

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

Reference is made to the prospectus (the "Prospectus") issued by Yunnan Enterprises Holdings Limited (the "Company") dated 14 July 2010 in relation to the Open Offer. Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述雲南實業控股有限公司(「本公司」)刊發之日期為二零一零年七月十四日有關公開發售之發售章程(「發售章程」)。除文義另有所指，發售章程所界定詞彙與本表格所用者具相同涵義。

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE ADDRESSEES NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON WEDNESDAY, 28 JULY 2010.

本申請表格具有價值，但不可轉讓，並僅供下列人士使用。二零一零年七月二十八日(星期三)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER OF SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格有任何疑問，應諮詢閣下之股票經紀或其他註冊證券商、銀行經理、律師、專業會計師或其他專業顧問。

Dealings in the shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS") and you should consult your stockbroker or other registered dealer of securities, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份之買賣乃透過中央結算及交收系統(「中央結算系統」)進行交收。閣下應諮詢閣下之股票經紀或其他註冊證券商、銀行經理、律師、專業會計師或其他專業顧問有關交收之詳情，以及該等安排對閣下享有之權利及權益所構成之影響。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrars of Companies in Hong Kong" in appendix III to the Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

章程文件各一份及於發售章程附錄三「送呈香港公司註冊處之文件」一段所述之文件，已依據公司條例第342C條之規定經香港公司註冊處註冊。香港證券及期貨事務監察委員會及香港公司註冊處對任何章程文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited 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 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 the listing of, and permission to deal in the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by the HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘發售股份獲准在聯交所上市及買賣，發售股份將獲香港結算接納為合資格證券，可自發售股份開始買賣當日或由香港結算指定之其他日期起在中央結算系統內寄存、結算及交收。所有中央結算系統之活動均須依據不時有效之中央結算系統一般規則及中央結算系統運作程序進行。



雲南實業控股有限公司*

YUNNAN ENTERPRISES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 0455)

(股份代號: 0455)

Share registrar and transfer office in Hong Kong: Tricor Secretaries Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong

香港股份過戶登記處: 卓佳秘書商務有限公司, 香港灣仔皇后大道東28號, 金鐘匯中心26樓

Registered office: Windward 1, Regatta Office Park, West Bay Road, Grand Cayman, Cayman Islands, British West Indies

註冊辦事處: Windward 1, Regatta Office Park, West Bay Road, Grand Cayman, Cayman Islands, British West Indies

OPEN OFFER ON THE BASIS OF ONE OFFER SHARE FOR EVERY EXISTING SHARE HELD ON THE RECORD DATE

按於記錄日期每持有一股現有股份可獲發一股發售股份之基準

公開發售

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 28 JULY 2010

股款不得遲於二零一零年七月二十八日(星期三)下午四時正前接納時全數繳足

APPLICATION FORM

申請表格

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

Form for entering name and address of qualifying shareholder(s)

Number of Shares registered in your name on Tuesday, 13 July 2010 於二零一零年七月十三日(星期二)以閣下名義登記之股份數目

Box A 甲欄

Form for entering number of shares registered

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

Box B 乙欄

Form for entering number of offer shares applied for

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

Form for entering amount payable on assured allotment

Application can only be made by the registered 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 number of Offer Shares applied for multiplied by HK\$0.21)

認購申請僅可由上述已登記之合資格股東作出。請於丁欄填寫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0.21港元計算)

Any payments for Offer Shares should be rounded down to 2 decimal points. 發售股份之任何付款款額應調低至兩個小數點。

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 HK\$ 港元

Form for entering number of offer shares and remittance

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 had an address in Hong Kong on the register of members on Tuesday, 13 July 2010 on the basis of an assured allotment of one Offer Share for every existing Share held on Tuesday, 13 July 2010.

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(s) for the full amount payable in respect of the Offer Shares applied for with the Company's share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. All remittance(s) must be made by cheque(s) or cashier order(s) in Hong Kong dollars and made payable to "Yunnan Enterprises Holdings Limited - Open Offer Account" under assured allotment and crossed "Account Payee Only" and comply with the procedures set out overleaf.

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發售股份數目。在發售章程所述者規限下，上述配額乃向於二零一零年七月十三日(星期二)名列本公司股東名冊而在股東名冊所示地址為香港地址之股東作出，基準為按於二零一零年七月十三日(星期二)所持每股現有股份獲保證配發一股發售股份。

倘閣下欲申請認購發售股份，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，交回本公司之香港股份過戶登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須為港元款項，並須以支票或銀行本票註明抬頭人為「Yunnan Enterprises Holdings Limited - Open Offer Account」(如申請認購保證配額)及以「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。

* For identification purpose only

* 僅供識別



雲南實業控股有限公司*
YUNNAN ENTERPRISES HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 0455)

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 Tricor Secretaries Limited or some person(s) 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 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 them to be registered as the holders of the Offer Shares which they have applied for subject to the memorandum and articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheques are dishonored upon first presentation are liable to be rejected.
6. Your 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/do not comply with the procedures set out herein.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which 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 number of Offer Shares applied for multiplied by HK\$0.21). 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 share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Wednesday, 28 July 2010. 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 bank in Hong Kong and made payable to "**Yunnan Enterprises Holdings Limited – Open Offer Account**" and crossed "**Account Payee Only**". 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 Wednesday, 28 July 2010, 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.

You will receive one share certificate for all the Offer Shares to be issued to you. Share certificate(s) is/are expected to be posted by ordinary post to you on or before Tuesday, 3 August 2010 at your own risk.

* For identification purpose only



雲南實業控股有限公司*

YUNNAN ENTERPRISES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 0455)

(股份代號: 0455)

To : Yunnan Enterprises Holdings Limited

致 : 雲南實業控股有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.21 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D as the case may be). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 14 July 2010 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 share certificate(s) 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／吾等為背頁所列股份之登記持有人，現申請認購乙欄（或倘及只要填妥丁欄，則丁欄（視情況而定））指定之發售股份數目，並附上按每股發售股份0.21港元之價格計算須於申請時繳足之全數股款**。本人／吾等謹此依照日期為二零一零年七月十四日之發售章程所載之條款及條件，以及貴公司之組織章程大綱及細則所載各項規定，接納有關數目之發售股份，而本人／吾等謹此承諾並同意接納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，作為有關數目或數目較少之發售股份之持有人，並請貴公司將有關股票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／吾等已詳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 Shareholder(s) 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: _____ 2010

日期：二零一零年 _____ 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, failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D or, failing which, the total specified in Box C) 股款總額 (丁欄或(如未有填妥)丙欄所列明之股款總額)	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
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Yunnan Enterprises Holdings Limited – Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this form)

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Yunnan Enterprises Holdings Limited – Open Offer Account」為抬頭人劃線開出（詳情請參閱本表格背頁「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.

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發售股份數目之有效申請將獲全數接納。倘上欄內並無填上數目，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到款項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。

* For identification purpose only

* 僅供識別