

The whole of this Provisional Allotment Letter must be returned to be valid.
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 issued by Major Holdings Limited dated 14 February 2024 in relation to the Rights Issue (the "**Prospectus**"). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

謹此提述美捷滙控股有限公司所刊發日期為二零二四年二月十四日有關供股之供股章程(「**供股章程**」)。除非文義另有所指，否則本文件所用專有詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (THE "PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON WEDNESDAY, 28 FEBRUARY 2024 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS" BELOW).

本暫定配額通知書(「**暫定配額通知書**」)具有價值及可轉讓，並請即處理。本暫定配額通知書所載之要約將於二零二四年二月二十八日(星期三)下午四時正(或下文「**惡劣天氣及／或極端情況之影響**」一段所述之較後日期及／或時間)屆滿。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, A LICENSED DEALER IN SECURITIES OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書或應採取之行動有任何疑問，應諮詢閣下之股票經紀、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。

A copy of this PAL, together with a copy of the Prospectus and the other documents specified in the paragraph headed "15. Documents Delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, have been registered with 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 Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同供股章程及供股章程附錄三「15.送呈香港公司註冊處處長之文件」一段所列明之其他文件已根據香港法例第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、聯交所及證監會對任何此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 PAL, make no representations 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 document.

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，概不對因本文件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, the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your stockbroker or a licensed dealer in securities or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份、未繳股款及繳足股款供股股份之買賣可透過中央結算系統進行交收，而閣下應諮詢閣下之股票經紀或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之意見，以了解有關該等交收安排之詳情，以及該等安排對閣下之權利及權益可能構成之影響。

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 their 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開始買賣當日或由香港結算可能釐定的其他日期起，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的交易結算須於其後第二個交易日在中央結算系統進行。中央結算系統的所有活動均須遵守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。

Form A
表格甲

Hong Kong branch share registrar
and transfer office:

Tricor Investor Services Limited
17/F, Far East Finance Centre,
16 Harcourt Road,
Hong Kong

香港股份過戶登記分處：
卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

 **MAJOR**
HOLDINGS LIMITED
美捷滙控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 1389)

(股份代號：1389)

**RIGHTS ISSUE ON THE BASIS OF
TWO (2) RIGHTS SHARES FOR EVERY THREE (3) SHARES
HELD ON RECORD DATE
AT THE SUBSCRIPTION PRICE OF HK\$0.136 PER
RIGHTS SHARE**

按於記錄日期每持有三(3)股股份
獲發兩(2)股供股股份的基準以每股供股股份0.136港元之
認購價進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON WEDNESDAY, 28 FEBRUARY 2024**

股款須不遲於二零二四年二月二十八日(星期三)下午四時正前
接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of Qualifying Shareholder(s)
合資格股東之姓名／名稱及地址

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

Number of Shares registered in your name(s) on Friday, 9 February 2024
於二零二四年二月九日(星期五)以閣下名義登記之股份數目

BOX A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full
on acceptance by no later than 4:00 p.m. on Wednesday, 28 February 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二月二十八日(星期三)
下午四時正前接納時全數繳足

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

Subscription monies should be rounded up to 2 decimal points
認購股款應向上約整至小數點後兩位

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 "TRICOR
INVESTOR SERVICES LIMITED - A/C NO. 023" 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「TRICOR INVESTOR
SERVICES LIMITED - A/C NO. 023」，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：

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS ORIGINAL PAL INTACT IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED HEREIN WITH THE COMPANY'S HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE, TRICOR INVESTOR SERVICES LIMITED AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 28 FEBRUARY 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" IN THE ENCLOSED LETTER TO THE QUALIFYING SHAREHOLDERS). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY BANK CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "**TRICOR INVESTOR SERVICES LIMITED – A/C NO. 023**" 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.

The Rights Issue is subject to the fulfilment of the conditions set out under the sections headed "Letter from the Board – Conditions of the Rights Issue", "Letter from the Board – Conditions of the Underwriting Agreement" and "Letter from the Board – Conditions of the Placing Agreement" in the Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Tuesday, 5 March 2024). The Underwriting Agreement also contains provisions entitling the Underwriter to terminate the obligations of the Underwriter thereunder on the occurrence of certain events as set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus. If the conditions of the Rights Issue are not fulfilled or waived (where applicable) at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed. Under such circumstances, the remittance received in respect of application for the Rights Shares will be returned to you or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at your own risk to your registered address on or before Tuesday, 12 March 2024.

