

**TO BE VALID, THE WHOLE OF
THIS PROVISIONAL ALLOTMENT LETTER MUST BE RETURNED.**

本暫定配額通知書必須整份交回方為有效。

IMPORTANT

重要提示

Reference is made to the prospectus (the “Prospectus”) issued by Gaodi Holdings Limited (the “Company”) dated 25 November 2024 in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires.

茲提述高地股份有限公司（「本公司」）日期為二零二四年十一月二十五日有關供股之供股章程（「供股章程」）。除文義另有所指，供股章程所界定詞彙與本表格所用者具相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PROVISIONAL ALLOTMENT LETTER EXPIRES AT 4:00 P.M. ON MONDAY, 9 DECEMBER 2024 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” IN THE ENCLOSED SHEET).

此乃有價值及可轉讓之暫定配額通知書，敬請即時處理。本暫定配額通知書所載之要約於二零二四年十二月九日（星期一）（或載於附頁「惡劣天氣之影響」一段所述之較後日期）下午四時正截止。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PROVISIONAL ALLOTMENT LETTER OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本暫定配額通知書任何方面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、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this Provisional Allotment Letter, together with a copy of the Prospectus and the documents specified in the paragraph headed “12. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong, the Stock Exchange and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書及供股章程各一份及於供股章程附錄三「12. 送呈香港公司註冊處處長之文件」一段所述之文件，已依據香港法例第32章公司（清盤及雜項條文）條例第342C條之規定經香港公司註冊處處長註冊。香港證券及期貨事務監察委員會、聯交所及香港公司註冊處處長對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 Provisional Allotment Letter, 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 Provisional Allotment Letter.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對就本暫定配額通知書全部或任何部份內容所產生或因倚賴該等內容而引致之任何損失承擔責任。

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your licensed securities dealer or 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.

股份及未繳股款及繳足股款供股股份之買賣可透過香港結算成立及運作之中央結算系統交收。閣下應就該等交收安排之詳情及該等安排如何影響閣下之權利及權益，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。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirement of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the respective commencement dates of dealings in the Rights Shares on the Stock Exchange or such other dates 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.

待未繳股款及繳足股款之供股股份獲准在聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款之供股股份將獲香港結算接納為合資格證券，由供股股份各自在聯交所開始買賣日期或香港結算決定之該等其他日期起，可在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交易之交收須於其後第二個交易日在中央結算系統內進行。所有在中央結算系統之活動均須受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所規限。

TO ACCEPT THE PROVISIONAL ALLOTMENT SPECIFIED IN THIS DOCUMENT IN FULL, YOU MUST LODGE THIS ORIGINAL DOCUMENT INTACT WITH THE COMPANY’S HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN’S ROAD EAST, WAN CHAI, HONG KONG TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C BELOW SO AS TO BE RECEIVED BY NO LATER THAN 4:00 P.M. ON MONDAY, 9 DECEMBER 2024. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS. CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, AND BANKER’S CASHIER ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO “GAODI HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT” AND CROSSED “ACCOUNT PAYEE ONLY”. INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如欲接納本文件所指定之全部暫定配額，須將本文件整份正本連同下列丙欄所示全部港元款額之付款，不遲於二零二四年十二月九日（星期一）下午四時正前交回本公司之香港股份過戶登記分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號舖。所有股款必須以港元支付。支票及銀行本票須分別由香港持牌銀行戶口開出及香港持牌銀行發出，註明抬頭人為「GAODI HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT」，並劃線註明「只准入抬頭人賬戶」。有關轉讓及分拆之指示載於附頁。本公司將不會就該等股款發出收據。



Form A
表格甲

Branch share registrar
and transfer office
in Hong Kong:
Computershare
Hong Kong
Investor Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

香港股份過戶登記分處：
香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712-1716號舖



Gaodi Holdings Limited
高地股份有限公司

(formerly known as China Shenghai Group Limited 中國升海集團有限公司)
(前稱為 China Shenghai Group Limited 中國升海集團有限公司)
(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

(Stock code: 1676)
(股份代號：1676)

RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE
FOR EVERY TWO (2) EXISTING SHARES
HELD ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE OF
HK\$0.40 PER RIGHTS SHARE

按於記錄日期每持有兩(2)股現有股份
獲發一(1)股供股股份之基準
以每股供股股份0.40港元之認購價進行供股

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON MONDAY, 9 DECEMBER 2024

股款須不遲於二零二四年十二月九日(星期一)下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Provisional Allotment Letter No.
暫定配額通知書編號

