



# 越秀地產股份有限公司

## YUEXIU PROPERTY COMPANY LIMITED

(Incorporated in the Hong Kong with limited liability)

(Stock Code: 00123)

Share Registrar:

Tricor Abacus Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

Registered office:

26th Floor  
Yue Xiu Building  
160 Lockhart Road  
Wanchai  
Hong Kong

**RIGHTS ISSUE OF 928,936,826 RIGHTS SHARES**  
**AT THE SUBSCRIPTION PRICE OF HK\$9.00 PER RIGHTS SHARE ON**  
**THE BASIS OF 30 RIGHTS SHARES FOR EVERY 100 EXISTING SHARES**  
**HELD ON THE RECORD DATE**

**PAYABLE IN FULL ON APPLICATION BY NO LATER**  
**THAN 4:00 P.M. THURSDAY, 25 MAY 2023**

**EXCESS APPLICATION FORM**

Name(s) and address of Qualifying Shareholder(s) (other than the PRC Southbound Trading Investors)

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

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To: **The Directors**  
**Yuexiu Property Company Limited**

Dear Sirs,

I/We, being the registered holder(s) named above of the Shares, hereby irrevocably apply for \_\_\_\_\_ excess Rights Share(s) at the issue price of HK\$9.00 per Rights Share under the Rights Issue in respect of which I/we enclose a separate remittance by cheque or cashier's order in favour of "Yuexiu Property Company Limited — Excess Application Account" and crossed "Account Payee Only" issued for HK\$ \_\_\_\_\_ being payment in full on application for the aforementioned 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 risk to the address shown above my/our share certificate(s) for the number of additional Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application money refundable to me/us. I/We understand that allotment in respect of this application shall be made by the Directors at their discretion subject to the compliance with the Listing Rules and the applicable laws and regulations of the relevant jurisdictions on a fair and equitable basis according to the principle that any excess Rights Shares will be allocated to Qualifying Shareholders (other than the PRC Southbound Trading Investors) who apply for them on a pro rata basis by reference to the number of excess Rights Shares applied for, but no reference will be made to the number of Rights Shares applied for under a PAL or the existing number of Shares held by such Qualifying Shareholders. The Company will also disregard such number of Rights Shares applied for through EAFs of Yue Xiu Enterprises (Holdings) Limited and its associates in excess of the difference between the total number of the Rights Shares and the Committed Shares. If the aggregate number of Rights Shares available for excess application is greater than the aggregate number of excess Rights Shares applied for through EAFs, the Directors will allocate in full to each Qualifying Shareholder (other than the PRC Southbound Trading Investors) the number of excess Rights Shares applied for under the EAFs. No preference will be given to topping up odd lots to whole board lots. I/We understand that the Board will regard Beneficial Owners whose shares are held by a Registered Owner or which are held in CCASS (including HKSCC Nominees Limited) as a single Shareholder on the register of members of the Company. Accordingly, Beneficial Owners whose shares are registered in the name of a Registered Owner, or which are held in CCASS, should note that the aforesaid arrangement in relation to the allocation of excess Rights Shares will not be extended to them individually.

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 articles of association 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 holder(s) of such 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: \_\_\_\_\_ 2023 Contact Tel No: \_\_\_\_\_

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION**  
**NO RECEIPT WILL BE GIVEN**

For office use only

Application number	Number of excess Rights Shares applied for	Amount paid on application	Balance refunded
		HK\$	HK\$





# 越秀地產股份有限公司

## YUEXIU PROPERTY COMPANY LIMITED

(在香港註冊成立的有限公司)  
(股份代號：00123)

股份過戶登記處：  
卓佳雅柏勤有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

註冊辦事處：  
香港  
灣仔  
駱克道160號  
越秀大廈  
26樓

按於記錄日期每持有100股現有股份可獲發  
30股供股股份的基準，  
以每股供股股份9.00港元的認購價進行  
928,936,826股供股股份的供股

股款須不遲於二〇二三年五月二十五日(星期四)  
下午四時正於申請時繳足

### 額外申請表格

合資格股東姓名及地址(中國港股通投資者除外)

