

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 Dragon Rise Group Holdings Limited (the “**Company**”) dated 28 November 2024 in relation to the Rights Issue (the “**Prospectus**”). The PAL should be read in conjunction with the Prospectus. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述龍昇集團控股有限公司(「**本公司**」)所刊發日期為二零二四年十一月二十八日有關供股之章程(「**供股章程**」)。暫定配額通知書應與供股章程一併閱讀。除文義另有所指外，本文件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 THURSDAY, 12 DECEMBER 2024 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” BELOW).

本暫定配額通知書(「暫定配額通知書」)乃具有價值及可轉讓，並應即時處理。本暫定配額通知書所載之要約將於二零二四年十二月十二日(星期四)下午四時正(或下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之較後日期及／或時間)屆滿。

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, 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任何方面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 other documents specified in the paragraph headed “DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

本暫定配額通知書之副本連同供股章程及於供股章程附錄三「送呈香港公司註冊處處長之文件」一段所述之其他文件之副本，已遵照香港法例第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 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，概不對因本暫定配額通知書全部或任何部份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 their nil-paid form and fully-paid forms may be settled through CCASS operated by HKSCC and you should consult your stockbroker, 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.

股份及供股股份(以未繳股款及繳足股款形式)之買賣可透過香港結算營運之中央結算系統進行交收， 閣下應就該等交收安排及該等安排對 閣下權利及權益可能構成之影響之詳情，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。

Shareholders should note that the existing Shares have been dealt in on an ex-rights basis from Friday, 15 November 2024. The nil-paid Rights Shares will be dealt in from Monday, 2 December 2024 to Monday, 9 December 2024 (both days inclusive).

股東須注意，現有股份已自二零二四年十一月十五日(星期五)起按除權基準進行買賣。未繳股款供股股份將於二零二四年十二月二日(星期一)至二零二四年十二月九日(星期一)(包括首尾兩日)進行買賣。

Any dealings in the Shares from the date of the Prospectus up to the date on which the conditions of the Rights Issue are fulfilled or waived (as applicable), and any dealings in the nil-paid Rights Shares from Monday, 2 December 2024 to Monday, 9 December 2024 (both days inclusive) are accordingly subject to the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares and/or the nil-paid Rights Shares, and if you are in any doubt about your position, you are recommended to consult your professional advisers.

自供股章程日期起至供股條件獲達成或豁免(倘適用)之日期間買賣任何股份及自二零二四年十二月二日(星期一)至二零二四年十二月九日(星期一)(包括首尾兩日)止期間買賣任何未繳股款供股股份，將承擔供股可能不會成為無條件及可能不會進行之風險。因此，股東及潛在投資者於買賣股份及／或未繳股款供股股份時，務必審慎行事，如 閣下對其情況有任何疑問，應諮詢 閣下之專業顧問。

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.

待供股股份(以未繳股款及繳足股款形式)獲批准於聯交所上市及買賣並符合香港結算之股份接納規定後，供股股份(以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，可自供股股份(以未繳股款及繳足股款形式)各自於聯交所開始買賣之日或香港結算釐定之有關其他日期起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須在其後第二個交易日在中央結算系統內進行交收。於中央結算系統內進行之一切活動必須依照不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

You are reminded that the Rights Issue is subject to a scaling-down mechanism details of which are set out in the Prospectus.

閣下務請注意，供股受縮減機制規限，有關詳情載於供股章程。

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之所有時間及日期均指香港本地時間及日期。

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之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之所有申請均須受香港法例規管及按其詮釋。

Form A
表格甲

Hong Kong Branch Share Registrar
and Transfer Office:
Boardroom Share Registrars (HK)
Limited
Room 2103B, 21/F.
148 Electric Road
North Point
Hong Kong

香港股份過戶登記分處：
實德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

Dragon Rise Group Holdings Limited
龍昇集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
(Stock code: 6829)
(股份代號：6829)

Headquarters and principal place
of business in Hong Kong
Unit 09, 28/F, North Tower
Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui
Kowloon
Hong Kong