Dealings in the Rights Shares in the nil-paid form will take place from Friday, 16 February 2024 to Friday, 23 February 2024 (both days inclusive). Any Shareholders or potential investors contemplating selling or purchasing the Shares and/or the nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. If the Rights Issue fails to proceed, the subscription monies received will be returned to the applicants by cheques without interest by ordinary post to their registered addresses at the risk of such persons. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

閣下如欲全數接納本暫定配額通知書所指定之供股股份暫定配額，須依照當中印備之指示，將暫定配額通知書整份正本連同上述丙欄所示全部港元款額之股款，在不遲於二零二四年二月二十八日(星期三)下午四時正前(或於惡劣天氣及/或極端情況下，於隨附吾等致合資格股東函件「惡劣天氣及/或極端狀況的影響」一段所述之較後時間及/或日期)交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。所有股款必須以港元繳付，支票須由香港持牌銀行之賬戶開出，或銀行本票則須由香港持牌銀行發出，兩者均須註明抬頭人為「**TRICOR INVESTOR SERVICES LIMITED – A/C NO. 023**」，並須以「**只准入抬頭人賬戶**」劃線方式開出。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。

供股須待供股章程「董事會函件－供股的條件」及「董事會函件－包銷協議的條件」及「董事會函件－配售協議的條件」各節所載的條件於供股成為無條件的最後期限(目前預期為二零二四年三月五日(星期二)下午四時正)或之前達成後，方可作實。包銷協議亦載有條款，賦予包銷商權利在發生供股章程「終止包銷協議」一節所載若干事件後終止包銷商於包銷協議下的責任。倘供股條件未能於供股成為無條件的最後期限或之前未獲達成或豁免(如適用)，供股將不會進行。在有關情況下，就申請供股股份已收取之股款將於二零二四年三月十二日(星期二)或之前以支票退還(不計利息)予閣下或(倘為聯名申請人)名列首位之人士，有關支票將以平郵方式寄送至閣下之登記地址，郵誤風險概由閣下自行承擔。

未繳股款供股股份將於二零二四年二月十六日(星期五)至二零二四年二月二十三日(星期五)(包括首尾兩天)進行買賣。截至供股條件獲達成當日，任何擬出售或購買股份及/或未繳股款供股股份的股東或潛在投資者，將承擔供股可能不會成為無條件及可能不會落實進行的風險。倘供股未能進行，則所收取之認購股款將不計利息以支票退還予申請人，退款支票將以平郵寄發至有關人士之登記地址，郵誤風險概由彼等自行承擔。任何擬處置股份及/或未繳股款供股股份的人士，應諮詢彼等之專業顧問。

接納本暫定配額通知書所訂明之暫定配額之每位人士均確認其已閱讀所附文件及供股章程所載之條款及條件以及接納手續，並同意受其約束。

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

每份申請須隨附一張獨立開出之支票或銀行本票
本公司將不就股款另發收據

IN THE EVENT OF TRANSFER OF RIGHT(S) 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 INTERESTS 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 THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓供股股份之認購權時，每項買賣均須繳付香港從價印花稅。以出售以外方式餽贈或轉讓實益權益亦須繳付香港從價印花稅。在辦理本文件所載供股股份配額登記前，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 the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) set out in Box B of Form A)
(僅供擬將表格甲內乙欄所列其／彼等供股股份認購權全數轉讓之合資格股東填寫及簽署)

To: The Directors
Major Holdings Limited
致：美捷滙控股有限公司*
列位董事

Dear Sirs,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below. 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／吾等茲將本暫定配額通知書所列本人／吾等之供股股份認購權全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。本人／吾等已閱覽附表所載轉讓條件及程序，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：_____ 2024

Note: Hong Kong ad valorem stamp duty is payable by the transferor(s) if this form is completed.