僅供此欄所列合資格股東申請。

致：越秀地產股份有限公司  
列位董事

敬啟者：

本人/吾等為名列上文的股份登記持有人，現不可撤回地根據供股以每股供股股份9.00港元的發行價申請認購\_\_\_\_\_股額外供股股份，而本人/吾等隨附一張獨立開出之以「越秀地產股份有限公司－額外申請賬戶」為抬頭人並劃線註明「只准入抬頭人賬戶」支票或銀行本票，支付申請認購上述額外供股股份數目所需之全部款項\_\_\_\_\_港元。

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/或就任何申請股款而應退還予本人/吾等之支票以普通郵遞方式按上列地址寄送予本人/吾等，郵誤風險概由本人/吾等自行承擔。本人/吾等明白，董事將遵守上市規則及相關司法權區的適用法律法規按公平公正基準酌情就本申請進行配發，所按原則為，任何額外供股股份將參考所申請額外供股股份數目按比例分配予申請之合資格股東(中國港股通投資者除外)，惟將不會參考以暫定配額通知書申請之供股股份數目或合資格股東所持有之現有股份數目。就透過越秀企業(集團)有限公司及其聯繫人額外申請表格所申請的供股股份數目超出供股股份總數與承諾股份之間的差額，該超出的部分貴公司亦將不予理會。倘可供額外申請的供股股份總數高於透過額外申請表格申請的額外供股股份總數，董事將向各合資格股東(中國港股通投資者除外)悉數分配額外申請表格項下所申請額外供股股份的數目。概不會優先考慮湊整零碎股至完整買賣單位。本人/吾等明白，就登記擁有人或中央結算系統持有股份之實益擁有人而言，董事會按照貴公司之股東名冊視登記擁有人(包括香港中央結算(代理人)有限公司)為單一股東。因此，以登記擁有人之名義登記或由中央結算系統持有股份之實益擁有人務須注意，上述分配額外供股股份之安排將不會個別適用於彼等。

本人/吾等承諾接納按供股章程所載條款及在貴公司章程細則規限下可分配予本人/吾等的上述額外供股股份數目。就分配予本人/吾等的額外供股股份而言，本人/吾等授權閣下將本人/吾等的姓名列入貴公司股東名冊作為該等供股股份的持有人。

⇒ 1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

申請人簽署(所有聯名申請人均須簽署)

支票/銀行本票的付款銀行名稱：\_\_\_\_\_ 支票/銀行本票號碼：\_\_\_\_\_

日期：二〇二三年\_\_\_\_月\_\_\_\_日 聯絡電話號碼：\_\_\_\_\_

每份申請須隨附一張獨立支票或銀行本票  
本公司將不另發收據

公司專用

申請編號	申請之額外供股股份數目	申請時繳付之款項	退還餘額
		港元	港元



## IMPORTANT

Reference is made to the prospectus issued by Yuexiu Property Company Limited (the “**Company**”) dated 11 May 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.

**THIS EAF IS VALUABLE BUT IS NOT TRANSFERABLE AND IS ONLY FOR THE USE BY THE QUALIFYING SHAREHOLDER(S) (OTHER THAN THE PRC SOUTHBOUND TRADING INVESTOR(S)) NAMED BELOW WHO WISH(ES) TO APPLY FOR THE EXCESS RIGHTS SHARES IN ADDITION TO THOSE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM. THIS EAF REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING PAL EXPIRES AT 4 P.M. ON THURSDAY, 25 MAY 2023 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER 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).**

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

A copy of this EAF, together with a copy of the other Prospectus Documents and copies of the documents specified in the paragraph headed “11. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES” in Appendix IV GENERAL INFORMATION to the Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong. This EAF and any acceptance of and application made under it are governed by and shall be construed in accordance with the laws of Hong Kong. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility for the contents of any of these documents.