總部及香港主要營業地點
香港
九龍
尖沙咀
科學館道1號
康宏廣場
北座28樓09室

RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) SHARE
AT THE SUBSCRIPTION PRICE OF HK\$0.2 PER
RIGHTS SHARE PAYABLE IN FULL ON ACCEPTANCE
BY NO LATER THAN 4:00 P.M. ON THURSDAY, 12 DECEMBER 2024
按每股供股股份0.2港元之認購價
每持有一(1)股股份獲發一(1)股供股股份之基準進行供股
股款須不遲於二零二四年十二月十二日(星期四)下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

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

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

Total number of Shares registered in your name(s) on 25 November 2024
於二零二四年十一月二十五日登記於閣下名下之股份總數

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 Thursday, 12 December 2024
暫定配發予閣下之供股股份數目，股款須不遲於二零二四年十二月十二日(星期四)下午四時正接納時繳足，方可作實

Box B
乙欄

Total subscription monies payable in full upon acceptance^(Note)
於接納時全數應繳之認購股款總額^(附註)

Box C
丙欄

HK\$
港元

Note: All remittances must be in Hong Kong dollars and cheques must be drawn on a bank account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "DRAGON RISE GROUP HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT" and crossed "Account Payee Only".

附註：所有股款須以港元支付，並以香港持牌銀行戶口開出之支票或所發出銀行本票支付，註明抬頭人為「**DRAGON RISE GROUP HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**」及以「只准入抬頭人賬戶」方式劃線開出。

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

支票／銀行本票之付款銀行名稱：_____

Cheque/banker's cashier order number:

支票／銀行本票號碼：_____

Contact telephone number:

聯絡電話號碼：_____

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

如轉讓可認購供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，餽贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在登記轉讓認購本文件所指任何供股股份之權利前，須出示已繳付香港從價印花稅之證明。

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) comprised herein)
(只供擬轉讓彼／彼等認購本暫定配額通知書所列供股股份之全部權利之合資格股東填寫及簽署)

To: The Directors
Dragon Rise Group Holdings Limited
致：龍昇集團控股有限公司
列位董事 台照

Dear Sir/Madam,
敬啟者：

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.
本人／吾等茲將本暫定配額通知書所列本人／吾等之供股股份之認購權悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。本人／吾等已細閱附頁所載各項條件及轉讓手續，並同意受其約束。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Qualifying Shareholder(s) (all joint Shareholders must sign)
合資格股東簽署(所有聯名股東均須簽署)

Date: _____ 2024

日期：二零二四年 _____月 _____日

Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of right(s) to subscribe for the Rights Share(s).
轉讓人及承讓人須就轉讓認購供股股份之權利繳付香港從價印花稅。

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the right(s) to subscribe for the Rights Share(s) have been transferred)
(只供承讓供股股份認購權之人士填寫及簽署)

To: The Directors
Dragon Rise Group Holdings Limited (the “Company”)
致：龍昇集團控股有限公司(「貴公司」)
列位董事 台照

Dear Sir/Madam,
敬啟者：

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 articles of association 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.
本人／吾等謹請 閣下將表格甲之乙欄所列之供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在 貴公司之組織章程細則規限下，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 transferees should give the address of the first-named transferee only. 請用 英文正楷 填寫。聯名承讓人只須填報排名首位之承讓人地址。 For Chinese transferee(s), please provide your name(s) in both English and Chinese. 中國籍承讓人請填寫中英文姓名。			
Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other name(s) 其他姓名	Name in Chinese 中文姓名
Name continuation and/or full name(s) of joint transferee(s) in English (if applicable) 姓名(續)及／或聯名承讓人英文全名(如適用)			
Address in English (joint transferees should give the address of the first-named transferee only) 英文地址(聯名承讓人只須填報排名首位承讓人之地址)			
Occupation 職業		Telephone number 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 transferee(s) (all joint transferee(s) must sign)
承讓人簽署(所有聯名承讓人均須簽署)

