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 Vertical International Holdings Limited (the "Company") dated 24 January 2022 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.

兹提述弘浩國際控股有限公司(「**本公司**」)日期為二零二二年一月二十四日就供股刊發之章程(「**章程**」)。除文義另有所指外,章程所界定之詞彙與本文件所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER ("PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM ("EAF") EXPIRES AT 4:00 P.M. ON THURSDAY, 10 FEBRUARY 2022 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES" IN THE ENCLOSED SHEET).

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**」)所載之要約將於二零二二年二月十日(星期四)下午四時正(或於惡劣天氣及/或極端情況下,則於附頁「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間或日期)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 STOCKBROKER, LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S).

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問或 閣下如已出售或轉讓 閣下於本公司之全部或部分股份,應諮詢 閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。 A copy of this PAL, together with a copy of the Prospectus, the EAF and the documents specified in the paragraph headed "13. Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility for the contents of any of these documents.

本暫定配額通知書連同章程及額外申請表格以及章程附錄三內「13. 送呈公司註冊處處長的文件」一段所述之文件,已根據香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對任何該等文件之內容概不負責。

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

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

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

未繳股款及繳足股款供股股份之買賣可透過香港結算成立及運作之中央結算系統交收。 閣下應就該等交收安排之詳情及該等安排如何影響 閣下之權利及權益,諮詢 閣下之股票經紀或持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

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

倘未繳股款及繳足股款供股股份獲准於聯交所上市及買賣,並符合香港結算之證券收納規定後,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,自未繳股款及繳足股款供股股份各自於聯交所開始買賣之日期或於香港結算釐定之有關其他日期起,可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日之交易必須於其後第二個交易日於中央結算系統交收。於中央結算系統進行之所有活動均須依據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進行。

Form A 表格甲

Branch share registrar 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

VERTICAL INTERNATIONAL HOLDINGS LIMITED Registered office:

弘浩國際控股有限公司

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

(Stock code: 8375) (股份代號: 8375)

RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE AT A SUBSCRIPTION PRICE OF HK\$0.21 PER RIGHTS SHARE

> 按於記錄日期每持有兩(2)股股份獲發 一(1)股供股股份之基準 以認購價每股供股股份0.21港元進行供股

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON THURSDAY, 10 FEBRUARY 2022

股款最遲須於二零二二年二月十日(星期四) 下午四時正接納時全數繳足

PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

Registered office: 註冊辦事處: Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands

Headquarters and Principal place of business in Hong Kong:
Unit 2212, 22/F
Global Gateway Tower
63 Wing Hong Street
Cheung Sha Wan
Hong Kong
總部及香港主要營業地點:
香港
長沙灣
永康街63號
Global Gateway Tower

24 January 2022 二零二二年一月二十四日

22樓2212室

Name(s) and address of the Qualifying Shareholder(s) 合資格股東之姓名及地址		Provisional Allotment Letter No. 暫定配額通知書編號			
	BOX A 甲欄	Number of Shares registered in your name(s) on Friday, 21 January 2022 於二零二二年一月二十一日(星期五)登紀於 関下名下之股份數目			
		Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p. m. on Thursday, 10 February 2022 暫定配發予關下之供股股份數目,股款最遲須於二零二二年二月十日(星期四)下午四時正接納時繳足			
	BOX B 乙欄				
	BOX C	Total subscription monies payable in full upon acceptance 於接納時應繳足之認購股款總額			
	万欄	HKS 港元			
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 number: _ 支票/銀行本票號碼:			
Contact Telephone No.: 聯絡電話號碼:					

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/彼等於本表格所列全部供股股份認購權之合資格股東填寫及簽署)