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

The SFC, 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 conditional upon the fulfilment of the conditions as set out in the section headed “Letter from the Board – Rights Issue – Conditions of the Rights Issue” in the Prospectus. Further, the Underwriting Agreement grants the Joint Underwriters the right to terminate the arrangements set out in the Underwriting Agreement at any time at or before the Latest Time for Termination, which is expected to be 4 p.m. on Monday, 29 May 2023, on the occurrence of certain events including force majeure. These events are set out in the section headed “Letter from the Board – Underwriting Agreement – Termination of the Underwriting Agreement” in the Prospectus. If the Underwriting Agreement does not become unconditional or is terminated by the Joint Underwriters, the Rights Issue will not proceed. Any Shareholders or other persons dealing in the Rights Shares or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled, which is expected to be 4 p.m. on Monday, 29 May 2023, will bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in 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 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.

## 重要提示

茲提述**越秀地產股份有限公司**(「**本公司**」)於二〇二三年五月十一日就供股刊發之供股章程(「**供股章程**」)。除非文義另有所指，否則供股章程所界定之詞彙與本表格所採用者具有相同涵義。

本額外申請表格乃有價值及不可轉讓之表格，並僅供下列有意申請獲暫定配發供股股份以外額外供股股份之合資格股東(中國港股通投資者除外)使用。本額外申請表格應即時處理，本文件及隨附之暫定配額通知書所載之供股建議將於二〇二三年五月二十五日(星期四)下午四時正(或下文「**惡劣天氣或極端情況對接納供股股份及支付股款以及申請額外供股股份及支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)截止。

閣下如對本額外申請表格之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註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

本額外申請表格連同其他章程文件以及供股章程附錄四一般資料「11. 送呈公司註冊處處長之文件」一段所述文件之副本，已按香港法例第32章《公司(清盤及雜項條文)條例》第38D條之規定於香港公司註冊處處長註冊。本額外申請表格及據此作出之任何接納及申請均須受香港法例規管，並據其詮釋。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。

股份以及未繳股款及繳足股款供股股份之買賣，可透過香港結算運作之中央結算系統結算，有關結算安排及該等安排對閣下權利及權益之影響之詳情，務請徵詢閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

證監會、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，並明確表示概不就因本額外申請表格全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

供股須待供股章程「董事會函件－供股－供股條件」一節所載之條件獲達成後，方可作實。此外，包銷協議授予聯席包銷商權利在發生若干事件(包括不可抗力)之情況下，於最後終止時間(預期為二〇二三年五月二十九日(星期一)下午四時正)或之前隨時終止包銷協議所載之安排。該等事件載於供股章程「董事會函件－包銷協議－終止包銷協議」一節。倘包銷協議並無成為無條件或由聯席包銷商終止，供股將不會進行。任何股東或買賣供股股份或未繳股款供股股份的其他人士截至供股所有條件獲達成的日期(預期為二〇二三年五月二十九日(星期一)下午四時正)將承擔供股未必成為無條件或未必進行的風險。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自開始買賣當日或香港結算釐定之有關其他日期起於中央結算系統內存管、結算及交收。聯交所參與者之間於任何交易日進行之交易，須於有關交易後第二個交易日在中央結算系統內交收。所有在中央結算系統內進行之活動均須遵守不時生效之《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 IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR ANY OTHER JURISDICTION WHERE SUCH RELEASE OR DISTRIBUTION MIGHT BE UNLAWFUL.**