附註：填妥此表格後，轉讓人須繳付香港從價印花稅。

(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
Major Holdings Limited

致：美捷滙控股有限公司*
列位董事

Dear Sirs,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and articles of association 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供股股份之數目以本人／吾等名義登記。本人／吾等同意按照本暫股份定。配額通知書及供股章程所載之條款，並在貴公司之組織章程大綱及組織章程細則限制下接納該等供股股份。本人／吾等已閱覽附表所載轉讓條件及程序，並同意受其約束。

Existing Shareholder(s)

Please mark "X" in this box

現有股東請於此欄內填上「X」符號

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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。

聯名申請人只須填報名列首位之申請人地址。
For Chinese applicant(s), please provide your name in both English and Chinese.
華籍申請人請填寫中英文姓名。

Name of applicant in English 申請人英文姓名／名稱	Family name/Company name 姓氏／公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Name continuation and/or names of joint applicant(s) (if any) 續姓名／名稱及／或聯名申請人姓名／名稱(如有)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人只須填報名列首位之申請人地址)			
Occupation 職業		Telephone no. 電話號碼	
Dividend instructions 派息指示			
Name and 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：_____ 2024

Note: Hong Kong ad valorem stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares.

附註：閣下須就接納供股股份認購權繳付香港從價印花稅。

* For identification purpose only 僅供識別



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1389)

14 February 2024

Dear Qualifying Shareholders,

INTRODUCTION

In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you, Rights Shares on the basis of two (2) Rights Shares for every three (3) Shares held and registered in your name(s) as at the close of business on Friday, 9 February 2024. Your holding of Shares as at the close of business on Friday, 9 February 2024 is set out in Box A of the PAL and the number of Rights Shares provisionally allotted to you is set out in Box B of the PAL. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

The Prospectus Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

RIGHTS SHARES

The Rights Shares (when allotted, fully paid or credited as fully paid and issued) will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

Subject to the granting of the listing of, and the 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 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. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

The Rights Issue is subject to the fulfilment of the conditions set out under the sections headed "Letter from the Board – Conditions of the Rights Issue", "Letter from the Board – Conditions of the Underwriting Agreement" and "Letter from the Board – Conditions of the Placing Agreement" in the Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Tuesday, 5 March 2024). The Underwriting Agreement also contains provisions entitling the Underwriter to terminate the obligations of the Underwriter thereunder on the occurrence of certain events as set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus. If the conditions of the Rights Issue are not fulfilled or waived (where applicable) at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

* For identification purpose only

PROCEDURE FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment in full you must lodge the whole of the PAL intact and in accordance with the instructions printed thereon with the Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C of the PAL, so as to be received by the Registrar not later than 4:00 p.m. on Wednesday, 28 February 2024 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” below). All remittances must be made by cheque or banker’s cashier order 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 **“TRICOR INVESTOR SERVICES LIMITED – A/C NO. 023”** and crossed **“ACCOUNT PAYEE ONLY”**. Such payment will constitute acceptance of provisional allotment of Right Shares on the terms of the PAL and the Prospectus and subject to the memorandum of association and the articles of association of the Company. No receipt will be issued for sums received on application. Share certificate(s) for any Rights Shares in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholder, by ordinary post at their own risk to their registered address on or before Tuesday, 12 March 2024.

It should be noted that unless the duly completed PAL, together with the appropriate remittance for the amount shown in Box C of the PAL, has been received as described above by not later than 4:00 p.m. on Wednesday, 28 February 2024 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” below), the PAL and all rights and entitlements hereunder will be deemed to have been declined and the relevant Rights Shares will be cancelled. The Company may (at its sole discretion but without obligation) treat a PAL (lodged as mentioned above) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if it is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

TRANSFER

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 the PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge the PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C of the PAL with the Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, so as to be received by the Registrar not later than 4:00 p.m. on Wednesday, 28 February 2024 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” below). 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 and the acceptance by the transferee(s) of such rights. If you are an Overseas Shareholder, please refer to the section headed “Letter from the Board – Rights Issue – Rights of Overseas Shareholders” in the Prospectus for details of the restrictions which may be applicable to you.

SPLITTING

If you wish to accept only part of your provisional allotment or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted 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 Tuesday, 20 February 2024 with the Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations as required, which will be available for collection from the Registrar at the aforementioned address after 9:00 a.m. on the second Business Day after the date of your surrender of the original PAL.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS

The Latest Time for Acceptance of and payment for the Rights Shares will not take place if there is (i) tropical cyclone warning signal No. 8 (or above); (ii) “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or (iii) a “black” rainstorm warning (a) 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; or (b) 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 any 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 this section above may be affected. Announcement will be made by the Company in such event. The Company will notify the Shareholders by way of announcement(s) on any change to the excepted timetable as soon as practicable.