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

Registered office:
註冊辦事處：
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office in the PRC:
2032, Baqi Road
Fengli Street
Shishi Quanzhou
Fujian Province
PRC

中國總辦事處：
中國
福建省
泉州市石獅市
鳳里街道
八七路2032號

Principal place of
business in Hong Kong:
Level 35, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan,
Hong Kong

香港主要營業地點：
香港
上環
德輔道中199號
無限極廣場35樓

25 November 2024
二零二四年十一月二十五日

Number of Shares registered in your name(s) on Friday, 1 November 2024
於二零二四年十一月一日(星期五)以閣下名義登記之股份數目

BOX A
甲欄

Number of Rights Shares in your provisional allotment. Subject to payment in full on acceptance by no later than 4:00 p.m. on Monday, 9 December 2024
閣下獲暫定配發之供股股份數目。股款須不遲於二零二四年十二月九日(星期一)下午四時正接納時繳足

BOX B
乙欄

Total subscription monies payable in full upon acceptance 於接納時應全數繳足之認購股款總額

BOX C
丙欄

HK\$
港元

Note: All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "GAODI HOLDINGS LIMITED - RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY". All cheques and cashier's orders will be presented for payment immediately following receipt.
附註：所有股款須以港元繳付，並須以香港持牌銀行賬戶開出之支票或發出之銀行本票支付。所有該等支票或銀行本票須註明抬頭人為「GAODI HOLDINGS LIMITED - RIGHTS ISSUE ACCOUNT」，並須以「只准入抬頭人賬戶」劃線方式開出。所有支票及銀行本票將於收訖後隨即過戶。

Name of bank on which cheque/bank cashier's order is drawn:
支票／銀行本票之付款銀行名稱：

Cheque/bank cashier's order number:
支票／銀行本票號碼：

Contact Telephone No.:
聯絡電話號碼：

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

於轉讓供股股份之認購權時，每一宗買賣均須繳付香港從價印花稅。饋贈或轉讓（並非以出售方式）實益擁有之權益亦須繳付香港從價印花稅。於登記轉讓本文件所指任何供股股份之權利之前，須出示已繳付香港從價印花稅之證明。

Form B

表格乙

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)

(只供擬轉讓其／彼等全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors

GAODI HOLDINGS LIMITED

致：高地股份有限公司

列位董事 台照

Dear Sir/Madam,

I/We, as the Qualifying Shareholder(s) hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this Provisional Allotment Letter to the person(s) accepting the same and signing the enclosed registration application form (Form C). I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等作為合資格股東，茲將本暫定配額通知書所列本人／吾等之供股股份認購權悉數轉讓予接受此權利並簽署隨附登記申請表格（表格丙）之人士。本人／吾等已細閱附頁所載各項條件及轉讓手續，並同意受其約束。

1 . _____

2 . _____

3 . _____

4 . _____

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）

Date 日期：_____

Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of right(s) to subscribe for the Rights Share(s) if this form is completed.

填妥此表格後，轉讓人及承讓人須就轉讓認繳供股股份的權利繳付香港從價印花稅。

Form C

表格丙

REGISTRATION APPLICATION FORM

登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred)

(僅供承讓供股股份認購權之人士填寫及簽署)

To: The Directors

GAODI HOLDINGS LIMITED

致：高地股份有限公司

列位董事 台照

Dear Sir/Madam,

I/We request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same upon and subject to the terms set out in this Provisional Allotment Letter and the accompanying Prospectus and/or Prospectus Documents and subject to the memorandum and association and bye laws of the Company. I/We have read the conditions and procedures for application set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等謹請 閣下將表格甲內乙欄所列之供股股份數目登記於本人／吾等名下，本人／吾等同意依照本暫定配額通知書及隨附之供股章程及／或章程文件內所載條款並在 貴公司之公司組織章程大綱及細則之限制下接納此等股份。本人／吾等已細閱附頁所載各項條件及申請手續，並同意受其約束。

Existing Shareholder(s) Please mark "X" in this box

現有股東請在本欄內填上「X」號

☐

To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.

請用英文正楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。

Name in English 英文姓名	Family name/Company name 姓氏／公司名稱	Other Names 名字	Name in Chinese 中文姓名
Full Name(s) of Joint Applicants (if applicable) 聯名申請人全名（如適用）			
Address in English (joint applicants should give one address only) 英文地址 (聯名申請人只需填寫一個地址)			
Occupation 職業	Tel. No. 電話號碼		
Dividend Instructions 股息指示			
Name & Address of Bank 銀行名稱及地址			Bank Account No. 銀行賬戶號碼

1 . _____

2 . _____

3 . _____

4 . _____

Signature(s) of applicant(s) (all joint applicants must sign)

申請人簽署（所有聯名申請人均須簽署）

Date 日期：_____

Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of right(s) to subscribe for the Rights Share(s) if this form is completed.

