

To be valid, the whole of this document must be returned.

本文件必須整份交還，方為有效。

IMPORTANT

重要提示

Reference is made to the prospectus issued by PFC Device Inc. (the “**Company**”) dated 8 June 2021 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述節能元件有限公司(「**本公司**」)日期為二零二一年六月八日就供股刊發之供股章程(「**供股章程**」)。除文義另有所指外，供股章程所界定之詞彙與本文件所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL**”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“**EAF**”) EXPIRES AT 4:00 P.M. ON WEDNESDAY, 23 JUNE 2021 (OR, UNDER BAD WEATHER 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” BELOW).**

此乃有價值及可轉讓之暫定配額通知書(「**暫定配額通知書**」)，並須閣下即時處理。本暫定配額通知書及隨附之額外申請表格(「**額外申請表格**」)所載之要約將於二零二一年六月二十三日(星期三)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「**惡劣天氣及／或極端情況對最後接納時限的影響**」一段所述之有關較後時間或日期)屆滿。

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

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問或閣下如已出售或轉讓閣下於本公司之全部或部分股份，應諮詢閣下之持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus, the EAF and the documents specified in the paragraph headed “14. Documents delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission take no responsibility for the contents of any of these documents.

本暫定配額通知書連同供股章程及額外申請表格以及供股章程附錄三內「14. 送呈公司註冊處處長之文件」一段所述之文件，已根據香港法例第32章公司(清盤及雜項條文)條例第342C條送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證券及期貨事務監察委員會對任何該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

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

買賣未繳股款及繳足股款供股股份可透過香港結算設立及營運之中央結算系統進行交收，且閣下應諮詢閣下之持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排之詳情以及有關該等安排對閣下之權利與權益可能構成之影響。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲批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於聯交所開始買賣日期(或於香港結算釐定的其他日期)起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行的交易須於其後第二個交易日於中央結算系統內進行交收。於中央結算系統進行的一切活動均須依據不時生效的中央結算系統一般規則及中央結算系統運作程序規則進行。



PFC Device Inc.

節能元件有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

(Stock code: 8231)
(股份代號: 8231)

**RIGHTS ISSUE ON THE BASIS OF ONE (1)
RIGHTS SHARE FOR EVERY TWO (2) SHARES
HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS AT THE SUBSCRIPTION
PRICE OF HK\$0.80 PER RIGHTS SHARE**

按於記錄日期每持有兩(2)股股份
獲發一(1)股供股股份的基準以認購價每股供股股份0.80港元按非包銷基準進行供股

**PAYABLE IN FULL ON ACCEPTANCE
BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 23 JUNE 2021**
股款須不遲於二零二一年六月二十三日(星期三)下午四時正接納時全數繳足

Provisional Allotment Letter
暫定配額通知書

Branch share register and transfer office in Hong Kong:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處:

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

Registered office:

註冊辦事處:
Windward 3
Regatta Office Park
PO Box 1350,
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

1/F
Shell Industrial Building
12 Lee Chung Street
Chai Wan
Hong Kong

總辦事處及香港主要營業地點:

香港柴灣
利眾街12號
蜆壳工業大廈一樓

8 June 2021

二零二一年六月八日

Form A
表格甲

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

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Number of Shares registered in your name(s)
on Monday, 7 June 2021
於二零二一年六月七日(星期一)登記於閣下名
下之股份數目

Box A
甲欄

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Number of Rights Shares provisionally allotted
to you subject to payment in full on acceptance
by not later than 4:00 p.m. on Wednesday, 23
June 2021

暫定配發予閣下之供股股份數目，股款須不遲
於二零二一年六月二十三日(星期三)下午四時
正接納時繳足

Box B
乙欄

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Total subscription monies payable in full upon
acceptance

於接納時應全數繳足之認購股款總額

Box C
丙欄

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

支票／銀行本票之付款銀行名稱： _____

Cheque/cashier's order no.:

支票／銀行本票號碼： _____

Contact Telephone No.:

聯絡電話號碼： _____

Provisional Allotment Letter No.

暫定配額通知書編號

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TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT LEVEL 54, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS FOR THE FULL AMOUNT (ROUNDED UP TO THE NEAREST 2 DECIMAL PLACES) SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 23 JUNE 2021 (OR, UNDER BAD WEATHER AND/ OR EXTREME CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "**EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE**" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "**PFC DEVICE INC. – RIGHTS ISSUE ACCOUNT**" AND CROSSED "**ACCOUNT PAYEE ONLY**". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT BELOW. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

The Rights Issue is subject to the fulfilment of the conditions set out under the section headed "Conditions of the Rights Issue" in the "Letter from the Board" in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled, at or before 4:00 p.m. on Thursday, 24 June 2021 (or such later time and/or date as the Company may determine), the Rights Issue will not proceed.

