



稀镁科技  
REMT

稀镁科技集團控股有限公司

RARE EARTH MAGNESIUM TECHNOLOGY GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 601)

Hong Kong Branch Share  
Registrar and Transfer Office:  
Tricor Secretaries Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

Registered Office:  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Principal Place of Business  
in Hong Kong:  
16th Floor, Tower 5  
The Gateway  
Harbour City  
Tsim Sha Tsui, Kowloon  
Hong Kong

**RIGHTS ISSUE ON THE BASIS OF  
ONE (1) RIGHTS SHARE FOR EVERY TWO (2)  
EXISTING SHARES HELD AT THE RECORD DATE  
AT THE SUBSCRIPTION PRICE OF HK\$0.08 PER RIGHTS SHARE**

**PAYABLE IN FULL ON ACCEPTANCE  
BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 20 OCTOBER 2023**

**EXCESS APPLICATION FORM**

6 October 2023

Name(s) and address of the Shareholder(s)

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

Total number of excess Rights Share(s) applied for

BOX A

Total subscription monies paid for the excess Rights Shares in HK\$ (rounded up to the nearest 2 decimal places)

BOX B

To: The Directors  
Rare Earth Magnesium Technology Group Holdings Limited

Dear Sirs,

I/We, being the registered holder(s) named above of Shares, hereby irrevocably apply for excess Rights Shares (write the number of shares in Box A) at the Subscription Price of HK\$0.08 per Rights Share under the Rights Issue in respect of which I/we enclose a separate remittance by cheque or cashier's order in favour of "Rare Earth Magnesium Technology Group Holdings Limited" and crossed "ACCOUNT PAYEE ONLY" issued for HK\$ (write the full amount in Box B) being payment in full on application for the aforementioned number of excess Rights Shares. I/We hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to my/our address shown on the register of members of the Company my/our share certificate(s) for the number of excess Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application money refundable to me/us. I/We understand that the Directors will allocate any excess Rights Shares (if any) at their discretion on a fair and equitable basis but will give preference to topping-up odd lots to whole board lots and on the basis set out in the Prospectus. I/We acknowledge that I am/we are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

I/We, hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the memorandum of association of and the bye-laws the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as holder(s) of such Rights Shares.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicants must sign)

Name of bank on which cheque/cashier's order is drawn: \_\_\_\_\_

Cheque/cashier's order number: \_\_\_\_\_

Date: \_\_\_\_\_ 2023

Contact telephone number: \_\_\_\_\_





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稀鎂科技集團控股有限公司

RARE EARTH MAGNESIUM TECHNOLOGY GROUP HOLDINGS LIMITED

(於百慕達註冊成立之有限公司)

(股份代號：601)

香港股份過戶登記分處：  
卓佳秘書商務有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

註冊辦事處：  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

香港主要營業地點：  
香港九龍  
尖沙咀海港城  
港威大廈  
第5座16樓

按於記錄日期每持有兩(2)股現有股份  
獲發一(1)供股股份之基準以認購價每股供股股份0.08港元進行供股

股款最遲須於二零二三年十月二十日(星期五)下午四時正接納時全數繳足

額外申請表格

二零二三年十月六日

股東的姓名／名稱及地址

只供本欄所指定的股東作出申請。

所申請額外供股股份的總數目

甲欄

額外供股股份的應繳款總額(港元)  
(約整至小數點後兩位數)

乙欄

致：稀鎂科技集團控股有限公司  
列位董事 台照

敬啟者：

本人／吾等為上文列名的股份登記持有人，現不可撤回地根據供股以每股供股股份0.08港元的認購價申請認購(填寫股份數目於甲欄)股額外供股股份，並隨附另行繳付款項為(填寫總金額於乙欄)港元的支票或銀行本票，註明抬頭人為「Rare Earth Magnesium Technology Group Holdings Limited」及以「只准入抬頭人賬戶」劃線方式開出，作為申請認購上述數目額外供股股份須全數支付的股款。本人／吾等謹要求閣下配發予本人／吾等所申請(或任何較少數目)的額外供股股份，並按貴公司股東名冊所示之本人／吾等之地址將本人／吾等就本認購申請所獲配發的額外供股股份數目的股票及／或任何有關應退還予本人／吾等的申請款項的退款支票以平郵投遞方式寄予本人／吾等，郵誤風險概由本人／吾等自行承擔。本人／吾等明白，董事將按公平公正基準酌情分配任何額外供股股份(如有)，惟將優先處理為補足所持零碎股份至完整買賣單位而提出的申請，並按照供股章程所列之規定。本人／吾等確悉本人／吾等未必可獲保證配發全部或任何部份所申請認購之額外供股股份。

