

# Use this Application Form if you are an Eligible Employee

## 閣下如為合資格僱員，請使用本申請表格

**Note:** Unless defined herein, terms used in this Application Form shall have the same meanings as those defined in the prospectus issued by Baguio Green Group Limited dated 12 May 2014 (the "Prospectus") together with any supplement thereto (if any).  
**附註:** 除本申請表格另有界定外，本申請表格所用詞彙與碧瑤綠色集團有限公司所刊發日期為二零一四年五月十二日的招股章程(「招股章程」)及其任何補充文件(如有)所界定詞彙具有相同涵義。

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**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，概不對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, YELLOW and GREEN Application Forms**, the Prospectus and the other documents specified in the paragraph headed "Documents delivered to the Registrar of Companies and available for inspection in Hong Kong — Documents delivered to the Registrar of Companies" in Appendix V to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance, The Securities and Futures Commission in Hong Kong (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

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 Public Offer Shares in any jurisdiction in which such offer, solicitation or sales 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 Public Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "US Securities Act") and may not be offered or sold except pursuant to registration or an exemption from the registration requirements of the US Securities Act. No public offering of the Hong Kong Public Offer Shares will be made in the United States.

本申請表格或招股章程所載者概不構成提出出售或招攬購買的要約，而在任何作出有關要約、招攬或出售即屬違法之司法權區內，概不得出售任何香港公開發售股份。本申請表格及招股章程不得在美國境內直接或間接派發，而此項申請亦非在美國境內提出發售股份的要約。香港公開發售股份亦不會根據一九三三年美國證券法(經修訂)(「美國證券法」)登記，除根據美國證券法登記或獲豁免登記規定而呈發售或出售外，概不可供提呈發售或出售。香港公開發售股份將不會在美國境內發售。

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在任何根據有關法律不得發送、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，概不得發送或派發或複製本申請表格或招股章程之全部或部分。如未能遵守此項指令，則可能違反美國證券法或其他司法權區之適用法律。



# Baguio Green Group Limited

## 碧瑤綠色集團有限公司

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

### GLOBAL OFFERING

Number of Offer Shares	:	100,000,000 Shares (subject to the Adjustment Option)
Number of International Placing Shares	:	90,000,000 Shares comprising 70,000,000 New Shares and 20,000,000 Sale Shares (subject to reallocation and the Adjustment Option)
Number of Hong Kong Public Offer Shares	:	10,000,000 Shares (subject to reallocation)
Maximum Offer Price	:	HK\$1.20 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value per Share	:	HK\$0.01
Stock Code	:	1397

### 全球發售

發售股份數目	:	100,000,000 股股份(視乎調整權而定)
國際配售股份數目	:	90,000,000 股股份，包括 70,000,000 股新股份及 20,000,000 股銷售股份(可予重新分配及視乎調整權而定)
香港公開發售股份數目	:	10,000,000 股股份(可予重新分配)
最高發售價	:	每股發售股份 1.20 港元，另加 1.0% 經紀佣金、0.003% 證監會交易徵費及 0.005% 聯交所交易費(須於申請時以港元繳足及多繳股款可予退還)
每股面值	:	0.01 港元
股份代號	:	1397

## Application Form 申請表格

For Eligible Employees, applications will be accepted until 12:00 noon on 14 May 2014.

To be valid, you must complete all applicable parts of this Application Form. Please write clearly.

就合資格僱員而言，截止接受申請時間為二零一四年五月十四日中午十二時正。

本申請表格所有適用部分必須清楚填妥，方為有效。請清楚填寫表格。

To: Baguio Green Group Limited (the "Company")  
Guotai Junan Securities (Hong Kong) Limited  
Hong Kong Underwriters

