

IN THE EVENT OF A TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR 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.

於轉讓供股股份認購權時，每項買賣均須繳付香港從價印花稅。實益權益的饋贈或轉讓（而非出售）亦須繳付香港從價印花稅。在登記任何轉讓本文件所代表的供股股份認購權前，須出示已繳付香港從價印花稅的憑證。

Form B 表格乙		FORM OF TRANSFER AND NOMINATION 轉讓及提名表格	
(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein) (僅供擬悉數轉讓其／彼等於本暫定配額通知書所列的供股股份認購權的合資格股東填寫及簽署)			
To:	The Directors Tesson Holdings Limited		
致：	天臣控股有限公司 列位董事		
Dear Sir/Madam, I/We hereby transfer all of my/our right(s) to subscribe for the Rights Share(s) 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／吾等謹將本人／吾等於本暫定配額通知書所列的供股股份認購權悉數轉讓予接納此權利並簽署下列登記申請表格(表格丙)的人士。			
1.	_____	2.	_____
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: _____ 2024			
日期：二零二四年_____月_____日			
Hong Kong Ad Valorem Stamp Duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed. 此表格一經填妥，轉讓人及承讓人須就轉讓供股股份認購權繳付香港從價印花稅。			

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 Share(s) are being transferred) (僅供承讓認購供股股份權利的人士填寫及簽署)			
To:	The Directors Tesson Holdings Limited		
致：	天臣控股有限公司 列位董事		
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 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，以及在貴公司組織章程細則的規限下，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	<input type="checkbox"/>
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。聯名申請人僅須填上排名首位的申請人的地址。				
Name in English 英文姓名／名稱	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名	
Name(s) of joint applicant(s) (if any) 聯名申請人姓名／名稱(如有)				
Address in English (joint applicants should give the address of first-named applicant only) 英文地址(聯名申請人僅須填上排名首位申請人的地址)				
Occupation 職業	Telephone No. 電話號碼			
Dividend Instructions 派息指示				
Name and address of bank 銀行名稱及地址	Bank account number 銀行賬戶號碼			
Account type 賬戶類別				

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: _____ 2024
日期：二零二四年_____月_____日

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

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TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED HEREIN WITH THE REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED AT SHOPS 1712-1716, 17/F, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NOT LATER THAN **4:00 P.M. ON WEDNESDAY, 24 JANUARY 2024** (OR, UNDER BAD WEATHER, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND 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 "**TESSON HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**" 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 ARTICLES OF ASSOCIATION OF THE COMPANY. INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN AN ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如悉數接納本暫定配額通知書所列明的供股股份暫定配額，必須將本暫定配額通知書整份連同繳付表格甲內丙欄所示全部金額的港元支票或銀行本票按照其上印備的指示於二零二四年一月二十四日(星期三)下午四時正(或在惡劣天氣下，於下文「惡劣天氣的影響」一段所述的有關較後日期及／或時間)前送達登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元繳付，並須以香港持牌銀行戶口開出的支票或香港持牌銀行發出的銀行本票支付，註明抬頭人為「**TESSON HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**」及以「**只准入抬頭人賬戶**」方式劃線開出。支付有關款項後，將表示根據本暫定配額通知書及章程的條款，並在本公司的組織章程細則規限下，接納供股股份暫定配額。有關轉讓及分拆供股股份配額的指示亦載於隨附表格內。所有繳款均不獲發收據。

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" in the Prospectus.

供股須待章程內「董事會函件」下「供股之條件」一段所載條件達成後，方可作實。

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. In the event that the provisional allotments for the Rights Issue are not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders together with the Rights Shares not provisionally allotted to the Non-Qualifying Shareholders and aggregated fractions of Rights Shares will be made available for excess application under the EAFs. There is no minimum subscription level or minimum amount to be raised under the Rights Issue.

不論暫定配發之供股股份之接納水平，供股均會以非包銷基準進行。倘供股之暫定配額未獲悉數認購，未獲合資格股東承購之任何供股股份連同未暫時配發予不合資格股東之供股股份及彙集零碎供股股份，可供以額外申請表格提出額外申請。供股不設最低認購水平或最低集資額。

The Shares have been dealt with on an ex-rights basis from Wednesday, 20 September 2023. Dealings in the Rights Shares in their nil-paid form will take place from Friday, 12 January 2024 to Friday, 19 January 2024 (both days inclusive).

