

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 K Group Holdings Limited (the “Company”) dated 31 March 2023 in relation to the Rights Issue (the “Prospectus”). The PAL and EAF 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.

茲提述千盛集團控股有限公司（「本公司」）就供股刊發日期為二零二三年三月三十一日之章程（「章程」）。暫定配額通知書及額外申請表格應與章程一併閱覽。除文義另有所指外，本暫定配額通知書所用詞彙與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 AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES (“EAF”) WILL EXPIRE AT 4:00 P.M. ON WEDNESDAY, 19 APRIL 2023 (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 AND FOR APPLICATION AND PAYMENT FOR EXCESS 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，務請即時處理。本暫定配額通知書所載之要約及隨附之額外供股股份申請表格（「額外申請表格」）將於二零二三年四月十九日（星期三）下午四時正（或根據下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款以及申請額外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）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方面或應採取之行動有任何疑問，應諮詢閣下之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, the EAF and other documents specified in the paragraph headed “15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES 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. The Registrar of Companies in Hong Kong, the Stock Exchange, the Securities and Futures Commission of Hong Kong and the HKSCC take no responsibility as to the contents of any of the Prospectus.

本暫定配額通知書之文本連同章程、額外申請表格及於章程附錄三「15.送呈香港公司註冊處處長之文件」一段所述其他文件之文本，已按公司（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進行登記。香港公司註冊處處長、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 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之供股股份之買賣可透過中央結算系統交收，務請諮詢閣下之持牌股票經紀、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，以了解有關交收安排及該等安排對閣下權利及權益之影響之詳情。

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 before 4:00 p.m. on Thursday, 20 April 2023 (or such later time or date as the Company and the Underwriter may agree), the Rights Issue will not proceed.

供股須待章程「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。倘供股的任何先決條件於二零二三年四月二十日（星期四）下午四時正或之前（或本公司與包銷商可能協定的有關較後時間或日期）未獲達成或豁免（如適用），則供股將不會進行。

The Underwriting Agreement contains provisions granting the Underwriter a right to terminate the Underwriting Agreement on the occurrence of certain events, which are set out in the section headed “TERMINATION OF THE UNDERWRITING AGREEMENT” below. If the Underwriter terminates the Underwriting Agreement or any of the conditions precedent of the Rights Issue is not fulfilled or waived (as applicable) at or before 4:00 p.m. on Thursday, 20 April 2023 (or such later time or date as the Company and the Underwriter may agree), the Rights Issue will not proceed.

包銷協議載列授予包銷商權利於發生若干事件時終止包銷協議的條文，其載於下文「終止包銷協議」一節。倘包銷商於二零二三年四月二十日（星期四）下午四時正或之前（或本公司與包銷商可能協定的有關較後時間或日期）終止包銷協議或供股的任何先決條件未獲達成或獲豁免（如適用），則供股將不會進行。

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（未繳股款及繳足股款形式）獲准於聯交所上市及買賣以及遵守香港結算之股份接納規定後，供股股份（未繳股款及繳足股款形式）將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份於聯交所各自之開始買賣日期或香港結算所釐定之其他日期起，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所進行之交易，須於其後第二個交易日於中央結算系統內交收。於中央結算系統內進行之所有活動均須遵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。

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之中英文版本有任何歧義，概以英文版本為準。

Shareholders should note that the Shares have been dealt in on an ex-rights basis from Monday, 24 October 2022. Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 4 April 2023 to Friday, 14 April 2023 (both dates inclusive).

股東務請注意，股份自二零二二年十月二十四日（星期一）起按除權基準買賣。未繳股款形式的供股股份之買賣將於二零二三年四月四日（星期二）至二零二三年四月十四日（星期五）（包括首尾兩日）進行。

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 (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the Shares and any dealings in the Rights Shares in their nil-paid form from Tuesday, 4 April 2023 to Friday, 14 April 2023 (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 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（及包銷商終止包銷協議的權利終止當日）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，將因而承擔供股可能不會成為無條件及／或可能不會進行的風險。股東及公眾人士於買賣股份時務請審慎行事，且於二零二三年四月四日（星期二）至二零二三年四月十四日（星期五）期間（包括首尾兩日）買賣任何未繳股款供股股份，將因而承擔供股可能不會成為無條件及可能不會進行的風險。任何擬買賣股份或未繳股款供股股份之股東或其他人士務請諮詢本身之專業顧問。

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。

Form A
表格甲

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

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

K Group Holdings Limited
千盛集團控股有限公司
(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
(Stock Code: 8475)
(股份代號：8475)

