

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED
本申請表格必須整份交回，方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.
閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。
THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON TUESDAY, 7 OCTOBER 2014.
本申請表格具有價值，但不可轉讓，並僅供下列之合資格股東使用。申請最遲須於二零一四年十月七日(星期二)下午四時正前交回。

Reference is made to the prospectus ("Prospectus") issued by Integrated Waste Solutions Group Holdings Limited ("Company") dated 19 September 2014 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

茲提述綜合環保集團有限公司(「本公司」)於二零一四年九月十九日刊發有關公開發售之章程(「章程」)，除文義另有指外，本表格所用詞彙與章程所界定者具有相同涵義。
A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents Registered by the Registrar of Companies" in appendix III to the Prospectus have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.
每份章程文件及於章程附錄三標題為「送呈公司註冊處登記之文件」一節內所述之文件，已根據公司(清盤及雜項條文)條例第342C條之規定於香港公司註冊處登記。香港公司註冊處及香港證券及期貨事務監察委員會對此等文件之內容概不負責。
Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.
香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER FOR DETAILS OF THOSE SETTLEMENT ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS.
發售股份獲批准於聯交所上市及買賣後，發售股份將獲香港結算接納為合資格證券，由發售股份於聯交所分別開始買賣日期或香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。中央結算系統內之一切活動均須根據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。有關交收安排之詳情及該等安排對閣下之權利及權益可能構成之影響，閣下應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。



Integrated Waste Solutions Group Holdings Limited

綜合環保集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
(stock code: 0923)
(股份代號: 0923)

Branch share registrar and transfer office in Hong Kong:
Tricor Investor Services Limited
Level 22, Hopewell Centre,
183 Queen's Road East, Hong Kong

香港股份過戶登記分處：
卓佳證券登記有限公司
香港皇后大道東183號
合和中心22樓

Registered office:
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

註冊辦事處：
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Suite 2802, 28/F, Tower 6
The Gateway
9 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

香港主要營業地點：
香港
九龍尖沙咀
廣東道9號
港威大廈
6座28樓2802室

OPEN OFFER OF 2,411,167,000 OFFER SHARES
ON THE BASIS OF ONE OFFER SHARE FOR
EVERY ONE SHARE HELD ON THE RECORD DATE
按於記錄日期每持有一股股份獲發售一股發售股份之
基準公開發售2,411,167,000股發售股份

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER
THAN 4:00 P.M. ON TUESDAY, 7 OCTOBER 2014
股款須不遲於二零一四年十月七日(星期二)
下午四時正接納時繳足

19 September 2014
二零一四年九月十九日

APPLICATION FORM
申請表格

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

[Blank area for Name(s) and address of Qualifying Shareholder(s)]

Number of Shares registered in your name on Thursday, 18 September 2014
於二零一四年九月十八日(星期四)以閣下名義登記之股份數目

Box A
甲欄

[Blank area for Number of Shares registered in your name on Thursday, 18 September 2014]

Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Tuesday, 7 October 2014
有關閣下獲保證配發的發售股份數目，股款須於二零一四年十月七日(星期二)下午四時正前於接納時繳足

Box B
乙欄

[Blank area for Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Tuesday, 7 October 2014]

Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Box C
丙欄

HKS
港元

Box D
丁欄

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

Remittance enclosed
隨附股款
HKS
港元

Application can only be made by the Qualifying Shareholder(s) named above.
Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.20).
認購申請僅可由上文列名之合資格股東作出。
請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.20港元計算)。

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of one Offer Share for every one Share held on the Record Date. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Tuesday, 7 October 2014. All remittance(s) for application of Offer Shares under assured allotment must be in Hong Kong dollars and made payable to "Integrated Waste Solutions Group Holdings Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any person who were Excluded Shareholders.
All dates or deadlines specified in this Application Form refer to Hong Kong local time.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程所述者規限下，有關配額乃向於記錄日期名列本公司股東名冊並為合資格股東之股東作出，基準為按於記錄日期每持有一股股份獲發售一股發售股份。倘閣下欲申請認購任何發售股份，請填妥及簽署本申請表格並將表格連同申請認購發售股份涉及之全數應繳款項之足額股款，最遲於二零一四年十月七日(星期二)下午四時正前交回本公司之香港股份過戶登記分處：卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心22樓)。所有認購保證配發之發售股份股款必須為港元，並須註明抬頭人為「Integrated Waste Solutions Group Holdings Limited - Open Offer Account」以及「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。除外股東不得申請認購發售股份。
本申請表格所列之所有日期或截止時限均指香港本地時間。