股份已自二零二三年九月二十日(星期三)起按除權基準買賣。未繳股款供股股份將於二零二四年一月十二日(星期五)至二零二四年一月十九日(星期五)(包括首尾兩日)買賣。

Accordingly, any persons contemplating dealings in the Shares up to the date when the conditions of the Rights Issue are fulfilled and any dealings in the nil-paid Rights Shares from Friday, 12 January 2024 to Friday, 19 January 2024 (both days inclusive) shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers and exercise caution.

因此，任何擬於供股的條件達成當日前買賣股份的人士，以及任何於二零二四年一月十二日(星期五)至二零二四年一月十九日(星期五)(包括首尾兩日)期間買賣未繳股款供股股份的人士，將承擔供股可能不會成為無條件或可能不會進行的風險。任何擬買賣股份及／或未繳股款供股股份的股東或其他人士務請諮詢彼等本身的專業顧問並審慎行事。

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.

接納本暫定配額通知書所列明暫定配額的人士各自確認，彼已閱讀隨附表格及章程所載的條款及條件以及接納程序，並同意受其約束。

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

NO RECEIPT WILL BE GIVEN FOR REMITTANCE

每份申請均須隨附獨立開出的支票或銀行本票

所有繳款均不獲發收據

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TESSON HOLDINGS LIMITED
天臣控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 1201)

10 January 2024

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Tesson Holdings Limited (the “**Company**”) dated 10 January 2024 in relation to the Rights Issue (the “**Prospectus**”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context 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 Three (3) Rights Share for every four (4) existing Shares in issue and registered in your name(s) in the register of members of the Company on Thursday, 28 September 2023. 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 of this PAL.

The Prospectus Documents will not be registered in any jurisdiction other than Hong Kong. Distribution of the Prospectus Documents (including this PAL) into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession the Prospectus Documents come should inform themselves of and observe such restrictions. No person (including without limitation, any custodian, nominee and trustee) who receives a copy of the Prospectus Documents (including this PAL) in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for Rights Shares unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal and/or regulatory requirements. Any person (including, without limitation, any custodian, nominee and trustee outside Hong Kong) wishing to take up the Rights Shares (in nil-paid or fully-paid form) under the Rights Issue must satisfy himself/herself/itself as to the full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

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 or other laws or regulations of any jurisdiction. This PAL, and the Rights Shares, in both their nil-paid and fully-paid forms, have not been and will not be registered under the applicable securities laws of any jurisdictions other than Hong Kong.

No provisional allotment of Rights Shares has been or will be made to the Non-Qualifying Shareholders and no PAL or EAF will be sent to them. The Company will only despatch the Prospectus Documents to the Qualifying Shareholders. Any Rights Shares provisionally allotted but not accepted, will be made available for excess application by the Qualifying Shareholders under the EAF(s).

When allotted, issued and fully-paid, the Rights Shares will rank pari passu in all respects with the existing Shares then in issue

PROCEDURE FOR ACCEPTANCE

To accept this provisional allotment of the Rights Shares as specified in this PAL in full, you must lodge this PAL intact in accordance with the instructions printed herein with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with a remittance, by cheque or cashier’s order, in Hong Kong dollars for the full amount shown in Box C of Form A so as to be received by the Registrar not later than **4:00 p.m. on Wednesday, 24 January 2024** (or, under bad weather, such later date and/or time as mentioned in the paragraph headed “EFFECT OF BAD WEATHER” below). All remittances must be made in Hong Kong dollars and 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 “**TESSON HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**” 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 articles of association of the Company. Instructions on transfer and splitting of entitlements to Rights Shares are also set out in an enclosed sheet. No receipt will be given for such remittance.

It should be noted that unless this PAL, duly completed and together with the appropriate remittance for the amount shown in Box C of Form A, has been received as described above by no later than 4:00 p.m. on Wednesday, 24 January 2024 (or under bad weather conditions, such later time or date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER” below), whether by the original allottee or any person to whom the rights have been validly transferred, this provisional allotment and all rights hereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to treat but may at its absolute discretion treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if such PAL is not completed in accordance with the relevant instructions.

EXCESS RIGHTS SHARES

If you are a Qualifying Shareholder and wish to apply for any Rights Shares in addition to those provisionally allotted to you hereunder, you should complete and sign the accompanying EAF as indicated therein and lodge it, together with a separate remittance for the full amount payable on application in respect of the Excess Rights Shares applied for, with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong so as to be received by the Registrar by no later than 4:00 p.m. on Wednesday, 24 January 2024 (or under bad weather conditions, such later time or date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER” below). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**TESSON HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT**” and crossed “**Account Payee Only**”.