本人／吾等承諾接納按供股章程所載條款及在貴公司的組織章程大綱及公司細則規限下可能配發予本人／吾等的上述額外供股股份的數目。就配發予本人／吾等的任何額外供股股份而言，本人／吾等授權閣下將本人／吾等的姓名列入貴公司股東名冊作為該等供股股份的持有人。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

申請人簽署(所有聯名申請人均須簽署)

支票／銀行本票的付款銀行名稱：\_\_\_\_\_

支票／銀行本票號碼：\_\_\_\_\_

日期：二零二三年\_\_\_\_\_月\_\_\_\_\_日

聯絡電話號碼：\_\_\_\_\_

## IMPORTANT

Reference is made to the prospectus issued by Rare Earth Magnesium Technology Group Holdings Limited (the “**Company**”) dated 6 October 2023 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

**THIS EXCESS APPLICATION FORM (“EAF”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS ONLY FOR THE USE BY THE SHAREHOLDER(S) NAMED OVERLEAF WHO WISH(ES) TO APPLY FOR THE EXCESS RIGHTS SHARES IN ADDITION TO THOSE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM. THIS EAF REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS EAF AND THE ACCOMPANYING PAL EXPIRES AT 4:00 P.M. ON FRIDAY, 20 OCTOBER 2023 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” IN THE PROSPECTUS).**

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

A copy of each of the Prospectus Documents, together with copies of the other documents specified in the section headed “General Information – 14. 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 pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of the documents referred to above.

Dealings in the Shares and the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS operated by HKSCC and you should consult your licensed securities dealer, 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.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both 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 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 nil-paid and fully-paid forms or such other dates as may be 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.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, 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 EAF.

## 重要提示

茲提述稀鎂科技集團控股有限公司(「本公司」)於二零二三年十月六日就供股刊發的供股章程(「供股章程」)。除非文義另有所指，否則供股章程所界定的詞彙與本表格所採用者具有相同涵義。

本額外申請表格(「額外申請表格」)具有價值，但不可轉讓，並僅供背頁列明且有意申請認購除暫定配發的供股股份以外的額外供股股份的股東使用。本額外申請表格應即時處理。本額外申請表格及隨附的暫定配額通知書所載的要約將於二零二三年十月二十日(星期五)(或於供股章程內「惡劣天氣之影響」一段所述之有關較後日期)下午四時正截止。

閣下如對本額外申請表格的任何方面或應採取的行動有任何疑問，應諮詢 閣下的持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

各供股章程文件連同供股章程附錄三「一般資料 - 14. 送呈香港公司註冊處處長文件」一節內所指明的其他文件，已遵照《公司(清盤及雜項條文)條例》(香港法例第32章)第342C條的規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對上文所述的任何文件的內容概不負責。

股份以及未繳股款及繳足股款供股股份的買賣可通過香港結算營運的中央結算系統結算。 閣下應諮詢 閣下的持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解結算安排詳情以及有關安排可能如何影響 閣下的權利及權益。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算的股份收納規定後，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，可自未繳股款及繳足股款供股股份各自開始買賣當日或香港結算可能決定的其他日期起，在中央結算系統記存、結算及交收。聯交所參與者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進行交收。中央結算系統的一切活動均須依照不時有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進行。

香港交易及結算所有限公司、聯交所及香港結算對本額外申請表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本額外申請表格全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

The Rights Issue is conditional upon the fulfillment of the conditions set out under the section headed “Conditions of the Rights Issue” in the “Letter from the Board” in the Prospectus.

The Underwriting Agreement contains provisions granting the Underwriter a right to terminate its obligations on the occurrence of certain events, which are set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus. If the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, the Rights Issue will not proceed. Please refer to the section headed “Conditions of the Rights Issue” in the “Letter from the Board” in the Prospectus for further details of the conditions of the Rights Issue.

