

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 Number
申請表格編號

IMPORTANT
重要提示

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 WEDNESDAY, 29 JANUARY 2014.

本申請表格具有價值，但不可轉讓，並僅供下文列名之合資格股東使用。二零一四年一月二十九日(星期三)下午四時正後不得提出申請。
IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF CHINA LEASON CBM & SHALE GAS GROUP COMPANY LIMITED (THE "COMPANY"), YOU SHOULD AT ONCE HAND THIS APPLICATION FORM TO THE PURCHASER OR TO THE BANK OF THE TRANSFEREE, THE LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR THE TRANSFEREE.

閣下如已出售、閣下所持中國聯盛煤層氣頁岩氣產業集團有限公司(「本公司」)全部或部份股份，應立即將本申請表格轉交買主或承讓人之銀行或經手買賣或轉讓之持牌證券交易所或註冊證券機構或其他代理商，以便轉交買主或承讓人。
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 A LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格之任何方面或應採取之行動有任何疑問，應諮詢持牌證券交易所、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。
TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS OF THE COMPANY DATED WEDNESDAY, 15 JANUARY 2014 UNLESS THE CONTEXT OTHERWISE REQUIRES.

除文義另有所指外，本表格所用詞彙與本公司日期為二零一四年一月十五日(星期三)刊發之章程所界定者具有相同涵義。
A copy of each of the Open Offer Documents, and having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to 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 as to the contents of these documents.

各份公開發售文件連同章程附錄三「送呈香港公司註冊處處長之文件」一段註明之文件已根據公司條例第 342C 條向香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and 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、聯交所及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之任何損失承擔任何責任。

Dealings in the Shares and the Offer Shares may be settled through CCASS and you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份及發售股份之買賣可以透過中央結算系統進行交收，閣下應該該等交收安排之詳情及該等安排可能對閣下之權利及權益所構成之影響諮詢閣下之持牌證券交易所、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date 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.

待發售股份獲准於聯交所上市及買賣，以及遵守香港結算之證券收納規定後，發售股份將獲香港結算接納為合資格證券，可由發售股份開始在聯交所買賣之日或香港結算釐定之有關其他日期起，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之交易必須於其後第二個交易日於中央結算系統內進行交收。於中央結算系統內進行之所有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規則進行。

Branch share registrar and transfer office
in Hong Kong:
香港股份過戶登記分處：

Tricor Tengis Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

卓佳登捷時有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

China Leason CBM & Shale Gas Group Company Limited

中國聯盛煤層氣頁岩氣產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 08270)

(股份代號：08270)

**OPEN OFFER OF 3,170,867,896 NEW SHARES OF HK\$0.01 EACH ON
THE BASIS OF ONE OFFER SHARE FOR EVERY TWO
EXISTING SHARES HELD ON THE RECORD DATE**

AT THE OPEN OFFER PRICE OF HK\$0.04 PER OFFER SHARE

根據於記錄日期每持有兩股現有股份獲發一股發售股份之基準，

按公開發售價每股發售股份0.04港元公開發售3,170,867,896股

每股面值0.01港元之新股份

**PAYABLE IN FULL UPON APPLICATION BY NO LATER THAN 4:00 P.M. ON
WEDNESDAY, 29 January 2014**

股款須於申請時(不得遲於二零一四年一月二十九日(星期三)下午四時正)繳足

APPLICATION FORM

申請表格

Registered office:

註冊辦事處：
Crickett Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head office and
principal place of
business in Hong Kong:

總辦事處及香港
主要營業地點：
Room 910B, 9th Floor
East Wing
Tsim Sha Tsui Centre
66 Mody Road
Tsim Sha Tsui East
Kowloon, Hong Kong

香港九龍
尖沙咀東
麼地道66號
尖沙咀中心
東翼
9樓910B室

15 January 2014
二零一四年一月十五日

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

Number of shares registered in your name on 14 January 2014
於二零一四年一月十四日以閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment subject to payment in full upon application by no later than 4:00 p.m. on Wednesday, 29 January 2014
閣下獲保證配發之發售股份數目(不遲於二零一四年一月二十九日(星期三)下午四時正申請時繳足)

Box B
乙欄

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

Number of Offer Shares subscribed for
認購之發售股份數目

Box D
丁欄

Remittance enclosed
隨附股款
HK\$
港元

Application can only be made by the Qualifying Shareholder(s) named above.

