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本文件必須整份交回，方為有效。

IMPORTANT
重要提示

Reference is made to the prospectus issued by Zioncom Holdings Limited (the “Company”) dated 2 September 2022 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 requires otherwise.

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON MONDAY, 19 SEPTEMBER 2022 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS” BELOW).

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, A LICENSED DEALER IN SECURITIES OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

A copy of this PAL, together with a copy of the Prospectus and the other documents specified in the paragraph headed “16. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

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

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

Subject to the granting of listing on the Stock Exchange 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 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

茲提述百家淘客股份有限公司（「本公司」）所刊發日期為**2022年9月2日**有關供股的章程（「供股章程」）。除文義另有所指外，本文件所用詞彙與供股章程所界定者具有相同涵義。

本暫定配額通知書（「暫定配額通知書」）具有價值及可轉讓，並請即處理。本暫定配額通知書所載的要約將於**2022年9月19日（星期一）下午四時正（或下文「惡劣天氣及／或極端情況的影響」一節所述的較後日期及／或時間）**屆滿。

閣下如對本暫定配額通知書或將採取的行動有任何疑問，應諮詢閣下的股票經紀、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。

本暫定配額通知書連同供股章程以及供股章程附錄三中「16. 送呈公司註冊處處長之文件」一段所述的其他文件，已依據香港法例第32章公司（清盤及雜項條文）條例第342C條規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何此等文件的內容概不負責。

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的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

股份、未繳股款及繳足股款的供股股份的買賣可透過中央結算系統進行交收，閣下應諮詢閣下的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有關該等交收安排的詳情，以及有關安排會如何影響閣下的權利及權益。

待未繳股款及繳足股款的供股股份獲批准於聯交所上市及買賣，並符合香港結算的股份收納規定後，未繳股款及繳足股款的供股股份將獲香港結算接納為合資格證券，以於中央結算系統內寄存、結算及交收，由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香港結算釐定的其他日期起生效。聯交所參與者之間於任何交易日的交易須於其後第二個交收日在中央結算系統交收。於中央結算系統進行的一切活動均須遵守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。



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 8287)

(股份代號：8287)

**RIGHTS ISSUE ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES
HELD ON THE RECORD DATE ON A NON-FULLY UNDERWRITTEN BASIS AT
A SUBSCRIPTION PRICE OF HK\$0.07 PER RIGHTS SHARE**

按於記錄日期每持有兩股現有股份
獲發一股供股股份之基準以非悉數包銷方式
以每股供股股份0.07港元的認購價進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER
THAN 4:00 P.M. ON MONDAY, 19 SEPTEMBER 2022**

股款須於接納時
(不遲於2022年9月19日(星期一)下午四時正)繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Branch share registrar in Hong Kong:

Tricor Investor Services Limited
17/F
Far East Finance Centre
16 Harcourt Road
Hong Kong

香港證券登記處分處：
卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心
17樓

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

Office A, 9/F.,
Kings Wing Plaza 2
No.1 On Kwan Street, Shatin
New Territories, Hong Kong

總辦事處及香港主要營業地點：
香港新界
沙田安群街1號
京瑞廣場2期
9樓A室

Registered office:

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

2 September 2022
2022年9月2日

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

Number of Shares registered in your
name(s) on Monday, 22 August 2022:

2022年8月22日(星期一)

登記於閣下名下的股份數目:

BOX A
甲欄

Number of Rights Shares provisionally
allotted to you subject to payment in full
on acceptance by not later than 4:00
p.m. on Monday, 19 September 2022:

暫定配發予閣下的供股股份數目，
股款須於接納時(不遲於2022年9月19
日(星期一)下午四時正)繳足:

BOX B
乙欄

Total subscription monies payable on
acceptance in full:

接納時應全數繳足之認購款項總額:

BOX C
丙欄

Provisional Allotment
Letter No.

暫定配額通知書編號

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

支票/銀行本票的付款銀行名稱:

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 TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF 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.