Date: _____ 2024

日期：二零二四年 _____月 _____日

Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of right(s) to subscribe for the Rights Share(s).
轉讓人及承讓人須就轉讓認購供股股份之權利繳付香港從價印花稅。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, BOARDROOM SHARE REGISTRARS (HK) LIMITED AT ROOM 2103B, 21/F., 148 ELECTRIC ROAD, NORTH POINT, HONG KONG (THE “**REGISTRAR**”), TOGETHER WITH A REMITTANCE, BY CHEQUE OR BANKER’S CASHIER ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT PAYABLE ON ACCEPTANCE SHOWN IN BOX C IN FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON THURSDAY, 12 DECEMBER 2024 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “**EFFECT OF BAD WEATHER 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 “**DRAGON RISE GROUP HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**” 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列之供股股份暫定配額，必須將本暫定配額通知書整份連同表格甲之丙欄所示於接納時應繳之全數股款之港元支票或銀行本票，在不遲於二零二四年十二月十二日(星期四)下午四時正(或於惡劣天氣情況下，於附頁「**惡劣天氣對接納供股股份及繳付股款之最後時限之影響**」一段所述之較後時間或日期)前送達過戶登記處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室(「**過戶登記處**」)。所有股款須以港元繳付，並須以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付。所有支票或銀行本票均須註明抬頭人為「**DRAGON RISE GROUP HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**」及以「只准入抬頭人賬戶」劃線方式開出。

有關轉讓及分拆之指示亦載於附頁。本公司將不會就有關股款另發收據。

接納本暫定配額通知書所載暫定配額之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手續，並同意受其約束。

A SEPARATE CHEQUE OR BANKER’S CASHIER 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
本公司將不會就股款另發收據

Dragon Rise Group Holdings Limited

龍昇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6829)

28 November 2024

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Dragon Rise Group Holdings Limited (the “**Company**”) dated 28 November 2024 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. In accordance with the terms and conditions of this PAL and those set out in the Prospectus and subject to the articles of association of the Company, the Directors have provisionally allotted to you a number of Rights Shares on the basis of one (1) Rights Share for every one (1) existing Share held and registered in your name(s) as at the Record Date (i.e. Monday, 25 November 2024) at a subscription price of HK\$0.2 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.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully paid, shall rank pari passu in all respects with the Shares then in issue, including the right to receive all dividends and distributions which may be declared, made or paid with a record date which falls on or after the date of allotment of the Rights Shares in their fully-paid form.

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 with their board lot size being the same (i.e. 10,000) as their underlying 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.

PROCEDURES FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact in accordance with the instructions printed herein with the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong together with a remittance in Hong Kong dollars for the full amount payable on acceptance, as set out in Box C in Form A so as to be received by the Registrar by no later than 4:00 p.m. on Thursday, 12 December 2024 (or, under bad weather conditions, such later time or date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker’s cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to “**DRAGON RISE GROUP HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**” and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment of the Rights Shares on the terms of this PAL and the Prospectus and subject to the articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Company’s Registrar at the above address.

It should be noted that, unless the duly completed PAL, together with the appropriate remittance for the amount shown in Box C in Form A, has been lodged with the Registrar for registration as described above by no later than 4:00 p.m. on Thursday, 12 December 2024 (or, under bad weather conditions, such later time or date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” below) whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to but may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. 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 completed and signed 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 this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong so as to be received by the Registrar by no later than 4:00 p.m. on Thursday, 12 December 2024 (or, under bad weather conditions, such later time or date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER 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 to the transferee(s) and the acceptance by the transferee(s) of such rights.

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 hereunder, or to transfer part or all of your rights to more than one person, the entire and original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Wednesday, 4 December 2024 to the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric 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 at the Registrar’s address set out above after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for Rights Shares will not take place if there is a tropical cyclone warning signal number 8 or above, a “black” rainstorm warning and/or extreme conditions is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 12 December 2024. Instead, the deadline for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 12 December 2024. Instead, the deadline for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m. on Thursday, 12 December 2024, the dates mentioned in the section headed “Expected Timetable” of the Prospectus may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

NO FRACTIONAL ENTITLEMENTS TO THE RIGHTS SHARES

On the basis of the provisional allotment of one (1) Right Share for every one (1) Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue and no entitlements of the Non-Qualifying Shareholders to the Rights Shares shall be issued to the Non-Qualifying Shareholders.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES

It should be noted that the Shares have been dealt in on an ex-rights basis from Friday, 15 November 2024. Dealings in the Rights Shares in the nil-paid form will take place from Monday, 2 December 2024 to Monday, 9 December 2024 (both days inclusive). If any of the conditions of the Rights Issue is not fulfilled or waived (as applicable), the Rights Issue will not proceed.