申請僅可由上文列名之合資格股東作出。

Please enter in Box D the number of Offer Shares subscribed for and the amount of remittance enclosed (calculated as the number of Offer Shares subscribed for multiplied by HK\$0.04)

請於丁欄填妥所認購之發售股份數目及隨附之股款金額(以認購之發售股份數目乘以0.04港元計算)

You are entitled to subscribe for such 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 and this Application Form, such allotment is made to the Shareholders who (a) were registered on the register of members of the Company and (b) were not the Prohibited Shareholders at the close of business on Tuesday, 14 January 2014 on the basis of an assured allotment of one Offer Share for every two existing Shares held on Tuesday, 14 January 2014.

閣下有權透過填寫本申請表格認購相等於或少於上文乙欄所列閣下獲保證配發之有關數目發售股份。在章程及本申請表格所述者規限下，有關配額乃向於二零一四年一月十四日(星期二)營業時間結束時(a)登記於本公司股東名冊及(b)並非受禁制股東之股東作出，基準為按於二零一四年一月十四日(星期二)每持有兩(2)股現有股份獲保證配發一(1)股發售股份。

If you wish to subscribe for any Offer Shares, you should complete and sign this Application Form, and lodge this Application Form together with a remittance for the full amount payable in respect of the Offer Shares subscribed for (or shown in Box C) with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:00 pm on Wednesday, 29 January 2014. All remittances must be in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "China Leason CBM & Shale Gas Group Company Limited — Open Offer A/C" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No receipt will be given for such remittances.

倘閣下欲認購任何發售股份，請填妥及簽署本申請表格，並將本申請表格連同申請認購發售股份(或丙欄所示)涉及之全數應繳款項之足額股款，須不遲於二零一四年一月二十九日(星期三)下午四時正交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須以港元支付。支票必須以香港持牌銀行之賬戶開出，而銀行本票須由香港持牌銀行發出，並以「China Leason CBM & Shale Gas Group Company Limited — Open Offer A/C」為抬頭人，並劃線註明「只准入抬頭人賬戶」，以及須符合背頁所載手續。該等股款不會獲發收據。

Additional information including conditions and procedures for application of the Offer Shares is enclosed.

隨附額外資料載有發售股份之條件及申請手續。

China Leason CBM & Shale Gas Group Company Limited
中國聯盛煤層氣頁岩氣產業集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08270)

CONDITIONS

1. No Prohibited Shareholder is permitted to subscribe 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 Tengis Limited or some 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 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/it/them to be registered as the holder(s) of the Offer Shares which he/she/it/they has/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. Completion and return of this Application Form with a cheque and/or cashier's order will constitute a warranty by the applicant(s) that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other entitlements of the Company in respect thereof, the Company reserves the right to reject any Application Form in respect of which the accompanying cheque and/or cashier's order is dishonoured on first presentation or, at the option of the Company, subsequent presentation. In such event, the relevant assured allotments of the Offer Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.
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 for application set out herein.
8. Completion and return of this Application Form will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong in connection with this Application Form and any acceptance of them have been, or will be, duly complied with. If you are in doubt as to your position, you should consult your professional advisers.
9. The Underwriting Agreement contains provisions entitling the Underwriter by notice in writing to the Company at any time prior to 4:00 p.m. on Tuesday, 4 February 2014 to terminate its obligations thereunder on the occurrence of certain events including force majeure. These events are set out below in the section headed "Termination of the Underwriting Agreement" and the section headed "Termination of the Underwriting Agreement" of the Prospectus. If the Underwriter terminates the Underwriting Agreement in accordance with the terms thereof, the Open Offer will not proceed. In addition, the Open Offer is conditional upon the fulfillment of the conditions set out in the paragraph headed "Conditions of the Open Offer" under the section headed "Letter from the Board" of the Prospectus.