填妥此表格後，轉讓人及承讓人須就轉讓認繳供股股份的權利繳付香港從價印花稅。

PAL – 3

Dealings in the Rights Shares in the nil-paid forms will take place from Wednesday, 27 November 2024 to Wednesday, 4 December 2024 (both days inclusive) on the Stock Exchange.

未繳股款之供股股份將於二零二四年十一月二十七日（星期三）至二零二四年十二月四日（星期三）（包括首尾兩日在內）期間於聯交所進行買賣。

The Rights Issue is conditional upon the fulfilment of the conditions set out under the section headed “Letter from the Board – Conditions of the Rights Issue” in the Prospectus. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

供股須待供股章程「董事會函件－供股的條件」一節項下所載之條件獲達成後，方可作實。倘供股的條件不能達成，則不會進行供股。

Accordingly, any person(s) contemplating dealings in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled or waived (as appropriate) shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or the nil-paid Rights Shares are recommended to consult their own professional advisers and exercise caution.

因此，任何人士擬於供股之所有條件獲達成或豁免（如適用）日期前進行股份買賣須承擔供股可能未成為無條件或可能不會進行之風險。任何股東或其他人士擬進行任何股份及／或未繳股款供股股份買賣務請諮詢其專業顧問及審慎行事。

**A SEPARATE CHEQUE OR CASHIER’S ORDER MUST ACCOMPANY EACH ACCEPTANCE
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份接納須隨附獨立之支票或銀行本票

本公司將不另發股款收據



Gaodi Holdings Limited

高地股份有限公司

(formerly known as China Shenghai Group Limited 中國升海集團有限公司)

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1676)

Dear Qualifying Shareholder(s),

25 November 2024

Reference is made to the prospectus of Gaodi Holdings Limited dated 25 November 2024 (the “Prospectus”) in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you the Rights Shares on the basis of one (1) Rights Share for every two (2) existing Shares registered in your name on the register of members of the Company as at the Record Date (that is, Friday, 1 November 2024) at a subscription price of HK\$0.40 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

Documents issued in connection with the Rights Issue have not been registered or filed under or conformed to any applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken in any territory or jurisdiction outside Hong Kong, to permit the offering of the Rights Shares or the distribution of any documents in connection with the Rights Issue. No person receiving the Prospectus or the PAL in any territory or jurisdiction outside Hong Kong may treat this as an offer or an invitation to apply for Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of anyone outside Hong Kong wishing to make an application for Rights Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant territories and jurisdictions, including the obtaining of any governmental or other consents and to pay any taxes and duties. The Company will not be responsible for verifying the legal qualification of such Overseas Shareholder and/or resident in such territory or jurisdiction, thus, should the Company suffer any losses or damages due to non-compliance with the relevant laws of such territory or jurisdiction by any such Overseas Shareholder and/or resident, the Overseas Shareholder and/or resident shall be responsible to compensate the Company for the same. The Company shall not be obliged to issue the nil-paid Rights Shares or fully-paid Rights Shares to any such Overseas Shareholder and/or resident, if at the Company’s absolute discretion issuing the nil-paid Rights Shares or fully-paid Rights Shares to them does not comply with the relevant laws of such territory or jurisdiction.

The Company reserves the right to refuse to accept any application for Rights Shares if it believes, or has reason to believe, that such acceptance would violate the applicable securities or other laws or regulations of any territory. No application for Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder.

The Rights Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

RIGHTS SHARES

Dealings in the Rights Shares in their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy and any other applicable fees and charges in Hong Kong.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms 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 Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates 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.

PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, together with a remittance by cheque or cashier’s order for the full amount payable on acceptance, as shown in Box C in Form A, so as to be received by the Registrar by not later than 4:00 p.m. on Monday, 9 December 2024 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance” below). All remittances 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 “**GAODI HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**” and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that unless this duly completed PAL, together with the appropriate remittance shown in Box C in Form A, has been lodged with the Registrar in the manner as described above, by not later than 4:00 p.m. on Monday, 9 December 2024 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance” below), whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to but may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

Completion and return of the PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representation or warranty.

