

**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還，方為有效。**

**IMPORTANT
重要提示**

Reference is made to the prospectus issued by Goldstone Capital Group Limited (the “**Company**”) dated 28 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. 茲提述金石資本集團有限公司(「**本公司**」)就供股所刊發日期為二零二四年二月二十八日的供股章程(「**供股章程**」)。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“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, 13 MARCH 2024 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” IN THE ENCLOSED SHEET).

本暫定配額通知書(「**暫定配額通知書**」)具有價值及可轉讓，務請即時處理。本暫定配額通知書所載的要約將於二零二四年三月十三日(星期三)下午四時正(或根據附頁「惡劣天氣及／或極端情況對接納供股股份及繳付股款之接納截止時間之影響」一段所述的較後日期及／或時間)截止。

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

閣下如對本暫定配額通知書任何部分或應採取的行動有任何疑問，應諮詢閣下的股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and other documents specified in the paragraph headed “22. 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 of Hong Kong Limited (the “**Stock Exchange**”), the Securities and Futures Commission of Hong Kong and HKSCC take no responsibility as to the contents of any of the Prospectus Documents or any other document(s) referred to above.

本暫定配額通知書的副本連同供股章程副本及供股章程附錄三「22. 送呈香港公司註冊處處長的文件」一段所述其他文件，已按香港法例第32章公司(清盤及雜項條文)條例第342C條的規定送呈香港公司註冊處處長進行登記。香港公司註冊處處長、香港聯合交易所有限公司(「**聯交所**」)、香港證券及期貨事務監察委員會及香港結算對任何章程文件或上述任何其他文件的內容概不負責。

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 PAL.

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暫定配額通知書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。

Dealings in the Shares and the Rights Shares in both their nil-paid form and fully-paid form may be settled through CCASS and you should consult your licensed stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional advisers for details of these settlement arrangements and how such arrangements may affect your rights and interests.

股份以及未繳股款及繳足股款供股股份的買賣可透過中央結算系統交收，閣下應就該等交收安排的詳情及該等安排可能如何影響閣下的權利及權益諮詢閣下的持牌股票經紀、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。

The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of the conditions precedent set out under the paragraph headed “Letter from the Board – Rights Issue – Conditions of the Rights Issue” in the Prospectus. If any of the conditions precedent of the Rights Issue is not fulfilled or waived (where applicable) at or prior to the Latest Time for Termination, the Rights Issue will not proceed.

供股須待供股章程「董事會函件－供股－供股的條件」一段所載先決條件獲達成及／或豁免(如適用)後，方可作實。倘於終止截止時間或之前供股的任何先決條件未獲達成或豁免(如適用)，則供股將不會進行。

The Rights Issue will proceed on a non-underwritten basis. The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

供股將按非包銷基準進行。章程文件並無且將不會根據香港以外任何司法權區的適用證券法例進行登記或備案。向香港以外司法權區派發章程文件可能受法例限制。管有章程文件的人士應自行了解並遵守任何有關限制。未有遵守有關限制可能構成違反任何相關司法權區的證券法例。

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 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.

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，以及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，可由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交收。所有在中央結算系統內進行的活動均須依據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。

Shareholders should note that the Shares have been dealt in on an ex-rights basis from Wednesday, 7 February 2024. Dealings in the Rights Shares in the nil-paid form will take place from Friday, 1 March 2024 to Friday, 8 March 2024 (both dates inclusive).

股東務請注意，股份自二零二四年二月七日(星期三)起以除權基準買賣。供股股份將於二零二四年三月一日(星期五)至二零二四年三月八日(星期五)(包括首尾兩日)期間以未繳股款形式進行買賣。

Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date which all the conditions to which the Rights Issue is subject are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares and any dealings in the Rights Shares in their nil-paid form from Friday, 1 March 2024 to Friday, 8 March 2024 (both dates inclusive) will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional adviser(s).