FRACTIONAL ENTITLEMENTS

Rights Shares in provisional allotment will be rounded down to the nearest whole number. No fractional Rights Shares will be issued under the Rights Issue. All fractions of Rights Shares will be aggregated and first placed by the Placing Agent under the Unsubscribed Arrangements (see details set out in the paragraph headed “Letter from the Board — Rights Issue — Procedures in respect of the Unsubscribed Shares and the Unsubscribed Arrangements” in the Prospectus) to Independent Third Parties for the benefit of the Company.

WARNING OF THE RISK OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is conditional upon fulfilment of the conditions set out in the paragraph headed “Letter from the Board — Rights Issue — Conditions of the Rights Issue”, including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms; and the Executive having granted the Whitewash Waiver to the Underwriter. Accordingly, the Rights Issue may or may not proceed.

Any Shareholders or potential investors contemplating selling or purchasing the Shares and/or the nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed.

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

CHEQUES AND BANKER’S CASHIER ORDERS

All cheques and banker’s cashier 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. Completion and lodgement of a PAL together with a cheque or banker’s cashier order in payment of the Rights Shares applied for will constitute a warranty that the cheque or banker’s cashier order will be honoured upon first presentation. If any cheque or banker’s cashier order is not honoured upon first presentation, the PAL (as the case may be) is liable to be rejected and/or deemed invalid by the Company in its absolute discretion, and in the case of an acceptance of a Qualifying Shareholder’s assured entitlement all such assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES OF THE RIGHTS SHARES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be sent on or about Tuesday, 12 March 2024 by ordinary post to you, at your own risk, to your registered addresses. One share certificate will be issued for all fully-paid Rights Shares allotted to you (this does not apply to HKSCC Nominees Limited).

Refund cheques in respect of applications for Rights Shares if the Rights Issue is terminated are expected to be sent on or about Tuesday, 12 March 2024 by ordinary post to you, at your own risk, to your registered addresses, or in case of joint applicants, to the address of the first-named person.

GENERAL

Lodgement of this PAL 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 provisional letters of allotment and/or certificates for fully-paid Rights Shares.

All documents, including cheques for the amounts due, will be sent by ordinary post to their registered address at the risk of the person(s) entitled thereto.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. This PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Copies of the Prospectus giving details of the Rights Issue will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.majorcellar.com).

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 the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) 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 principal place of business in Hong Kong at Suite 1507, Tower 2, Silvercord, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong or as notified from time to time in accordance with applicable laws, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for the attention of privacy compliance officer.

Yours faithfully
For and on behalf of the Board
Major Holdings Limited
CHEUNG Chun To
Chairman



MAJOR
HOLDINGS LIMITED
美捷滙控股有限公司*
(於開曼群島註冊成立的有限公司)
(股份代號：1389)

敬啟者：

緒言

根據供股章程所載之條款，董事已按於二零二四年二月九日(星期五)營業時間結束時所持有並登記於閣下名下之每三(3)股股份獲發兩(2)股供股股份之基準，暫定向閣下配發供股股份。閣下於二零二四年二月九日(星期五)營業時間結束時所持股份數目載於暫定配額通知書甲欄，而暫定配發予閣下之供股股份數目則載於暫定配額通知書乙欄。除非文義另有所指，否則本暫定配額通知書所用專有詞彙與供股章程所界定者具有相同涵義。

不擬根據香港以外任何司法權區的適用證券法將章程文件登記或備案。

供股股份

供股股份(於配發、繳足或入賬列為繳足及已發行時)將在各方面彼此及與配發及發行供股股份當日的已發行股份享有同等地位。繳足股款供股股份的持有人將有權收取所有於繳足股款供股股份配發及發行日期或之後可宣派、作出或派付的未來股息及分派。

待供股股份(未繳股款及繳足股款形式)獲批准於聯交所上市及買賣以及符合香港結算的股份收納規定後，供股股份(未繳股款及繳足股款形式)將獲香港結算接納為合資格證券，由未繳股款及繳足股款形式的供股股份各自開始於聯交所買賣當日，或香港結算釐定的其他日期起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的交易結算須於其後第二個交易日在中央結算系統進行。中央結算系統的所有活動均須遵守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。有關該等交收安排的詳情及該等安排將如何影響其權利及權益，股東應向其持牌證券交易商或其他專業顧問尋求意見。

