

Theme

THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

Hong Kong Branch
Share Registrar
and Transfer Office:
Computershare
Hong Kong
Investor Services Limited
Shops 1712-1716,
17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong

**RIGHTS ISSUE OF 3,947,114,877 RIGHTS SHARES
ON THE BASIS OF ONE (1) RIGHTS SHARE
FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE
AT A SUBSCRIPTION PRICE OF HK\$0.10 PER RIGHTS
SHARE PAYABLE IN FULL ON ACCEPTANCE BY NOT
LATER THAN 4:00 P.M. ON TUESDAY, 4 JUNE 2019**

Head office and principal
place of business in
Hong Kong:

Unit 3401-03, 34/F.,
China Merchants Tower,
Shun Tak Centre,
168-200 Connaught
Road Central,
Sheung Wan,
Hong Kong

Registered office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

EXCESS APPLICATION FORM

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

21 May 2019

Total number of excess Rights
Share(s) applied

Box A

Total subscription monies paid for the
excess Rights Share(s) in HK\$

Box B

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

To: The Directors

Theme International Holdings Limited

Dear Sirs and Madams,

I/We, being the registered Qualifying Shareholder(s) named above, hereby irrevocably apply for excess Rights Share(s) (write the number of shares in Box A) at the Subscription Price of HK\$0.10 per Rights Share under the Rights Issue, in respect of which I/We enclose a separate remittance by cheque or banker's cashier order in favour of **"Theme International Holdings Limited – Excess Application Account"** for HK\$ (write the full amount in Box B) and crossed **"Account Payee Only"** being the payment in full on application for the above number of excess Rights Shares.

I/We hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our own risk to the address shown above my/our share certificates for the number of excess Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any surplus application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the sole discretion of the Directors. I/We acknowledge that I am/we are not guaranteed to be allotted any of the excess Rights Shares applied for.

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

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

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

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

Cheque/cashier's order
number: _____

Date: _____ 2019

Contract Telephone
Number: _____

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION

NO RECEIPT WILL BE GIVEN FOR REMITTANCE

Theme

榮暉國際集團有限公司
(於百慕達註冊成立之有限公司)
(股份代號：990)

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

總辦事處及香港
主要營業地點：
香港
上環
干諾道中168-200號
信德中心
招商局大廈
34樓3401-03室

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

以供股方式發行**3,947,114,877**股供股股份
基準為於記錄日期每持有兩**(2)**股股份
可獲發一**(1)**股供股股份
認購價為每股供股股份**0.10**港元股款須於接納時
(即不遲於二零一九年六月四日(星期二)下午四時正)繳足

額外申請表格

合資格股東姓名／名稱及地址

二零一九年
五月二十一日

所申請額外供股股份之總數目

甲欄

額外供股股份之應繳認購款項總額
(港元)

乙欄

僅供此欄所列合資格股東申請。

致： 榮暉國際集團有限公司
列位董事

敬啟者：

本人／吾等為上述名列之已登記合資格股東，現不可撤回地按供股項下每股供股股份**0.10**港元之認購價申請額外供股股份(請於甲欄填寫股份數目)。茲附上註明抬頭人為「**Theme International Holdings Limited — Excess Application Account**」及以「**只准入抬頭人賬戶**」方式劃線開出之港元(請於乙欄填寫全數金額支票或銀行本票)作為就申請上述數目之額外供股股份時須繳足之股款。

本人／吾等謹請 閣下向本人／吾等配發所申請(或任何較少數目)之有關額外供股股份，並將本人／吾等就此申請可能獲配發之相關數目之額外供股股份之股票及／或就任何多出之申請股款而應退還予本人／吾等之支票以普通郵遞方式寄往本人／吾等上列之地址，郵誤風險概由本人／吾等自行承擔。本人／吾等明白本申請由董事全權酌情配發。本人／吾等知悉，並不保證本人／吾等可獲配發任何所申請之額外供股股份。

本人／吾等承諾遵照章程所載條款及在 貴公司之組織章程大綱及公司細則之規限下，接納如上文所述可能配發予本人／吾等之相關數目之額外供股股份。本人／吾等就任何獲配發之額外供股股份授權 閣下將本人／吾等之姓名／名稱列入 貴公司之股東名冊，作為該等額外供股股份之持有人。

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

申請人簽署(所有聯名申請人均須簽署)

支票／銀行本票之付款銀行名稱：_____

支票／銀行本票號碼：_____

日期：二零一九年 _____ 月 _____ 日

聯絡電話號碼：_____

每份申請須隨附一張獨立開出的支票或銀行本票
本公司將不另發收據

IMPORTANT

Reference is made to the prospectus issued by Theme International Holdings Limited dated 21 May 2019 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.

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EXCESS APPLICATION FORM (“EAF”) 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.

THIS EAF IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR EXCESS RIGHTS SHARES IN ADDITION TO THOSE ENTITLED BY HIM/HER/IT/THEM UNDER THE RIGHTS ISSUE. APPLICATIONS MUST BE RECEIVED BY NOT LATER THAN 4:00 P.M. ON TUESDAY, 4 JUNE 2019 (OR UNDER BAD WEATHER CONDITIONS, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER” IN OUR ENCLOSED LETTER TO THE QUALIFYING SHAREHOLDERS).

A copy of this EAF, together with a copy of the Prospectus, the PAL and the other documents specified in the paragraph headed “15. Documents Delivered to the Registrar of Companies” 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 Ordinance. 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.

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 adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this EAF. The Rights Issue is subject to the fulfilment or (where applicable) waiver of the conditions set out under the section headed “Conditions of the Rights Issue” in the “Letter from the Board” in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled or (where applicable) waived, at or before 4:30 p.m. on Wednesday, 5 June 2019 (or such later time and/or date as the Company may determine), the Rights Issue will not proceed.