Dealings in the Rights Shares in the nil-paid forms will take place from 9:00 a.m. on Thursday, 10 June 2021 to Friday, 18 June 2021 (both dates inclusive) on the Stock Exchange. Any Shareholders or other persons dealing or contemplating dealing in the Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled, or in the Rights Shares in the nil-paid form during the period, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. If the Rights Issue fails to proceed, the subscription monies received will be returned to the applicants by cheques without interest. Any Shareholders or other persons contemplating selling or purchasing Shares and/or Rights Shares in the nil-paid form during such periods are recommended to consult their professional advisers.

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

閣下如欲全數接納供股股份之暫定配額，必須將本暫定配額通知書整份連同以港元繳付之上文丙欄所示之全數股款(向上約整至小數點後兩位數)(以支票或銀行本票形式)，須不遲於二零二一年六月二十三日(星期三)下午四時正(或於惡劣天氣及/或極端情況下，則於下文「惡劣天氣及/或極端情況對最後接納時限的影響」一段所述之較後日期及/或時間)送達過戶登記處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓)並獲過戶登記處收訖。所有股款須以港元繳付，並以在香港持牌銀行賬戶開出之支票或以香港持牌銀行發出之銀行本票支付。所有支票或銀行本票均須註明抬頭人為「**PFC DEVICE INC. – RIGHTS ISSUE ACCOUNT**」，並以「**只准入抬頭人賬戶**」劃線方式開出。有關轉讓及分拆配額之指示載於下文。本公司將不就有關股款另發收據。

供股須待供股章程「董事會函件」中「供股之條件」一節所載的條件達成後，方可作實。倘於二零二一年六月二十四日(星期四)下午四時正或之前(或本公司釐定的較後日期及/或時間)未能達成供股的任何條件，供股將不會進行。

未繳股款供股股份將於二零二一年六月十日(星期四)上午九時正至二零二一年六月十八日(星期五)(包括首尾兩日)之期間內在聯交所買賣。任何股東或其他人士於供股全部條件獲達成當日前買賣或擬買賣股份或於該期間內以未繳股款方式買賣供股股份，須承擔供股可能不會成為無條件或可能不會進行之風險。倘供股未能進行，則所收取之認購股款將不計利息以支票退還予申請人。任何股東或其他人士如欲於該期間內買賣股份及/或未繳股款供股股份，應諮詢彼等之專業顧問。

接納本暫定配額通知書所訂明之暫定配額之每位人士均確認其已閱讀所附文件及供股章程所載之條款及條件以及接納手續，並同意受其約束。

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

每份接納須隨附一張獨立開出之支票或銀行本票
本公司將不就股款另發收據

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.

如轉讓供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在登記轉讓本文件所代表之認購供股股份之權利前，須出示已繳付香港從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)
(只供擬轉讓其／彼等全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors
PFC Device Inc.

致：節能元件有限公司
列位董事 台照

Dear Sir/Madam,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等謹將本暫定配額通知書所列本人／吾等之供股股份之認購權全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

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

Signature(s) of Shareholder(s) (all joint Shareholders must sign)

股東簽署(所有聯名股東均須簽署)

Date: _____ 2021

日期：二零二一年 _____ 月 _____ 日

Hong Kong ad valorem stamp duty is payable in connection with the transfer of
your rights to subscribe for the Rights Shares.

閣下轉讓供股股份之認購權須繳付香港從價印花稅。

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

To: The Directors
PFC Device Inc.

致：節能元件有限公司
列位董事 台照

Dear Sir/Madam,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s).
I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the
memorandum and articles of association of the Company.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列之供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫
定配額通知書及供股章程所載條款，以及在貴公司之組織章程大綱及細則的規限下，接納此等供股股份。

Existing Shareholder(s)
Please mark "X" in this box
現有股東請在本欄內填上「X」號

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To be completed in **BLOCK** letters in **ENGLISH**.

Joint applicants should give the address of the first-named applicant only.

請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。

For Chinese applicant(s), please provide your name(s) in both English and Chinese.

中國籍申請人請同時填寫中英文姓名。

Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Name(s) of joint applicant(s) (if any) 聯名申請人姓名(如有)			
Address in English (Joint applicants should give the address of first-named applicant only) 英文地址(聯名申請人 只須填報排名首位之 申請人地址)			
Occupation 職業		Telephone no. 電話號碼	
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account no. 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: _____ 2021

日期：二零二一年 _____ 月 _____ 日

**Hong Kong ad valorem stamp duty is payable in connection with the acceptance of your rights
to subscribe for the Rights Shares.**

閣下接納供股股份之認購權須繳付香港從價印花稅。



PFC Device Inc.