PROCEDURES FOR APPLICATION

You may subscribe 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 subscribe 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 subscribe for and the total amount payable (calculated as the number of Offer Shares subscribed for multiplied by HK\$0.04). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted or entitled in Box B, the applicant(s) will be deemed to have applied for such lesser number of the Offer Shares for which full payment has been received. If you apply for a number of Offer Shares that is in excess of your assured entitlement set out in Box B of the Application Form, your application is liable to be rejected.

If you wish to subscribe 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 Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, **no later than 4:00 p.m. on Wednesday, 29 January 2014**. All remittance(s) must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong, and made payable to "China Leason CBM & Shale Gas Group Company Limited — Open Offer A/C" for your assured allotment of Offer Shares 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/ have been received by **4:00 p.m. on Wednesday, 29 January 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 certificate is expected to be posted by ordinary post to you on or before Friday, 7 February 2014 at your own risk. You will receive one share certificate for all the entitlements to Offer Shares validly subscribed for and issued to you.

TERMINATION OF THE UNDERWRITING AGREEMENT

If at any time on or before the Latest Time for Termination:

- (a) there comes to the notice of the Underwriter any matter or event showing, or the Underwriter shall have reasonable cause to believe that, any of the warranties in the Underwriting Agreement to be untrue, inaccurate or misleading or as having been breached in any respect considered by the Underwriter to be material in the context of the Open Offer; or any breach by the Company of any of its obligations or undertakings under the Underwriting Agreement to be material in the context of the Open Offer; or
- (b) there shall be:
 - (A) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere;
 - (B) any change in local, national or international financial, political, industrial or economic conditions;
 - (C) any change in the conditions of local, national or international equity securities or currency markets;
 - (D) any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict;
 - (E) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange,which is or are, in the reasonable opinion of the Underwriter:
 - (1) likely to have an adverse effect on the business, financial position or prospects of the Group taken as a whole or the Open Offer; or
 - (2) likely to have an adverse effect on the success of the Open Offer or the level of Offer Shares to be taken up; or
 - (3) makes it inappropriate, inadvisable or inexpedient to proceed further with the Open Offer,

then and, in such case, the Underwriter may, by notice in writing given to the Company on or before the Latest Time for Termination, rescind the Underwriting Agreement and thereupon all obligations of the Underwriter hereunder shall cease and determine and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement and the Open Offer shall not proceed.

If the Underwriting Agreement is terminated on or before the aforesaid deadline or does not become unconditional, the Open Offer will not proceed.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Wednesday, 8 January 2014, and that dealing in the Shares will take place even though the conditions to which the Open Offer is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares on an ex-entitlement basis until the Open Offer becomes unconditional and the force majeure under the Underwriting Agreement expires (which is expected to be at 4:00 p.m. on Tuesday, 4 February 2014) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder(s) or other person(s) contemplating dealing in the Shares during such period who is in any doubt about his/her/its/their position is advised to consult his/her/its/their professional adviser.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or cashier's orders will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Any application in respect of which the cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the assured entitlement 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 and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Offer Shares in their fully-paid form.

CERTIFICATES FOR THE OFFER SHARES

Subject to the fulfillment of the conditions of the Open Offer, certificates for all fully-paid Offer Shares are expected to be posted on Friday, 7 February 2014 by ordinary post to those Qualifying Shareholders who have accepted and (where applicable) applied for, and paid for the Offer Shares at their own risk.

GENERAL

Lodgement 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 (parties) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This Application Form and any application for the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

China Leason CBM & Shale Gas Group Company Limited

中國聯盛煤層氣頁岩氣產業集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：08270)