TRANSFER AND SPLITTING

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “Form of Transfer and Nomination” (Form B) and hand this PAL to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then complete and sign the “Registration Application Form” (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Monday, 9 December 2024 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance” below).

All remittances must be made in Hong Kong dollars and 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 **“GAODI HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT”** and crossed **“Account Payee Only”**. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Friday, 29 November 2024 with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, who will cancel this original PAL and issue new PAL(s) in the denominations required which will be available for collection at the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of this original PAL(s). It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company is not obliged to but may, at its sole and absolute discretion, treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon the fulfilment of the conditions set out under the section headed “Letter from the Board – Conditions of the Rights Issue” in the Prospectus. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

CHEQUES AND BANKER’S CASHIER ORDERS

All cheques and cashier’s orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier’s order in payment for the Rights Shares, whether by a Qualifying Shareholder or such other person(s) to whom the rights to subscribe for the Rights Shares have been validly transferred, will constitute a warranty by such person(s) that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any PAL and/or relevant remittance received.

SHARE CERTIFICATES FOR RIGHTS SHARES AND REFUND

It is expected that share certificates for the Rights Shares in their fully-paid form will be despatched by ordinary post to those entitled at their own risk on Friday, 3 January 2025. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares issued to you.

If the conditions of the Rights Issue are not fulfilled, the remittance received in respect of the acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses on Friday, 3 January 2025.

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot fractions of Rights Shares. All fractions of Rights Shares will be aggregated and sold in the market and, if a premium (net of expenses) can be achieved, the Company will keep the net proceeds for its own benefit. Any of these Rights Shares remain not sold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE

The Latest Time for Acceptance of and payment for the Rights Shares will not take place if:

1. typhoon signal No. 8 (or above);
2. a “black” rainstorm warning; and/or
3. “extreme conditions” announced by the Government of the Hong Kong Special Administrative Region:
 - (i) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; and
 - (ii) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in the “Expected timetable” in the Prospectus may be affected. An announcement will be made by the Company in such event.

GENERAL

Lodgement of the PAL with, where relevant, the Form of Transfer and Nomination (Form B) 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 or parties lodging it to deal with the same and to receive split letters of allotment and/or certificates for Shares.

The PAL and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, Hong Kong law.

Further copies of the Prospectus giving details of the Rights Issue are available from the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong during business hours from 9:00 a.m. to 4:30 p.m., Mondays to Fridays, excluding Hong Kong public holidays.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its head office in the PRC at 2032, Baqi Road, Fengli Street Shishi Quanzhou, Fujian Province PRC, and principal place of business in Hong Kong at Level 35, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary, or (as the case may be) to the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for the attention of Hong Kong Privacy Officer.

Yours faithfully,
For and on behalf of
Gaodi Holdings Limited
Li Tingfeng
Executive Director



Gaodi Holdings Limited 高地股份有限公司

(前稱為 China Shenghai Group Limited 中國升海集團有限公司)

(於開曼群島註冊成立的有限公司)

(股份代號：1676)

敬啟者：

茲提述高地股份有限公司就供股於二零二四年十一月二十五日刊發的供股章程（「供股章程」）。除文義另有指明外，供股章程所界定之詞彙與本函件所採用者具有相同涵義。根據供股章程所載條款，董事已按在記錄日期（即二零二四年十一月一日（星期五））在公司股東名冊登記於閣下名下每兩(2)股現有股份可獲發一(1)股供股股份之基準，按每股供股股份0.40港元之認購價向閣下暫定配發供股股份。閣下於記錄日期持有之股份數目列於表格甲的甲欄，而閣下獲暫定配發之供股股份數目列於表格甲的乙欄。

就供股而刊發之文件並無根據或遵從香港以外任何司法權區之任何適用證券法例登記或存案。在香港以外任何地區或司法權區亦無採取任何行動以批准提呈發售供股股份或派發就供股而刊發之任何文件。於香港以外任何地區或司法權區接獲供股章程或暫定配額通知書之任何人士，概不得將之視為申請供股股份之要約或邀請，除非於有關司法權區可在毋須遵照任何登記或其他法例或監管規定之情況下合法提出該項要約或邀請。位於香港以外之任何人士如欲申請供股股份，則有責任確保已就此遵守所有有關地區及司法權區之法例及規例，包括取得任何政府或其他同意，及就此繳納任何稅項及徵稅。本公司將不會負責核實該海外股東及／或居民於有關地區或司法權區之法律資格，因此，倘本公司因任何有關海外股東及／或居民未有遵從有關地區或司法權區之相關法例而蒙受任何損失或損害，該海外股東及／或居民須負責就此向本公司作出賠償。倘本公司全權酌情認為向任何有關海外股東及／或居民發行未繳股款之供股股份或繳足股款之供股股份不符合有關地區或司法權區之相關法例，則本公司並無義務向其發行未繳股款之供股股份或繳足股款之供股股份。