**NEITHER THIS EAF NOR ANY OTHER PROSPECTUS DOCUMENT CONSTITUTES OR FORMS A PART OF ANY OFFER OR SOLICITATION TO PURCHASE OR SUBSCRIBE FOR (WHETHER IN NIL-PAID OR FULLY PAID FORM) IN THE UNITED STATES. THE RIGHTS SHARES HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES UNLESS REGISTERED UNDER THE U.S. SECURITIES ACT OR PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, REGISTRATION UNDER THE U.S. SECURITIES ACT. THE COMPANY HAS NO INTENTION TO REGISTER UNDER THE U.S. SECURITIES ACT ANY PORTION OF THE RIGHTS ISSUE OR ANY OF THE RIGHTS SHARES OR THE PALS OR TO CONDUCT A PUBLIC OFFERING OF SUCH SECURITIES IN THE UNITED STATES.**

**It is the responsibility of any person (including, without limitation, a nominee, agent and trustee) receiving the Prospectus Documents outside Hong Kong and wishing to take up the Rights Shares to satisfy themselves as to full compliance with the laws of the relevant jurisdictions including the obtaining of any governmental or other consents and observing other formalities which may be required in such jurisdictions, and to pay any taxes, duties and other amounts required to be paid in such jurisdictions in connection therewith. Any acceptance of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that such local laws, regulations and requirements of the relevant territory or jurisdiction have been fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, the above representation or warranty. If you are in any doubt as to your position, you should consult a professional advisor.**

#### **PROCEDURE FOR ACCEPTANCE**

This EAF should be completed and lodged, together with payment by cheque or cashier's order as to HK\$9.00 per Rights Share for the number of excess Rights Shares applied for, with the Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, so as to be received by not later than 4 p.m. on Thursday, 25 May 2023 (or such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather 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 cheques or cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**Yuexiu Property Company Limited — Excess Application Account**" and crossed "**Account Payee Only**". All enquiries in connection with this EAF should be addressed to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. All cheques and cashier's orders accompanying a completed EAF 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. Completion and return of an EAF together with a cheque or cashier's order in payment for the excess Rights Shares applied for which are the subject of this form will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any application for excess Rights Shares in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation. Shareholders are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

本額外申請表格不可直接或間接在或向美國或發佈或派發本額外申請表格可能屬違法的任何其他司法權區刊發、發佈或派發。

本額外申請表格及任何其他章程文件並不構成於美國作出購買或認購(不論以未繳股款或繳足股款形式)的要約或招攬，亦不構成其一部分。供股股份並無根據美國證券法登記，或在美國提呈或出售，惟已根據美國證券法登記，或獲豁免或毋須遵守美國證券法登記規定之交易則除外。本公司無意根據美國證券法於美國登記供股的任何部分或任何供股股份或暫定配額通知書，或於美國進行該等證券的公開發售。

於香港境外收取章程文件及有意承購供股股份之任何人士(包括並不限於代名人、代理人及受託人)有責任自行全面遵守所有相關司法權區之法律，包括取得該等司法權區可能規定之任何政府或其他同意或辦理任何其他必要手續，以及繳付任何該等司法權區規定應付之相關稅項、徵費及其他費用。任何人士接納供股股份將被視為構成其向本公司作出已全面遵守相關地區或司法權區之地方方法例、法規及規定之陳述及保證。為免生疑問，香港結算及香港中央結算(代理人)有限公司概不會作出上述任何陳述或保證，亦不受上述任何陳述或保證所規限。閣下如對本身之情況有任何疑問，應諮詢閣下之專業顧問。

#### 接納手續

須填妥本額外申請表格，並連同就所申請額外供股股份數目以支票或銀行本票支付的每股供股股份9.00港元須不遲於二〇二三年五月二十五日(星期四)下午四時正(或下文「惡劣天氣或極端情況對接納供股股份及支付股款以及申請額外供股股份及支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)交回登記處卓佳雅柏勤有限公司(地址為香港夏愨道16號遠東金融中心17樓)。所有股款須以支票或銀行本票以港元繳付，支票須由香港持牌銀行戶口開出或銀行本票須由香港持牌銀行發出，並須註明抬頭人為「**越秀地產股份有限公司－額外申請賬戶**」，並以「**只准入抬頭人賬戶**」劃線方式開出。所有有關本額外申請表格之查詢均須寄交登記處，地址為香港夏愨道16號遠東金融中心17樓。所有支票及銀行本票隨附一份填妥的額外申請表格於收訖後過戶，而有關款項之全部利息(如有)將撥歸本公司所有。填妥及交回額外申請表格連同繳付按本表格所申請認購額外供股股份股款的支票或銀行本票，即表示申請人保證該支票或銀行本票將於首次過戶時獲兌現。在不影響本公司其他權利的情況下，本公司保留權利拒絕受理隨附支票或銀行本票於首次過戶時未獲兌現之任何額外供股股份通知書。股東並無獲保證將獲配發所申請之所有或任何額外供股股份。

