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本文件必須整份交還，方為有效。

**IMPORTANT**  
**重要提示**

Reference is made to the prospectus issued by New Amante Group Limited (the “**Company**”) dated 3 February 2023 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述新愛德集團有限公司（「**本公司**」）日期為2023年2月3日就供股刊發之章程（「**章程**」）。除文義另有所指外，章程所界定之詞彙與本文件所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“**PAL**”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“**EAF**”) EXPIRES AT 4:00 P.M. ON FRIDAY, 17 FEBRUARY 2023 (OR SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE” OVERLEAF).

此乃有價值及可轉讓之暫定配額通知書（「**暫定配額通知書**」），並須閣下即時處理。本暫定配額通知書及隨附之額外申請表格（「**額外申請表格**」）所載之要約將於2023年2月17日（星期五）下午四時正（或於背頁「惡劣天氣及／或極端情況對最後接納時限之影響」一段所述之有關較後時間及／或日期）屆滿。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S).

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或閣下如已出售或轉讓閣下於本公司之全部或部分股份，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 EAF, the Prospectus and the 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 Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.

本暫定配額通知書連同額外申請表格副本、章程以及章程附錄三內「送呈香港公司註冊處處長的文件」一段所述之文件，已根據香港法例第32章公司（清盤及雜項條文）條例第342C條的規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何該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 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 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之任何損失承擔任何責任。

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

未繳股款及繳足股款供股股份之買賣可透過香港結算成立及運作之中央結算系統交收。閣下應就該等交收安排之詳情及該等安排如何影響閣下之權利及權益，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。

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 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以及符合香港結算的股份接納規定後，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，自該等供股股份（以未繳股款及繳足股款形式）各自於聯交所開始買賣日期或香港結算釐定的有關其他日期起，可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，須於其後第二個交收日在中央結算系統內交收。中央結算系統的所有活動均須根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進行。

Form A

表格甲

Branch share registrar and  
transfer office in Hong Kong:  
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

**New Amante Group Limited**  
**新愛德集團有限公司**  
(incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)  
(Stock Code: 8412)  
(股份代號: 8412)

Registered office:

註冊辦事處：  
Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

Head office and principal place  
of business in Hong Kong:

Floor 14, Bupa Centre  
141 Connaught Road West  
Sai Ying Pun  
Hong Kong

香港總辦事處及主要營業地點：

香港  
西營盤  
干諾道西141號  
保柏中心14樓

3 February 2023  
2023年2月3日

**RIGHTS ISSUE ON THE BASIS OF ONE (1)  
RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES  
HELD ON THE RECORD DATE AT THE SUBSCRIPTION PRICE  
OF HK\$0.42 PER RIGHTS SHARE**  
按於記錄日期每持有兩(2)股現有股份  
可獲發一(1)股供股股份之基準以認購價每股供股股份0.42港元進行供股  
**PAYABLE IN FULL ON ACCEPTANCE BY  
NOT LATER THAN 4:00 P.M. ON FRIDAY, 17 FEBRUARY 2023**  
股款最遲須於2023年2月17日(星期五)  
下午四時正接納時全數繳足  
**PROVISIONAL ALLOTMENT LETTER**  
暫定配額通知書

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

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

\_\_\_\_\_

\_\_\_\_\_

Number of Shares registered in your name(s) on Thursday, 12 January 2023  
於2023年1月12日(星期四)登記於閣下名下之股份數目

BOX A  
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance  
by not later than 4:00 p.m. on Friday, 17 February 2023  
暫定配發予閣下之供股股份數目，股款最遲須於2023年2月17日(星期五)  
下午四時正接納時繳足

BOX B  
乙欄

Total subscription monies payable in full upon acceptance  
於接納時應繳足之認購股款總額

BOX C  
丙欄

HK\$  
港元

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 No.:  
聯絡電話號碼：\_\_\_\_\_

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

每份申請須附一張獨立支票或銀行本票  
繳付股款將不會獲發收據

IN THE EVENT OF A TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A 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 RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.  
如轉讓本文件所指供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在登記轉讓本文件所代表之認購供股股份之權利前，須出示已繳付香港從價印花稅之證明。

Form B  
表格乙

## FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

(To be completed and signed only by 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)  
(僅供擬轉讓其/彼等於本暫定配額通知書所列之全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors  
**New Amante Group Limited**  
致：新愛德集團有限公司  
列位董事 台照

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.