	(只供無特議共/仮寺於本衣恰別)	内主即供放放切認期惟之百頁作	f 放果県為及東有	,		
To: The Directors Vertical International Holdings 弘 弘	s Limited					
application form (Form C) below.	rights to subscribe for the Rights Shares	comprised in this PAL t	o the person(s)	accepting the	e same and signing	g the registratio
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	列登記申請表林	各(表格丙)之	人士。	
1	_ 2	3		4.		
Signature(s) of Shareholder (s)(all join	t Shareholders must sign) 股東簽署(所有)					
				Date:		202
					二零二二年	_月
Hong Kong stamp du	uty of HK\$5.00 and ad valorem stamp duty is pay 閣下轉讓供股股份之認購權	able in connection with the tran 須繳付香港印花税5.00港元及復		to subscribe for	the Rights Shares.	
Form C 表格丙	REGISTRAT	ΓΙΟΝ APPLICATI 登記申請表格	ON FORM	1		
(To be	completed and signed only by the person(s) to wh (僅供已獲轉讓供用	nom the rights to subscribe for t 股股份認購權之人士填寫及簽署		nave been transfe	erred)	
To: The Directors	s Limited					
PAL and the Prospectus and subject 敬啟者:	per of Rights Shares mentioned in Box Bot to the memorandum and articles of assoc 欄所列之供股股份數目,登記於本人/吾股股份。	iation of the Company.	-	通知書及章程	· 上所載條款,以及在	
To be	completed in BLOCK letters in ENGLISH . Join 請用 英文正楷 填寫。聯名F For Chinese applicant(s), please pr 中國籍申請	申請人只須填報排名首位之申請	 青人地址。	amed applicant		
Name in English Family name or Company 英文姓名 姓氏或公司名稱	Family name or Company name 姓氏或公司名稱		Name in Chir 中文姓名	nese		
	Other names 名字					
Name(s) of joint applicant(s) (if any) 聯名申請人姓名 (如有)						
Address in English (Joint applicants should give the address of firstnamed 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			Telephone No	0.		
職業	Dividenc	I Instructions 派息指示	電話號碼			
Name and address of bank 銀行名稱及地址			Bank account 銀行賬戶號碼			
1.	2.	3.		4.		
-	ignature(s) of applicant(s) (all joint applica		肾(所有聯名申請			
				Date:		202
				日期:	二零二二年	月 !

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

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, 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 THURSDAY, 10 FEBRUARY 2022 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES" IN THE ENCLOSED SHEET). 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 "VERTICAL INTERNATIONAL HOLDINGS LIMITED — PAL" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

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

Dealings in the Rights Shares in the nil-paid forms will take place from 9:00 a.m. on Wednesday, 26 January 2022 to 4:00 p.m. on Monday, 7 February 2022 (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.

閣下如欲接納全部供股股份之暫定配額,必須將本暫定配額通知書整份連同以港元繳付之上文丙欄所示之全數股款(向上約整至小數點後兩位數)(以支票或銀行本票形式),最遲須於二零二二年二月十日(星期四)下午四時正(或於惡劣天氣及/或極端情況下,則於附頁「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限之影響」一段所述之較後時間及/或日期)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戶口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「VERTICAL INTERNATIONAL HOLDINGS LIMITED — PAL」,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附頁。本公司將不就有關股款另發收據。

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

未繳股款供股份將於二零二二年一月二十六日(星期三)上午九時正至二零二二年二月七日(星期一)下午四時正(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附頁及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

VERTICAL INTERNATIONAL HOLDINGS LIMITED

弘浩國際控股有限公司

 $(Incorporated\ in\ the\ Cayman\ Islands\ with\ limited\ liability)$

(Stock code: 8375)

Dear Qualifying Shareholder(s),

24 January 2022

INTRODUCTION

Reference is made to the prospectus of Vertical International Holdings Limited (the "Company") dated 24 January 2022 (the "Prospectus") in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of one (1) Rights Share for every two (2) Shares held and registered in your name(s) as at the Record Date (i.e. Friday, 21 January 2022) at a Subscription Price of HK\$0.21 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

RIGHTS SHARES

The Rights Shares, when issued, allotted and fully paid or credited as fully paid, shall rank *pari passu* in all respects among themselves and with the Shares then in issue. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both 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 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 nil-paid and fully-paid forms on the Stock Exchange or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment in full, you must lodge this PAL in accordance with the instructions printed thereon with the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a remittance in Hong Kong dollars for the full amount payable on acceptance, as set out in Box C in Form A, so as to be received by no later than 4:00 p.m. (Hong Kong time) on Thursday, 10 February 2022 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of Bad Weather on The Latest Time for Acceptance of and Payment for the Rights Shares and Application and Payment for Excess Rights Shares" in the section headed "Expected Timetable" in the Prospectus). 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 "VERTICAL INTERNATIONAL HOLDINGS LIMITED — PAL" and crossed "Account Payee Only". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances.