## **DISTRIBUTION OF THIS EAF AND THE OTHER PROSPECTUS DOCUMENTS**

This EAF shall only be sent to the Qualifying Shareholders (other than the PRC Southbound Trading Investors). Distribution of this EAF and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this EAF or any of the other Prospectus Documents come (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or Beneficial Owner who is in any doubt as to his/her position should consult an appropriate professional advisor without delay. In particular, this EAF and the other Prospectus Documents should not be distributed, forwarded to or transmitted in, into or from the United States or any other jurisdiction in which such transfer or distribution is unlawful. The Company reserves the right to refuse to permit any Shareholder to take up his/her/its nil-paid Rights Shares or apply for excess Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction.

## **QUALIFYING SHAREHOLDERS**

To qualify for the Rights Issue and to apply for excess Rights Shares under this EAF, a Shareholder must have been registered as a member of the Company as at 5:00 p.m. on Wednesday, 10 May 2023 and be a Qualifying Shareholder.

Receipt of this EAF and/or any other Prospectus Documents does not and will not constitute an offer in the United States or any other jurisdictions in which it would be illegal to make an offer and, in those circumstances, this EAF and/or the other Prospectus Documents must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this EAF and/or any other Prospectus Documents should not, in connection with the Rights Issue, distribute or send the same in, into, or from, or transfer nil-paid Rights Shares to any person in, into or from, the United States or any other jurisdiction in which such transfer or distribution is unlawful. If an EAF is received by any person in any such jurisdiction, or by his/her agent or nominee, he/she must not seek to apply for any excess Rights Shares under the EAF unless the Company determines that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this EAF or any other Prospectus Documents in, into or from such jurisdiction (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

Overseas Shareholders are reminded that certain restrictions may apply to offers and sales of nil-paid Rights Shares and/or Rights Shares under the securities laws of their jurisdiction. In particular, the attention of Overseas Shareholders is drawn to the restrictions, disclaimers and other information and statements set out in the section headed "NOTICE" in the Prospectus. If any Overseas Shareholder is in any doubt about his/her/its position, they are recommended to consult their own professional advisors.

Notwithstanding any other provision in this EAF or any other Prospectus Documents, the Company reserves the right to permit any Shareholder to apply for excess Rights Shares if the Company in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions in question.

## 派發本額外申請表格及其他章程文件

本額外申請表格只可向合資格股東(中國港股通投資者除外)寄發。派發本額外申請表格及其他章程文件至香港以外的司法權區可能受法律限制。擁有本額外申請表格或任何其他章程文件的人士(包括並不限於代理人、保管人、代名人及受託人)須知悉並遵守任何有關限制。未能遵守該等限制可能構成違反任何有關司法權區的證券法例。任何股東或實益擁有人如對其狀況有任何疑問，應盡快諮詢合適之專業顧問。尤其是，本額外申請表格及其他章程文件不應在、向或由美國或作出有關轉讓或派發屬違法之任何其他司法權區派發、送交或送呈。倘本公司相信准許任何股東接納其未繳股款供股股份或申請認購額外供股股份會違反任何司法權區之適用證券法例或其他法例或規例，則本公司保留拒絕其接納或有關申請之權利。