敬啟者：  
本人/吾等謹將本暫定配額通知書所列本人/吾等之供股股份之認購權全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。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date: \_\_\_\_\_ 2023  
日期：2023年\_\_\_\_\_月\_\_\_\_\_日

Hong Kong stamp duty of HK\$5.00 and ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.  
閣下轉讓供股股份之認購權須繳付香港印花稅5.00港元及從價印花稅。

Form C  
表格丙

## REGISTRATION APPLICATION FORM 登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(僅供已獲轉讓供股股份認購權之人士填寫及簽署)

To: The Directors  
**New Amante Group Limited**  
致：新愛德集團有限公司  
列位董事 台照

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 and articles of association of the Company.

敬啟者：  
本人/吾等謹請閣下將表格甲內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章程所載條款，以及在貴公司之組織章程大綱及細則的規限下，接納此等供股股份。

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。聯名申請人只須填報排名首位之申請人地址。  
For Chinese applicant(s), please provide your name(s) in both English and Chinese.  
中國籍申請人請同時填寫中英文姓名。

Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Name in Chinese 中文姓名	
	Other names 名字		
Name(s) of joint applicant(s) (if any) 聯名申請人姓名(如有)			
Address in English (Joint applicants should give the address of first-named applicant only) 英文地址(聯名申請人只須填報排名首位之申請人地址)			
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 applicant(s) must sign) 申請人簽署(所有聯名申請人均須簽署)

Date: \_\_\_\_\_ 2023  
日期：2023年\_\_\_\_\_月\_\_\_\_\_日

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of your rights to subscribe for the Rights Shares.  
閣下接納供股股份之認購權須繳付香港從價印花稅。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES 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, TOGETHER WITH A REMITTANCE BY CHEQUE OR BANKER'S CASHIER ORDER IN HONG KONG DOLLARS FOR THE FULL AMOUNT (ROUNDED UP TO THE NEAREST 2 DECIMAL PLACES) SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 17 FEBRUARY 2023 (OR SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "**EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE**" OVERLEAF). 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 "**NEW AMANTE GROUP LIMITED – PAL**" AND CROSSED "**ACCOUNT PAYEE ONLY**". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE ISSUED IN RESPECT OF ANY APPLICATION MONIES RECEIVED.

The Rights Issue is conditional upon the fulfilment (or waiver (as applicable)) of the conditions set out under the paragraph headed "Conditions of the Rights Issue and the Underwriting Agreement" in the Letter from the Board in the Prospectus.

The Shares have been dealt in on an ex-rights basis from Wednesday, 4 January 2023. Dealings in the Rights Shares in their nil-paid form will take place from 9:00 a.m. on Tuesday, 7 February 2023 to 4:00 p.m. on Tuesday, 14 February 2023 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or waived (as applicable) or the Underwriting Agreement is terminated by the Underwriter at or before 4:00 p.m. on Monday, 20 February 2023 (or such other time or date as may be agreed between the Company and the Underwriter in writing), the Rights Issue will not proceed.

Any persons contemplating dealings in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled or waived (as applicable) (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases), and/or any dealings in the nil-paid Rights Shares from 9:00 a.m. on Tuesday, 7 February 2023 to 4:00 p.m. on Tuesday, 14 February 2023 (both days inclusive) shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any person contemplating any dealings 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.