條件

1. 受禁制股東不得認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部分接納之任何發售股份股票將以平郵方式按表格所列地址寄交獲配發人；如屬聯名獲配發人，則寄交名列首位之獲配發人，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／或卓佳登捷時有限公司或彼等就此提名之其他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一切其他事宜，以根據章程所述安排，將申請人所申請認購之數目或任何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，以讓申請人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章程細則之規定。
5. 股款將於本公司收訖後過戶，而自此賺取之所有利息(如有)將撥歸本公司所有。填妥及交回本申請表格連同支票及／或銀行本票，即構成申請人保證支票或銀行本票將於首次過戶時兌現。在不影響本公司其他有關權利之情況下，本公司保留權利拒絕接納隨附之支票及／或銀行本票於首次過戶或(按本公司選擇)其後過戶時未能兌現之任何申請表格。在此情況下，有關獲保證配發之發售股份及其項下之所有權利及配額之申請將視作不獲接納並予以註銷。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留酌情權接受或拒絕任何不符合本表格所載申請手續之發售股份認購申請。
8. 填妥及交回本申請表格即表示向本公司作出保證及聲明，表示已經或將會就本申請表格及其任何接納全面遵守香港以外所有有關司法權區之一切登記、法律及監管規定。倘閣下對本身狀況存有疑問，應諮詢閣下之專業顧問。
9. 包銷協議載有條文，賦予包銷商權力，於二零一四年二月四日(星期二)下午四時正前，隨時透過向本公司發出書面通知，以於發生若干事件(包括不可抗力事件)時終止其於包銷協議項下之責任。該等事件載於下文「終止包銷協議」一節及章程內「終止包銷協議」一節。倘包銷商根據包銷協議條款終止包銷協議，則公開發售將不會進行。此外，公開發售須待章程「董事會函件」一節「公開發售之條件」一段所載條件達成後，方可作實。

申請手續

閣下可透過填寫本申請表格認購相等於或少於乙欄所列閣下獲保證配發之有關數目發售股份。

欲認購少於閣下獲保證配發之有關數目發售股份，請在本申請表格丁欄內填上閣下欲認購之發售股份數目及應繳款項總額(以認購之發售股份數目乘以0.04港元計算)。倘所收到之相應股款少於乙欄所填或有權享有之發售股份數目所需之股款，則申請人將被視作申請認購已收全數款項所代表之有關較少數目發售股份。倘閣下申請超過申請表格乙欄所載閣下獲保證配發之發售股份數目，則閣下之申請將不獲受理。

倘閣下欲認購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之有關數目發售股份。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並須不遲於二零一四年一月二十九日(星期三)下午四時正交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須以港元支付。支票須以香港持牌銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，並以「China Leason CBM & Shale Gas Group Company Limited — Open Offer A/C」為抬頭人認購。閣下獲保證配發之發售股份，並劃線註明「只准入抬頭人賬戶」。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一月二十九日(星期三)下午四時正已經收到，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已遭放棄及將被註銷。

預計股票將於二零一四年二月七日(星期五)或之前以平郵方式寄予閣下，郵誤風險概由閣下自行承擔。閣下將就全部有效認購並發行予閣下之發售股份獲發一張股票。

終止包銷協議

倘於最後終止時間或之前之任何時間：

(a) 包銷商知悉任何事項或事件顯示，或包銷商有合理理由相信包銷協議內之任何保證為不實、不準確或有誤導成分或違反包銷商認為對公開發售而言屬重大之任何方面；或本公司違反其於包銷協議下對公開發售而言屬重大之任何責任或承諾；或

(b) 出現以下情況：

- (A) 香港或其他地區之任何法院或其他主管機構頒佈任何新法例或規例，或更改現有的法例或規例，或更改其詮釋或適用範圍；
- (B) 本地、國家或國際金融、政治、工業或經濟狀況出現任何變動；
- (C) 本地、國家或國際股本證券或貨幣市場之狀況出現任何變動；
- (D) 本地、國家或國際間爆發敵對事件、暴動或武裝衝突或此等事件升級；
- (E) 聯交所之證券買賣被全面禁止、暫停或嚴重限制，

而包銷商合理認為：

- (1) 可能對本集團整體之業務、財務狀況或前景或公開發售產生不利影響；或
- (2) 可能對公開發售之成功進行或發售股份之接納水平產生不利影響；或
- (3) 導致繼續進行公開發售不適當、不適宜或不明智，

則在此情況下，包銷商可於最後終止時間或之前向本公司發出書面通知而撤銷包銷協議，屆時包銷商根據包銷協議承擔之所有責任將告停止和終結，而任何一方毋須就因包銷協議產生或與之有關之任何事宜或事項向任何其他方提出任何申索，且公開發售將不會進行。