## 合資格股東

為符合資格參與供股及根據本額外申請表格申請額外供股股份，股東於二〇二三年五月十日(星期三)下午五時正須為本公司之登記股東，且為合資格股東。

收到本額外申請表格及／或任何其他章程文件並不(亦將不會)構成在美國或提呈要約屬違法之任何其他司法權區提呈要約，在該等情況下，本額外申請表格及／或其他章程文件須視為僅供參照處理，亦不應複製或轉發。任何人士(包括並不限於代理人、託管人、代名人及受託人)如收到本額外申請表格及／或任何其他章程文件或，不應(就供股而言)將其在、向或由美國或作出有關派發或轉讓屬違法之任何其他司法權區派發或寄發或在、向或由美國或作出有關派發或轉讓屬違法之任何其他司法權區向任何人士轉讓未繳股款供股股份。倘若任何人士或其代理人或代名人在任何有關司法權區收到額外申請表格，其不可尋求根據額外申請表格申請任何額外供股股份，除非本公司決定，有關作為不會導致違反適用法律或監管規定，則作別論。任何人士(包括並不限於代理人、保管人、代名人及受託人)如將本額外申請表格或任何其他章程文件在、向或由任何有關司法權區轉交(無論根據合約或法律責任或其他理由)，應促使收件人注意本節內容。

海外股東務請注意，未繳股款供股股份及／或供股股份的提呈發售及銷售均可能面臨彼等司法權區的證券法例項下的若干限制。尤其是，海外股東謹請細閱供股章程「注意事項」一節所載的限制、免責聲明以及其他資料及陳述。海外股東如對彼等之立場有任何疑問，應諮詢彼等專業顧問之意見。

儘管本額外申請表格或任何其他章程文件有任何其他規定，本公司保留權利容許任何股東申請額外供股股份，倘若本公司按其絕對酌情決定信納有關交易獲豁免遵守或不受限於引致有關限制的法例或規例。

## REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this EAF, each purchaser of the nil-paid Rights Shares or subscriber for the Rights Shares will be deemed to have agreed and given each of the following representations and warranties to the Company and to any person acting on their behalf, unless in their sole discretion the Company waive such requirement expressly in writing:

- he/she/it was a Qualifying Shareholder (other than the PRC Southbound Trading Investors) as at 5:00 p.m. on the Record Date; or he/she/it lawfully acquired or may lawfully apply for the excess Rights Shares, directly or indirectly, from such a person;
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Shares and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- he/she/it is not located in the United States;
- he/she/it is not accepting an offer to acquire or take up the nil-paid Rights or the Rights Shares on a non-discretionary basis for a person who is located in the United States at the time the instruction to accept was given;
- he/she/it is not taking up for the account of any person who is located in the United States, unless (a) the instruction to purchase or take up the nil-paid Rights Shares or to subscribe for or accept the Rights Shares was received from a person outside the United States and (b) the person giving such instruction has confirmed that it (1) has the authority to give such instruction and (2) either (A) has investment discretion over such account or (B) is an investment manager or investment company that is acquiring the nil-paid Rights Shares and/or the Rights Shares in an “offshore transaction” within the meaning of Regulation S;
- he/she/it is acquiring the nil-paid Rights Shares and/or the Rights Shares in an “offshore transaction” as defined in Regulation S;
- he/she/it has not been offered the Rights Shares by means of any “directed selling efforts” as defined in Regulation S;
- he/she/it is not acquiring the nil-paid Rights Shares or the Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of such nil-paid Rights Shares or the Rights Shares into the United States; and
- he/she/it understands that neither the nil-paid Rights Shares nor the Rights Shares have been or will be registered under the U.S. Securities Act or with any securities regulatory authority of any state, territory, or possession of the United States and the nil-paid Rights Shares and the Rights Shares are being distributed and offered only outside the United States in reliance on Regulation S. Consequently, he/she/it understands that the nil-paid Rights Shares or the Rights Shares may not be offered, sold, allotted, taken up, exercised, resold, renounced, pledged, delivered, distributed or otherwise transferred in or into the United States, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the representations and warranties above.