如轉讓供股股份的認購權，每項買賣均須繳付從價印花稅。除以出售形式外，饋贈或轉讓實益權益亦須繳付從價印花稅。在登記轉讓本文件所代表的供股股份的認購權前，須出示已繳付從價印花稅的證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)

(僅供擬將其／彼等認購本表格所列供股股份的權利全數轉讓的合資格股東填寫及簽署)

To: The Directors
Zioncom Holdings Limited

致： 百家淘客股份有限公司
列位董事 台照

Dear Sirs and Madams,

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

敬啟者：

本人／吾等茲將本暫定配額通知書所列本人／吾等可認購供股股份的權利全數轉讓予接受此權利並簽署以下登記申請表格（表格丙）的人士。

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: _____ 2022

日期：2022年 _____ 月 _____ 日

Ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.
閣下轉讓供股股份的認購權須繳付從價印花稅。

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供承讓供股股份認購權的人士填寫及簽署)

To: **The Directors**
Zioncom Holdings Limited

致： 百家淘客股份有限公司
列位董事 台照

Dear Sirs and Madams,

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

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列數目的供股股份以本人／吾等名義登記。本人／吾等同意按照本暫定配額通知書及供股章程所載的條款，並在貴公司的組織章程大綱及細則限制下接納該等供股股份。

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

To be completed in block letters in **ENGLISH**. Joint applicants should give one address only.

請用英文大楷填寫。聯名申請人只須填報一個地址。

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

華裔申請人請填寫中英文姓名

Name in English 英文姓名	Family name/Company name 姓氏／公司名稱	Name in Chinese 中文姓名
	Other name(s) 名字	
Name(s) of joint applicant(s) (if any) 聯名申請人(如有)姓名		
Address in English (Joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人只須填報排名首位的申請人的地址)		
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: _____ 2022

日期: 2022年 _____ 月 _____ 日

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

閣下如接納供股股份的認購權須繳付香港從價印花稅。

The Rights Issue will proceed on a non-fully underwritten basis. The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

供股將按非悉數包銷基準進行。供股章程文件並無亦將不會根據香港以外任何司法權區的適用證券法例登記或存檔。向香港以外司法權區派發供股章程文件可能受法律限制。獲得供股章程文件者應自行瞭解及遵守任何有關限制。未有遵從該等限制可能構成違反任何有關司法權區之證券法律。

It should be noted that the Rights Shares will be dealt in their nil-paid form from 9:00 a.m. on Tuesday, 6 September 2022 to 4:00 p.m. on Wednesday, 14 September 2022, both dates inclusive. Shareholders should note that dealings in such Rights Shares in their nil-paid form and dealings in the Shares may take place while certain conditions to which the Rights Issue (as specified in the paragraph headed “Conditions of the Rights Issue” in the section headed “Letter from the Board” of the Prospectus) is subject remain unfulfilled (and/or not waived, where applicable). Any Shareholder or other person dealing in the Rights Shares in their nil-paid form or dealing in the Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled (or waived, where applicable) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any Shareholder or other person contemplating selling or purchasing or dealing in the Shares or the Rights Shares in their nil-paid form, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

謹請注意，供股股份將從2022年9月6日（星期二）上午九時正至2022年9月14日（星期三）下午四時正（包括首尾兩日）期間以未繳股款方式買賣。股東應注意，該等未繳股款供股股份及股份可能會在供股的某些條件（即供股章程內「董事會函件」一節「供股之條件」一段所述的條件）尚未達成及／或未獲豁免（如適用）的情況下進行買賣。因此，於供股的所有條件達成或獲豁免（如適用）當日買賣未繳股款供股股份或股份的任何股東或其他人士，均須承擔供股可能無法成為無條件及／或未必會進行的風險。任何有意買賣或交易股份或未繳股款供股股份的股東或其他人士，如對本身的狀況有任何疑問，應諮詢其專業顧問。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON MONDAY, 19 SEPTEMBER 2022 (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” OVERLEAF). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER’S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO “TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 19” AND CROSSED “ACCOUNT PAYEE ONLY”. INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如欲接納全部供股股份的暫定配額，必須將本暫定配額通知書整份連同以港元繳付的上文丙欄所示的全數股款，於2022年9月19日（星期一）下午四時正（或於惡劣天氣及／或極端情況下，則於背頁「惡劣天氣及／或極端情況的影響」一段所述的較後時間或日期）前交回證券登記處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）並獲證券登記處收訖。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 19」及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆的指示載於背頁。本公司將不就有關股款另發收據。

The Rights Issue is conditional upon the fulfilment and/or waiver (where applicable) of the conditions set out under the paragraph headed “Conditions of the Rights Issue” in the section headed “Letter from the Board” in the Prospectus.