倘本公司相信或有理由相信接納任何供股股份申請將違反任何地區適用之證券或其他法例或規例，則會保留拒絕接納該申請之權利。任何不合資格股東提出之供股股份申請一概不獲受理。

供股股份一經配發及發行，將與配發及發行供股股份當日之已發行股份在各方面享有同等權利，包括收取可能於供股股份之配發及發行日期或之後所宣派、作出或派付之一切股息及分派之權利。

供股股份

買賣未繳股款及繳足股款供股股份將須繳付印花稅、聯交所交易費、證監會交易徵費及任何其他香港適用之費用及收費。

待未繳股款及繳足股款供股股份獲批准於聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自該等未繳股款及繳足股款供股股份各自於聯交所開始買賣日期（或香港結算釐定的其他日期）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進行的交易，須於其後第二個交易日在中央結算系統內進行交收。經中央結算系統進行的一切活動均須受不時生效的中央結算系統一般規則及中央結算系統運作程序規則所規限。

接納之手續

閣下如欲承購供股股份之全部暫定配額，必須將整份本暫定配額通知書連同表格甲內丙欄所示於接納時應付之全數股款（以支票或銀行本票形式），不遲於二零二四年十二月九日（星期一）下午四時正（或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣及／或極端情況對最後接納時限的影響」一段所述之較後日期及／或時間）送達股份過戶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號舖）並獲股份過戶登記處收訖。所有股款須以港元繳付。支票或銀行本票須分別由香港持牌銀行戶口開出或香港持牌銀行發出，及註明抬頭人為「GAODI HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT」，並劃線註明「只准入抬頭人賬戶」。繳付股款後，即表示已按本暫定配額通知書及供股章程之條款，並在本公司組織章程大綱及公司細則的規限下接納供股股份之暫定配額。本公司將不另發股款收據。所有有關本暫定配額通知書之查詢均須寄交上述地址之股份過戶登記處。

謹請注意，除非正式填妥之本暫定配額通知書連同表格甲內丙欄所示之應繳股款於不遲於二零二四年十二月九日（星期一）下午四時正（或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣及／或極端情況對最後接納時限的影響」一段所述之較後日期及／或時間）由原承配人或任何已有效承讓暫定配額之人士按上述方式送達股份過戶登記處，否則有關暫定配額及其項下之一切權利及配額將被視作放棄並予以註銷。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司無需但可全權酌情決定視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

填妥及交回暫定配額通知書將構成有關人士向本公司作出保證及聲明，其已經或將會就暫定配額通知書及其任何接納妥為遵守香港以外所有相關司法權區之一切登記、法律及監管規定。本公司保留權利在其相信接納任何供股股份認購申請將觸犯任何司法權區之適用證券法例或其他法律或規例之情況下，拒絕接納有關認購申請。為免生疑問，香港結算及香港中央結算（代理人）有限公司將概不受任何上述聲明或保證規限。

轉讓及分拆

閣下如欲轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之全部認購權，須填妥及簽署「轉讓及提名表格」（表格乙）並將本暫定配額通知書交予承讓人或接納閣下轉讓權利之人士。承讓人須填妥及簽署「登記申請表格」（表格丙），並將整份本暫定配額通知書連同表格甲內丙欄所載於接納時應繳之全數股款，不遲於二零二四年十二月九日（星期一）下午四時正（或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣及／或極端情況對最後接納時限的影響」一段所述之較後日期及／或時間）送達股份過戶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號舖）並獲股份過戶登記處收訖。

所有股款須以港元繳付，並以由香港持牌銀行賬戶開出之支票或由香港持牌銀行發出之銀行本票支付，註明抬頭人為「**GAODI HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**」，並劃線註明「只准入抬頭人賬戶」。謹請注意，轉讓閣下認購有關供股股份之權利予承讓人及承讓人接納該等權利須繳付香港從價印花稅。閣下如僅欲接納閣下之部分暫定配額，或轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之部分認購權，或向超過一名人士轉讓閣下全部或部分權利，則閣下須不遲於二零二四年十一月二十九日（星期五）下午四時三十分前將原暫定配額通知書交出及送達股份過戶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號舖）予以註銷，股份過戶登記處將會註銷本原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交出本原暫定配額通知書後第二個營業日上午九時正後於股份過戶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號舖）領取。謹請注意，轉讓閣下有關供股股份之認購權予承讓人及承讓人接納該等權利須繳付香港從價印花稅。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司無需但可全權酌情決定視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