For details of important notices and representations and warranties relating to each subscriber under this EAF, please refer to the section headed “Letter from the Board — Rights Issue — Application for Excess Rights Shares” in the Prospectus.

## 陳述及保證

一經填妥、簽署及呈交本額外申請表格，每名未繳股款供股股份的買方或供股股份的認購人將被視為已同意及已向本公司及代表彼等之其他人士作出以下陳述及保證，除非本公司全權酌情決定以書面形式明確豁免有關規定：

- 彼於記錄日期下午五時正為合資格股東(中國港股通投資者除外)，或彼已依法或可依法從有關人士直接或間接取得或申請額外供股股份；
- 彼可合法在其居住或目前身處之司法權區獲提呈發售、接納、取得、認購及收取未繳股款供股股份及／或供股股份；
- 彼並非處於美國；
- 彼並非以非全權基準為於作出接納指示時處於美國之人士接納收購或承購未繳股款供股股份或供股股份的要約；
- 彼並非代位處美國之任何人士行事，除非(a)接到美國以外地區人士之購買或承購未繳股款供股股份或認購或接納供股股份之指示；及(b)發出該項指示之人士已確認彼(1)有權發出該項指示，及(2)(A)對該賬戶擁有投資決定權；或(B)為在S規例所界定之「離岸交易」中收購未繳股款供股股份及／或供股股份之投資經理或投資公司；
- 彼於S規例所界定之「離岸交易」中收購未繳股款供股股份及／或供股股份；
- 彼並無以S規例所界定任何「指向銷售力度」之方式獲提呈發售供股股份；
- 彼收購未繳股款供股股份或供股股份之目的並非直接或間接向美國提呈發售、出售、配發、接納、行使、轉售、放棄、質押、轉讓、交付或分派有關未繳股款供股股份或供股股份；及
- 彼了解未繳股款供股股份或供股股份概無(亦將不會)根據美國證券法或在美國任何州份、領地或屬地之任何證券監管機構登記，而未繳股款供股股份或供股股份按照S規例在美國境外分派及提呈發售。因此，彼了解未繳股款供股股份或供股股份不得在或向美國提呈發售、出售、配發、接納、行使、轉售、放棄、質押、交付、分派或以其他方式轉讓，惟根據獲美國證券法登記規定之豁免或在毋須遵守證券法登記規定之交易中除外。

為免生疑問，香港結算及香港中央結算(代理人)有限公司均不會作出上述任何陳述或保證或受其規限。

有關根據本額外申請表格提出申請之各認購人的重要提示、陳述及保證詳情，請參閱供股章程「董事會函件－供股－申請額外供股股份」一節。

## **EFFECT OF BAD WEATHER 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 4:00 p.m. on Thursday, 25 May 2023 if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning and/or extreme conditions, if such circumstance 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, 25 May 2023. 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 Thursday, 25 May 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 of and payment for the Rights Shares and for application and payment for excess Rights Shares does not take place by 4:00 p.m. on Thursday, 25 May 2023, the dates mentioned herein 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.

## **GENERAL**

You will be notified by the Company of any allotment of excess Rights Shares made to you. Where the number of excess Rights Shares applied for under an EAF is greater than the total number of Rights Shares being offered under the Rights Issue, being 928,936,826 Rights Shares, such application (other than from a nominee company) would be treated as invalid and be rejected. If no excess Rights Shares are allotted to you, a refund cheque for the full amount tendered on application (without interest) will be posted to you at your own risk and, if the number of excess Rights Shares allotted to you is less than the number applied for, a cheque for the surplus application monies (without interest) will be posted to you at your own risk. Such posting is expected to take place on or before Monday, 5 June 2023. Any such cheque will be drawn in favour of the person(s) named on this form. It is expected that share certificates in respect of the excess Rights Shares allotted to you will be posted at your own risk on or before Monday, 5 June 2023. All documents, including cheques for amounts due, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto. This EAF and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong. References in this EAF to times and dates are to Hong Kong times and dates unless otherwise stated.