閣下如欲接納全部供股股份之暫定配額，必須將本暫定配額通知書整份連同以港元繳付之上文丙欄所示之全數股款（約整至小數點後兩位數）（以支票或銀行本票形式），須不遲於2023年2月17日（星期五）下午四時正（或於背頁「**惡劣天氣及／或極端情況對最後接納時限之影響**」一段所述之較後日期及／或時間）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）並獲過戶登記處收訖。所有股款須以香港之持牌銀行賬戶開出之港元支票繳付，或以香港之持牌銀行發出之銀行本票繳付，及註明抬頭人為「**NEW AMANTE GROUP LIMITED – PAL**」，並劃線註明「**只准入抬頭人賬戶**」。有關轉讓及分拆配額之指示載於背頁。本公司不會就所接獲之任何申請款項發出收據。

供股須待章程董事會函件「供股及包銷協議之條件」一段所載條件獲達成（或豁免（倘適用）後，方可作實。

股份已於2023年1月4日（星期三）起按除權基準買賣。未繳股款供股股份將於2023年2月7日（星期二）上午九時正至2023年2月14日（星期二）下午四時正（包括首尾兩日）買賣。倘供股條件未獲達成或未獲豁免（倘適用）或於2023年2月20日（星期一）下午四時正（或本公司與包銷商可能書面協定之有關其他日期或時間）或之前，包銷協議被包銷商終止，則供股將不會進行。

有意於供股之所有條件獲達成或獲豁免（倘適用）（及包銷協議項下包銷商的終止權終止之日期）前買賣股份及／或於2023年2月7日（星期二）上午九時正至2023年2月14日（星期二）下午四時正（包括首尾兩日）買賣任何未繳股款供股股份之任何人士，均須承擔供股可能不會成為無條件或可能不會進行之風險。有意買賣任何股份及／或未繳股款供股股份之任何人士，建議諮詢彼等本身之專業顧問。

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章程所載之條款及條件以及接納手續，並同意受其約束。

**New Amante Group Limited**  
**新愛德集團有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8412)**

3 February 2023

Dear Qualifying Shareholder(s),

## **INTRODUCTION**

Reference is made to the prospectus of New Amante Group Limited (the “**Company**”) dated 3 February 2023 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with and subject to the terms and conditions as set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of one (1) Rights Share for every two (2) existing Shares in issue and registered in your name(s) in the register of members of the Company on the Record Date (that is, Thursday, 12 January 2023) at the Subscription Price of HK\$0.42 per Rights Share. Your holding of the Shares on 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 Rights Issue is only underwritten on a best effort basis. Pursuant to the Company’s constitutional documents, there are no requirements for minimum levels of subscription in respect of the Rights Issue. Subject to fulfilment or satisfaction of the conditions precedent of the Rights Issue, the Rights Issue shall proceed regardless of the ultimate subscription level. In the event of under-subscription, the Underwriter has no obligation to and may not subscribe for or procure the subscription of any Rights Shares not being taken by the Qualifying Shareholders. In the event of under-subscription, any Rights Shares not taken up by the Qualifying Shareholders whether under PAL(s) or EAF(s), or transferees of nil-paid Rights Shares, and not subscribed by subscribers procured by the Underwriter will not be issued, and hence, the size of the Rights Issue will be reduced accordingly.

The Prospectus Documents to be issued in connection with the Rights Issue will not be registered or filed under the securities law of any jurisdiction other than Hong Kong. No action has been taken by the Company to permit the offering of the Rights Shares in any territory outside Hong Kong.

No person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of anyone receiving the Prospectus Documents outside Hong Kong wishing to make an application for the Rights Shares to satisfy itself/himself/herself/themselves before subscribing for the allotted Rights Shares or excess Rights Shares, as to the full observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in any such jurisdiction in connection therewith.

Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been or will be fully complied with. Such persons should consult their professional advisers if in doubt. No application for Rights Shares will be accepted from the Non-Qualifying Shareholders (if any). The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws and regulations of any jurisdiction.

## **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. Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy or any other applicable fees and charges in Hong Kong.

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.

## PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact with the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, together with a remittance by cheque or banker's cashier order for the full amount payable on acceptance, as shown in Box C in Form A, so as to be received by the Registrar by not later than 4:00 p.m. on Friday, 17 February 2023 (or such later time and/or date as mentioned in the paragraph headed "Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance" below). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**NEW AMANTE GROUP LIMITED – PAL**" and crossed "**Account Payee Only**". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be issued in respect of any application monies received. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that unless this duly completed PAL, together with the appropriate remittance shown in Box C in Form A, has been lodged in the manner as described above, by not later than 4:00 p.m. on Friday, 17 February 2023 (or such later time and/or date as mentioned in the paragraph headed "Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance" 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 thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole 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.