RIGHTS ISSUE ON
THE BASIS OF TWO (2) RIGHTS SHARES
FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE OF HK\$0.57 PER RIGHTS SHARE
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON WEDNESDAY, 19 APRIL 2023
於記錄日期每持有一(1)股股份可獲發兩(2)股供股股份之基準
按認購價每股供股股份0.57港元進行之供股
股款須於接納時
(即不遲於二零二三年四月十九日(星期三)下午四時正)繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Registered Office:
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal Place of Business
in Hong Kong:
21/F., Grand Millennium Plaza
181 Queen's Road Central
Sheung Wan
Hong Kong

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

香港主要經營地點：
香港
上環
皇后大道中181號
新紀元廣場21樓

31 March 2023
二零二三年三月三十一日

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, 1 November 2022
於二零二二年十一月一日(星期二)以閣下名義登記之股份總數

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 Wednesday, 19 April 2023
暫定配發予閣下之供股股份數目，惟須不遲於二零二三年四月十九日(星期三)下午四時正接納時全數繳足股款方可作實

BOX B
乙欄

Total subscription monies payable on acceptance in full
接納時應全數繳足之認購股款總額

BOX C
丙欄

HKS
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：_____

Please insert your contact telephone number here:
請在此填上閣下之聯絡電話號碼：_____

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
本公司將不會發出股款收據

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之權利時，每宗買賣均須繳付香港從價印花稅。實益權益之饋贈或轉讓（而非出售）亦須繳付香港從價印花稅。於登記轉讓本文件所述任何轉讓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 OF TRANSFER AND NOMINATION

轉讓及提名表格

Form B 表格乙

(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之合資格股東填寫及簽署)

To: The Directors,
K Group Holdings Limited
致：千盛集團控股有限公司
列位董事

Dear Sirs and Madams,

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述本人/吾等之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）之人士。

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

Signature(s) of the Qualifying Shareholders (all joint Shareholders must sign)
合資格股東簽署（所有聯名合資格股東均需簽署）

Date: _____ 2023

日期：二零二三年_____

Hong Kong ad valorem stamp duty is payable in connection with the transfer of rights to subscribe for the Rights Shares.
轉讓認購供股股份之權利須繳付香港從價印花稅。

REGISTRATION APPLICATION FORM

登記申請表格

Form C 表格丙

(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之人士填寫及簽署)

To: The Directors,
K Group Holdings Limited
致：千盛集團控股有限公司
列位董事

Dear Sirs and Madams,

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之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章程所載條款，以及在本公司的組織章程大綱及細則規限下，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。聯名申請人僅需填寫排名首位申請人之地址。
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之地址）			
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: _____ 2023

日期：二零二三年_____

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of rights to subscribe for the Rights Shares.
接納認購供股股份之權利須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 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 SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON WEDNESDAY, 19 APRIL 2023 (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 AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES" BELOW). 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 "EASY SECURITIES 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，須不遲於二零二三年四月十九日(星期三)下午四時正(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以及申請額外供股股份及繳付股款之最後時限之影響**」一段所述之有關較後日期或時間)將本暫定配額通知書整份連同表格甲之丙欄所示的港元全數股款的支票或銀行本票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)。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，以「**易昇證券有限公司**」為收款人，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章程所載條款及條件以及接納手續，並同意受其約束。

K Group Holdings Limited
千盛集團控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8475)

31 March 2023

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of K Group Holdings Limited dated 31 March 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 the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date and registered in your name(s) as at the Record Date (i.e. Tuesday, 1 November 2022) at a subscription price of HK\$0.57 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

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.

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, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

The Underwriter has the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriter has the right to terminate the Underwriting Agreement are set out below in the section headed “TERMINATION OF THE UNDERWRITING AGREEMENT”.

The Rights Issue is conditional upon the fulfillment of the conditions set out under the paragraph headed “LETTER FROM THE BOARD – THE UNDERWRITING ARRANGEMENT – CONDITIONS OF THE RIGHTS ISSUE” in the Prospectus. If the conditions are not fulfilled or the Underwriting Agreement is terminated pursuant to its terms, the Rights Issue will not proceed.

PROCEDURES FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment in full, you must lodge the PAL in accordance with the instructions printed thereon with the Registrar at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong together with a remittance for the full amount payable on acceptance, so as to be received by no later than 4:00 p.m. (Hong Kong time) on Wednesday, 19 April 2023 (or, under bad weather conditions and/or extreme conditions, such later 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 AND FOR APPLICATION AND PAYMENT FOR EXCESS 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 “**Easy Securities Limited**” and crossed “**Account Payee Only**”. No receipt will be issued in respect of any application monies received.