於直至供股的所有條件獲達成當日前買賣股份及／或未繳股款供股股份的任何股東或其他人士，將相應承擔供股可能不會成為無條件及／或可能不會進行的風險。股東及潛在投資者於買賣股份時務請審慎行事，且於二零二四年三月一日(星期五)至二零二四年三月八日(星期五)(包括首尾兩日)期間買賣任何未繳股款供股股份，將相應承擔供股可能不會成為無條件及可能不會進行的風險。任何擬買賣股份及／或未繳股款供股股份的股東或其他人士務請諮詢其本身的專業顧問。

All times and dates stated in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書所述所有日期及時間均指香港本地日期及時間。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail.

倘本暫定配額通知書的中英文版本有任何歧義，概以英文版本為準。

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

本暫定配額通知書及據此作出的所有申請均須受香港法例規管及按其詮釋。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THE WHOLE OF THIS PAL INTACT WITH THE REGISTRAR, UNION REGISTRARS LIMITED, SUITES 3301-04, 33/F, TWO CHINACHEM EXCHANGE SQUARE, 338 KING'S ROAD, NORTH POINT, HONG KONG, TOGETHER WITH A REMITTANCE, BY CHEQUE OR BANKER'S CASHIER ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 13 MARCH 2024 (OR, UNDER BAD WEATHER CONDITIONS AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" IN THE ENCLOSED SHEET). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BANKER'S CASHIER ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "GOLDSTONE CAPITAL GROUP LIMITED" AND CROSSED "ACCOUNT PAYEE ONLY".

INSTRUCTIONS ON TRANSFER AND SPLITTING ARE ALSO SET OUT IN THE ENCLOSED SHEET.

NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

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述供股股份的暫定配額，須不遲於二零二四年三月十三日(星期三)下午四時正(或於惡劣天氣及／或極端情況下根據附頁「**惡劣天氣及／或極端情況對接納供股股份及繳付股款之接納截止時間之影響**」一段所述的較後日期或時間)將本暫定配額通知書整份連同表格甲的丙欄所示的港元全數股款的支票或銀行本票送交過戶登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)。所有股款須以港元繳付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，須註明抬頭人為「**GOLDSTONE CAPITAL GROUP LIMITED**」，並以「**只准入抬頭人賬戶**」劃線方式開出。

有關轉讓及分拆的指示亦載於附頁。

本公司將不會就有關股款發出收據。

接納本暫定配額通知書所載暫定配額的每位人士均確認其已閱讀附頁及供股章程所載條款及條件以及接納程序，並同意受其約束。

金石資本集團有限公司
GOLDSTONE CAPITAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

(Stock Code: 1160)
(股份代號：1160)

RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES
HELD ON THE RECORD DATE
ON A NON-UNDERWRITTEN BASIS
AT THE SUBSCRIPTION PRICE OF HK\$0.11 PER RIGHTS SHARE

按於記錄日期每持有兩(2)股股份
獲發一(1)股供股股份之基準
以每股供股股份0.11港元之認購價
按非包銷基準進行供股

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN
4:00 P.M. ON WEDNESDAY, 13 MARCH 2024
股款須不遲於二零二四年三月十三日(星期三)下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

**Hong Kong Branch Share Registrar
and Transfer Office:**

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

香港股份過戶登記分處：

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

**Principal place of business
in Hong Kong:**

Room 1801A, 18/F
Bank of America Tower
12 Harcourt Road, Admiralty
Hong Kong

註冊辦事處：

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點：

香港金鐘
夏慤道12號
美國銀行中心
18樓1801A室

28 February 2024
二零二四年二月二十八日

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

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

Total number of Shares registered in your name(s) on Tuesday, 20 February 2024

於二零二四年二月二十日(星期二)
以閣下名義登記的股份總數

BOX A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Wednesday, 13 March 2024

暫定配發予閣下的供股股份數目，惟須不遲於二零二四年三月十三日(星期三)下午四時正接納時繳足股款方可作實

BOX B
乙欄

Total subscription monies payable on acceptance in full

接納時應繳足的認購股款總額

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

支票/銀行本票的付款銀行名稱：_____

Cheque/banker's cashier order number:

支票/銀行本票號碼：_____

Please insert your contact telephone number here:

請在此填上閣下的聯絡電話號碼：_____

BOX C
丙欄

HK\$港元

A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH ACCEPTANCE
NO RECEIPT WILL BE GIVEN FOR REMITTANCE
每份接納須隨附一張獨立開出的支票或銀行本票
本公司將不會發出股款收據

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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 RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

於轉讓認購供股股份的權利時，每宗買賣均須繳付香港從價印花稅。實益權益的饋贈或轉讓（而非出售）亦須繳付香港從價印花稅。於登記任何轉讓本文件所述認購供股股份的權利前，須出示已繳付香港從價印花稅的證明。

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 Shares comprised herein)

(僅供擬悉數轉讓其／彼等於本暫定配額通知書所列供股股份認購權的合資格股東填寫及簽署)

To: The Directors,
Goldstone Capital Group Limited

致：金石資本集團有限公司
列位董事

Dear Sir/Madam,

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／吾等謹將本暫定配額通知書所述本人／吾等的供股股份認購權悉數轉讓予接受此權利並簽署以下登記申請表格（表格丙）的人士。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 the Qualifying Shareholders (all joint Qualifying Shareholders must sign)
合資格股東簽署（所有聯名合資格股東均需簽署）

Date 日期：_____

Hong Kong ad valorem stamp duty is payable in connection with the transfer of rights to subscribe for the Rights Shares.
轉讓認購供股股份的權利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 have been transferred)
(僅供承讓供股股份認購權的人士填寫及簽署)

To: The Directors,
Goldstone Capital Group Limited

致：金石資本集團有限公司
列位董事

Dear Sir/Madam,

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 bye-laws of the Company. 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／吾等謹請閣下將表格甲的乙欄所列的供股股份數目登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在貴公司的組織章程大綱及公司細則規限下，接納此等供股股份。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。

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。聯名申請人僅需填寫排名首位申請人的地址。
For Chinese applicant(s), please provide your name in both English and Chinese.
中國籍申請人請填寫中英文姓名。

Name in English 英文姓名	Family name/Company name 姓氏／公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Names of joint applicant(s) in English (if applicable) 聯名申請人英文姓名 (如適用)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人僅 需填寫排名首位申請人的 地址)			
Occupation 職業			Telephone no. 電話號碼
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址			Bank account number 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 in connection with the acceptance of rights to subscribe for the Rights Shares.
接納認購供股股份的權利須繳付香港從價印花稅。

金石資本集團有限公司

GOLDSTONE CAPITAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1160)

28 February 2024

Dear Qualifying Shareholder(s),

Reference is made to the prospectus issued by Goldstone Capital Group Limited (the “**Company**”) dated 28 February 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 number of Rights Shares on the basis of one (1) Rights Share for every two (2) Shares registered in your name on the register of members of the Company as at the Record Date (that is, Tuesday, 20 February 2024) at a subscription price of HK\$0.11 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.

The Prospectus Documents 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, issued and fully paid, 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 the date of allotment and issue of the fully paid Rights Shares.

PROCEDURES FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment of the Right Shares in full, you must lodge the whole of the original PAL intact with the Company’s Hong Kong Branch Share Registrar and Transfer Office, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong (the “**Registrar**”) together with a remittance for the full amount payable on acceptance, as set out in Box C in Form A, so as to be received by not later than 4:00 p.m. on Wednesday, 13 March 2024 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance of and payment for the Rights Shares” below). 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 “**GOLDSTONE CAPITAL GROUP LIMITED**” and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment of the Right Shares on the terms of the PAL and the Prospectus and subject to the memorandum of association and by-laws of the Company. No receipt will be given for such remittances.