It should be noted that unless this PAL duly completed, together with the appropriate remittance for the amount shown in Box C in Form A, has been lodged with the Registrar as described above by no later than 4:00 p.m. (Hong Kong time) on Thursday, 10 February 2022 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 hereunder 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. The Company may require such incomplete PAL to be completed by the relevant applicant at a later stage.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part or all of your rights to more than one person, the entire and original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Friday, 28 January 2022 to the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection from the Registrar at its address set out above after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the "Form of Transfer and Nomination" (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the "Registration Application Form" (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by no later than 4:00 p.m. on Thursday, 10 February 2022 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of Bad Weather on The Latest Time for Acceptance of and Payment for the Rights Shares and Application and Payment for Excess Rights Shares" in the section headed "Expected Timetable" in the Prospectus).

It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

RESCISSION AND TERMINATION OF THE UNDERWRITING AGREEMENT

If prior to the Latest Time for Termination, in the absolute opinion of the Underwriter:

- (i) the success of the Rights Issue would be affected by:
 - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - (b) the occurrence of any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof, of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
- (ii) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (iii) the Prospectus Documents when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which may in the opinion of the Underwriter is material to the Group as a whole and is likely to affect the success of the Rights Issue or might cause a prudent investor not to accept the Rights Shares provisionally allotted to it;

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination to terminate the Underwriting Agreement.

Moreover, the Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination any of the followings comes to the knowledge of the Underwriter:

- (i) any material breach of any of the warranties or undertakings of the Company contained in the Underwriting Agreement; or
- (ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties of the Company contained in the Underwriting Agreement untrue or incorrect in any respect.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

If the Underwriter rescinds or terminates the Underwriting Agreement, the Rights Issue will not proceed. All obligations of the Underwriter under the Underwriting Agreement shall cease and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement, but without prejudice to any rights of any party in respect of any breach by the other prior to such rescission or termination. Further announcement(s) would be made by the Company if the Underwriting Agreement is rescinded or terminated by the Underwriter.

If the Underwriter exercises the right to terminate or rescind the Underwriting Agreement and/or if any of the conditions of the Rights Issue as set out in the section headed "Letter from the Board — Rights Issue — Conditions of the Rights Issue" in the Prospectus is not fulfilled or waived (where applicable) by the Underwriter by the Latest Time for Termination or such other date as the Company and the Underwriter may agree, the monies received in respect of the relevant provisional allotment, without interest, will be returned to you or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person, by means of cheques despatched by ordinary post at your/their own risk to your/their respective registered addresses by the Registrar on or before Monday, 21 February 2022.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect hereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque and/or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the Rights Shares, and underpaid application will be rejected. Completion and return of this PAL together with a cheque or cashier's orders in payment for the Rights Shares, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by you that the cheque or cashier's order will be honoured on first presentation. 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 fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be sent on Monday, 21 February 2022 to those Shareholders entitled thereto by ordinary post at their own risk to their registered addresses. You, except HKSCC Nominees Limited, will receive one share certificate for all the fully paid Rights Shares allotted and issued to you. If the Rights Issue does not proceed, refund cheques will be despatched on or before Monday, 21 February 2022 by ordinary post at the respective Shareholders' own risk to their registered addresses. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Monday, 21 February 2022, by ordinary post to the applicants, at their own risk, to their registered addresses.

EXCESS RIGHTS SHARES

Qualifying Shareholders may apply, by way of excess application, for (a) any Rights Shares representing the entitlement of the Excluded Shareholders and which cannot be sold at a net premium; (b) any Rights Shares created by aggregating fraction of Rights Shares; and (c) any Rights Shares provisionally allotted by not validly accepted by the Qualifying Shareholders or otherwise not subscribed for by renouncees or transferees of nil-paid Rights Shares.