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TESSON HOLDINGS LIMITED
天臣控股有限公司
(於百慕達註冊成立之有限公司)
(股份代號：1201)

敬啟者：

緒言

茲提述天臣控股有限公司(「**本公司**」)日期為二零二四年一月十日內容有關供股之章程(「**章程**」)。除文義另有所指外，本通知書所用詞彙與章程所界定者具有相同涵義。根據章程所載的條款及條件以及受其條款及條件規限，董事已暫定向閣下配發若干供股股份，基準為於二零二三年九月二十八日(星期四)每持有四(4)股已發行及以閣下名義登記於本公司股東名冊的現有股份獲發三(3)股供股股份。閣下於記錄日期持有的股份載於本暫定配額通知書表格甲內甲欄，而暫定配發予閣下的供股股份數目載於表格甲內乙欄。

章程文件不會於香港境外的任何司法權區登記。在香港境外的司法權區派發章程文件(包括本暫定配額通知書)，或會受法例所限。管有章程文件的人士應知悉並遵循有關限制。任何人士(包括但不限於任何託管人、代名人及受託人)如在香港境外任何司法權區收到章程文件(包括本暫定配額通知書)，不應視此為申請供股股份的要約或邀請，除非有關要約或邀請在有關司法權區可以合法進行而無須遵守任何登記或其他法律及／或監管規定，則作別論。供股項下任何人士(包括但不限於香港境外的任何託管人、代名人及受託人)有意接納供股股份(未繳股款或繳足股款)必須確保其全面遵守任何相關地區的適用法例，包括獲取任何必須的政府或其他同意，遵守任何其他必要手續以及繳納該等地區的任何發行、轉讓或其他稅項。

本公司保留權利拒絕接納本公司相信會違反任何司法權區的適用證券或其他法例或法規的任何供股股份的申請。本暫定配額通知書及供股股份(未繳股款及繳足股款)不會及將不會根據香港境外任何司法權區的適用證券法例登記。

不合資格股東並未亦將不會獲暫定配發供股股份，且將不會獲寄暫定配額通知書或額外申請表格。本公司將僅向合資格股東寄發章程文件。任何暫定配發但未獲接納的供股股份，將可供合資格股東以額外申請表格額外申請認購。

供股股份於配發、發行及繳足股款後，將與當時之已發行現有股份在各方面均享有同等權益。

接納手續

閣下如悉數接納本暫定配額通知書所列明的本供股股份暫定配額，必須將本暫定配額通知書整份連同繳付表格甲內丙欄所示全部金額的港元支票或銀行本票按照其上印備的指示於二零二四年一月二十四日(星期三)下午四時正(或在惡劣天氣下，於下文「惡劣天氣的影響」一段所述的有關較後日期及／或時間)前送達登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元繳付，並須以香港持牌銀行戶口開出的支票或香港持牌銀行發出的銀行本票支付，註明抬頭人為「**TESSON HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT**」及以「**只准入抬頭人賬戶**」方式劃線開出。支付有關款項後，將表示根據本暫定配額通知書及章程的條款，並在本公司的組織章程細則規限下，接納供股股份暫定配額。有關轉讓及分拆供股股份配額的指示亦載於隨附表格內。所有繳款均不獲發收據。

敬請注意，除非如上文所述於二零二四年一月二十四日(星期三)下午四時正前(或在惡劣天氣情況下，於下文「惡劣天氣的影響」一段所述的有關較後日期或時間)接獲原承配人或已獲有效轉讓有關權利的任何人士所遞交經填妥的本暫定配額通知書連同表格甲內丙欄所示金額的適當股款，否則該項暫定配額及其項下一切權利將被視作已遭放棄而將予註銷。即使暫定配額通知書並未根據有關指示填妥，本公司亦毋須但可全權酌情視暫定配額通知書為有效及對親身或由代表遞交的人士具有約束力。

額外供股股份

倘閣下為合資格股東，且有意申請閣下據此獲暫定配發以外的任何供股股份，則應按隨附的額外申請表格所示填妥及簽署表格，並於二零二四年一月二十四日(星期三)下午四時正前(或在惡劣天氣情況下，於下文「惡劣天氣的影響」一段所述的有關較後日期或時間)將該表格連同就所申請額外供股股份於申請時應獨立支付的全數股款送達登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元繳付。須以香港持牌銀行戶口開出的支票及香港持牌銀行發出的銀行本票支付，註明抬頭人為「**TESSON HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT**」及以「**只准入抬頭人賬戶**」方式劃線開出。

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The Company will allocate the Excess Rights Shares at its discretion on a fair and equitable basis as far as practicable on the following principles:

- (1) if there are insufficient Excess Rights Shares to satisfy all EAFs, Excess Rights Shares will be allocated on a pro rata basis by reference to the number of Excess Rights Shares applied for in the relevant EAFs by the relevant Qualifying Shareholders;
- (2) otherwise (i.e. if the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under the PALs is greater than the aggregate number of Excess Rights Shares applied for through the EAFs), Excess Rights Shares will be allocated in full in accordance with the EAFs to each Qualifying Shareholder who applies for Excess Rights Shares.