It should be noted that unless the PAL, together with the appropriate remittance for the amount shown in Box C in Form A, has been physically received as described above by not later than 4:00 p.m. on Wednesday, 13 March 2024 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance of and payment for the Rights Shares” below) whether from the original allottee or any person in whose favour the rights have been validly transferred, the provisional allotment and all rights under the PAL will be deemed to have been declined and will be cancelled.

Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant territories and jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited, will give or is subject to the above representation and warranty.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you under the PAL, 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 in Form A with the Registrar, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, so as to be received by not later than 4:00 p.m. on Wednesday, 13 March 2024 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance of and payment for the Rights Shares” 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.

SPLITTING

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 under the PAL or to transfer part or all of your rights to more than one person, the original PAL must be surrendered for cancellation by not later than 4:00 p.m. on Tuesday, 5 March 2024 to the Registrar, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar after 9:00 a.m. on the second Business Day after the date of surrender of the original PAL.

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 – Rights Issue – Conditions of the Rights Issue” in the Prospectus. If the conditions of the Rights Issue are not fulfilled at or prior to the Latest Time for Termination, the Rights Issue will not proceed.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

DEALINGS IN THE NIL-PAID RIGHTS SHARES ARE EXPECTED TO TAKE PLACE FROM FRIDAY, 1 MARCH 2024 TO FRIDAY, 8 MARCH 2024 (BOTH DAYS INCLUSIVE). IF THE CONDITIONS OF THE RIGHTS ISSUE (PLEASE REFER TO THE SECTION HEADED “LETTER FROM THE BOARD – RIGHTS ISSUE – CONDITIONS OF THE RIGHTS ISSUE” IN THE PROSPECTUS) ARE NOT FULFILLED ON OR BEFORE THE LATEST TIME FOR TERMINATION, THE RIGHTS ISSUE WILL NOT PROCEED.

SHAREHOLDER OR OTHER PERSON CONTEMPLATING TRANSFERRING, SELLING OR PURCHASING THE SHARES AND/OR THE NIL-PAID RIGHTS SHARES IS ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES AND/OR THE NIL-PAID RIGHTS SHARES.

THE RIGHTS ISSUE WILL PROCEED ON A NON-UNDERWRITTEN BASIS IRRESPECTIVE OF THE LEVEL OF ACCEPTANCE OF THE PROVISIONALLY ALLOTTED RIGHTS SHARES. ANY PERSON 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 ADVISOR(S). ANY SHAREHOLDER OR OTHER PERSON DEALING IN THE SHARES OR IN THE NIL-PAID RIGHTS SHARES UP TO THE TIME AT WHICH THE RIGHTS ISSUE BECOMES UNCONDITIONAL WILL ACCORDINGLY BEAR THE RISK THAT THE RIGHTS ISSUE MAY NOT BECOME UNCONDITIONAL AND MAY NOT PROCEED.

CHEQUES AND BANKER’S CASHIER ORDERS

All cheques and banker’s cashier orders will be presented for payment immediately upon receipt and all interest earned on such monies, if any, will be retained for the benefit of the Company. Completion and return of the PAL together with a cheque or banker’s cashier order in payment for the Rights Shares accepted will constitute a warranty by the applicant that the cheque or banker’s cashier order will be honoured on first presentation. If any cheque or banker’s cashier order is dishonoured on first presentation, the PAL is liable to be rejected, and in that event the provisional allotment and all rights given pursuant to it will be deemed to have been declined and will be cancelled.

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 to their registered addresses on Tuesday, 26 March 2024. 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 or before Tuesday, 26 March 2024.

FRACTIONAL ENTITLEMENTS

The Company will not issue fractional entitlements to the Rights Shares to the Shareholders. All fractions of the Rights Shares shall be rounded down to the nearest whole number of Rights Shares and aggregated and, if a premium (net of expenses) can be achieved, sold in the market by the Company.