供股須待供股章程「董事會函件－供股的條件」及「董事會函件－包銷協議的條件」及「董事會函件－配售協議的條件」各節所載的條件於供股成為無條件的最後期限(目前預期為二零二四年三月五日(星期二)下午四時正)或之前達成後，方可作實。包銷協議亦載有條款，賦予包銷商權利在發生供股章程「終止包銷協議」一節所載若干事件後終止包銷商於包銷協議下的責任。倘供股條件未能於供股成為無條件的最後期限或之前未獲達成或豁免(如適用)，供股將不會進行。

接納及付款手續

閣下如欲承購全數暫定配額，則須不遲於二零二四年二月二十八日(星期三)下午四時正(或在惡劣天氣情況下，於下文「惡劣天氣及／或極端情況之影響」一節所述之較後日期及／或時間)，將整份暫定配額通知書按其列印之指示連同暫定配額通知書丙欄所載接納時應付之全數股款交回登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以便登記處收訖。所有股款必須以支票或銀行本票以港元支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「**TRICOR INVESTOR SERVICES LIMITED – A/C NO. 023**」及以「**只准入抬頭人賬戶**」方式劃線開出。有關付款將構成按暫定配額通知書及供股章程之條款，並在本公司之組織章程大綱及組織章程細則規限下接納供股股份暫定配額。本公司不會就任何於申請時收取之股款另發收據。獲接納申請之任何供股股份之股票將於二零二四年三月十二日(星期二)或之前以普通郵遞方式按合資格股東(倘為聯名合資格股東，則為名列首位之合資格股東)之登記地址寄送予該等股東，郵誤風險概由彼等自行承擔。

務請注意，除非已填妥之暫定配額通知書連同暫定配額通知書丙欄所示之適當股款已如上文所述不遲於二零二四年二月二十八日(星期三)下午四時正(或在惡劣天氣情況下，於下文「惡劣天氣及／或極端情況之影響」一節所述之較後日期及／或時間)收到，否則暫定配額通知書及一切有關權利及配額將被視作已被放棄，而有關供股股份將會被註銷。即使按上述規定交回之暫定配額通知書並未按有關指示填妥，本公司仍可(單方面酌情決定但並無責任)將其視為有效，並對自行或由代表遞交表格之人士具約束力。本公司可要求有關申請人於稍後階段填妥未填妥之暫定配額通知書。

轉讓

閣下如欲轉讓本暫定配額通知書所述獲暫定配發之全部供股股份之認購權，則須填妥及簽署轉讓及提名表格(表格乙)，並將暫定配額通知書交予認購權之承讓人或轉讓經手人。其後，承讓人須不遲於二零二四年二月二十八日(星期三)下午四時正(或在惡劣天氣情況下，於下文「惡劣天氣及／或極端情況之影響」一節所述之較後日期及／或時間)，將登記申請表格(表格丙)填妥及簽署，然後將整份暫定配額通知書連同暫定配額通知書丙欄所示接納時應付之全數股款交回登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以便登記處收訖。謹請注意，閣下轉讓有關供股股份之認購權予承讓人時，須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付香港從價印花稅。倘閣下為海外股東，請參閱供股章程內「董事會函件－供股－海外股東之權利」一節有關可能適用於閣下之限制詳情。

分拆

閣下如僅欲接納部份暫定配額或欲轉讓暫定配額通知書所述獲暫定配發之部份供股股份之認購權，或將所有或部份權利轉讓予一名以上之人士，則須不遲於二零二四年二月二十日(星期二)下午四時三十分將原有暫定配額通知書交回及呈交登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以便登記處註銷原有暫定配額通知書，並按所需數額發出新暫定配額通知書。新暫定配額通知書可於閣下交回原有暫定配額通知書之日期後第二個營業日上午九時正後在登記處之上述地址領取。

惡劣天氣及／或極端情況之影響

倘出現以下情況，則接納供股股份及繳付股款的最後接納時限將不會落實：(i) 8號或以上熱帶氣旋警告信號；(ii) 香港特別行政區政府公佈超強颱風造成的「極端狀況」；或(iii)「黑色」暴雨警告(a)於最後接納時限當日中午十二時正前任何當地時間在香港生效及於中午十二時正後不再有效。而最後接納時限將順延至同一營業日下午五時正；或(b)於最後接納時限當日中午十二時正至下午四時正任何當地時間在香港生效。而最後接納時限將改期至下一個營業日下午四時正，而該營業日於上午九時正至下午四時正期間任何時間在香港並無任何該等警告信號生效。