**Completion and return of the PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation or warranty.**

## TRANSFER AND SPLITTING

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 this PAL to the transferee(s) 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 not later than 4:00 p.m. on Friday, 17 February 2023 (or such later time and/or date as mentioned in the paragraph headed "Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance" below).

All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**NEW AMANTE GROUP LIMITED – PAL**" and crossed "**Account Payee Only**".

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 to you hereunder or to transfer all or part of your rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Thursday, 9 February 2023 with the Registrar, who will cancel the entire original PAL and issue new PAL(s) in the denominations required which will be available for collection from the Registrar during normal business hours on the second Business Day after the surrender of this original PAL(s). It should be noted that Hong Kong 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. The Company is not obliged to but may, at its sole discretion, treat PAL(s) 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.

## **TERMINATION OF THE UNDERWRITING AGREEMENT**

### **Termination of the underwriting Agreement**

If at any time on or before the Latest Termination Date:

- (a) the Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that any of the warranties in the Underwriting Agreement was untrue, inaccurate, misleading or breached, and in each case the same is (in the reasonable opinion of the Underwriter) material in the context of the Rights Issue; or
- (b) there shall be:
  - (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong, the Cayman Islands or elsewhere;
  - (ii) any change in local, national or international financial, political, industrial or economic conditions;
  - (iii) any change of an exceptional nature in local, national or international equity securities or currency markets;
  - (iv) any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict;
  - (v) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange;
  - (vi) any suspension in the trading of the Shares on the Stock Exchange for a continuous period of 7 trading days (as defined in the GEM Listing Rules);
  - (vii) any change or development involving a prospective change in taxation or exchange controls in Hong Kong, the Cayman Islands or elsewhere which is or are, in the reasonable opinion of the Underwriter:–
    - (a) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole; or
    - (b) likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares to be taken up; or
    - (c) so material as to make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

then the Underwriter may, by notice in writing given to the Company on or before the Latest Termination Date, rescind the Underwriting Agreement.

### **CONDITIONS OF THE RIGHTS ISSUE**

The Rights Issue is conditional upon the Rights Issue becoming unconditional and not being terminated by the Underwriters prior to the Latest Termination Date in accordance with its terms. Please refer to the paragraph headed “Conditions of the Rights Issue and the Underwriting Agreement” in the letter from the Board in the Prospectus for details of the conditions of the Underwriting Agreement. In the event that the conditions of the Rights Issue are not satisfied in whole (or waived (as applicable)) by 20 February 2023, or such later date(s) as may be agreed between the Company and the Underwriter in writing, then the Rights Issue will not proceed.

## CHEQUES AND BANKER'S CASHIER ORDER

All cheques or banker's cashier orders will be presented for payment immediately following receipt and all interest (if any) earned on such monies will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a banker's cashier order, whether by a Qualifying Shareholder or by any nominated transferees, will constitute a warranty by the applicant that the cheque or the banker's cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque 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. No receipt will be issued in respect of any application monies received.

## 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 the fully-paid Rights Shares are expected to be sent on or before Monday, 27 February 2023 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares, in fully-paid form, allotted and issued to you. If the Underwriting Agreement is terminated or not becoming unconditional, refund cheques will be despatched on or before Monday, 27 February 2023 by ordinary post, at the respective Shareholders' own risk, to their registered addresses. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Monday, 27 February 2023, by ordinary post to the applicants, at their own risk, to their registered addresses.