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

If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong or “extreme conditions” caused by super typhoons as announced by the Government of Hong Kong on the date of the Latest Time for Acceptance (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance (being the latest time for acceptance and payment of the Rights Shares) will be extended to 5:00 p.m. on the same Business Day; and (ii) at any time between 12:00 noon and 4:00 p.m., 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 or before Wednesday, 13 March 2024, the dates mentioned in the section headed “Expected Timetable” in the Prospectus may be affected. The Company will notify Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

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 PAL and/or share certificates for the fully-paid Rights Shares.

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

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 (Chapter 486 of the Laws of Hong Kong) (the “PDPO”) 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 PDPO, 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 Hong Kong at Room 1801A, 18/F, Bank of America Tower, 12 Harcourt Road, Admiralty, 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, Union Registrars Limited at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully,
For and on behalf of
Goldstone Capital Group Limited
Huang Bin
Chairman

金石資本集團有限公司
GOLDSTONE CAPITAL GROUP LIMITED
(於百慕達註冊成立之有限公司)
(股份代號：1160)

敬啟者：

茲提述金石資本集團有限公司(「**本公司**」)就供股於二零二四年二月二十八日刊發的供股章程(「**供股章程**」)。除文義另有指明外，供股章程所界定之詞彙用於本暫定配額通知書內時具有相同涵義。根據供股章程所載條款，董事已按在記錄日期(即二零二四年二月二十日(星期二))在本公司股東名冊登記於閣下名下每兩(2)股股份可獲發一(1)股供股股份之基準，按每股供股股份0.11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。

章程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早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為其本身申請供股股份，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、發行及繳足股款，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。

接納及付款手續

閣下如欲全數接納供股股份暫定配額，須不遲於二零二四年三月十三日(星期三)(或於惡劣天氣及／或極端情況下，載於下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款之接納截止時間之影響」一段所述之較後日期或時間)下午四時正前將暫定配額通知書整份正本連同表格甲的丙欄所示須於接納時繳付之全部股款，送交本公司之香港股份過戶登記分處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室(「**過戶處**」)。全部款項須以港元支付。支票及銀行本票須分別由香港之持牌銀行賬戶開出及香港之持牌銀行發出，註明抬頭人為「**GOLDSTONE CAPITAL GROUP LIMITED**」，並劃線註明「**只准入抬頭人賬戶**」。閣下繳付股款後即表示按照暫定配額通知書與供股章程之條款，並在本公司之組織章程大綱及公司細則之規限下接納供股股份暫定配額。本公司將不就股款另發收據。

務請注意，除非暫定配額通知書連同表格甲的丙欄所示之應繳款項不遲於二零二四年三月十三日(星期三)(或於惡劣天氣及／或極端情況下，載於下文「惡劣天氣及／或極端情況對供股股份及繳付股款之接納截止時間之影響」一段所述之較後日期或時間)下午四時正前由原獲配發人或任何有效承讓權利之人士按上文所述交回，否則暫定配額及暫定配額通知書項下一切權利將視為予以放棄並將予以註銷。

任何人士如接納供股股份的要約，即被視為構成對本公司作出之保證及陳述，表明已經或將會就暫定配額通知書及接納暫定配額通知書全面遵守香港以外之所有有關地區及司法權區之一切登記、法定及監管規定。為釋疑起見，香港結算及香港中央結算(代理人)有限公司概不會作出上述任何聲明或保證，亦不受上述任何聲明或保證所規限。

轉讓

閣下如欲將暫定配額通知書項下獲暫定配發之供股股份認購權全部轉讓他人，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閣下欲轉讓權利之人士或經手轉讓權利之人士。承讓人則須填妥及簽署登記申請表格(表格丙)，並將整份暫定配額通知書連同表格甲的丙欄所示須於接納時繳足之全部款項，不遲於二零二四年三月十三日(星期三)(或於惡劣天氣及／或極端情況下，載於下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款之接納截止時間之影響」一段所述之較後日期或時間)下午四時正前交回過戶處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)。務請注意，閣下於轉讓可認購有關供股股份之權利時須繳納香港從價印花稅。