供股須待供股章程內「董事會函件」一節「供股之條件」一段所載條件達成及／或獲豁免（如適用）後，方可作實。

A SEPARATE CHEQUE OR CASHIER’S ORDER MUST ACCOMPANY EACH ACCEPTANCE

每份接納須隨附一張獨立開出的支票或銀行本票

NO RECEIPT WILL BE GIVEN

本公司將不另發收據



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

2 September 2022

Dear Qualifying Shareholders,

INTRODUCTION

In accordance with the terms set out in the Prospectus accompanying this PAL, the Directors have provisionally allotted to you, Rights Shares on the basis of one (1) Rights Share for every two (2) Existing Shares held and registered in your name(s) on Monday, 22 August 2022 at the subscription price of HK\$0.07 per Rights Share. Your holding of the Shares as at Monday, 22 August 2022 is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

In the event the Rights Issue is not fully subscribed, any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent places under the Placing Arrangement. Any Unsubscribed Rights Shares and ES Unsold Rights Shares not placed under the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares or the nil-paid Rights Shares.

The Prospectus Documents have not been and will not be registered under the applicable securities legislation of any jurisdictions other than Hong Kong. Save as described under the paragraph headed "Rights of Overseas Shareholders" in the section headed "Letter from the Board" in the Prospectus, no action has been taken by the Company to permit the offering of the Rights Shares or the distribution of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong.

No persons receiving a copy of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person (including but not limited to Shareholders and beneficial owners of the Shares, any agent, custodian, nominee or trustee) outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares under the Rights Issue to satisfy himself/herself/itself/themselves as to the observance of the laws and regulations of all relevant 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. No application for Rights Shares will be accepted from the Excluded Shareholders (if any). The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

RIGHTS SHARES

The Rights Shares, when allotted, issued and 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 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 Rights Shares in their fully paid form.

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 Right Shares in both their 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. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

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 and in accordance with the instructions printed thereon with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by the Registrar not later than 4:00 p.m. on Monday, 19 September 2022 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker’s cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “Tricor Trust (Hong Kong) Limited – A/C No. 19” and crossed “ACCOUNT PAYEE ONLY”. Such payment will constitute acceptance of the terms of this PAL, the Prospectus and the memorandum and articles of association of the Company. No receipt will be issued for sums received on application. Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue, share certificate(s) for any Rights Shares in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholder, by ordinary post at their own risk at the address stated herein on or before Friday, 30 September 2022.

It should be noted that unless this PAL, together with the appropriate remittance for the amount shown in Box C, has been received by the Registrar as described above by not later than 4:00 p.m. on Monday, 19 September 2022 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” below), this PAL and all rights and entitlements hereunder will be deemed to have been declined and the relevant nil-paid Rights Shares will lapse. The Company may (at its sole and absolute discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions.

Completion and return of this 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 is 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 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 with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received by not later than 4:00 p.m. on Monday, 19 September 2022 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” 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. If you are an Overseas Shareholder, please refer to the paragraph headed “Rights of Overseas Shareholders” in the “Letter from the Board” of the Prospectus for details of the restrictions which may be applicable to you.

The Registrar will determine the eligibility for the cash compensation as derived from the lapsed PALs after the completion of the re-registration for all reregistration request received by the Registrar on or before the latest time for acceptance of and payment for Rights Shares and by all means before the announcement of the number of Unsubscribed Rights Shares and the ES Unsold Rights Shares subject to the Compensatory Arrangement is posted on the Stock Exchange’s website and the Company’s website.