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.

Subject to the granting of listing on the Stock Exchange of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealing 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

重要提示

茲提述榮暉國際集團有限公司所刊發日期為二零一九年五月二十一日有關供股的章程(「章程」)。除文義另有界定外，本文件所用詞彙與章程所界定者具有相同涵義。

閣下對本額外申請表格(「額外申請表格」)任何方面或應採取之行動如有任何疑問，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。

本額外申請表格具有價值，但不得轉讓，並僅供下列擬申請其於供股項下獲發配額以外之額外供股股份之合資格股東使用。申請須不遲於二零一九年六月四日(星期二)下午四時正(或於惡劣天氣情況下，於隨附吾等致合資格股東函件「惡劣天氣之影響」一節所述的有關較後日期及／或時間)遞交。

本額外申請表格連同章程、暫定配額通知書及章程附錄三「15. 送呈公司註冊處處長之文件」一段所述之其他文件之副本，已根據公司條例第342C條規定於香港公司註冊處處長登記。香港公司註冊處處長、聯交所以及證監會對任何此等文件之內容概不負責。

股份、未繳股款及繳足股款之供股股份之買賣可透過中央結算系統進行交收，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有關該等交收安排之詳情，以及有關安排對閣下之權利與權益可能構成之影響。

香港交易及結算所有限公司、聯交所及香港結算對本額外申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本額外申請表格全部及任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。供股須在章程內「董事會函件」之「供股的條件」一節所載之條件達成或(如適用)豁免後，方可作實。倘供股之任何條件於二零一九年六月五日(星期三)下午四時三十分或之前(或本公司可能釐定之有關較後時間及／或日期)或之前並無達成或(如適用)不獲豁免，則供股將不會進行。

供股將按非包銷基準進行。章程文件並無亦將不會根據香港以外任何司法權區之適用證券法例登記或存檔。

待供股股份(以未繳股款及繳足股款形式)於聯交所上市及買賣獲批准以及香港結算之股份收納規定獲符合後，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以於中央結算系統存入、結算及交收，由以未繳股款及繳足股款形式之供股股份各自於聯交所之開始買賣日期(或香港結算釐定之有關其他日期)起生效。聯交所參與者之間於任何交易日之交易須於其後第二個結算日在中央結算系統交收。於中央結算系統項下之一切活動須遵守不時生效之《中央結算系統一般規則》及《中央結算系統運作程序規則》。

This EAF should be completed and lodged, together with payment of HK\$0.10 per Rights Share for the number of excess Rights Shares applied for by a cheque or banker's cashier order, with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Tuesday, 4 June 2019 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather" in our enclosed letter to the Qualifying Shareholders). 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 **"Theme International Holdings Limited – Excess Application Account"** and crossed **"Account Payee Only"**.

Completion and return of this EAF together with a cheque or banker's cashier order in payment for the excess Rights Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this EAF is liable to be rejected.

You will be notified of any allotment of excess Rights Shares made to you. If no excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque despatched by ordinary post to you to the registered address shown in this EAF by not later than Thursday, 13 June 2019, at your own risk. If the number of excess Rights Shares allotted to you is less than that applied for, a cheque for the amount of the surplus application monies will also be refunded to you without interest and despatched by ordinary post to you to the registered address shown in this EAF, by not later than Thursday, 13 June 2019, at your own risk. Any such cheque will be drawn in favour of the applicant(s) named on this form. It is expected that share certificates in respect of the Rights Shares will be despatched by ordinary post to the registered address shown in this EAF on or before Thursday, 13 June 2019 to those entitled thereto at their own risk. One share certificate will be issued for all the Rights Shares allotted to an applicant.

本額外申請表格必須填妥，並連同就所申請額外供股股份數目按每股供股股份**0.10**港元計算之應繳股款之支票或銀行本票，不遲於二零一九年六月四日(星期二)下午四時正(或於惡劣天氣情況下，於隨附吾等致合資格股東函件「惡劣天氣之影響」一節所述的有關較後日期及／或時間)交回過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東**183**號合和中心**17**樓**1712**至**1716**號舖。所有股款必須以港元支付。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「**Theme International Holdings Limited – Excess Application Account**」及以「**只准入抬頭人賬戶**」方式劃線開出。

填妥及交回本額外申請表格，連同支付本表格所申請額外供股股份股款之支票或銀行本票，即表示申請人保證支票或銀行本票將於首次過戶時兌現。所有支票及銀行本票將會於收訖後過戶，而該等款項賺取之利息(如有)將全數撥歸本公司所有。倘支票或銀行本票於首次過戶時不獲兌現，則本額外申請表格可遭拒絕受理。

如閣下獲配發任何額外供股股份，閣下將獲通知有關獲配發之額外供股股份數目。倘閣下不獲配發任何額外供股股份，則於申請時繳付之款項將以支票(不計利息)全數退還予閣下，退款支票預期不遲於二零一九年六月十三日(星期四)以普通郵遞方式寄往本額外申請表格所示閣下之登記地址，郵誤風險概由閣下自行承擔。倘閣下獲配發之額外供股股份數目少於所申請之數目，則多出之申請股款亦將以支票(不計利息)退還予閣下，退款支票將不遲於二零一九年六月十三日(星期四)以普通郵遞方式寄往本額外申請表格所示閣下之登記地址，郵誤風險概由閣下自行承擔。任何該等支票將以名列本表格之申請人為抬頭人。供股股份之股票預期將於二零一九年六月十三日(星期四)或之前以普通郵遞方式按本額外申請表格所示登記地址寄發予有權收取股票之人士，郵誤風險概由彼等自行承擔。本公司將就申請人獲配發之全部供股股份發出一張股票。