倘最後接納時限並非現時訂定的日期，則本節上文所述的日期可能會受到影響。本公司將於該情況下刊發公告。本公司將於切實可行情況下儘快以公告方式通知股東預期時間表的任何變動。

零碎配額

暫定配額的供股股份將向下約整至最接近的整數。本次供股將不會發行零碎供股股份。所有零碎供股股份將予匯集並由配售代理根據未獲認購安排(詳情載於供股章程「董事會函件－供股－有關未獲認購股份及未獲認購安排的程序」一段)首先配售予獨立第三方，收益歸本公司所有。

買賣股份及未繳股款供股股份的風險警告

供股須待於供股章程之「董事會函件－供股－供股的條件」一段所載條件達成後，方可作實，包括(其中包括)聯交所批准未繳股款及繳足股款形式的供股股份上市及買賣；及執行人員已向包銷商授出清洗豁免。因此，供股未必會落實進行。

截至供股條件獲達成當日，任何擬出售或購買股份及／或未繳股款供股股份的股東或潛在投資者，將承擔供股可能不會成為無條件及可能不會落實進行的風險。

股東及潛在投資者於買賣本公司證券時，務須審慎行事。任何人士如對其地位或將採取的任何行動有任何疑問，務請諮詢其自身的專業顧問。

支票及銀行本票

所有支票及銀行本票將會於收訖後過戶，而該等款項所賺取之利息(如有)將全數撥歸本公司所有。填妥及交回暫定配額通知書連同支付所申請供股股份股款之支票或銀行本票，即表示保證支票或銀行本票可於首次過戶時兌現。倘任何支票或銀行本票於首次過戶時不獲兌現，則本公司可全權酌情拒絕受理暫定配額通知書(視情況而定)及／或視其為無效，且於接納合資格股東保證配額的情況下，所有有關保證配額及其項下所有權利將被視作已被放棄而遭撤銷。

供股股份之股票及供股之退款支票

待供股的條件獲達成後，所有繳足股款供股股份的股票預期將於二零二四年三月十二日(星期二)或前後以普通郵遞方式寄發至閣下的登記地址，郵誤風險由閣下自行承擔。配發予閣下的所有繳足供股股份將獲發一張股票(惟不適用於香港中央結算(代理人)有限公司)。

倘供股終止，有關申請供股股份的退款支票預期將於二零二四年三月十二日(星期二)或前後以普通郵遞方式寄發至閣下的登記地址，或倘為聯名申請人，則寄發至首名人士的地址，郵誤風險由閣下自行承擔。

一般事項

交回據稱已由應獲發本暫定配額通知書之人士簽署之暫定配額通知書，即為交回上述文件之人士有權處理暫定配額通知書，並有權收取暫定配額分拆函件及／或繳足股款供股股份之股票之最終憑證。

所有文件(包括應付款項之支票)將以普通郵遞方式寄送至收件人之登記地址，郵誤風險概由彼等自行承擔。

供股章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何據此作出之供股股份申請均受香港法律管轄，並按其詮釋。

載有供股詳情之供股章程將於聯交所網站(www.hkexnews.hk)及本公司網站(www.majorcellar.com)登載。

個人資料收集－暫定配額通知書

閣下填妥、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、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而有關閣下或閣下為其利益而接納供股股份之暫定配額之人士之任何資料。香港法例第486章個人資料(私隱)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、索取有關資料之副本以及更正任何不準確之資料。根據個人資料(私隱)條例，本公司及登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或索取有關政策及慣例以及持有資料種類之資料之所有要求，應寄送至本公司之香港主要營業地點，地址為香港九龍尖沙咀廣東道30號新港中心二座1507室或根據適用法律不時通知之地點，並以本公司之公司秘書為收件人，或(視情況而定)寄送至登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，並以私隱事務主任為收件人。

此 致

列位合資格股東 台照

代表董事會
Major Holdings Limited
美捷滙控股有限公司*
主席
張俊濤
謹啟

二零二四年二月十四日

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