If you wish to accept only part of your provisional allotment or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, or to transfer your 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 Thursday, 8 September 2022 with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations as required, which will be available for collection at Tricor Investor Services Limited after 9:00 a.m. on the next Business Day after the date of your surrender of the original PAL. 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 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.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon:

- (a) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, all the Rights Shares (in their nil-paid and fully-paid forms);
- (b) the delivery to the Stock Exchange and the filing and registration with the Registrar of Companies in Hong Kong respectively one duly certified copy of each of the Prospectus and the PALs (and all other documents required to be attached thereto) in compliance with the Companies (WUMP) Ordinance and the GEM Listing Rules by no later than the Prospectus Posting Date;
- (c) the posting of the Prospectus Documents to Qualifying Shareholders and the posting of the Prospectus and the Overseas Letter to the Excluded Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue by the Prospectus Posting Date;
- (d) the Underwriting Agreement not being terminated or rescinded by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination; and
- (e) compliance with and performance of all the undertakings and obligations of the Company under the terms of the Underwriting Agreement.

The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the respective dates specified above.

As the Rights Issue is subject to the above conditions, it may or may 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 any nominated transferee, will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to its 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. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. No receipt will be issued in respect of any PAL and/or relevant remittance received.

CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on or before Friday, 30 September 2022 to those Shareholders entitled thereto by ordinary post at their own risk. You, except HKSCC Nominees Limited, and in the case of joint Qualifying Shareholders, the first-named Qualifying Shareholder, will receive one share certificate for all the Rights Shares in fully paid form, allotted and issued to you.

If the Rights Issue does not become unconditional or proceed, 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, 30 September 2022. 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.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination:

- (a) in the absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (i) the introduction of any new law or 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 absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Company or is materially adverse in the context of the Rights Issue; or
 - (ii) 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 absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Company or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or

- (iii) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (b) any material adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction of trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (c) there is any change in the circumstances of the Company which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of the Company or the destruction of any material asset of the Company; or
- (d) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lockout; or
- (e) any other material adverse change in the business or the financial or trading position or prospects of the Company whether or not ejusdem generis with any of the foregoing; or
- (f) the Prospectus Documents in connection with the Rights Issue when published contain information (either as to business prospects or the financial condition of the Company or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter is material to the Company as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a reasonably prudent investor not to apply for its assured entitlements of Rights Shares under the Rights Issue; or
- (g) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcements or the Prospectus Documents or other announcements or circulars in connection with the Rights Issue,

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.

Rescission or termination of the Underwriting Agreement shall be without prejudice to any rights of any party in respect of any breach by the other prior to such rescission or termination.

If the Underwriter gives a notice of termination to the Company in accordance with the terms of the Underwriting Agreement, 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. If the Underwriter exercises its rights to terminate the Underwriting Agreement, the Rights Issue will not proceed.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS

The latest time for acceptance of and payment for the Rights Shares will not take place if:

1. typhoon signal No. 8 (or above);
2. "extreme conditions" caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or
3. a "black" rainstorm warning
 - (a) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 19 September 2022. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
 - (b) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 19 September 2022. 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 Monday, 19 September 2022, the dates of the events subsequent to the Latest Time for Acceptance mentioned in this section above may be affected. Announcement will be made by the Company in such event.

WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES

The Rights Issue will proceed on a non-fully underwritten basis. Save for the Underwritten Shares, there is no requirement for a minimum level of subscription. Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed regardless of the ultimate subscription level.

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the sub-section headed "Termination of the Underwriting Agreement" under the section headed "THE UNDERWRITING AGREEMENT" in the Prospectus). Accordingly, the Rights Issue may or may not proceed. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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 of 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, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong during normal business hours from Friday, 2 September 2022 to Monday, 19 September 2022.

Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Friday, 30 September 2022. If the Rights Issue does not become unconditional or does not proceed, the monies received in respect of the relevant provisional allotments will be refunded to the Qualifying Shareholders or such other person to whom the nil-paid Rights Shares have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other person to their registered addresses by the Registrar on or before Friday, 30 September 2022. No receipt will be given for such remittance.