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). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriters' right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or banker's cashier orders will be presented for payment following receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect hereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque and/or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the Rights Shares, any underpaid application will be rejected. Completion and return of this PAL together with a cheque or banker's cashier order in payment for the Rights Shares, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation.

SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to fulfilment or waiver (as applicable) of the conditions precedent of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on or before Monday, 23 December 2024 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. Each Shareholder (except HKSCC Nominees Limited), will receive one share certificate for all allotted Rights Shares.

If the Underwriting Agreement is terminated or not becoming unconditional or if the Rights Issue is otherwise terminated, refund cheques will be despatched on or before Monday, 23 December 2024 by ordinary post, at the respective Shareholders' own risk, to their registered addresses.

DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS

The PAL shall only be sent to the Qualifying Shareholders. The Prospectus Documents have not been and will not be registered or filed under the applicable securities laws of any jurisdiction other than in 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 in Hong Kong. The Prospectus Documents should not be distributed, forwarded to or transmitted to, into or from any jurisdiction where to do so might constitute a violation of local securities laws and regulations. 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 the 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.

It is the responsibility of the Qualifying Shareholders outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself/themselves before acquiring any rights to subscribe for the Rights Shares as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connected therewith. By completing, signing and submitting this PAL, each subscriber of the Rights Shares will be deemed to constitute a representation and warranty from such person to the Company that these local registration, legal and regulatory requirements have been fully complied with. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty.

GENERAL

Lodgment of this 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 PALs and/or share certificates for the Rights Shares.

PERSONAL DATA COLLECTION

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 “**Ordinance**”) provides the holders of securities with rights to ascertain whether the Company or the Registrar holds 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 registered office at Unit 09, 28/F, North Tower, Concordia Plaza, 1 Science Museum Road, 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) (as the case may be) the Registrar at its address set out above for the attention of Privacy Compliance Officer.

Yours faithfully,
By order of the Board
Dragon Rise Group Holdings Limited
Yip Yuk Kit
Chairman and Executive Director

Dragon Rise Group Holdings Limited
龍昇集團控股有限公司
(於開曼群島註冊成立的有限公司)
(股份代號：6829)

敬啟者：

緒言

茲提述龍昇集團控股有限公司(「**本公司**」)日期為二零二四年十一月二十八日有關供股之章程(「**供股章程**」)。除文義另有所指外，供股章程所界定之詞彙與本文件所採用者具有相同涵義。根據本暫定配額通知書及供股章程所載之條款及條件，並在本公司之組織章程細則之規限下，董事已按於記錄日期(即二零二四年十一月二十五(星期一))登記於閣下名下每持有一(1)股現有股份可獲發一(1)股供股股份之基準，按每股供股股份0.2港元之認購價向閣下暫定配發若干數目之供股股份。閣下於記錄日期持有之股份數目載於表格甲之甲欄，而閣下獲暫定配發之供股股份數目則載於表格甲之乙欄。

供股股份

供股股份一經配發、發行及悉數繳足，將在各方面與當時已發行之股份享有同等地位，包括收取於繳足股款之供股股份配發日期或之後之記錄日期可能宣派、作出或派付之所有股息及分派之權利。

待供股股份(以未繳股款及繳足股款形式)獲批准於聯交所上市及買賣並符合香港結算之股份收納規定後，供股股份(以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，可自供股股份(以未繳股款及繳足股款形式)(每手買賣單位與其相關股份相同，即10,000股)各自於聯交所開始買賣之日或香港結算釐定之有關其他日期起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須在其後第二個交易日在中央結算系統內進行交收。於中央結算系統內進行之一切活動必須依照不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