節能元件有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8231)

8 June 2021

Dear Qualifying Shareholders,

INTRODUCTION

Reference is made to the prospectus of PFC Device Inc. (the “**Company**”) dated 8 June 2021 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 and subject to conditions as set out in the Prospectus and subject to the memorandum and articles of association of the Company, the Directors have provisionally allotted to you a number of Rights Shares on the basis of one (1) Rights Share for every two (2) Shares in issue and registered in your name(s) in the register of members of the Company on the Record Date (that is, Monday, 7 June 2021) at the Subscription Price of HK\$0.80 per Rights Share. Your holding of the Shares on the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

Under the Rights Issue, Qualifying Shareholders may apply, by way of excess application, for (i) any unsold entitlements to the Rights Shares of the Excluded Shareholders; (ii) any Rights Shares provisionally allotted but not validly accepted by the Qualifying Shareholders or otherwise not subscribed for by transferees of nil-paid Rights Shares; and (iii) aggregation of fractions of the Rights Shares which are not sold (if any). Application for excess Rights Shares can be made by the Qualifying Shareholders only and by duly completing and signing an EAF (in accordance with the instructions printed therein) and lodging the same with a separate remittance for the sum payable for the excess Rights Shares being applied for with the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:00 p.m. on Wednesday, 23 June 2021.

The Prospectus Documents have not been and will not be registered or filed under any applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken by the Company to permit the offering of the Rights Shares in any territory outside Hong Kong.

No persons receiving a copy of the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory or jurisdiction where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof or where the offer is made in reliance on any exemption or where compliance with the relevant legal or regulatory requirement will not, in the Board’s judgement, be unduly burdensome. It is the responsibility of any person outside Hong Kong (including but not limited to any agent, custodian, nominee or trustee on his/her/its behalf) wishing to subscribe or make an application for the Rights Shares to satisfy himself/herself/itself/themselves before subscribing for the allotted Rights Shares or excess Rights Shares, as to the full observance of the laws and regulations of all relevant territory or jurisdiction, including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of or application for Rights Shares by any person will constitute a representation and warranty from such person to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL or EAF and any acceptance of it, have been, or will be, duly complied with. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully paid or credited as fully paid, will rank pari passu with the then existing Shares in issue on the date of allotment and issue of the Rights Shares in all respects. Holders of such 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 their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy and any other applicable fees and charges in Hong Kong.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

PROCEDURE FOR APPLICATION AND PAYMENT

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact with the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a remittance by cheque or cashier's order for the full amount payable on acceptance, as shown in Box C in Form A, so as to be received by the Registrar by not later than 4:00 p.m. on Wednesday, 23 June 2021 (or, under bad weather and/ or extreme conditions, such later time and/ or date as mentioned in the paragraph headed "Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance" below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on a bank account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**PFC DEVICE INC. – 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 memorandum and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that unless this duly completed PAL, together with the appropriate remittance shown in Box C in Form A, has been lodged in the manner as described above, by not later than 4:00 p.m. on Wednesday, 23 June 2021 (or, under bad weather and/or extreme conditions, such later time and/ or date as mentioned in the paragraph headed "Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance" below), whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders. The Company is not obliged to but 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 in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

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

TRANSFER AND SPLITTING

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “Form of transfer and nomination” (Form B) and hand this PAL to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then complete and sign the “Registration application form” (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Wednesday, 23 June 2021 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance” below).

All remittances must be made in Hong Kong dollars by cheques which must be drawn on a bank account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**PFC DEVICE INC. – RIGHTS ISSUE ACCOUNT**” and crossed “**ACCOUNT PAYEE ONLY**”. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:00 p.m. on Tuesday, 15 June 2021 with the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, who will cancel this original PAL and issue new PAL(s) in the denominations required which will be available for collection at the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of this original PAL(s). It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company is not obliged to but may, at its sole and absolute discretion, treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is subject to the fulfilment of the conditions set out under the section headed “Conditions of the Rights Issue” in the “Letter from the Board” in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled, at or before 4:00 p.m. on Thursday, 24 June 2021 (or such later time and/or date as the Company may determine), the Rights Issue will not proceed.

CHEQUES AND CASHIER'S ORDER

All cheques and cashier's orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or such other person(s) to whom the rights to subscribe for the Rights Shares have been validly transferred, will constitute a warranty by such person(s) that the cheque or the cashier's 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 accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any PAL and/or relevant remittance received.

SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on or before Friday, 2 July 2021 to you by ordinary post at your own risk. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares and/or excess Rights Shares (if any), both in fully-paid form, allotted and issued to you.

If the Rights Issue is terminated or if your application for excess Rights Shares is not successful or is only partially successful, refund cheques, without interest, in respect of the relevant portion of application monies received are expected to be posted by ordinary post at your own risk to your registered addresses on or before Friday, 2 July 2021. Refund cheques (crossed "**ACCOUNT PAYEE ONLY**") will be despatched by ordinary post to the registered addresses of the relevant applicants of the Rights Shares at the risk of such applicants.

EXCESS RIGHTS SHARES

Under the Rights Issue, Qualifying Shareholders may apply, by way of excess application, for (i) any unsold entitlements to the Rights Shares of the Excluded Shareholders; (ii) any Rights Shares provisionally allotted but not validly accepted by the Qualifying Shareholders or otherwise not subscribed for by transferees of nil-paid Rights Shares; and (iii) aggregation of fractions of the Rights Shares which are not sold (if any). Application for excess Rights Shares can be made by the Qualifying Shareholders only and by duly completing and signing an EAF (in accordance with the instructions printed therein) and lodging the same with a separate remittance for the sum payable for the excess Rights Shares being applied for with the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on Wednesday, 23 June 2021 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed "Effect of bad weather and/or extreme conditions on the Latest Time for Acceptance" below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on a bank account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**PFC DEVICE INC. – EXCESS APPLICATION ACCOUNT**" and crossed "**ACCOUNT PAYEE ONLY**". No receipt will be given for such remittances.

The Board will allocate the excess Rights Shares (if any) at their discretion on a fair and equitable basis on the principle that any excess Rights Shares will be allocated to the applying Qualifying Shareholders on a pro rata basis in proportion to the number of excess Rights Shares being applied for under each application. No reference will be made to the Rights Shares subscribed by the Qualifying Shareholders through applications by the PAL or the number of Shares held by Qualifying Shareholders. No preference will be given to topping-up odd lots to whole board lots. Pursuant to Rule 10.31(3)(b) of the GEM Listing Rules, the Company will also take steps to identify the applications for excess Rights Shares made by any controlling shareholder or its associates, whether in their own names or through nominees. The Company shall disregard their applications for excess Rights Shares to the extent that the total number of excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by them under their assured entitlement to the Rights Shares.

In the event that the Board notes unusual patterns of excess Rights Shares applications, the Board will review those applications and if the Board has reason to believe that any application may have been made with the intention to abuse the above mechanism, such application(s) for excess Rights Shares may be rejected at the sole discretion of the Board.

The Registrar will notify the relevant Qualifying Shareholders of any allotment of excess Rights Shares made to them. No receipt will be given for such remittances. It should be noted that the lodging of the EAF does not assure the Qualifying Shareholder of being allocated any Rights Shares in excess of those of his/her/its provisional allotments.

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot and issue fractions of Rights Shares. All fractions of the Rights Shares will be aggregated and sold in the market and, if a premium (net of expenses) can be achieved, the Company will keep the net proceeds for its own benefit. Any unsold fractions of the Rights Shares will be available for excess application by the Qualifying Shareholders under the EAFs (if any).

NON-UNDERWRITTEN BASIS

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event there is an undersubscription of the Rights Issue, any unsubscribed Rights Shares will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount which must be raised in order for the Rights Issue to proceed.

The legal adviser of the Company to the Cayman Islands law has confirmed that there are no applicable statutory requirements under the laws of the Cayman Islands regarding minimum subscription levels in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer under the Takeovers Code, unless a waiver from the Executive (as defined in the Takeovers Code) has been obtained. Accordingly, the Rights Issue will be made on the term that the Company will provide for Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the applications of any Shareholder for his/her/its entitlement under the PAL or for excess Rights Shares under the EAF will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code.

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

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 if there is a tropical cyclone warning 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:

- (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 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 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 does not take place on the currently scheduled date, the dates mentioned in this section may be affected. Announcement will be made by the Company in such event as soon as possible.

GENERAL

Lodgment of this PAL with, where relevant, the “Form of transfer and nomination” (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title or the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar.

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

All dates or deadlines specified in this PAL refer to Hong Kong local time.

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

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (“**PDPO Ordinance**”) provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the PDPO Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at 1/F, Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong or as notified from time to time in accordance with the applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar at its address set out above for the attention of Privacy Compliance Officer.

By Order of the Board
PFC Device Inc.
Yung Kwok Kee, Billy
Chairman