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 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 the 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 hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business at Office A, 9/F., Kings Wing Plaza 2, No.1 On Kwan Street, Shatin, New Territories, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully,
By Order of the Board
Zioncom Holdings Limited
Kim Jun Yeob
Chairman



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：8287)

敬啟者：

緒言

根據本暫定配額通知書隨附的供股章程所載條款，董事已向閣下暫定配發供股股份，基準為於2022年8月22日（星期一）以閣下名義持有及登記的每兩(2)股現有股份可獲發一(1)股供股股份，認購價為每股供股股份0.07港元。閣下於2022年8月22日（星期一）持有的股份列於甲欄，而閣下所獲暫定配發的供股股份數目則列於乙欄。除文義另有所指外，本文件所用詞彙與供股章程所界定者具有相同涵義。

倘供股未獲悉數認購，任何未獲認購供股股份及除外股東未售出供股股份將會根據配售安排配售予獨立承配人。本公司概不會發行任何配售安排項下未配售之未獲認購供股股份及除外股東未售出供股股份，而供股規模將相應縮減。投資者於買賣股份或未繳股款供股股份時務請審慎行事。

供股章程文件並無亦不會根據香港以外的任何司法權區的適用證券法例登記。除供股章程內「董事會函件」一節「海外股東之權利」一段所述外，本公司概無採取任何行動以批准於香港以外任何地區或司法權區提呈供股股份或派發供股章程或暫定配額通知書。

於香港以外任何地區或司法權區接獲供股章程或暫定配額通知書的人士，不得視之為申請供股股份的要約或邀請，除非有關要約或邀請可於有關司法權區合法地作出而毋須遵照任何登記或其他法律或監管規定則除外。任何擬在香港以外地區為其自身利益申請供股項下供股股份的人士（包括但不限於股東及股份之實益擁有人、任何代理、託管商、代名人或受託人），須自行遵守所有相關司法權區的法例及規例（包括取得任何政府或其他同意），並繳付有關地區或司法權區就此而規定繳付的任何稅項、徵稅及其他款項。本公司將不會接納除外股東（如有）的供股股份認購申請。倘本公司相信接納任何供股股份認購申請會觸犯香港以外任何司法權區的適用證券或其他法例或規例，則本公司保留權利拒絕接納有關申請。

供股股份

供股股份一經配發、發行及繳足，將與於配發及發行供股股份當日已發行的當時現有股份在所有方面享有同等地位。繳足股款供股股份的持有人將有權收取於繳足股款供股股份配發及發行日期或以後可能宣派、作出或派付的所有未來股息及分派。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算的股份收納規定後，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，自未繳股款及繳足股款供股股份於聯交所的各自開始買賣日期或香港結算可能釐定的其他日期起，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的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的所有活動均須依據不時有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。就交收安排詳情及該等安排將如何影響彼等的權利及利益，股東應向彼等的持牌證券交易商或其他專業顧問尋求意見。

申請及繳付股款的手續

閣下如欲承購全部供股股份的暫定配額，必須不遲於**2022年9月19日**（星期一）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／或極端情況的影響」一節所述的較後日期及／或時間），按照本文件印備的指示將本暫定配額通知書整份連同上文丙欄所示的於接納時應支付的全數股款送交證券登記處卓佳證券登記有限公司，地址為香港夏愨道**16號**遠東金融中心**17樓**。所有股款須以港元繳付。支票須以香港持牌銀行戶口開出，或銀行本票則須由香港持牌銀行發出，當中註明抬頭人為「**Tricor Trust (Hong Kong) Limited – A/C No. 19**」，並劃線註明「只准入抬頭人賬戶」。繳付股款即表示接納本暫定配額通知書、供股章程及本公司之組織章程大綱及細則的條款。本公司將不就申請時收訖的股款另發收據。待供股之條件達成及／或獲豁免（如適用）後，因申請獲接納而配發的任何供股股份的股票將於**2022年9月30日**（星期五）或之前按本文件所示地址以平郵方式寄發予合資格股東（倘為聯名合資格股東，則寄發予排名首位的合資格股東），郵誤風險概由彼等自行承擔。

務請留意，本暫定配額通知書連同丙欄所示應繳股款須不遲於**2022年9月19日**（星期一）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／或極端情況的影響」一節所述的較後日期及／或時間）按上述方式送交證券登記處，否則，本暫定配額通知書及其項下的一切權利及配額將被視作放棄而相關未繳股款供股股份將告失效。即使暫定配額通知書並未遵照相關指示填妥，本公司仍可（全權酌情決定）視暫定配額通知書為有效，並對遞交暫定配額通知書的人士或由他人代表其遞交暫定配額通知書的人士具有約束力。

