong Kong Offer Shares to be allotted to you shall be registered in the name of HKSCC Nominees and deposited directly into CCASS operated by HKSCC for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant in accordance with your instruction on the Application Form;
- agree** that each of HKSCC and HKSCC Nominees reserves the right (1) **not to accept** any or part of such allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees or **not to accept** such allotted Hong Kong Offer Shares for deposit into CCASS; (2) to cause such allotted Hong Kong Offer Shares to be withdrawn from CCASS and transferred into your name (or, if you are a joint applicant, to the first named applicant) at your own risk and costs; and (3) to cause such allotted Hong Kong Offer Shares to be registered in your name (or if you are a joint applicant, to the first named applicant) and in such a case, to post the share certificate(s) for such allotted Hong Kong Offer Shares at your own risk to the address on your Application Form by ordinary post or to make available the same for your collection;
- agree** that each of HKSCC and HKSCC Nominees may adjust the number of allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees;
- agree** that neither HKSCC nor HKSCC Nominees shall have any liability for the information and representations not so contained in the Prospectus and this Application Form;
- agree** that neither HKSCC nor HKSCC Nominees shall be liable to you in any way;

- authorize** the Company to enter into a contract on your behalf with each of the Directors and officers whereby each such Director and officer undertakes to observe and comply with his obligations to the Shareholders as stipulated in the Articles of Association;
- warrant** the truth and accuracy of the information contained in your application;
- agree** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- confirm** that you have received and/or read a copy of 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 concerning the Company save as set out in any supplement to the Prospectus;
- agree** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- (if the application is made for your own benefit) **warrant** that this is the only application which will be made for your benefit on a **White or Yellow Application Form** or by giving **Electronic Application Instructions to HKSCC via CCASS** or to the designated White Form eIPO Service Provider through **White Form eIPO (www.eipo.com.hk)**;
- (if you are an agent for another person) **warrant** that this is the only application which will be made for the benefit of that other person, on a **White or Yellow Application Form** or by giving **Electronic Application Instructions to HKSCC via CCASS** or to the designated White Form eIPO Service Provider through **White Form eIPO (www.eipo.com.hk)**, and that you are **duly authorized to sign this Application Form** as that other person's agent;
- undertake and confirm** that you (if the application is made for your benefit) or the person(s) for whose benefit you have made this application have not applied for or taken up or indicated an interest in or received or been placed or allocated (including conditionally and/or provisionally), and will not apply for or take up or indicate interest in any International Placing Shares in the International Placing, nor otherwise participate in the International Placing;
- agree** that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- represent, warrant and undertake** that Hong Kong Offer Shares have not been and will not be registered under the Securities Act and you are **outside** the United States when completing and submitting this Application Form and are not and none of the other person(s) for whose benefit you are applying, is a United States person (as defined in Regulation S under the Securities Act);
- agree to disclose** to the Company its Hong Kong Share Registrar, receiving banker, the Sole Sponsor, the Sole Global Coordinator, the Bookrunner, the Lead Manager and the Hong Kong Underwriters and their respective officers, advisers and agents any personal data or information which they require about you or the person(s) for whose benefit you have made this application;
- agree** with the Company and each Shareholder of the Company, and the Company agrees with each Shareholder, to observe and comply with the Companies Ordinance, the Memorandum of Association and the Articles of Association;
- (if the application is made by an agent on your behalf) **warrant** that you have validly and irrevocably conferred on your agent all necessary power and authority to make the application;
- undertake and agree** to accept Hong Kong Offer Shares applied for, or any lesser number allocated to you under this application;
- authorize** the Company to place the name of HKSCC Nominees on the Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and the Company and/or the Company's agents to send any refund cheque (if any) to you or (in case of joint applicants) the first-named applicant in this Application Form by ordinary post at your own risk to the address stated on this Application Form (unless you have applied for 1,000,000 Hong Kong Offer Shares or more and have indicated in this Application Form your wish to collect your refund cheque (if any) in person between 9:00 a.m. and 1:00 p.m. on Tuesday, 12 June 2012 from Computershare Hong Kong Investor Services Limited);
- undertake and agree** that these declarations and representations will be relied upon by the Company, the Sole Sponsor, the Sole Global Coordinator, the Bookrunner, the Lead Manager and the Hong Kong Underwriters in deciding whether or not to allocate any Hong Kong Offer Shares in response to your application;
- agree** that the Company, the Sole Sponsor, the Sole Global Coordinator, the Bookrunner, the Lead Manager, the Hong Kong Underwriters and any of their respective directors, officers, employees, agents or advisers and any other parties involved in the Global Offering are liable only for and that you have only relied upon, the information and representations contained in the Prospectus and any supplement to the Prospectus; and
- agree** with the Company and each of our Shareholders that our Shares are freely transferable by the holder thereof.