If you have questions in relation to the Rights Issue, please address your questions to the Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong during business hours from 9:00 a.m. to 5:00 p.m., Monday to Friday (other than Hong Kong holidays).

By completing, signing and submitting this EAF, you agree to disclose to the Company and/or the Registrar and/or their respective advisors and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the application for excess Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) 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 26th Floor, Yue Xiu Building, 160 Lockhart Road, Wanchai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary; or (ii) (as the case may be) the Registrar at its address set out above.

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

倘：(i) 二〇二三年五月二十五日(星期四)本地時間中午十二時正前任何在香港發出八號或以上熱帶氣旋警告信號或「黑色」暴雨警告及／或極端情況且於中午十二時正後不再生效，則接納供股股份及支付股款以及申請額外供股股份及支付股款之最後時限將不會於二〇二三年五月二十五日(星期四)下午四時正發生。接納供股股份及支付股款以及申請額外供股股份及支付股款之最後時限將延至同一營業日下午五時正；或(ii) 二〇二三年五月二十五日(星期四)本地時間中午十二時正至下午四時正期間任何時間在香港發出八號或以上熱帶氣旋警告信號或「黑色」暴雨警告及／或極端情況，則接納供股股份及支付股款以及申請額外供股股份及支付股款之最後時限將不會於二〇二三年五月二十五日(星期四)下午四時正發生。接納供股股份及支付股款以及申請額外供股股份及支付股款之最後時限將重新安排至於上午九時正至下午四時正期間任何時間概無發出任何該等警告之下一個營業日下午四時正。

倘接納供股股份及支付股款以及申請額外供股股份及支付股款之最後時限並非二〇二三年五月二十五日(星期四)下午四時正前，則當中所述之日期可能受到影響。本公司將在可行情況下盡快就預期時間表之任何變動以公告形式知會股東。

### 一般事項

閣下將接獲本公司通知 閣下獲配發之任何額外供股股份。倘根據一份額外申請表格申請之額外供股股份數目超過根據供股提呈之供股股份總數(即928,936,826股供股股份)，則該申請(代名人公司所提交者除外)將會被視為無效及不獲受理。申請認購時所繳付之全數款項之退款支票(不計利息)及如 閣下獲配發之額外供股股份數目少於所申請之數目，則多繳之申請款項之退款支票(不計利息)預期將於二〇二三年六月五日(星期一)或之前寄發予 閣下，郵誤風險概由 閣下自行承擔。任何該等支票將以本表格所列之人士為抬頭人。預期有關額外供股股份之股票將於二〇二三年六月五日(星期一)或之前寄發予 閣下，郵誤風險概由 閣下自行承擔。所有文件(包括退款支票)將以普通郵遞方式寄發予有關申請人或其他有權收取人士，郵誤風險概由彼等自行承擔。本額外申請表格及所有據此作出之申請須受香港法例管轄，並按其詮釋。除非另有說明，否則本額外申請表格內所提及之日期及時間均指香港日期及時間。

閣下如對供股有任何疑問，請於星期一至星期五(香港公眾假期除外)之營業時間上午九時正至下午五時內將 閣下的問題提交登記處卓佳雅柏勤有限公司，地址為香港夏愨道16號遠東金融中心17樓。

閣下填妥、簽署及交回本額外申請表格，即表示同意向本公司及／或登記處及／或彼等各自之顧問及代理人披露個人資料及彼等所需有關 閣下或 閣下為其利益而申請額外供股股份之人士之任何資料。個人資料(私隱)條例賦予證券持有人權利向本公司或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。根據個人資料(私隱)條例，本公司及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(地址為香港灣仔駱克道160號越秀大廈26樓)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)登記處(於其上述地址)。