For the avoidance of doubt, in applying the principles above, reference will only be made to the number of Excess Rights Shares being applied for in the relevant EAFs, and no reference will be made to the Rights Shares comprised in applications through PAL or the existing number of Shares held by the relevant Qualifying Shareholders.

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 transferee(s) to or through whom you are transferring such rights hereunder. 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 with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Wednesday, 24 January 2024 (or under bad weather conditions, such later time or date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER” below). 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 and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of your provisional allotment and/or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder to more than one person, this PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Tuesday, 16 January 2024 with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, who will cancel this original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar after 9:00 a.m. on the second business day after the surrender of this original PAL.

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot fractions of Rights Shares in nil-paid form. No odd-lot matching services will be provided. All fractions of Rights Shares will be aggregated (rounded down to the nearest whole number) and will be made available for excess application by the Qualifying Shareholders under the EAF(s).

CHEQUES OR CASHIER’S ORDERS

All cheques and cashier’s orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any PAL in respect of which the accompanying cheque or cashier’s order is not honoured on first presentation is liable to be rejected, and in that event the provisional allotment and all rights given pursuant to it will be deemed to have been declined and will be cancelled. Completion and return of this PAL together with a cheque or cashier’s order in payment for the Rights Shares provisionally allotted hereunder will constitute a warranty by the applicant(s) that the cheque or cashier’s order will be honoured on first presentation.

SHARE CERTIFICATES

Subject to the fulfillment of the conditions of Rights Issue, share certificates for the fully-paid Rights Shares are expected to be despatched to you by the Registrar by ordinary post at your own risk on or before Thursday, 1 February 2024. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares issued to you.

EFFECT OF BAD WEATHER

If there is a tropical cyclone warning signal no. 8 or above, a “black” rainstorm warning signal and/or extreme conditions caused by a super typhoon (“**Bad Weather**”) at any local time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 24 January 2024, the latest time for acceptance of and payment for the Rights Shares and for the application for Excess Rights Shares will be extended to 5:00 p.m. on the same business day. If there is Bad Weather in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Wednesday, 24 January 2024, the latest time for acceptance of and payment for the Rights Shares and for application 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 on Wednesday, 24 January 2024, the dates mentioned in this PAL and EAF may be affected. The Company will notify the shareholders by way of announcement of any change to the timetable as soon as practicable.

本公司將以公平公正基準盡可能在實際可行情況下根據下列原則酌情分配額外供股股份：

- (1) 倘並無充足額外供股股份滿足所有額外申請表格，額外供股股份將參照相關合資格股東在相關額外申請表格中所申請額外供股股份之數量按比例予以分配；
- (2) 否則(即倘合資格股東及／或未繳股款供股股份之承讓人未能根據暫定配額通知書承購之供股股份總數大於透過額外申請表格申請之額外供股股份總數)，額外供股股份將按照額外申請表格悉數分配予申請認購額外供股股份之每位合資格股東。

為免生疑慮，於應用上述原則時，僅參考有關額外申請表格中所申請之額外供股股份數目，並且不會參考透過暫定配額通知書申請認購之供股股份或有關合資格股東所持現有股份數目。

轉讓

閣下如欲轉讓本暫定配額通知書所述認購 閣下獲暫定配發的供股股份全部權利，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人或據此經手轉讓 閣下權利的人士。其後，承讓人須填妥及簽署登記申請表格(表格丙)，並於二零二四年一月二十四日(星期三)下午四時正前(或在惡劣天氣情況下，於下文「惡劣天氣的影響」一段所述的有關較後日期或時間)將本暫定配額通知書整份連同丙欄所載須於接納時繳足的全部股款送達登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。敬請注意，轉讓 閣下認購有關供股股份的權利及承讓人接納該等權利時，須繳付香港印花稅。

分拆

倘 閣下僅擬接納部分暫定配額及／或轉讓 閣下據此獲暫定配發供股股份的部分認購權利，或將 閣下據此獲暫定配發供股股份可認購的部分權利轉讓予超過一名人士，則本暫定配額通知書必須於二零二四年一月十六日(星期二)下午四時三十分前提交及送達登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)以供註銷，而登記處將註銷此暫定配額通知書正本，並按所需金額發出新暫定配額通知書，而新發出的暫定配額通知書將於提交此暫定配額通知書正本後第二個營業日上午九時正後在登記處可供領取。