**The Shares have been dealt with on an ex-rights basis from 9:00 a.m. on Wednesday, 13 September 2023. Dealings in the Rights Shares in the nil-paid form are expected to take place from 9:00 a.m. on Tuesday, 10 October 2023 to 4:00 p.m. on Tuesday, 17 October 2023 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated on or before 5:00 p.m. on Thursday, 26 October 2023 or such later time and/or date as may be agreed between the Company and the Underwriter, the Rights Issue will not proceed. Any Shareholders or other persons dealing or contemplating dealing in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases), and any dealings in the nil-paid Rights Shares between 9:00 a.m. on Tuesday, 10 October 2023 to 4:00 p.m. on Tuesday, 17 October 2023 (both dates inclusive), shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons dealing or contemplating dealing in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.**

**This EAF and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.**

## **PROCEDURES FOR APPLICATION**

This EAF should be completed, signed and lodged, together with payment by cheque or cashier’s order as to HK\$0.08 per Rights Share for the number of excess Rights Shares applied for (rounded up to the nearest 2 decimal places), with the Registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, so as to be received by no later than 4:00 p.m. on Friday, 20 October 2023 (or such later date as mentioned in the section headed “**Expected Timetable**” in the Prospectus). 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 “**Rare Earth Magnesium Technology Group Holdings Limited**” and crossed “**ACCOUNT PAYEE ONLY**”. All enquiries in connection with this EAF should be addressed to the Registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. It should be noted that the lodging of this EAF does not assure you of being allocated any Rights Shares in excess of those of your provisional allotments.



供股須待供股章程所載之「董事會函件」之「供股條件」一節所載條件達成後，方告作實。

包銷協議載有條文，賦予包銷商權利於發生若干事件時終止其責任，該等事件載於供股章程「終止包銷協議」一節。倘若包銷協議並未成為無條件或根據其條款終止，則供股將不會進行。供股條件的進一步詳情，請參閱供股章程內「董事會函件」之「供股條件」一節。

股份已自二零二三年九月十三日(星期三)上午九時正起按除權基準進行買賣。未繳股款供股股份預期將於二零二三年十月十日(星期二)上午九時正至二零二三年十月十七日(星期二)下午四時正(包括首尾兩日)期間買賣。倘於二零二三年十月二十六日(星期四)下午五時正(或本公司與包銷商可能協定之較後時間及/或日期)或之前，供股之條件未獲達成或終止包銷協議，則供股將不會進行。任何於直至供股之全部條件獲達成當日(及包銷商終止包銷協議之權利終止當日)買賣或擬買賣股份之股東或其他人士，及任何於二零二三年十月十日(星期二)上午九時正至二零二三年十月十七日(星期二)下午四時正(包括首尾兩日)期間買賣未繳股款供股股份之股東或其他人士，將須承擔供股可能不會成為無條件或可能不會進行之風險。任何買賣或擬買賣股份或未繳股款供股股份之股東或其他人士應諮詢彼等本身之專業顧問。

本額外申請表格及據此提出之所有申請均須受香港法例監管並按其詮釋。

#### 申請手續

本額外申請表格填妥後，連同按申請額外供股股份數目支付每股供股股份0.08港元的款項(約整至小數點後兩位數)的支票或銀行本票，須不遲於二零二三年十月二十日(星期五)(或於供股章程內「預期時間表」一節所述之有關較後日期)下午四時正前交回登記處卓佳秘書商務有限公司(地址為香港金鐘夏慤道16號遠東金融中心17樓)。所有股款須以港元繳付並以香港持牌銀行戶口開出的支票或以香港持牌銀行發出的銀行本票支付並均須註明抬頭人為「**Rare Earth Magnesium Technology Group Holdings Limited**」並以「**只准入抬頭人賬戶**」劃線方式開出。所有有關本額外申請表格的查詢均須寄交登記處卓佳秘書商務有限公司(地址為香港金鐘夏慤道16號遠東金融中心17樓)。應注意，交回本額外申請表格並不保證閣下將獲配發超出閣下暫定配額之任何供股股份。

All cheques and bank's cashier orders will be presented for payment immediately upon receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Completion and return of this form together with a cheque or cashier's order in payment for the excess Rights Shares applied for will constitute a warranty by you that the cheque or cashier's order will be honoured on first presentation. If any cheque or cashier's order accompanying this form is dishonored on first presentation, this form is liable to be rejected. You must pay the exact amount payable upon application for the excess Rights Shares, and underpaid applications may be rejected.