填妥及交回本暫定配額通知書將構成有關人士向本公司保證及聲明其已經或將會就暫定配額通知書及其任何接納妥為遵守香港以外所有相關司法權區的一切登記、法律及監管規定。倘本公司相信接納任何供股股份申請會違反任何司法權區的適用證券法例或其他法例或規例，則本公司保留權利拒絕接納有關申請。為免生疑問，香港結算或香港中央結算（代理人）有限公司將概不受上述任何聲明或保證規限。

轉讓及分拆

閣下如欲轉讓根據本文件暫定配發予閣下的全部供股股份認購權，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交予閣下欲轉讓權利的人士或經手轉讓權利的人士。然後，承讓人必須填妥及簽署登記申請表格（表格丙），並將本暫定配額通知書整份連同丙欄所載於接納供股股份時應繳的全數股款，於**2022年9月19日**（星期一）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／或極端情況的影響」一節所述的較後日期及／或時間）前交回證券登記處卓佳證券登記有限公司，地址為香港夏愨道**16號**遠東金融中心**17樓**。謹請注意，閣下轉讓有關供股股份的認購權及承讓人接納該等權利須繳付香港印花稅。倘閣下為海外股東，敬請參閱供股章程內「董事會函件」的「海外股東之權利」一段所述可能適用於閣下的限制的詳情。

待證券登記處完成辦理所有於接納供股股份並繳付股款之最後時限或之前接獲之重新登記要求後及無論如何於聯交所網站及本公司網站公佈補償安排所涉及未獲認購供股股份及除外股東未售出供股股份數目前，證券登記處將確定已失效暫定配額通知書可享有現金補償之資格。

閣下如欲接納部分暫定配額，或轉讓根據本文件暫定配發予閣下的供股股份的部分認購權，或向超過一名人士轉讓閣下全部或部分權利，則閣下須於**2022年9月8日**（星期四）下午四時正前，將此份原暫定配額通知書交回證券登記處卓佳證券登記有限公司（地址為香港夏愨道**16號**遠東金融中心**17樓**）辦理註銷，就此，證券登記處會註銷原暫定配額通知書，並按所需數目發出新的暫定配額通知書，其將可於閣下交回原暫定配額通知書當日後下一個營業日上午九時正後於卓佳證券登記有限公司領取。謹請注意，閣下轉讓有關供股股份的認購權予承讓人及承讓人接納該等權利須繳付香港印花稅。即使暫定配額通知書並未遵照有關指示填妥，本公司仍可（全權酌情決定）視暫定配額通知書為有效，並對遞交暫定配額通知書的人士或由他人代表其遞交暫定配額通知書的人士具有約束力。

供股之條件

供股須待下列條件達成後，方可作實：

- (a) 聯交所GEM上市委員會批准或同意批准所有未繳股款及繳足股款供股股份上市及買賣，且並無撤回或撤銷有關批准；
- (b) 遵照公司（清盤及雜項條文）條例及GEM上市規則，供股章程及暫定配額通知書各一份經正式核證副本（以及所有其他須隨附之文件），最遲於供股章程寄發日期前分別送交聯交所及送交香港公司註冊處處長登記備案；
- (c) 於供股章程寄發日期之前向合資格股東寄發供股章程文件，並向除外股東（如有）寄發供股章程及海外函件（僅供彼等參考，解釋彼等不獲准參與供股之情況）；
- (d) 包銷商並無根據包銷協議的條款於最後終止時限或之前終止或撤銷包銷協議；及
- (e) 本公司根據包銷協議的條款遵守及履行其所有承諾及責任。

本公司將盡一切合理努力促使上述所有條件於上述指定日期前達成。

由於供股須待上述條件達成後方可作實，因此供股未必會進行。

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，而自有關款項產生的所有利息（如有）將撥歸本公司所有。填妥並交回暫定配額通知書連同繳付所申請供股股份的股款的支票或銀行本票（不論由合資格股東或任何指名承讓人交回），將構成申請人保證支票或銀行本票將於首次出示時獲兌現。倘隨附支票或銀行本票於首次出示時未能兌現，在不影響本公司其他權利的情況下，本公司保留拒絕受理任何暫定配額通知書的權利，且於該情況下，供股股份的有關暫定配額及其項下一切權利及配額將視作已遭放棄而被註銷。閣下必須於申請供股股份時繳付實際應繳的金額，任何未繳足股款的申請將不獲受理。概不會就所接獲的任何暫定配額通知書及／或相關股款發出收據。