## EXCESS RIGHTS SHARES

The Qualifying Shareholders may apply, by way of excess application, for Rights Shares representing (i) any nil-paid Rights Shares provisionally allotted but not accepted by any of the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance; (ii) subject to the provisions of the Underwriting Agreement, any entitlements of the Excluded Shareholders provisionally allotted to a nominee of the Company which are left unsold; (iii) any of the Rights Shares created from the aggregation of fractions of the Rights Shares; and (iv) the Scale-down PAL Shares (if any) and the Scale-down EAF Shares (if any). You must complete and sign the accompanying EAF in accordance with the instructions thereon and lodge the same, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 17 February 2023 (or such later time and/or date as mentioned in the paragraph headed "Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance" 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 "**NEW AMANTE GROUP LIMITED – EAF**" and crossed "**Account Payee Only**". No receipt will be given for such remittances.

It should be noted that the allotment of excess Rights Shares, if any, will be made at the discretion of the Directors on a fair and equitable basis and on a pro-rata basis to the excess Rights Shares being applied for under each application. Please refer to the Prospectus for further details. There is no guarantee that the Company will allot and issue any excess Rights Shares that you have applied for.

## SCALE-DOWN MECHANISMS

To avoid the unwitting triggering of MGO Obligations and non-compliance of Public Float Requirements, all applications for Rights Shares whether under the PAL(s) or the EAF(s), or by transferees of nil-paid Rights Shares, or by subscribers procured by the Underwriter will be made on the basis that the applications are to be scaled-down by the Company to a level which (a) does not trigger an MGO Obligation on the part of the applicant or parties acting in concert with him/her/it, and/or (b) does not result in the non-compliance of the Public Float Requirement on the part of the Company. Any subscription monies for the Scale-down PAL Shares or the Scale-down EAF Shares will be refunded to the applicants, and the Scale-down PAL Shares and the Scale-down EAF Shares will be made available for subscription by other Qualifying Shareholders through the EAF(s). In addition, under and/or pursuant to the Scaling-down, any application for Rights Shares, whether under the PAL(s) or the EAF(s), shall be subject to the scale-down mechanisms of the Rights Issue as determined by the Company to levels which do not trigger any MGO Obligation or non-compliance of Public Float Requirement. Such scale-down of applications of Rights Shares shall operate on a fair and equitable basis under the following principles: (a) EAF(s) should be scaled down before PAL(s); and (b) where the scale-down is necessitated by the exceeding of shareholding by a group rather than an individual shareholder, the allocations of EAF(s) and PAL(s) to members of the affected group should be made on a pro rata basis by reference to the number of Shares held by the affected applicants on the Record Date, but for the avoidance of any doubt, any or any such onward allocation(s) shall be subject to the Scaling-down as well.

## FRACTIONS OF THE RIGHTS SHARES

Fractions of the Rights Shares will not be provisionally allotted to any of the Qualifying Shareholders. Fractional entitlements will be aggregated and rounded down to the nearest whole number of Rights Shares. Any Rights Shares created from the aggregation of fractions of the Rights Shares will be made available for excess application by the Qualifying Shareholders.

## EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE

The Latest Time for Acceptance of and payment for Rights Shares and application for excess Rights Shares will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, “extreme conditions” caused by super typhoon as announced by the Government of Hong Kong, or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 17 February 2023. Instead, the latest time of acceptance of and payment for the Rights Shares and for application and payment for excess 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 Friday, 17 February 2023. Instead, the latest time of acceptance of and payment for the Rights Shares and for application and payment for excess 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 does not take place on the currently scheduled date, the dates mentioned above may be affected. Announcement will be made by the Company in such event as soon as possible.

## 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 this PAL has been issued, shall be conclusive evidence of the title or the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar.

All documents, including refund cheques, will be sent by ordinary post at the risks of the relevant applicants or other persons entitled thereto to their registered addresses by the Registrar. Any refund cheques will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant).

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

## PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting 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) (“**PDPO 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 PDPO 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 Floor 14, Bupa Centre, 141 Connaught Road West, Sai Ying Pun, Hong Kong or as notified from time to time in accordance with the applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar at its address set out above for the attention of Privacy Compliance Officer.

By Order of the Board  
**New Amante Group Limited**  
**Wong Chi Yung**  
*Chairman of the Board and  
Chief Executive Officer*