拆細

閣下如僅接納部分暫定配額或將閣下欲轉讓根據暫定配額通知書獲暫定配發認購供股股份之部分權利轉讓，或向超過一名人士轉讓閣下所持之部分或全部權利，則原有暫定配額通知書須不遲於二零二四年三月五日(星期二)(或於惡劣天氣及／或極端情況下，根據下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款之接納截止時間之影響」一段所述之較後日期或時間)下午四時正前交回過戶處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)，而過戶處將註銷原有暫定配額通知書及按所要求之股份數目發出新暫定配額通知書，新暫定配額通知書可於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於過戶處領取。

供股條件

供股須待供股章程「董事會函件－供股－供股條件」一節項下所載之條件獲達成後，方可作實。倘供股的條件未能於終止截止時間或之前達成，則不會進行供股。

買賣股份及未繳股款供股股份之風險警告

預期未繳股款供股股份將自二零二四年三月一日(星期五)至二零二四年三月八日(星期五)(包括首尾兩日)期間買賣。倘於終止截止時間或之前供股條件(請參閱供股章程「董事會函件－供股－供股條件」一節)未達成，則供股將不會進行。

擬轉讓、出售或購買股份及／或未繳股款供股股份之股東或其他人士於買賣股份及／或未繳股款供股股份時，務請審慎行事。

不論暫定配發供股股份的接納水平如何，供股將按非包銷基準進行。任何人士如對其狀況或應採取之行動有任何疑問，務請諮詢其自身專業顧問。於截至供股成為無條件時止買賣股份或未繳股款供股股份之任何股東或其他人士，將相應承擔供股可能不會成為無條件及可能不會進行之風險。

支票及銀行本票

所有支票及銀行本票均將於收訖後即時過戶，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及交回暫定配額通知書連同繳付所接納之供股股份股款之支票或銀行本票，即構成申請人對該支票或銀行本票於首次過戶時即可兌現之保證。倘任何支票或銀行本票於首次過戶時未能兌現，則暫定配額通知書可遭拒絕受理；在此情況下，該暫定配額及據此獲得之所有權利將視為予以放棄並將予註銷。

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二零二四年三月二十六日(星期二)以平郵方式寄發予有權收取之人士的登記地址，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二零二四年三月二十六日(星期二)或之前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(或倘為聯名接納人，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

本公司將不會發行供股股份的零碎配額予股東。所有零碎供股股份將會湊整至供股股份之最接近整數，並於出現溢價(扣除開支後)情況下匯集後由本公司於市場上出售。

惡劣天氣及／或極端情況對接納供股股份及繳付股款之接納截止時間之影響

倘「黑色」暴雨警告或八號或以上熱帶氣旋警告信號或由香港政府宣佈的超強颱風引致的「極端狀況」於接納截止時間當日(i)中午十二時正前任何時間在香港生效，並於當日中午十二時正後解除，則接納截止時間(為接納供股股份及支付股款之最後時限)將延長至同一營業日下午五時正；及(ii)中午十二時正至下午四時正期間任何時間在香港生效，則接納截止時間將重新安排至下一個於上午九時正至下午四時正期間任何時間香港並無發出該等警告之營業日下午四時正。

倘接納截止時間並無於二零二四年三月十三日(星期三)或之前發生，則於供股章程「預期時間表」一節所述日期或會受到影響。倘預期時間表有任何變動，本公司將盡快刊發公佈通知股東。

一般資料

一併交回暫定配額通知書及(如適用者)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，並有權收取拆細後之暫定配額通知書及／或繳足股款供股股份之股票。

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。

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、過戶處及／或彼等各自之顧問及代理披露個人資料及彼等所有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。香港法例第486章《個人資料(私隱)條例》賦予證券持有人權利，可確定本公司或過戶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》，本公司及過戶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，應寄往本公司之香港主要營業地點(地址為香港金鐘夏慤道12號美國銀行中心18樓1801A室)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)寄往過戶處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)，交予私隱條例事務主任。

此 致

列位合資格股東 台照

代表
金石資本集團有限公司
主席
黃斌
謹啟

二零二四年二月二十八日