The Company will notify the Shareholders the allocation results of the excess application for Rights Shares on Friday, 27 October 2023 by way of announcement. If no excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be returned by refund cheque to you by ordinary post at your own risk on or before Monday, 30 October 2023. If the number of excess Rights Shares allotted to you is less than that applied for, it is expected that the surplus application monies will be returned by refund cheque to you by ordinary post at your own risk on or before Monday, 30 October 2023. Any such cheque(s) will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant). It is expected that certificates in respect of the excess Rights Shares will be posted on or before Monday, 30 October 2023. All applicants, except HKSCC Nominees Limited, will receive one share certificate for the Rights Shares allotted to them.

## **DISTRIBUTION OF THIS EAF AND THE OTHER PROSPECTUS DOCUMENTS**

This EAF is being sent only to the Shareholders. The Prospectus Documents have not been and will not be registered under any applicable securities of any jurisdictions other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents, in any territory other than Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for excess Rights Shares, unless in a territory such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof.

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. No application for Right Shares will be accepted from the Overseas Shareholder(s) (if any).

It is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself/themselves as to the full observance of the applicable laws and regulations of the relevant jurisdictions including obtaining of any governmental or other consents and to pay any taxes and duties. By completing, signing and submitting this EAF, each applicant will be deemed to have given a warranty to the Company and the Underwriter that these local registration, legal and regulatory requirements have been fully complied with. 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.

所有支票及銀行本票將於收到後隨即兌現，而有關股款所賺取之全部利息(如有)將撥歸本公司所有。填妥並交回本表格連同支票或銀行本票支付所申請的額外供股股份將構成你的保證支票或銀行本票將於首次過戶時兌現。倘隨附本表格之支票或銀行本票於首次過戶時未能兌現，有關額外供股申請會遭被拒絕受理。閣下須於申請額外供股股份時支付應付準確金額，支付金額不足的申請可能遭拒絕受理。

本公司將於二零二三年十月二十七日(星期五)以公告方式通知股東額外申請供股股份之配發結果。倘閣下未獲配發額外供股股份，則預期於申請時繳付之股款將會以退款支票退還予閣下，退款支票預期將於二零二三年十月三十日(星期一)或之前以平郵郵寄予閣下，郵誤風險概由閣下自行承擔。倘閣下獲配發之額外供股股份少於所申請之數目，則多出之申請股款將會以退款支票退還予閣下，退款支票預期將於二零二三年十月三十日(星期一)或之前以平郵郵寄予閣下，郵誤風險概由閣下自行承擔。任何上述支票將以名列本表格之人士(或倘為聯名申請人，則為名列首位人士)為收款人。額外供股股份之股票預期將於二零二三年十月三十日(星期一)或之前寄出。所有申請人(香港中央結算(代理人)有限公司除外)將會就其供股股份之配額獲發一張股票。

### 派發本額外申請表格及其他供股章程文件

本額外申請表格只向股東寄發。供股章程文件並無且將不會根據香港以外任何司法權區之任何適用證券法例進行登記。

本公司並無採取任何行動，以批准在香港以外任何地區提呈發售供股股份或派發供股章程文件。因此，任何人士如在香港以外任何地區接獲任何供股章程文件副本，除非在該地區可合法提呈有關要約或邀請而毋須遵守其任何登記或其他法律或監管規定，否則不可視作提呈申請額外供股股份之要約或邀請。

倘本公司相信接納任何認購供股股份之申請會觸犯任何司法權區之適用證券或其他法例或規例，則本公司保留拒絕接納有關申請之權利。本公司不會接納海外股東(如有)之供股股份之申請。

任何身處香港以外地區之人士如有意申請供股股份，必須確保本身全面遵守有關司法權區之適用法律及規例，包括取得任何政府或其他方面同意及繳付任何稅項及徵費。填妥、簽署及交回本額外申請表格後，供股股份之每名申請人將被視為已向本公司及包銷商保證，彼等已全面遵守該等當地註冊、法律及監管規定。為免生疑問，香港結算及香港中央結算(代理人)有限公司概不受限於上述任何聲明及保證。倘閣下對本身之情況有任何疑問，應諮詢閣下之專業顧問。



## TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter shall be entitled by giving written notice to the Company to terminate the Underwriting Agreement if any of the following occurs prior to the Latest Time for Termination:

- (a) any of the following which, in the reasonable opinion of the Underwriter, will or is likely to 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 Rights Issue:
  - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof); and
  - (ii) the occurrence, happening, coming into effect or becoming public knowledge of: (1) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before or after the date hereof) of a political, military, financial, economic or currency (including a change in the system under which the value of Hong Kong dollar is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing) or of the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market; (2) a suspension or a material limitation in trading in securities generally on the Stock Exchange; (3) a suspension or a material limitation in trading in the Company's securities on the Stock Exchange for more than ten (10) consecutive Business Days (other than pending publication of the Announcement or any document relating to the Rights Issue); (4) a general moratorium on commercial banking activities in Hong Kong declared by the relevant authority or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong; or (5) a change or development involving a prospective change in taxation affecting the Company, the Shares or the transfer thereof;
- (b) any change in the circumstances of the Company or any member of the Group occurs which in the reasonable opinion of the Underwriter will materially and adversely affect the prospects of the Company, including, without limitation, 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 assets of the Group;
- (c) any event of force majeure occurs, including, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, pandemic outbreak, terrorism, armed conflict, strike or lock-out;
- (d) the commencement by any third party of any litigation or claim against any member of the Group which is material to the Group taken as a whole;
- (e) any other material adverse change in relation to the business or the financial or trading position of the Group as a whole;
- (f) the Company commits a material breach of the Underwriting Agreement where, in the reasonable opinion of the Underwriter, such breach will or is likely to have a material and adverse effect on the business or the financial or trading position of the Group taken as a whole or is otherwise likely to have a material prejudicial effect on the Rights Issue;
- (g) the Underwriter receives notification pursuant to the Underwriting Agreement, or otherwise becomes aware of, the fact that any representation or warranty of the Company as set out in the Underwriting Agreement was, when given, untrue, inaccurate or would be untrue or inaccurate if repeated as provided in the Underwriting Agreement, and the Underwriter shall, in its reasonable discretion, determine that such untrue or inaccurate representation or warranty represents or is likely to present a material adverse change in the business or the financial or trading position of the Group taken as a whole or is otherwise likely to have a materially prejudicial effect on the Rights Issue;
- (h) any condition to enable the Rights Issue (in nil-paid and fully-paid forms) to be admitted as eligible securities for deposit, clearance and settlement in CCASS is not satisfied or notification is received by the Company from HKSCC that such admission or facility for holding and settlement has been or is to be refused;
- (i) any statement contained in this announcement or any Prospectus Document has been shown to be untrue, inaccurate, incomplete or misleading in a material respect with reference to the date on which such statement was made; or
- (j) the Company shall, after any specified event has occurred or come to the Underwriter's attention, fail promptly to send out any announcement or circular (after the despatch of the Prospectus Documents) in such manner and with such content as the Underwriter may reasonably request for the purpose of preventing the creation of a false market in the securities of the Company and in accordance with the Listing Rules and/or the SFO.