倘包銷協議於上述期限或之前被終止或並無成為無條件，將不會進行公開發售。

務請股東注意，股份已自二零一四年一月八日(星期三)開始以除權方式買賣，即使公開發售之條件尚未達成，股份亦將繼續買賣。任何股東或其他人士如在公開發售成為無條件及包銷協議所述之不可抗力事件失效(預期時間為二零一四年二月四日(星期二)下午四時正)前以除權方式買賣股份，將因而須承擔公開發售未必成為無條件及不一定進行之風險。凡擬於上述期間買賣股份之股東或其他人士如對本身情況有任何疑問，應諮詢其專業顧問。

支票及銀行本票

所有支票或銀行本票將於收訖後兌現，而就有關款項賺取之一切利息(如有)將予保留並撥歸本公司所有。支票或銀行本票於首次過戶時不獲兌現的申請將遭拒絕受理，而在此情況下，保證配額及其項下所有權利將被視為予以放棄並將予註銷。

發售股份地位

發售股份於配發及繳足股款後，將與當時已發行股份在各方面享有同等地位。繳足股款發售股份持有人將有權收取於發售股份以繳足股款方式配發之日後所宣派、作出或派付之所有日後股息及分派。

發售股份股票

待公開發售條件達成後，預期所有繳足股款發售股份之股票將於二零一四年二月七日(星期五)以平郵方式寄交該等已接納並(如適用)申請認購發售股份且已繳付股款之合資格股東，郵誤風險概由彼等自行承擔。

一般事項

由獲發申請表格的人士簽署之申請表格一經遞交，即屬遞交申請表格人士之所有權最終憑證，有權處理申請表格及接收發售股份之有關股票。

本申請表格及據此就發售股份提出之任何申請應受香港法律規管並按其詮釋。

China Leason CBM & Shale Gas Group Company Limited

中國聯盛煤層氣頁岩氣產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 08270)

(股份代號: 08270)

To: China Leason CBM & Shale Gas Group Company Limited

致: 中國聯盛煤層氣頁岩氣產業集團有限公司

Dear Sirs,

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full upon application for the number of Offer Shares entitled at an issue price of HK\$0.04 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby accept that number of Offer Shares on the terms and conditions of the Prospectus dated 15 January 2014 and subject to the memorandum and articles of association of the Company and I/we hereby undertake and agree to subscribe 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 of the Company as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the 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.

By signing this form, I/we declare that I/we am/are not Prohibited Shareholder(s) and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

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(或倘已填妥丁欄，則丁欄)所列配額之發售股份數目，並附上按每股發售股份0.04港元之發行價計算須於申請時繳足之全數股款**。本人/吾等謹此按照日期為二零一四年一月十五日之章程所載之條款及條件，並在貴公司之組織章程大綱及章程細則限制下接納有關數目之發售股份，而本人/吾等謹此承諾並同意認購相等或於或少於涉及本申請之有關數目發售股份。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，作為有關數目或前述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所列地址以郵方式寄予本人/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，並同意受此約束。

透過簽署本表格，本人/吾等聲明本人/吾等並非受禁制股東，而本人/吾等申請發售股份並無違反香港以外任何司法權區之任何適用證券或其他法律或法規。

Please insert contact telephone number 請填上聯絡電話號碼	
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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: _____ 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 specified in Box B) 申請認購發售股份數目 (丁欄所列明之總數或(如未有填妥) 乙欄所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄所列明之股款總額 或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/ cashier's order is drawn 支票/銀行本票之 付款銀行名稱	Cheque/cashier's order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or cashier's order should be crossed "Account Payee Only" and made payable to "China Leason CBM & Shale Gas Group Company Limited — Open Offer A/C" (see the paragraph headed "Procedures for Application" on the reverse side of this form).

** 支票或銀行本票須劃線註明「只准入抬頭人賬戶」，並以「China Leason CBM & Shale Gas Group Company Limited — Open Offer A/C」為抬頭人(請參閱本表格背頁「申請手續」一段)。

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 such lesser 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 remittance.

假設公開發售之條件獲達成，申請認購發售股份數目少於或相等於申請人獲保證配發之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。倘股款少於申請認購上欄所填數目之發售股份所需之股款，則閣下將被視作申請認購已收款項所代表之有關較少發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。本公司不會就股款發出收據。