供股的條件

供股須待供股章程「董事會函件－供股的條件」一節項下所載之條件獲達成後，方可作實。倘供股的條件不能達成，則不會進行供股。

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，而自有關股款產生之所有利息（如有）將全部撥歸本公司所有。填妥並交回暫定配額通知書連同支付供股股份股款之支票或銀行本票（不論由合資格股東或已獲有效轉讓供股股份認購權的其他人士交回），將構成有關人士之保證，指支票或銀行本票將於首次過戶時獲兌現。倘隨附支票或銀行本票於首次過戶時未能兌現，在不影響本公司之其他權利之情況下，本公司保留拒絕受理任何暫定配額通知書之權利，且於該情況下，供股股份之有關暫定配額及其項下之一切權利及配額將視作已遭放棄而被註銷。概不會就所接獲之任何暫定配額通知書及／或相關股款發出收據。

供股股份之股票及退款

預期繳足股款供股股份之股票將於二零二五年一月三日（星期五）以平郵方式寄發予有權收取之人士，郵誤風險概由彼等自行承擔。閣下（不包括香港中央結算（代理人）有限公司）將就所獲發行之全部供股股份獲發一張股票。

倘若供股之條件未能達成，就接納供股股份所收取的股款將於二零二五年一月三日（星期五）不計利息以支票方式退還予合資格股東或獲有效轉讓未繳股款供股股份的其他人士（或倘為聯名申請人，則為名列首位人士），支票將以平郵方式寄往該等合資格股東或其他有關人士的登記地址，郵誤風險概由彼等承擔。

零碎配額

本公司將不會暫定配發零碎供股股份。所有零碎供股股份將予彙集，且如可獲得溢價（扣除開支後）於市場上出售，所得款項淨額將由本公司保留，並撥歸本公司所有。本公司將不會發行任何該等仍未於市場上出售之供股股份，而供股之規模將相應縮減。

惡劣天氣及／或極端情況對最後接納時限的影響

倘出現以下情況，則接納供股股份並繳付股款之最後接納時限將不會發生：

1. 八號（或以上）颱風信號；
2. 「黑色」暴雨警告；及／或
3. 香港特別行政區政府公佈的「極端情況」：
 - (i) 於最後接納時限日期中午十二時正前之任何本地時間在香港生效並於中午十二時正後不再生效。取而代之，最後接納時限將延長至同一營業日下午五時正；及
 - (ii) 於最後接納時限日期中午十二時正至下午四時正之任何本地時間在香港生效。取而代之，最後接納時限將重訂為下一個營業日（於該日上午九時正至下午四時正之任何時間，並無該等警告在香港生效）下午四時正。

倘最後接納時限並非於目前預定日期發生，則供股章程「預期時間表」所述的日期可能會受到影響。在該情況下，本公司將作出公佈。

一般資料

一併交回暫定配額通知書及（如相關）轉讓及提名表格（表格乙）已由獲發本暫定配額通知書之人士簽署後，即確實證明交回上述文件之人士有權處理本暫定配額通知書，並有權收取分拆配額函件及／或股份之股票。

暫定配額通知書及任何接納當中所載要約之事宜須受香港法例管轄並按其詮釋。

載述供股詳情之供股章程，於辦公時間星期一至星期五（香港公眾假期除外）上午九時正至下午四時三十分期間在股份過戶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17M樓）可供索取。

收集個人資料－暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附表格，即表示閣下同意向本公司、股份過戶登記處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發供股股份之人士之任何資料。《個人資料（私隱）條例》賦予證券持有人權利，可確定本公司或股份過戶登記處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據《個人資料（私隱）條例》，本公司及股份過戶登記處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息之所有要求，應寄往本公司之中國總辦事處（地址為中國福建省泉州市石獅市鳳里街道八七路2032號）及香港主要營業地點（地址為香港上環德輔道中199號無限極廣場35樓）或根據適用法例不時通知之地址，交予公司秘書；或（視情況而定）寄往股份過戶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17M樓），交予香港隱私主任。

此 致

列位合資格股東 台照

為及代表
高地股份有限公司
執行董事
李霆鋒
謹啟

二零二四年十一月二十五日