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. (Hong Kong time) on Wednesday, 19 April 2023, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole and 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.

APPLICATION FOR THE EXCESS RIGHTS SHARES

Qualifying Shareholders may apply, by way of excess application, for (i) the Rights Shares representing the entitlement of the Non-Qualifying Shareholders and which cannot be sold at a net premium; and (ii) any Rights Shares provisionally allotted but not validly accepted by the Qualifying Shareholders or transferees of nil-paid Rights Shares.

Application should be made by completing and signing the EAF enclosed with the Prospectus for excess Rights Shares and lodging the same with a separate remittance for the full amount payable in respect of the excess Rights Shares being applied for in accordance with the instructions printed thereon, with the Registrar at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong by not later than 4:00 p.m. on Wednesday, 19 April 2023 (or, under bad weather conditions and/or extreme conditions, 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 AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES” below). All remittances must be made by cheque or banker’s cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**Easy Securities Limited**” and crossed “**Account Payee Only**”.

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 this 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 2103B, 21/F, 148 Electric Road, North Point, Hong Kong so as to be received by no later than 4:00 p.m. on Wednesday, 19 April 2023 (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 AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES” below).

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 original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Tuesday, 11 April 2023 to the Registrar, Boardroom Share Registrars (HK) Limited at 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. 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.

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

The latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place at the time indicated above if a typhoon signal No. 8 (or above), “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region, or a “black” rainstorm warning 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 the date of the Latest Time for Acceptance. Instead the latest time for 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 the date of the Latest Time for Acceptance. Instead the latest time for 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 in Hong Kong 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 and for application and payment for excess Rights Shares does not take place on the currently scheduled date, the dates mentioned in the section headed “EXPECTED TIMETABLE” in the Prospectus may be affected. Announcement will be made by the Company in such event as soon as practicable.

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

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed.

Dealings in the Rights Shares in nil-paid form are expected to take place from Tuesday, 4 April 2023 to Friday, 14 April 2023 (both dates inclusive). Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue are fulfilled (and the date on which the Underwriter's 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.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or 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. Any PAL in respect of which the cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, 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, and underpaid application will be rejected. In the event of overpaid application, a refund cheque, without interest, will be made out to you if the overpaid amount is HK\$100 or above.

Completion and return of the PAL with a cheque or a banker's cashier order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or 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.

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 Thursday, 27 April 2023 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. If the Underwriting Agreement is terminated or not becoming unconditional, refund cheques will be despatched on or before Thursday, 27 April 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 Thursday, 27 April 2023, by ordinary post to the applicants, at their own risk, to their registered addresses.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, at any time prior to the Latest Time for Termination:

- (A) the Underwriter shall become aware of the fact that the undertaking provided by the Directors are not duly complied with 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 absolute 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 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 or 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 or elsewhere, which is or are, in the absolute 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 Time for Termination, rescind the Underwriting Agreement and thereupon all obligations of the Underwriter thereunder shall cease and determine and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save for any antecedent breaches hereof) and the Rights Issue shall not proceed.

If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. A further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

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.

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) (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 principal place of business in Hong Kong at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, 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,
For and on behalf of
K Group Holdings Limited
Zhou Junqi
Chairman and Executive Director

K Group Holdings Limited

千盛集團控股有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：8475)

敬啟者：

緒言

茲提述千盛集團控股有限公司就供股刊發日期為二零二三年三月三十一日之章程（「章程」）。除文義另有所指外，本暫定配額通知書所用詞彙與章程所界定者具有相同涵義。根據章程所載條款，董事已按於記錄日期（即二零二二年十一月一日（星期二））以閣下名義登記及持有於記錄日期每持有一(1)股股份可獲發兩(2)股供股股份之基準，按每股供股股份0.57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列於表格甲之甲欄，而閣下獲暫定配發之供股股份數目列於表格甲之乙欄。

供股股份

待供股股份（未繳股款及繳足股款形式）獲准於聯交所上市及買賣以及遵守香港結算之股份接納規定後，供股股份（未繳股款及繳足股款形式）將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份於聯交所各自之開始買賣日期或香港結算所釐定之其他日期起，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所進行之交易，須於其後第二個交易日於中央結算系統內交收。於中央結算系統內進行之所有活動均須遵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。