Application for excess Rights Shares may be made by completing and signing the EAF enclosed with the Prospectus for excess Rights Shares and lodge the same together with a separate remittance for the full amount payable in respect of the excess Rights Shares being applied for in accordance with the instructions printed thereon, with the Registrar by not later than 4:00 p.m. on Thursday, 10 February 2022 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of Bad Weather on the Latest Time for Acceptance of and Payment for the Rights Shares and Application and Payment for Excess Rights Shares" 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 "VERTICAL INTERNATIONAL HOLDINGS LIMITED — EAF" and crossed "Account Payee Only". No receipt will be issued in respect of any remittance received.

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot and issue and will not accept application for any fraction of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number). Fractional entitlements to any Rights Shares will be disregarded and will be aggregated and allocated to satisfy excess applications (if any) and/or disposed of in such manner as the Directors in their absolute discretion deem appropriate and for the benefits and interests of the Company. No odd-lot matching services will be provided by the Company in respect of the Rights Issue.

DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS

This PAL shall only be sent to Qualifying Shareholders.

The Prospectus Documents have not been and will not be registered under any applicable securities legislation of any jurisdictions other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents, in any territory other than Hong Kong.

Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof.

It is the responsibility of anyone outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares to satisfy himself/herself/itself/themselves as to the full observance of the applicable laws and regulations of the relevant jurisdictions including obtaining of any governmental or other consents and to pay any taxes and duties. By completing, signing and submitting this PAL, each subscriber of the Rights Shares will be deemed to have given a warranty to the Company and the Underwriter that these local registration, legal and regulatory requirements have been fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND 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, 10 February 2022 if there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning or "extreme condition" caused by super typhoon as announced by the Government of the Hong Kong Special Administrative Region, if such circumstances is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance, the Latest Time for Acceptance will not take place at 4:00 p.m. on the date of the Latest Time for Acceptance, but will be extended to 5:00 p.m. on the same day instead; 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, the Latest Time for Acceptance will not take place on the date of the Latest Time for Acceptance, but will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the date of the Latest Time for Acceptance, the dates mentioned in this section may be affected. An announcement will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

GENERAL

Lodgment of this PAL with, where relevant, the "Form of Transfer and Nomination" purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or share certificates for the Rights Shares.

PERSONAL DATA COLLECTION — PAL

By completing, signing and submitting 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 (Chapter 486 of the Laws of Hong Kong), the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its principal place of business in Hong Kong at, Unit 2212, 22/F, Global Gateway Tower, 63 Wing Hong Street, Cheung Sha Wan, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out above for the attention of Privacy Compliance Officer.

Yours faithfully,
For and on behalf of the Board
Vertical International Holdings Limited
Boon Ho Yin Henry
Chairman

VERTICAL INTERNATIONAL HOLDINGS LIMITED

弘浩國際控股有限公司

(於開曼群島註冊成立的有限公司) (股份代號:8375)

敬啟者:

緒言

茲提述弘浩國際控股有限公司於二零二二年一月二十四日就供股刊發之章程(「**章程**」)。除非文義另有所指,否則章程所界定之詞彙與本表格所採用者具有相同涵義。根據章程所載之條款,董事已按每股供股股份0.21港元之認購價向 閣下暫定配發若干數目之供股股份,基準為於記錄日期(即二零二二年一月二十一日(星期五))每持有兩(2)股以 閣下名義登記之股份獲配發一(1)股供股股份。 閣下於記錄日期持有之股份數目載於表格甲之甲欄,而 閣下獲暫定配發之供股股份數目載於表格甲之乙欄。

供股股份

供股股份一經發行、配發及繳足股款或入賬列為繳足股款後,將於彼此之間並與當時已發行股份在各方面享有同等地位。繳足股款的供股股份持有人將有權收取於繳足股款供股股份配發及發行當日或之後可能宣派、作出或派付的一切日後股息及分派。