零碎配額

本公司將不會暫定配發未繳股款之零碎供股股份。本公司不會提供零碎股份對盤服務。所有零碎供股股份將予彙集(下調至最接近之整數)，並且將可供合資格股東以額外申請表格提出額外申請。

支票或銀行本票

所有支票及銀行本票將於收訖後隨即兌現，而有關股款所賺取一切利息將就本公司利益撥歸本公司所有。倘任何暫定配額通知書隨附的支票或銀行本票於首次過戶時不獲兌現，則有關暫定配額通知書可遭拒絕受理，而在此情況下，有關暫定配額及據此獲得的一切權利將被視作已遭放棄而將予註銷。填妥本暫定配額通知書並連同繳付據此獲暫定配發的供股股份股款的支票或銀行本票交回時，即表示申請人保證該支票或銀行本票將於首次過戶時獲得兌現。

股票

待供股的條件獲達成後，預期登記處將於二零二四年二月一日(星期四)或之前以平郵方式將繳足股款供股股份的股票寄發予 閣下，郵誤風險概由 閣下自行承擔。除香港中央結算(代理人)有限公司外， 閣下將就所有獲發的供股股份收取一張股票。

惡劣天氣的影響

倘於二零二四年一月二十四日(星期三)當地時間中午十二時正前懸掛8號或以上熱帶氣旋警告信號、「黑色」暴雨警告信號及／或發出超級颶風引致之極端情況(「**惡劣天氣**」)，且在中午十二時正後取消，則接納供股股份及繳付股款以及申請額外供股股份之截止時間將順延至同一個營業日下午五時正。倘於二零二四年一月二十四日(星期三)香港當地時間中午十二時正至下午四時正期間出現惡劣天氣，接納供股股份及繳付股款以及申請額外供股股份之截止時間將改為下一個營業日(在該日上午九時正至下午四時正期間任何時間並無懸掛任何該等警告信號)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的截止時間並非二零二四年一月二十四日(星期三)，則暫定配額通知書及額外申請表格所述的日期可能受到影響。本公司將在實際可行情況下儘快就時間表的任何變動以公告形式通知股東。

GENERAL

Completion and return of this PAL will constitute a warranty and representation from you to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with this PAL and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. 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 of the party or parties lodging it to deal with the same and to receive split PALs and/or certificates for Rights Shares. This PAL and any acceptance of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong. Further copies of the Prospectus giving details of the Rights Issue are available from the Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong during normal business hours from Wednesday, 10 January 2024 to Wednesday, 24 January 2024.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting this PAL and/or the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) 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 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 the Company, at its registered office at Room 401A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for the attention of Personal Data Privacy Officer.

Yours faithfully,
By order of the Board
Tesson Holdings Limited
Tin Kong
Chairman

一般事項

填妥及交回本暫定配額通知書，即表示閣下向本公司保證及聲明，閣下已經或將會妥為遵守所有相關司法權區內與本暫定配額通知書及其任何接納有關的一切登記、法律及規管要求。為免生疑問，香港結算或香港中央結算(代理人)有限公司將概不作出，或受任何上述保證及聲明規限。遞交本暫定配額通知書及(在有關情況下)擬由獲發本暫定配額通知書的人士簽署的轉讓及提名表格(表格乙)，將為最終擁有權的證明，顯示遞交有關文件的人士有權處理有關文件及接收經分拆的暫定配額通知書及／或供股股份的股票。本暫定配額通知書及接納其所載認購要約受香港法例規管，並按此詮釋。載有供股詳情的章程可於二零二四年一月十日(星期三)至二零二四年一月二十四日(星期三)期間的一般營業時間內向登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)索取。

收集個人資料－暫定配額通知書

填妥、簽署及交回本暫定配額通知書及／或隨附本暫定配額通知書之表格，即表示閣下同意向本公司、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暫定配發供股股份之人士之任何資料。香港法例第486章《個人資料(私隱)條例》賦予證券持有人權利，可確定本公司或登記處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。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要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息之所有要求，應寄至本公司註冊辦事處(地址為香港九龍尖沙咀麼地道68號帝國中心401A室)或根據適用法例不時通知之地址，交予本公司的公司秘書，或(視情況而定)寄至登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)，交予個人資料私隱主任。

此 致

列位合資格股東 台照

承董事會命
天臣控股有限公司
主席
田鋼
謹啟

二零二四年一月十日