供股股份（當配發、繳足股款或入賬為繳足及已發行時）將在各方面與彼此以及於配發及發行供股股份當日的已發行股份享有同等地位。繳足股款供股股份的持有人將有權收取在繳足股款供股股份配發及發行日期或之後可能宣派、作出或支付的所有未來股息及分派。買賣未繳股款及繳足股款供股股份須繳付聯交所交易費、交易徵費、投資者賠償徵費或香港的任何其他適用費用及收費。

根據包銷協議，包銷商有權在包銷協議內所載之若干情況下，於最後終止時限前隨時向本公司發出通知終止包銷協議。有關包銷商有權終止包銷協議之情況詳情載於下文「終止包銷協議」一節內。

供股須待章程「董事會函件—包銷安排—供股的條件」一段所載之條件獲達成後方可作實。倘該等條件未獲達成或包銷協議按其條款予以終止，供股將不會進行。

接納及付款手續

閣下如欲全數接納暫定配額，須不遲於二零二三年四月十九日（星期三）下午四時正（香港時間）（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以及申請額外供股股份及繳付股款之最後時限之影響」一段所述之有關較後日期），按暫定配額通知書所印列之指示將暫定配額通知書連同須於接納時全數繳足之股款，送達過戶登記處（地址為香港北角電氣道148號21樓2103B室）。所有股款須以港元支付，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，以「易昇證券有限公司」為收款人，並以「只准入抬頭人賬戶」劃線方式開出。概不會就所接獲之任何申請款項發出收據。

務請注意，除非原承配人或任何有效承讓暫定配額之人士不遲於二零二三年四月十九日（星期三）下午四時正（香港時間）將已填妥之暫定配額通知書連同適當股款交回過戶登記處，否則暫定配額通知書下之有關暫定配額及一切權利及配額將被視為已遭拒絕及將予註銷。本公司可全權酌情視一份暫定配額通知書為有效，並對交回或代為交回有關表格之人士具有約束力，即使該暫定配額通知書並未根據有關指示填妥。

申請認購額外供股股份

合資格股東可以額外申請方式申請認購(i)不合資格股東配額且不能以淨溢價出售的供股股份；及(ii)任何暫定配發但未被合資格股東或未繳股款供股股份承讓人有效接納的供股股份。

閣下須不遲於二零二三年四月十九日(星期三)下午四時正(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以及申請額外供股股份及繳付股款之最後時限之影響」一段所述之有關較後日期及/或時間)，按照表格印備之指示填妥及簽署章程隨附之額外申請表格，連同就所申請額外供股股份應付之全數獨立股款一併交回過戶登記處(地址為香港北角電氣道148號21樓2103B室)，以提出申請。所有股款必須以支票或銀行本票以港元支付。支票須由香港持牌銀行賬戶開出，銀行本票亦須由香港持牌銀行發出，以「**易昇證券有限公司**」為收款人，並以「**只准入抬頭人賬戶**」劃線方式開出。

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)，並將本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)，並須不遲於二零二三年四月十九日(星期三)下午四時正(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以及申請額外供股股份及繳付股款之最後時限之影響**」一段所述之有關較後日期或時間)將本暫定配額通知書整份連同表格甲內之丙欄所示接納時應繳付之全部股款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)。

分拆

閣下如僅欲接納部分暫定配額，或轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之部分認購權，或向超過一名人士轉讓 閣下之部分或全部權利，則須不遲於二零二三年四月十一日(星期二)下午四時三十分將原暫定配額通知書交回及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)予以註銷，過戶登記處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於 閣下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。務請注意， 閣下轉讓認購相關供股股份的權利予承讓人以及承讓人接納有關權利須繳納香港從價印花稅。

惡劣天氣及/或極端情況對接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限之影響

倘出現香港特別行政區政府宣佈八號(或以上)颱風訊號；或超強颱風導致「極端情況」；或「黑色」暴雨警告訊號，則接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限將不會在上述時間發生：

- (i) 於最後接納時限當日香港本地時間中午十二時正之前生效但於中午十二時正之後取消，則接納供股股份及繳付股款以及申請額外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) 於最後接納時限當日香港本地時間中午十二時正至下午四時正期間生效，則接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限將改為下一個於香港上午九時正至下午四時正期間的任何時間並無懸掛上述警告訊號的營業日下午四時正。

倘接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限並非於目前計劃日期發生，則載於章程「預期時間表」一節所述的日期可能會受到影響。在該情況下，本公司將在實際可行情況下盡快另作公佈。