供股股份的股票及退款支票

待供股條件達成及／或獲豁免（如適用）後，所有繳足股款供股股份的股票預期將於**2022年9月30日**（星期五）或之前以平郵方式寄發予有權取得相關股票的股東，郵誤風險概由彼等自行承擔。閣下（不包括香港中央結算（代理人）有限公司）及如為聯名合資格股東則為排名首位合資格股東，將會就配發及發行予閣下的所有供股股份（繳足股款）獲發一張股票。

倘供股未能成為無條件或進行，則已收取的相關部分申請股款（不計利息）的退款支票預期將於**2022年9月30日**（星期五）或之前以平郵方式寄發至閣下的登記地址，郵誤風險概由閣下自行承擔。退款支票（劃線註明「只准入抬頭人賬戶」）將以平郵方式寄發至有關供股股份申請人的登記地址，郵誤風險概由有關申請人自行承擔。

終止包銷協議

倘於最後終止時限之前：

- (a) 包銷商全權認為，供股之成功進行將受到下列事件之重大不利影響：
 - (i) 頒佈任何新法律或法規或現有法律或法規（或其司法詮釋）出現任何變動或發生任何性質的其他事件，而包銷商全權認為其可能會對本公司之業務或財務或經營狀況或前景造成重大不利影響，或對供股造成重大不利影響；或
 - (ii) 任何本地、全國或國際性之政治、軍事、金融、經濟或其他性質（無論是否與上述任何一項屬同一類別）之事件或變動（無論是否構成在本供股章程日期之前及／或之後發生或持續發生之一連串事件或變動之一部分），或任何本地、全國或國際性之敵對衝突或武裝衝突爆發或升級，或發生影響本地證券市場之事件或變動，而包銷商全權認為其可能會對本公司之業務或財務或經營狀況或前景造成重大不利影響或對供股之成功進行造成重大不利影響，或基於其他理由導致不適宜或不應進行供股；或

- (iii) 因特殊金融狀況或其他原因而全面終止、暫停或嚴格限制股份於聯交所買賣；或
- (b) 市場狀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之任何變動、暫停或嚴格限制證券買賣），而包銷商全權認為其可能對供股之成功進行造成重大或不利影響，或基於其他理由導致不適宜或不應進行供股；或
- (c) 本公司之情況出現任何變動，而包銷商全權認為其將對本公司之前景造成不利影響，包括（但不限於上述一般性情況）本公司被申請清盤或通過決議案清盤或解散或出現類似事件或本公司任何重大資產被損毀；或
- (d) 任何不可抗力事件，包括（但不限於其一般性情況）任何天災、戰爭、暴動、動亂、騷亂、火災、洪災、爆炸、疫症、恐怖活動、罷工或停工；或
- (e) 本公司業務或財務或經營狀況或前景出現任何其他重大不利變動（無論是否與上述任何一項屬同一類別）；或
- (f) 有關供股之供股章程文件於刊發時載有本公司於包銷協議日期前並未公佈或刊發之資料（有關本公司業務前景或財務狀況或其遵守任何法律或上市規則或任何適用規例），而包銷商全權認為其對本公司整體而言可能屬重大，且可能對供股之成功進行造成重大不利影響，或可能導致合理審慎的投資者不申請其於供股項下之供股股份保證配額；或
- (g) 聯交所全面暫停證券買賣或暫停本公司證券之買賣，為時連續十個營業日以上（涉及審批該等公告或供股章程文件或有關供股之其他公告或通函而暫停買賣者則除外），

則包銷商有權於最後終止時限之前，向本公司送達書面通知以終止包銷協議。

撤銷或終止包銷協議不應損害撤銷或終止前任何一方因另一方違反包銷協議而擁有的任何權利。

倘包銷商根據包銷協議的條款向本公司發出終止通知，則包銷商於包銷協議項下的所有責任將告終止，而任何訂約方均不得就因包銷協議所產生或與之有關的任何事宜或事項向任何其他訂約方提出任何申索。倘包銷商行使其權利終止包銷協議，供股將不會進行。