接納及付款手續

閣下如欲全數接納供股股份之暫定配額，須按照本暫定配額通知書上印列之指示將本暫定配額通知書整份連同表格甲之丙欄所載接納時應全數繳足之港元股款，須不遲於二零二四年十二月十二日(星期四)下午四時正(或於惡劣天氣情況下，於下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之較後時間或日期)前交回過戶登記處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室。所有股款必須以港元繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付，註明抬頭人為「**DRAGON RISE GROUP HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**」及以「**只准入抬頭人賬戶**」方式劃線開出。有關付款將構成根據本暫定配額通知書及供股章程之條款在本公司之組織章程細則之規限下接納供股股份之暫定配額。本公司將不會就有關股款另發收據。所有有關本暫定配額通知書之查詢均須寄交至本公司過戶登記處之上述地址。

務請注意，除非原承配人或任何有效承讓暫定配額之人士如上文所述不遲於二零二四年十二月十二日(星期四)下午四時正(或於惡劣天氣情況下，於下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之較後時間或日期)將已填妥之暫定配額通知書連同表格甲之丙欄所示之適當股款交回過戶登記處以作登記，否則相關暫定配額及其項下之一切權利及配額將被視為已遭放棄及將予註銷。本公司毋須但可全權酌情將未有按照有關指示填妥之暫定配額通知書視作有效且對交回暫定配額通知書之人士或其代表具有約束力。本公司可於較後階段要求相關申請人將未填妥之暫定配額通知書填妥。

轉讓

閣下如欲轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之全部認購權，必須填妥及簽署「轉讓及提名表格」(表格乙)，並將已填妥及簽署之暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後，承讓人須填妥及簽署「登記申請表格」(表格丙)，並須將本暫定配額通知書整份連同表格甲之丙欄所載接納時應繳付之全部股款不遲於二零二四年十二月十二日(星期四)下午四時正(或於惡劣天氣情況下，於下文「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一段所述之較後時間或日期)前交回過戶登記處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室。

務請注意， 閣下轉讓有關供股股份之認購權予承讓人及承讓人接納有關權利均須繳付香港從價印花稅。

分拆

閣下如欲僅接納根據本暫定配額通知書暫定向 閣下配發之部分供股股份或轉讓 閣下認購供股股份之部分權利，或轉讓 閣下部分或全部權利予超過一名人士，則須在不遲於二零二四年十二月四日(星期三)下午四時三十分將原暫定配額通知書整份送交過戶登記處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室，以供過戶登記處註銷原暫定配額通知書，並按所需數額發出新暫定配額通知書，而新暫定配額通知書將可於交回原暫定配額通知書後第二個營業日上午九時正後於上文所載過戶登記處之地址領取。

惡劣天氣對接納供股股份及繳付股款之最後時限之影響

倘在下列時間懸掛8號或以上熱帶氣旋警告信號、「黑色」暴雨警告及／或出現極端情況，接納供股股份及繳付股款之最後時限將不會生效：

- (i) 於二零二四年十二月十二日(星期四)中午十二時正之前任何當地時間在香港生效但於中午十二時正之後不再生效。在此情況下，接納供股股份及繳付股款之最後時限將延至同一營業日下午五時正；或
- (ii) 於二零二四年十二月十二日(星期四)中午十二時正至下午四時正期間任何當地時間在香港生效。在此情況下，接納供股股份及繳付股款之最後時限將改期至下一個上午九時正至下午四時正期間任何時間概無任何該等警告生效之營業日下午四時正。

倘接納供股股份及繳付股款之最後時限並非二零二四年十二月十二日(星期四)下午四時正或之前，則供股章程「預期時間表」一節所述之日期可能會受影響。本公司將在切實可行情況下盡快就預期時間表之任何變動以公告形式通知股東。

並無供股股份之零碎配額

按照合資格股東於記錄日期每持有一(1)股股份獲暫定配發一(1)股供股股份之基準計算，供股將不會出現供股股份之零碎配額，而不合資格股東將不獲發行不合資格股東之供股股份配額。

買賣股份及供股股份之風險警告

務請注意，股份已自二零二四年十一月十五日(星期五)起按除權基準進行買賣。未繳股款供股股份將於二零二四年十二月二日(星期一)至二零二四年十二月九日(星期一)(包括首尾兩日)期間進行買賣。倘任何一項供股之條件並未獲達成或豁免(如適用)，則供股將不會進行。