買賣現有股份及未繳股款供股股份的風險警告

股東及本公司潛在投資者務請注意，供股須待(其中包括)包銷協議成為無條件及包銷商概無根據包銷協議的條款終止包銷協議。因此，供股可能會亦可能不會進行。

未繳股款形式的供股股份之買賣預期於二零二三年四月四日(星期二)至二零二三年四月十四日(星期五)(包括首尾兩日)進行。於直至供股的所有條件達成當日(及包銷商終止包銷協議的權利終止當日)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，將因而承擔供股可能不會成為無條件或可能不會進行的風險。

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請審慎行事。任何人士如對本身之狀況或應採取之任何行動有任何疑问，務請諮詢本身之專業顧問。

支票及銀行本票

所有支票或銀行本票將於收訖後隨即過戶，而有關款項賺取的所有利息(如有)將撥歸本公司所有。任何支票或銀行本票於首次過戶時未能兌現的暫定配額通知書均可遭拒絕受理，而在該情況下，該暫定配額及其項下的一切權利將被視作已遭拒絕及將予註銷。閣下申請供股股份時須繳付準確股款金額，未繳足股款的申請將不獲受理。在多繳申請金額之情況下，閣下將會獲發退款支票，不計利息(倘多繳金額為100港元或以上)。

填妥暫定配額通知書並連同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)，即表示申請人保證支票或銀行本票可於首次過戶時兌現。在不損害本公司其他有關權利之情況下，本公司保留權利拒絕受理任何支票或銀行本票於首次過戶時未能兌現之暫定配額通知書，而在該情況下，該暫定配額及其項下的一切權利將被視作已遭拒絕及將予註銷。

供股股份證書及供股退款支票

待達成供股條件後，預計繳足股款供股股份的股票將於二零二三年四月二十七日(星期四)或之前以普通郵遞方式寄往有權收取人士的登記地址，郵誤風險概由彼等自行承擔。倘包銷協議被終止或未成為無條件，退款支票將於二零二三年四月二十七日(星期四)或之前以普通郵遞方式寄往各股東的登記地址，郵誤風險概由彼等自行承擔。有關全部或部分不成功的額外供股股份(如有)申請的退款支票預計將於二零二三年四月二十七日(星期四)或之前以普通郵遞方式寄往申請人的登記地址，郵誤風險概由彼等自行承擔。

終止包銷協議

倘於最後終止時限前任何時間：

- (A) 包銷商知悉董事作出的承諾未獲妥為遵守，或有合理理由相信包銷協議所載的任何保證為失實、不確、誤導或已遭違反，而(包銷商全權認為)各情況對供股而言屬重大；或
- (B) 發生下列事件：
 - (i) 香港或其他地區的任何法院或其他具管轄權機構頒佈任何新法律或法規，或更改現有法律或法規，或更改其詮釋或適用範圍；
 - (ii) 地區、國家或國際金融、政治、工業或經濟狀況出現任何變動；
 - (iii) 地區、國家或國際股本證券或貨幣市場出現任何特別性質的變動；
 - (iv) 地區、國家或國際間爆發任何敵對事件、暴動或武裝衝突或有關事件升級；
 - (v) 聯交所全面停止或暫停證券買賣或對證券買賣施加重大限制；
 - (vi) 股份在聯交所暫停買賣連續7個交易日(定義見GEM上市規則)；

(vii) 涉及香港或其他地區的稅務或外匯管制預期變動的任何變動或發展，

而包銷商全權認為上述事件：

- (a) 可能會對本集團的整體業務、財務狀況或前景構成重大不利影響；或
- (b) 可能會對供股成功與否或供股股份的承購程度構成重大不利影響；或
- (c) 影響重大以致繼續進行供股屬不適當、不明智或不實際，

則包銷商可於最後終止時限或之前向本公司發出書面通知撤銷包銷協議，據此包銷商於協議項下之所有責任將停止及終止以及概無訂約方可就包銷協議所產生或與之有關的任何事項或事宜向任何其他訂約方提出任何申索（惟任何先前違反包銷協議者除外），且供股將不會進行。

倘包銷商終止包銷協議，則供股將不會進行。倘包銷商終止包銷協議，則本公司將另行刊發公告。

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／或股票擁有最終所有權憑證。

個人資料收集—暫定配額通知書

閣下填妥、簽署及交回本暫定配額通知書，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暫定配額的人士之任何資料。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)本公司於香港的主要經營地點（地址為香港上環皇后大道中181號新紀元廣場21樓，或根據適用法律不時作出通知之地點）並以本公司的公司秘書為收件人；或(ii)（視情況而定）過戶登記處（上文所示地址）並以私隱條例事務主任為收件人。

此 致

列位合資格股東 台照

代表
千盛集團控股有限公司
主席兼執行董事
周君奇
謹啟

二零二三年三月三十一日