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以及遵守香港結算之股份接納規定後,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,可自該等未繳股款及繳足股款供股股份各自開始於聯交所買賣日期或香 港結算釐定的有關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 其後第二個交易日在中央結算系統進行交收。在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。

接納手續

閣下如欲悉數接納暫定配額,須於二零二二年二月十日(星期四)(或於惡劣天氣情況下,章程「預期時間表」一節「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限之影響」一段所述之較後日期)下午四時正(香港時間)前,按本通知書所列印之指示將本暫定配額通知書整份連同表格甲之丙欄所示接納時應繳付之全部港元股款,送交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。所有股款須以港元支付並以香港持牌銀行賬戶開出的支票,或以香港持牌銀行發出的銀行本票支付,註明抬頭人為「VERTICAL INTERNATIONAL HOLDINGS LIMITED — PAL」,並以「只准入抬頭人賬戶」劃線方式開出。支付有關款項後,將表示根據本暫定配額通知書及章程之條款,並在本公司組織章程大綱及章程細則之規限下,接納供股股份暫定配額。概不會就有關股款發出收據。

敬請注意,除非如上文所述於二零二二年二月十日(星期四)下午四時正(香港時間)前接獲原承配人或任何有效承讓暫定配額之人士交回之已填妥本暫定配額通知書連同表格甲內之丙欄所示之適當股款,否則本通知書下之有關暫定配額及其項下之一切權利及配額將被視作放棄並予以註銷,有關供股股份將可供合資格股東以額外申請表格申請。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥,本公司毋需但可全權酌情決定視暫定配額通知書為有效,並使遞交暫定配額通知書之人士或其代表受其約束。本公司可能會要求相關申請人在稍後階段填寫該未填妥之暫定配額通知書。

分拆

閣下如僅欲接納部分暫定配額,或轉讓 閣下根據本通知書獲暫定配發之供股股份之部分認購權,或向超過一名人士轉讓 閣下之部分或全部權利,則須不遲於二零二二年一月二十八日(星期五)下午四時三十分將原暫定配額通知書整份交回及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樓並作註銷,過戶登記處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於 閣下交出原暫定配額通知書後第二個營業日上午九時正後於過戶登記處(地址見上文)領取。

轉讓

閣下如欲轉讓 閣下根據本通知書獲暫定配發之供股股份之全部認購權,必須填妥及簽署「轉讓及提名表格」(表格乙),並將本暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後,承讓人須填妥及簽署「登記申請表格」(表格丙),並須不遲於二零二二年二月十日(星期四)(或於惡劣天氣情況下,章程「預期時間表」一節「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限之影響」一段所述之較後日期)下午四時正將本暫定配額通知書整份連同表格甲內之丙欄所示接納時應繳付之全部股款送交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。

務請注意, 閣下轉讓有關供股股份之認購權予承讓人時須繳付香港從價印花税,而承讓人於接納有關權利時亦須繳付香港從價印花税。

撤銷及終止包銷協議

倘於最後終止時限前,包銷商全權認為:

- (i) 供股之成功將受到以下所述影響:
 - (a) 引入任何新法規或任何現行法例或法規(或其司法詮釋)之變動,或發生其他屬任何性質之事件,而包銷商可能認為對本集團之整體業務或財務或經營狀況或前景造成重大不利影響;或
 - (b) 發生屬政治、軍事、財務、經濟或其他性質(不論是否與前述任何事項屬同類)之任何本地、國家或國際事件或變動(不論是否構成本文件日期前及/或後發生或持續之一連串事件或變動之部份),或性質為任何本地、國家或國際敵對行為或武裝衝突之爆發或升級,或影響本地證券市場,而包銷商可能認為對本集團之整體業務或財務或經營狀況或前景造成重大不利影響;或
 - (c) 本集團之整體業務或財務或經營狀況有任何重大不利變動;或
- (ii) 市況出現任何重大不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場變動,或證券買賣被暫停或受到限制),而包銷商合理認為將導致進行供股屬不宜或不智之舉;或
- (iii) 經刊發之章程文件載有於本文件日期前並未由本公司公開宣佈或刊發,而包銷商可能認為對本集團整體而言乃屬 重要,並可能會對供股之成功造成影響,或可能導致審慎的投資者拒絕接納其獲暫定配發之供股股份的資料(不 論有關本集團之業務前景或狀況或有關其遵守任何法例或GEM上市規則或任何適用法規之資料);