致: 碧瑤綠色集團有限公司(「貴公司」)  
國泰君安證券(香港)有限公司  
香港包銷商

- I:
- am an Eligible Employee, being a full-time employee of the Company or any of its subsidiaries and who: (a) is at least 18 years of age; (b) has a Hong Kong address and is a holder of Hong Kong Identity Card; (c) remains as a full-time employee of the Company or any of its subsidiaries, and is not on probation, as at 30 April 2014; (d) has not tendered resignation or been given notice of termination of employment for any reason other than redundancy or retirement on or before 30 April 2014; (e) is not the chief executive or directors of the Company or its subsidiaries; (f) is neither an, nor an associate of an, existing beneficial owner of Shares or of shares of any of the subsidiaries of the Company; and (g) is not any other connected persons of the Company;
  - apply for the number of Employee Reserved Shares set out below, subject to the terms and conditions of the Prospectus and this Application Form, and subject to the Articles of Association;
  - enclose payment in full for the Employee Reserved Shares applied for, including a 1.0% brokerage fee, a 0.003% SFC transaction levy and a 0.005% Hong Kong Stock Exchange trading fee;
  - undertake and agree to accept the Employee Reserved Shares applied for, or any lesser number allotted to me on this application;
  - declare that this is the only application made by me for Employee Reserved Shares and the only application intended by me to benefit me and no other person, other than an application (if any) made by me for Hong Kong Public Offer Shares;
  - undertake and confirm that I have not indicated an interest for, or taken up and will not indicate an interest for or take up any of the International Placing Shares;
  - understand that this declaration and representation will be relied upon by the Company, the Sole Global Coordinator, the Sponsor and the Hong Kong Underwriters in deciding whether or not to make any allotment of Employee Reserved Shares to me in response to this application and that I may be prosecuted for making a false declaration;
  - authorise the Company to place my name on the register of members of the Company in Hong Kong as the holder of any Employee Reserved Shares to be allotted to me, and (subject to the terms and conditions set out in this Application Form and the Prospectus) to send any share certificate(s) and/or any refund cheque(s) to me by ordinary post at my own risk to the address stated in this Application Form;
  - have read the terms and conditions and application procedures set out in this Application Form and in the Prospectus and agree to be bound by them, and am aware of the restrictions on the Hong Kong Public Offering described in the Prospectus;
  - represent, warrant and undertake that the allotment of, or application for, the Employee Reserved Shares would not require the Company to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
  - warrant that I understand that the Employee Reserved Shares have not been and will not be registered under the US Securities Act, I am outside the United States (as defined in Regulation S under the US Securities Act) when completing and submitting this Application Form or am not a United States person described in Regulation S under the US Securities Act; and
  - 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.

- 本人:
- 乃合資格僱員，即 貴公司或其任何附屬公司的全職僱員；其：(a) 年滿18歲；(b) 擁有香港住址並為香港身份證持有人；(c) 於二零一四年四月三十日仍為 貴公司或其任何附屬公司的僱員，且完成試用期；(d) 於二零一四年四月三十日或之前尚未基於任何理由(遣散或退休除外)呈辭或接獲解僱通知；(e) 並非 貴公司或其附屬公司的行政總裁或董事；(f) 並非股份或 貴公司任何附屬公司股份的現有實益擁有人或其聯繫人；及(g) 並非 貴公司的任何其他關連人士；
  - 按照招股章程及本申請表格的條款及條件以及組織章程細則，申請認購以下數目的僱員預留股份；
  - 隨附申請認購僱員預留股份所需全數股款，包括1.0%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費；
  - 承諾及同意接納所申請認購之僱員預留股份數目，或就本申請人獲配發之較少數目股份；
  - 聲明及同意申請認購僱員預留股份以本人為受益人而非以他人為受益人作出及擬作出之唯一申請，惟本人就香港公開發售股份作出之申請(如有)除外；
  - 承諾及確保本人並無亦不會表示有意認購或承購任何國際配售股份；
  - 明白 貴公司、獨家全球協調人、保薦人及香港包銷商將依賴本聲明及陳述，決定是否就本申請向本人配發任何僱員預留股份，倘本人作出虛假聲明，可能會被檢控；
  - 授權 貴公司將本人姓名列入 貴公司在香港的股東名冊，作為本人將獲配發之任何僱員預留股份之持有人，及(在本申請表格及招股章程所載條款及條件的規限下)以郵遞向本人寄發任何股票及/或退款支票往本申請表格所示地址，郵誤風險概由本人承擔；
  - 已細閱並同意遵守本申請表格及招股章程所載條款及條件以及申請手續，並知悉招股章程所述之香港公開發售限制；
  - 聲明、保證及承諾配發或申請僱員預留股份將不會使 貴公司須遵守香港以外任何地區之任何法例或規則(不論是具法律效力)之任何規定；
  - 保證本人明白僱員預留股份並未且將不會根據美國證券法登記，而本人於填寫及提交本申請表格時乃身處美國境外(定義見美國證券法S規則)或本人亦並非美國證券法S規則所述的美籍人士；及
  - 同意本申請、任何對申請之接納及因此而訂立之合約將受香港法例管轄，並按其詮釋。

Signed by the applicant:  
由申請人簽署:

Date: 日期: ..... / ..... / .....  
D M Y

**Warning:**

- It is important that you read the terms and conditions and application procedures overleaf.
- Only one application may be made for the benefit of any person for Employee Reserved Shares. Multiple or suspected multiple applications for Employee Reserved Shares and/or application for more than 1,000,000 Employee Reserved Shares are liable to be rejected.

**警告:**

- 務請閣下細閱背頁之條款及條件以及申請手續。
- 僅可為任何人士之利益就僱員預留股份作出一項申請。就僱員預留股份作出之重複或疑屬重複申請及/或申請超過1,000,000股僱員預留股份均不予受理。