## 終止包銷協議

倘於最後終止時限前發生以下任何事項，則包銷商將有權通過向本公司發出書面通知終止包銷協議：

- (a) 包銷商合理認為，下列事項將或可能對本集團整體業務或財務或貿易狀況或前景構成重大不利影響或對供股的成功構成重大不利損害：
  - (i) 頒佈任何新法例或法規或現行法例或法規(或其司法詮釋)有任何變動；及
  - (ii) 發生、出現、實行或公開(1)任何地區、國家或國際的政治、軍事、金融、經濟或貨幣(包括港元價值與美利堅合眾國貨幣掛鈎的制度變動)或其他性質(無論是否與上述任何方面屬相同性質)或性質屬任何地方、國家或國際的敵對行為或武裝衝突爆發或升級或影響當地證券市場的事件或變動(無論是否構成於本公告日期之前或之後發生或持續的一系列事件或變動一部分)；(2)聯交所全面暫停買賣證券或其證券買賣整體受到重大限制；(3)本公司證券連續超過十(10)個營業日在聯交所暫停買賣或其買賣受到重大限制(惟因等待刊發本公告或有關供股的任何文件除外)；(4)香港有關當局宣佈全面禁止商業銀行活動，或香港商業銀行業務、證券交收或結算服務嚴重中斷；或(5)出現影響本公司、股份或有關轉讓的稅務變動或涉及潛在稅務變動的事態發展；或
- (b) 本公司或本集團任何成員公司的情況出現任何變動，而包銷商合理認為將對本公司的前景構成重大不利影響，包括(在無限制的情況下)就本集團任何成員公司提出清盤呈請或通過決議案清算或清盤或出現類似事件或本集團任何重大資產被損毀；
- (c) 任何不可抗力事件，包括(在無限制的情況下)任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症爆發、恐怖主義活動、武裝衝突、罷工或停工；
- (d) 任何第三方對本集團任何成員公司提出任何訴訟或索償，這對本集團整體而言屬重大；
- (e) 本集團之整體業務或財務或貿易狀況出現任何其他重大不利變動；
- (f) 本公司嚴重違反包銷協議，而包銷商合理認為有關違反將會或可能對本集團之整體業務或財務或貿易狀況構成重大不利影響，或可能對供股構成重大不利影響；
- (g) 包銷商根據包銷協議接獲通知或獲悉包銷協議所載之本公司任何陳述或保證在作出時乃屬失實、不正確，或如再次在包銷協議所載之陳述或保證乃失實或不正確，而包銷商合理酌情認為任何該等失實或不正確之陳述或保證代表或可能代表本集團整體業務或財務或經營狀況之任何重大不利變動或可能會對供股造成重大不利影響；
- (h) 未達成任何條件以使未繳股款及繳足股款供股獲接納為合資格證券以於中央結算系統內存放、結算及交收或本公司獲香港結算通知，表示持有及作結算用途之有關接納事宜或措施已經或將會遭拒絕；
- (i) 該公告或任何供股章程文件所載任何聲明，經參考該聲明作出之日，在重大方面被證明屬失實、不準確或有所誤導；或
- (j) 本公司於發生任何特定事件或包銷商獲悉任何特定事件後，未能根據上市規則及／或證券及期貨條例，按包銷商可能合理要求之方式及內容迅速寄發任何公告或通函(於寄發供股章程文件後)，以防止本公司證券出現虛假市場。

## **GENERAL**

All documents, including refund cheques (if any), will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto to their registered addresses kept by the Registrar.

References in this EAF to times and dates are to Hong Kong times and dates unless otherwise stated.

By completing, signing and submitting this EAF, applicants agree to disclose to the Company and/or the Registrar and/or their respective advisers and agent's personal data and any information which they require about them or the person(s) for whose benefit applicants have made the application for excess Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "**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 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 (i) the Company, at its principal place of business at 16th Floor, Tower 5, The Gateway Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) the Registrar at its address set out above for the attention of Privacy Compliance Officer.

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY  
EACH APPLICATION  
NO RECEIPT WILL BE GIVEN FOR REMITTANCES**

## 一般事項

所有文件(包括退款支票(如有))將以普通郵遞方式由過戶處按有關申請人或其他應得人士之登記地址寄發予彼等，郵誤風險概由彼等承擔。

除另有說明者外，本額外申請表格內所提及之時間及日期為香港時間及日期。

填妥、簽署及交回本額外申請表格，即表示申請人同意向本公司及／或登記處及／或彼等各自的顧問及代理披露個人資料及彼等所需而有關彼等或申請人為彼等利益而申請額外供股股份的人士的任何資料。《個人資料(私隱)條例》(香港法例第486章)(「該條例」)給予證券持有人權利可確定本公司或登記處是否持有其個人資料，索取有關資料的副本，以及改正任何不準確的資料。根據該條例，本公司及登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或改正資料或有關政策及慣例以及持有資料種類的資料的所有要求，應寄往(i)本公司主要營業地點(地址為香港九龍尖沙咀海港城港威大廈第5座16樓)或根據適用法律不時通知的地點並以本公司公司秘書為收件人，或(ii)於上文所示地址的過戶登記處並以私隱條例事務主任為收件人。

每份申請須隨附獨立開出的支票或銀行本票  
**本公司將不另發股款收據**