Your attention is drawn to the sections headed "Conditions" and "Procedures for Application" in this Application Form.
請注意載於本申請表格以「條件」和「申請手續」為題的章節。

* for identification purpose only
* 僅供識別



Integrated Waste Solutions Group Holdings Limited

綜合環保集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(stock code: 0923)

(股份代號: 0923)

To: Integrated Waste Solutions Group Holdings Limited

致: 綜合環保集團有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) stated in this Application Form, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.20 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept and undertake to accept that number of Offer Shares on the terms and conditions of the Prospectus dated 19 September 2014 and this Application Form and subject to the memorandum and articles of association of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send certificates in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為本申請表格所列之合資格股東,現申請認購乙欄(或,倘若僅填妥丁欄,則指丁欄)指定之發售股份數目,並附上按每股發售股份0.20港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此根據二零一四年九月十九日刊發之章程及本申請表格所載之條款及條件,以及貴公司之組織章程大綱及公司細則,接納有關數目之發售股份,而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊,作為上述有關數目或較少數目之發售股份之持有人,並請貴公司將有關證書按背頁地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等承擔。本人/吾等已細閱背頁所載各項條件及申請手續,並同意全部遵守。

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

Signature(s) of Qualifying Shareholder(s)

(all joint Qualifying Shareholders must sign)

合資格股東簽署

(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2014

日期: 二零一四年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total number specified in Box B) 申請認購之發售股份數目(即丁欄或(如未有填妥)乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, or failing which, the total specified in Box C) 股款總額(即丁欄或(如未有填妥)丙欄所列明之總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HKS 港元		

** Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "Integrated Waste Solutions Group Holdings Limited – Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this Application Form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Integrated Waste Solutions Group Holdings Limited – Open Offer Account」為抬頭人劃線開出(詳情請參閱本申請表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成,認購發售股份數目少於或相等於申請人獲保證配發之有關發售股份數目之有效申請將獲全數接納。倘上述各欄內並無填上數目,則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款,則閣下將被視作申請認購已收股款所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。該等股款不會獲發收據。

* for identification purpose only

* 僅供識別



Integrated Waste Solutions Group Holdings Limited

綜合環保集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(stock code: 0923)

CONDITIONS

1. No Excluded Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer 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 will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Investor Services Limited or any person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this 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(s) of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable him/her/they to be registered as the holders of the Offer Shares which he/she/they has/have applied for subject to the memorandum and articles of association of the Company.
5. Completion and return of this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this Application Form is liable to be rejected, and in that event the relevant entitlement of Offer Shares and all rights thereunder will be deemed to have been declined and will be cancelled.
6. This Application Form is for use only by the person(s) named herein and such person's/persons' right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does not comply with the application procedures set out herein.
8. No person receiving a copy of the Prospectus or the Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (please see the section headed "Conditions of the Open Offer" as set out in the Prospectus).
10. In the event of inconsistency, the English version of this Application Form shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

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

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.20). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of 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 Offer Shares for which full payment has been received.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Tuesday, 7 October 2014. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong, made payable to "Integrated Waste Solutions Group Holdings Limited – Open Offer Account" and crossed "Account Payee Only" for application for Offer Shares. Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Tuesday, 7 October 2014, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificates for the Offer Shares are expected to be posted by ordinary post to you on or before Wednesday, 15 October 2014 at your own risk. You will receive one share certificate for all fully-paid Offer Shares allotted and issued to you.

RESCISSION AND TERMINATION OF THE UNDERWRITING AGREEMENT

Shareholders should note that, if, prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriters, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the sole and reasonable opinion of the Underwriters, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not of the same kind as 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 sole and reasonable opinion of the Underwriters, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
 - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
- (2) any material adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the sole and reasonable opinion of the Underwriters are likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer;
- (3) there is any change in the circumstances of the Company or any member of the Group which in the sole and absolute opinion of the Underwriters will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (4) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive Business Days, excluding any suspension in connection with the clearance of the Announcement, the Circular (together with the notice and proxy form of EGM), or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (5) the circular, prospectus or announcements of the Company (including any amendments or supplements thereto) published since the date of the Underwriting Agreement when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws, Listing Rules, Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the sole and reasonable opinion of the Underwriters 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 accept the relevant Offer Shares offered to it,

the Underwriters shall at their sole and absolute discretion be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