The Company, the Sole Sponsor, the Sole Global Coordinator, the Bookrunner, the Lead Manager, the Hong Kong Underwriters and their respective directors and any other parties involved in the Global Offering are entitled to rely on any warranty, representation or declaration made by you in this application. In the event of the application being made by joint applicants, all the warranties, representations, declarations and obligations expressed to be made, given or assumed by or imposed on the joint applicants shall be deemed to have been made, given and assumed by and imposed on the applicants jointly and severally.

#### G. Power of attorney

If your application is made through a duly authorized attorney, the Company, the Sole Global Coordinator, the Bookrunner and the Lead Manager (or their respective agents and nominees) as the Company's agent(s), may accept it at their absolute discretion, and subject to any conditions you may think fit, including production of evidence of the authority of your attorney.

#### H. Determination of Offer Price

The Offer Price is expected to be fixed by agreement between the Company (acting for itself and on behalf of the Selling Shareholder) and the Sole Global Coordinator (acting for itself and on behalf of other Underwriters) on or around Thursday, 7 June 2012 and, in any event, not later than 6:00 p.m. (Hong Kong time) on Monday, 11 June 2012. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum offer price of HK\$1.28 for each Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% subject to refund if the Offer Price should be lower than HK\$1.28. The final Offer Price will be announced on Tuesday, 12 June 2012 (a) in The Standard (in English) and the Hong Kong Economic Journal (in Chinese) and (b) on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of our Company at [www.dongwucement.com](http://www.dongwucement.com). The Sole Global Coordinator (acting for itself and on behalf of other Underwriters) may, with the consent of the Company (acting for itself and on behalf of the Selling Shareholder), reduce the number of Shares offered in the Global Offering and/or the indicative Offer Price range below that stated in the Prospectus (which is HK\$1.00 to HK\$1.28 per Offer Share) at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such a case, notice of the reduction in the indicative Offer Price range will be published in The Standard (in English) and the Hong Kong Economic Journal (in Chinese) and on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company's website at [www.dongwucement.com](http://www.dongwucement.com) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offer. If, for any reason, the Offer Price is not agreed between the Company (acting for itself and on behalf of the Selling Shareholder) and the Sole Global Coordinator (acting for itself and on behalf of other Underwriters) by 6:00 p.m. (Hong Kong time) on Monday, 11 June 2012, the Global Offering will not become unconditional and will lapse immediately.

#### Allotment of Hong Kong Offer Shares

Subject to the terms and conditions set out herein and in the Prospectus, no proceedings will be taken on applications for the Shares and no allotment of any such Shares will be made until after the closing of the application lists.

The Company expects to release and announce the Offer Price, the level of indication of interest in the International Placing, the level of applications of the Hong Kong Public Offer, the results of applications under the Hong Kong Public Offer and the basis of allotment of Hong Kong Offer Shares on Tuesday, 12 June 2012 and expects to announce these results on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company's website at [www.dongwucement.com](http://www.dongwucement.com). Results of allocations of the Hong Kong Public Offer, and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants (where appropriate) will be made available through various channels as described in the section headed "How to apply for Hong Kong Offer Shares" in the Prospectus on Tuesday, 12 June 2012.

#### If your application for Hong Kong Offer Shares is successful (in whole or in part)

No receipt will be issued for sums paid upon application.

If your application is wholly or partially successful, your share certificate(s) will be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you in this Application Form on Tuesday, 12 June 2012 or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.

- If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):**  
For Hong Kong Offer Shares credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allotted to you with that CCASS Participant.
- If you are applying as a CCASS Investor Participant:**  
The Company expects to publish the results of CCASS Investor Participants' applications together with the results of the Hong Kong Public Offer in the manner described in the section headed "How to apply for the Hong Kong Offer Shares" in the Prospectus on Tuesday, 12 June 2012. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, 12 June 2012 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of Hong Kong Offer Shares to your CCASS Investor Participant stock account, you can check your new account balance via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account.

Share certificates will only become valid certificates of title provided that the Hong Kong Public Offer has become unconditional in all respects and not having been terminated in accordance with its terms, which is expected to be at 8:00 a.m. Wednesday, 13 June 2012. The Company will not issue temporary documents of title. In the event that the Offer Price is less than the price per Offer Share paid by you, the surplus application monies (including the related brokerage of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) will be refunded to you without interest.

Circumstances in which you will not be allotted Hong Kong Offer Shares:  
You may not be allotted Hong Kong Offer Shares:

- full discretion of the Company or its agents to reject or accept your application:**  
The Company and the Sole Global Coordinator (as agent for the Company), or their respective agents or nominees, have full discretion to reject or accept any application, or to accept only part of any application. No reasons have to be given for any rejection or acceptance.