任何人士如對本身之狀況或應採取之任何行動有任何疑問，應諮詢其本身之專業顧問。直至供股之所有條件獲達成當日(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或可能不會進行之風險。

支票及銀行本票

所有支票或銀行本票將於收訖後兌現，而有關申請款項所賺取之利息(如有)將全數撥歸本公司所有。在不影響本公司與此有關之其他權利之情況下，本公司保留權利拒絕受理任何隨附支票及／或銀行本票於首次過戶時未獲兌現之暫定配額通知書，而在該情況下，暫定配額及其項下一切權利將被視作已遭放棄而將予註銷。閣下申請認購供股股份時須繳付準確股款金額，任何未繳足股款申請將不獲受理。填妥本暫定配額通知書並連同繳付供股股份之支票或銀行本票一併交回(不論由合資格股東或任何指定承讓人交回)，即表示閣下保證支票或銀行本票在首次過戶時將會兌現。

供股之股票及退款支票

待供股之先決條件獲達成或豁免(如適用)後，繳足股款供股股份之股票預期將於二零二四年十二月二十三日(星期一)或之前以平郵方式寄發至有權接收者之登記地址，郵誤風險由彼等自行承擔。每名股東(不包括香港中央結算(代理人)有限公司)將就所有獲配發之供股股份收取一張股票。

倘包銷協議被終止或並無成為無條件或倘供股以其他方式被終止，退款支票將於二零二四年十二月二十三日(星期一)或之前以平郵方式寄發至相關股東之登記地址，郵誤風險概由彼等自行承擔。

派發本暫定配額通知書及其他章程文件

暫定配額通知書將僅向合資格股東寄發。章程文件並未及將不會根據香港境外任何司法權區之適用證券法例進行登記或存檔。

本公司並無採取任何行動，以獲准於除香港以外任何地區提呈發售供股股份或派發章程文件。章程文件不得於可能構成違反任何司法權區之地方證券法例及法規之情況下向或自該司法權區派發、轉發或送呈。因此，於香港境外任何地區接獲任何章程文件文本之人士概不得將其視為申請供股股份之要約或邀請，除非所在地區為無需遵守其任何註冊或其他法律或監管規定即可合法作出有關要約或邀請之地區。

於香港境外地區有意申請供股股份之合資格股東，須於取得認購供股股份之任何權利前自行遵守所有相關地區之法例及法規(包括取得任何政府或其他同意及就此繳付任何有關地區規定須繳付之稅項及徵費)。供股股份之每名認購人填妥、簽署及交回本暫定配額通知書，將被視為構成有關人士向本公司作出之聲明及保證，表示彼等已全面遵守有關當地註冊、法律及監管規定。閣下如對自身之情況有任何疑問，應諮詢閣下本身之專業顧問。本公司保留權利，若本公司認為接納任何供股股份的申請會違反任何司法權區的適用證券法例或其他法例或規定，則會拒絕接納。為免生疑慮，香港結算或香港中央結算(代理人)有限公司概不會作出上述任何聲明及保證，或受其所限。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即表示交回之人士或各方就處理本暫定配額通知書及收取分拆暫定配額通知書及／或供股股份之股票擁有最終所有權憑證。

個人資料收集

閣下填妥、簽署及交回本暫定配額通知書隨附之表格，即表示同意向本公司、過戶登記處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關 閣下或 閣下為其利益而接納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》(「**該條例**」)賦予證券持有人權利向本公司或過戶登記處確定是否持有彼等之個人資料、索取有關資料之文本及更正任何不準確之資料。根據該條例，本公司及過戶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有關政策及慣例以及持有資料種類之資料的所有要求，應寄往(i)本公司之註冊辦事處(地址為香港九龍尖沙咀科學館道1號康宏廣場北座28樓09室，或根據適用法律不時作出通知之地點)並以本公司之公司秘書為收件人；或(ii)(視情況而定)過戶登記處(按上文所載地址)並以私隱合規主任為收件人。

此 致

列位合資格股東 台照

承董事會命
龍昇集團控股有限公司
主席兼執行董事
葉育杰
謹啟

二零二四年十一月二十八日

This page is intentionally left blank 此乃白頁

This page is intentionally left blank 此乃白頁