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

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

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

Upon termination or rescission of the Underwriting Agreement, the Open Offer will not proceed.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in this event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

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

SHARE CERTIFICATES

Subject to fulfillment of the conditions of the Open Offer and save as otherwise provided in the Underwriting Agreement, share certificates for fully-paid Offer Shares are expected to be posted on or around Wednesday, 15 October 2014 to all Qualifying Shareholders who have applied for, accepted and paid for the Offer Shares by ordinary post at their own risks. Refund cheques in respect of the Offer Shares if the Open Offer is terminated are expected to be posted on or around Wednesday, 15 October 2014 by ordinary post to the applicants at their own risks.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses. Lodgment of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares. This Application Form and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

* for identification purpose only



Integrated Waste Solutions Group Holdings Limited

綜合環保集團有限公司*

(於開曼群島註冊成立的有限公司)
(股份代號：0923)

條件

1. 除外股東不得申請認購任何發售股份。
2. 概不會就已收之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份之股票之證書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，則寄予排名首位之承配人），郵誤風險概由彼等自行承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或卓佳證券登記有限公司或其提名之任何人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及進行有關公司或人士可能認為必需或合宜之所有有關其他事宜以根據章程所述安排，將申請人所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份之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認購之發售股份之持有人，惟須符合本公司組織章程大綱及細則之規定。
5. 填妥本申請表格及附上支付發售股份的支票或銀行本票即構成申請人對支票或銀行本票在第一次過戶時即獲兌現的保證。所有的支票或銀行本票在收到後都會過戶作兌現，而所有在有關的金錢上得到的利息（如有）都歸本公司所有。如果支票或銀行本票在第一次過戶時不獲兌現，本申請表格可能不獲受理，而在此情況下，發售股份的相關配額及一切有關權利將視為已遭拒絕而將予取消。
6. 本申請表格僅供本申請表格指明之人士使用，而其申請認購發售股份之權利不得轉讓。
7. 本公司保留權利，可接納或拒絕任何不符合本文件所載申請手續之發售股份認購申請。
8. 除非在有關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈申請認購發售股份之要約或邀請，否則於任何香港以外地區或司法權區收到章程或本申請表格之人士，概不得視之為申請認購發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份，均有責任自行遵守一切有關司法權區之法律及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何有關稅項及稅款。填妥及交回本申請表格將構成有關申請人向本公司保證及聲明有關申請人已妥為遵守香港以外所有有關地區有關接納發售股份之所有登記、法律及監管規定。為免生疑問，特此說明，香港結算或香港中央結算（代理人）有限公司不受任何該等聲明及保證所規限。閣下如對本身之立場有任何疑問，應諮詢閣下之專業顧問。
9. 公開發售須待包銷協議成為無條件方可作實（詳情見章程所載「公開發售之條件」一節）。
10. 如本申請表格的英文版和中文版之間有差異，概以英文版為準。

申請手續

閣下可透過填寫本申請表格申請認購相等或於少於乙欄所列 閣下獲保證配發之有關發售股份數目。

倘 閣下欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額（以申請認購之發售股份數目乘以0.20港元計算）。倘所收到之相應股款少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，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發售股份。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並遲於二零一四年十月七日（星期二）下午四時正前交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。申請認購發售股份之所有股款須以港元繳付，支票及銀行本票須由香港持牌銀行之銀行賬戶開出，以「Integrated Waste Solutions Group Holdings Limited – Open Offer Account」為抬頭人並以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄（視情況而定）所示之適當股款於二零一四年十月七日（星期二）下午四時正前收到，否則 閣下申請認購發售股份之權利以及一切有關權利將視作被拒絕而予以註銷。

預期有關發售股份之股票之證書將於二零一四年十月十五日（星期三）或之前以平郵方式寄予 閣下，郵誤風險概由 閣下自行承擔。 閣下將會就全部獲配發及發行之繳足股款發售股份獲發一張股票。