包銷商應有權通過於最後終止時限前向本公司送達書面通知而終止包銷協議。

此外,倘包銷商於最後終止時限前獲悉出現任何下述情況,包銷商應有權通過發出書面通知而撤銷包銷協議:

- (i) 任何嚴重違反包銷協議所載之本公司之任何保證或承諾的情況;或
- (ii) 於包銷協議日期或之後及於最後終止時限前發生任何情況或出現任何事宜,而倘有關情況或事宜於包銷協議日期 前發生或出現,將可導致包銷協議所載之本公司之任何保證於任何方面為不實或不正確。

任何有關通知均應由包銷商於最後終止時限前送達。

倘包銷商撤銷或終止包銷協議,供股將不會進行。包銷商在包銷協議項下的所有義務將告終止,而任何一方不得就因 包銷協議而產生或與之相關的任何事項或事物向任何其他訂約方提出任何申索,惟不會損害有關撤銷或終止前任何訂 約方因其他訂約方違反包銷協議而擁有的任何權利。倘包銷商撤銷或終止包銷協議,本公司將另行刊發公告。 倘包銷商行使權利終止或撤銷包銷協議及/或倘章程「董事會函件 — 供股 — 供股 — 供股之條件」一節所載之任何供股之條件並未於最後終止時限或本公司及包銷商可能協定的有關其他日期達成或獲包銷商豁免(倘適用),則過戶登記處將就相關暫定配額所收取之款項於二零二二年二月二十一日(星期一)或之前不計利息以支票方式退還予 閣下或已獲有效轉讓未繳股款供股股份之其他人士(或倘為聯名接納人,則為名列首位之人士),並以平郵方式寄往 閣下/彼等各自之登記地址,郵誤風險概由 閣下/彼等自行承擔。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶,而有關款項賺取的所有利息(如有)將撥歸本公司所有。在不影響本公司與此有關的其他權利的情況下,本公司保留權利拒絕受理任何隨附支票及/或銀行本票於首次過戶時未獲兑現的暫定配額通知書,而在該情況下,該暫定配額及其項下一切權利將被視作已遭放棄而被註銷。 閣下須於申請供股股份時支付應付之準確金額,支付金額不足之申請會遭拒絕受理。填妥本暫定配額通知書並連同繳付供股股份之股款支票或銀行本票一併交回(不論由合資格股東或任何指定承讓人交回),即表示 閣下保證支票或銀行本票可於首次過戶時兑現。概不會就所接獲之任何暫定配額通知書及/或相關股款發出收據。

供股之股票及退款支票

待達成供股的條件後,預期繳足股款供股股份的股票將於二零二二年二月二十一日(星期一)以平郵方式寄發予有權接收股東的登記地址,郵誤風險概由彼等自行承擔。 閣下(香港中央結算(代理人)有限公司除外)將就所有獲配發及發行之繳足股款供股股份收取一張股票。倘供股終止,則退款支票將於二零二二年二月二十一日(星期一)或之前以平郵方式寄發予相關股東之登記地址,郵誤風險概由彼等自行承擔。有關全部或部分不獲接納的額外供股股份申請的退款支票(如有),預期將於二零二二年二月二十一日(星期一)以平郵方式寄發予該等申請人的登記地址,郵誤風險概由彼等自行承擔。

額外供股股份

合資格股東可以額外申請方式申請(a)除外股東獲分配但無法以淨溢價出售之供股股份;(b)透過彙集零碎供股股份而產生之任何供股股份;及(c)已暫定配發但未獲合資格股東有效接納或不獲未繳股款供股股份棄讓人或承讓人認購之任何供股股份。