惡劣天氣及／或極端情況的影響

若發生以下情況，則接納供股股份並繳付股款的截止時間將不會生效：

1. 8號（或以上）颱風信號；
2. 香港特別行政區政府公佈由超強颱風引起的「極端情況」；或
3. 「黑色」暴雨警告
 - (a) 於2022年9月19日（星期一）本地時間中午十二時正之前任何時間在香港生效並在中午十二時正之後不再生效，則最後接納時限將延後至同一營業日的下午五時正；或
 - (b) 於2022年9月19日（星期一）本地時間中午十二時正至下午四時正之間任何時間在香港生效，則最後接納時限將更改為下一個並無任何該等警告信號於上午九時正至下午四時正之間任何時間在香港生效的營業日下午四時正。

若最後接納時限未於2022年9月19日（星期一）生效，則本節上文所述最後接納時限後事件日期可能會受到影響。在此情況下，本公司將作出公告。

有關買賣股份及供股股份的風險警告

供股將按非悉數包銷基準進行。除包銷股份外，並無規定最低認購水平。待供股的條件獲達成後，不論其最終認購水平如何，供股將會繼續進行。

股東及本公司潛在投資者務請注意，供股須待（其中包括）包銷協議成為無條件及包銷商並無根據包銷協議之條款（有關概要載於本供股章程「包銷協議」一節「終止包銷協議」分節）終止包銷協議後，方可作實。因此，供股未必會進行。任何有意轉讓、出售或購買股份及／或未繳股款供股股份之股東或其他人士於買賣股份及／或未繳股款供股股份時務請審慎行事。

任何人士如對其狀況或應採取的任何行動有任何疑問，建議諮詢其自身的專業顧問。於供股之所有條件獲達成日期（及包銷商終止包銷協議的權利終止日期）前買賣股份或未繳股款供股股份的股東或其他人士將因此承擔供股可能不會成為無條件或可能不會進行的風險。股東及潛在投資者於買賣股份時務請審慎行事。

一般事項

本暫定配額通知書連同（如相關）宣稱由獲發本暫定配額通知書的人士所簽署的「轉讓及提名表格」（表格乙）一經交回，即確證交回的人士有權處理本暫定配額通知書及收取分拆配額函件及／或供股股份的股票。

閣下如需要額外的供股章程，可於2022年9月2日（星期五）至2022年9月19日（星期一）正常辦公時間內在證券登記處卓佳證券登記有限公司索取，地址為香港夏慤道16號遠東金融中心17樓。

待供股章程「董事會函件」內「供股之條件」一節所載供股條件達成及／或獲豁免（如適用）後，預期所有繳足股款供股股份的股票將於2022年9月30日（星期五）或之前以平郵方式寄送至有權收取的人士的登記地址，以寄交予彼等，郵誤風險概由彼等自行承擔。倘供股未成為無條件或並不進行，則證券登記處將於2022年9月30日（星期五）或之前將有關暫定配發收取的款項（不計息）以支票方式退還予有關合資格股東或其他經已有效放棄或轉讓其未繳股款供股股份的人士（如屬聯名接納人則為排名首位人士）（支票以平郵方式寄發至該等合資格股東或其他人士的登記地址，郵誤風險概由有關人士承擔）。概不會就股款發出任何收據。

本暫定配額通知書及其中所載的所有要約接納均須受香港法例規管，並按其詮釋。

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的表格，即表示閣下同意向本公司、證券登記處及／或彼等各自的顧問及代理披露個人資料及上述各方所要求有關閣下或閣下為其利益而接納暫定配發的供股股份的人士的任何資料。香港法例第486章《個人資料（私隱）條例》賦予證券持有人權利，可查證本公司或證券登記處是否持有其個人資料、索取有關資料的副本及更正任何不準確的資料。根據《個人資料（私隱）條例》，本公司及證券登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料的所有要求，或索取有關政策及常規以及所持資料類型的資料的所有要求，應當寄往本公司的主要營業地點（地址為香港新界沙田安群街1號京瑞廣場2期9樓A室）或根據適用法律不時通知的地址，並以公司秘書為收件人；或（視情況而定）寄往證券登記處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓），並以私隱事務主任為收件人。

此 致

列位合資格股東 台照

承董事會命
百家淘客股份有限公司
主席
金俊燁
謹啟

2022年9月2日