撤銷及終止包銷協議

股東謹請注意，倘於最後終止時限前：

- (1) 該等包銷商合理認為公開發售之成功將因下列事件而受到重大不利影響：
 - (a) 頒佈任何新法例或法規或現有法例或法規（或其司法詮釋）有任何變動，或出現該等包銷商全權及合理認為足以對本集團整體業務或財務或經營狀況或前景造成重大不利影響或對公開發售而言屬於重大不利之任何其他性質事件；或
 - (b) 本地、全國或國際發生任何政治、軍事、金融、經濟或其他性質（不論是否與上述任何一項屬同一類別）的事件或變動（不論是否屬包銷協議日期之前及／或之後發生或持續出現之連串事件或變動其中部份），或本地、全國或國際爆發敵對或武裝衝突或衝突升級，或足以影響本地證券市場之事件，而該等包銷商全權合理認為足以對本集團整體業務或財務或經營狀況或前景造成重大不利影響，或對順利進行公開發售造成重大不利影響，或令繼續進行公開發售屬不適宜或不智；或
 - (c) 本集團整體業務或財務或經營狀況出現重大不利變動；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之任何變動、證券暫停買賣或受到重大限制），而該等包銷商全權合理認為對順利進行公開發售造成重大不利影響，或令繼續進行公開發售屬不宜或不智；
 - (3) 本公司或本集團任何成員公司之狀況出現任何變動，而該等包銷商全權酌情認為會對本公司之前景造成不利影響，包括（在不限制上述條文的一般性的原則下）就本集團任何成員公司提出清盤呈請或通過決議案清盤或結業，或發生類似事件，或本集團任何重大資產損毀；或
 - (4) 聯交所全面暫停證券或本公司證券買賣連續十個營業日以上（不包括就批准該公告、通函（連同股東特別大會通告及代表委任表格）或章程文件或有關公開發售之其他公告或通函而暫停買賣之日）；或
 - (5) 本公司自包銷協議日期起所刊發之通函、章程或公告（包括有關文件之任何訂或補充），於刊發時載有關於包銷協議日期前本公司尚未公開宣佈或刊發之若干資料（不論為有關本集團之業務前景或條件，或有關遵守任何法例、上市規則、收購守則或任何適用條例），而該等包銷商全權合理認為有關資料對本集團整體而言屬重大，並有可能對順利進行公開發售造成重大不利影響，或可能令審慎之投資者不會接納向其提呈之相關發售股份，
- 該等包銷商可全權酌情決定於最後終止時限前向本公司發出書面通知，藉以終止包銷協議。

倘於最後終止時限前發生下列事件，該等包銷商有權向本公司發出書面通知撤回包銷協議：

- (1) 該等包銷商獲悉包銷協議所載任何聲明、保證或承諾遭嚴重違反；或
- (2) 該等包銷商獲悉任何特別事件。

任何有關通知須於最後終止時限前由該等包銷商向本公司發出。

於包銷協議被終止或撤回後，公開發售將不會進行。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶，而就有關股款所賺取之利息（如有）將全部撥歸本公司所有。填妥及遞交本申請表格及附上支付接納之發售股份的支票或銀行本票即構成 閣下對支票或銀行本票在第一次過戶時即獲兌現的保證。凡隨附之支票或銀行本票於第一次過戶時未能兌現，則認購可遭拒絕受理，而在此情況下，保證配額及一切有關權利將視為已遭拒絕而將予取消。

發售股份之地位

發售股份（於配發、繳足股款及發行後）將在各方面與當時之已發行股份享有同等地位。發售股份之持有人將有權收取於配發及發行發售股份當日營業時間結束時或之後所宣派、作出或派付之所有日後股息及分派。

股票

待公開發售條件獲達成後，除包銷協議另有訂明者外，繳足股款發售股份之股票預期將於二零一四年十月十五日（星期三）或相近日子，以平郵方式寄發予已申請及接納發售股份並支付股款之合資格股東，郵誤風險概由彼等自行承擔。倘公開發售被終止，發售股份之退款支票預期將於二零一四年十月十五日（星期三）或相近日子，以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

一般事項

所有文件均以平郵方式寄往應得人士的登記地址，郵誤風險概由彼等自行承擔。本申請表格於獲發申請表格之人士簽署後，一經交回，即為交回之人士有權處理申請表格及收取發售股份之有關股票之最終憑證。本申請表格及據此接納發售股份應受香港法例監管，並根據香港法例詮釋。

* 僅供識別