章程會隨附額外申請表格,如欲申請額外供股股份,應不遲於二零二二年二月十日(星期四)下午四時正前(或於惡劣天氣情況下,下文「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限之影響」一段所述之較後日期),按照表格上印備之指示填妥及簽署有關表格,連同就所申請額外供股股份應付之全部獨立股款一併交回過戶登記處。所有股款須以港元繳付,並以香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付,且均須註明抬頭人為「VERTICAL INTERNATIONAL HOLDINGS LIMITED — EAF」,並以「只准入抬頭人賬戶」方式劃線開出。概不會就任何已收取股款發出收據。

零碎股份權益

本公司將不會暫定配發及發行任何零碎供股股份,亦不會接納有關任何零碎供股股份之申請。所有零碎供股股份均將獲合併(並向下約整至最接近整數)。任何供股股份之零碎配額將不予受理,並將獲合併及分配以滿足額外申請(如有)及/或按董事全權酌情認為適當且符合本公司利益及權益之方式處理。本公司不會就供股提供碎股對盤服務。

派發本暫定配額通知書及其他章程文件

本暫定配額通知書只可向合資格股東寄發。

章程文件並無且將不會根據香港以外任何司法權區之任何適用證券法例進行登記。

本公司並無採取任何行動,以批准在香港以外任何地區提呈發售供股股份或派發章程文件。

因此,任何人士如在香港以外任何地區接獲任何章程文件,除非在該地區可合法提呈有關要約或邀請而毋須遵守其任何登記或其他法律或監管規定,否則不可視作提呈申請供股股份之要約或邀請。

任何身處香港以外地區之人士如有意申請供股股份,有責任確保本身全面遵守有關司法權區之適用法例及法規,包括取得任何政府或其他方面同意及繳付任何稅項及徵費。填妥、簽署及交回本暫定配額通知書後,供股股份之每名認購人將被視為已向本公司及包銷商保證,彼等已全面遵守該等當地登記、法律及監管規定。為免生疑問,香港結算及香港中央結算(代理人)有限公司概不受限於上述任何聲明及保證。倘 閣下對本身之情況有任何疑問,應諮詢 閣下之專業顧問。

恶劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款之最後時限之影響

倘香港特別行政區政府公佈八號或以上熱帶氣旋警告信號或「黑色」暴雨警告信號或由超強颱風引起的「極端情況」生效,則供股股份之最後接納時限並繳付股款以及申請額外供股股份並繳付股款將不會於二零二二年二月十日(星期四)下午四時正發生,倘有關情況:

- (i) 於本地時間最後接納時限當日中午十二時正前任何時間在香港生效並於中午十二時正後不再生效,則最後接納時 限將不會於最後接納時限當日下午四時正發生,惟將順延至同一日下午五時正;或
- (ii) 於本地時間最後接納時限當日中午十二時正至下午四時正任何時間在香港生效,則最後接納時限將不會於最後接納時限當日生效,惟將重訂至該等警告並無於上午九時正至下午四時正任何時間生效的下一個營業日下午四時正。

倘最後接納時限並非於最後接納時限當日發生,則本節所述的日期可能會受到影響。本公司將於適當時候根據GEM上市規則作出公告。

一般事項

遞交本暫定配額通知書及(在有關情況下)擬由獲發人士簽署之「轉讓及提名表格」,將為最終擁有權證明,顯示遞交有關文件之人士有權處理有關文件及接收供股股份分拆配額函件及/或股票。

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隨附之表格,即表示 閣下同意向本公司、過戶登記處及/或其各自之顧問及代理披露個人資料及其所需有關 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。《個人資料(私隱)條例》(香港法例第486章) 賦予證券持有人權利,可確定本公司或過戶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》(香港法例第486章),本公司及過戶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訊息之所有要求,應寄往(i)本公司之香港主要營業地點(香港長沙灣永康街63號Global Gateway Tower 22樓2212室)或根據適用法例不時通知之地址,並以本公司之公司秘書為收件人;或(ii)(視情況而定)寄往過戶登記處(地址見上文)並以私隱事務主任為收件人。

此 致

列位合資格股東 台照

代表董事會 弘浩國際控股有限公司 *主席* 温浩然 謹啟

二零二二年一月二十四日