

# Solomon

## SOLOMON WORLDWIDE HOLDINGS LIMITED

所羅門環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8133)

Registered Office:

Cricket Square,  
Hutchins Drive,  
P.O. Box 2681,  
Grand Cayman,  
KY1-1111,  
Cayman Islands

Principal place of business  
in Hong Kong:

8/F, Wui Tat Centre,  
No. 55 Connaught Road West,  
Sheung Wan,  
Hong Kong

26 July 2023

**RIGHTS ISSUE OF 12,728,000 RIGHTS SHARES  
AT HK\$0.8 PER RIGHTS SHARE  
ON THE BASIS OF ONE (1) RIGHTS SHARE FOR  
EVERY TWO (2) SHARES HELD ON  
THE RECORD DATE PAYABLE IN FULL ON ACCEPTANCE  
BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 9 AUGUST 2023**

### EXCESS APPLICATION FORM

Name(s) and address of the Qualifying Shareholder(s)

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

Total number of Excess Rights Share(s) Applied

Box A

Total subscription monies paid for the Excess Rights Shares in HK\$

Box B

To: The Directors  
**Solomon Worldwide Holdings Limited**

Excess Application Form No.

Dear Sir/Madam,

I/We, being the Qualifying Shareholder(s) named above, hereby irrevocably apply for excess Rights Share(s) at the Subscription Price of HK\$0.8 per Rights Share under the Rights Issue in respect of which I/We enclose a separate remittance (normal rounding to the nearest cent) in favour of "Solomon Worldwide Holdings Limited – Excess Application Account" and crossed "Account Payee Only" issued for HK\$ (write the full amount in Box B) being payment in full on application for the aforementioned number of excess Rights Share(s). I/We hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above my/our share certificate(s) for the number of additional Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application money refundable to me/us. I/We understand the Board will allocate the excess Rights Shares to the Qualifying Shareholders who have applied for excess application at its discretion, but on a pro-rata basis in proportion to the number of excess Rights Shares being applied for under each application. In determining the number of excess Rights Shares to be allocated to a Qualifying Shareholder, no reference will be made to the number of Rights Shares subscribed by that Qualifying Shareholder through applications by PAL or the existing number of Shares held by such Qualifying Shareholder. No preference will be given to topping up odd lots to whole board lots. I/We acknowledge that I am/We are not guaranteed to be allotted any of the excess Rights Shares applied for.

I/We, hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus Documents and subject to the articles of association of the Company. In respect of any excess Rights Shares allotted to me/us, I/We authorise you to place my/our name(s) on the register of members of the Company as holder(s) of such Rights Shares.

1  2  3  4

Signature(s) of applicant(s) (all joint applicants must sign)

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

Cheque/cashier's  
order number: \_\_\_\_\_

Date: \_\_\_\_\_

Contact Tel No: \_\_\_\_\_

\* For identification purposes only

## IMPORTANT

Reference is made to the prospectus issued by Solomon Worldwide Holdings Limited (the “**Company**”) dated Wednesday, 26 July 2023 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

**THIS EXCESS APPLICATION FORM (“EAF”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS ONLY FOR THE USE BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR THE EXCESS RIGHTS SHARES IN ADDITION TO THOSE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM. THIS EAF REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS EAF AND THE ACCOMPANYING PAL EXPIRES AT 4:00 P.M. ON WEDNESDAY, 9 AUGUST 2023 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES” BELOW).**

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

A copy of the Prospectus, together with a copy of the PAL, this EAF and the 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 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 referred to above.

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

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

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 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.

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed “Conditions of the Rights Issue and the Underwriting Agreement” in the letter from the Board in the Prospectus.

The Underwriting Agreement contains provisions granting the Underwriter a right to terminate its obligations on the occurrence of certain events, which are set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus. If the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, the Rights Issue will not proceed.

In the event of under-subscription, the Underwriter has no obligation to and may not subscribe for or procure the subscription of any Rights Shares not being taken up by the Qualifying Shareholders.

The Shares have been dealt with on an ex-rights basis from Tuesday, 18 July 2023. Dealings in the Rights Shares in their nil-paid form will take place from 9:00 a.m. on Friday, 28 July 2023 to 4:00 p.m. on Friday, 4 August 2023 (both dates inclusive).

Accordingly, any persons contemplating dealings in the Shares up to the date when the conditions of the Rights Issue are fulfilled (or, in respect of certain conditions, waived) and any dealings in the nil-paid Rights Shares from 9:00 a.m. on Friday, 28 July 2023 to 4:00 p.m. on Friday, 4 August 2023 (both dates inclusive) shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers and exercise caution.

**This EAF and all applicants pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.**

## PROCEDURES FOR APPLICATION

This EAF should be completed, signed and lodged, together with payment as to HK\$0.8 per Rights Share for the number of excess Rights Shares applied for, 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 Wednesday, 9 August 2023. All remittances (normal rounding to the nearest cent) must be made in Hong Kong dollars and must be forwarded either by cheque drawn on an account with, or by a cashier's order issued by, a licensed bank in Hong Kong. All such cheques or cashier's orders must be made payable to "**Solomon Worldwide Holdings Limited – Excess Application Account**" and crossed "**Account Payee Only**". All enquiries in connection with this EAF should be addressed to the Registrar at the above address or by phone at (852) 2980 1333.

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Completion and return of this EAF together with a cheque or cashier's order in payment for the excess Rights Shares applied for which will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights of the Company in respect thereof, the Company reserves the right to reject any EAF in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation. You must pay the exact amount payable upon application for the excess Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any EAF and/or relevant remittance received.

You will be notified by the Company of the allocation result of the excess application for Rights Shares on Wednesday, 16 August 2023 by way of announcement. Where the number of excess Rights Shares applied for under one EAF is greater than the total number of Rights Shares being offered under the Rights Issue, being 12,728,000 Rights Shares, such application (other than from a nominee company) would be treated as invalid and be rejected. If no excess Rights Share is allotted to you, a refund cheque for the full amount tendered on application will be posted to you by ordinary post at your own risk and, if the number of excess Rights Shares allotted to you is less than the number you applied for, a cheque for the surplus application monies will be posted to you by ordinary post at your own risk. Such posting is expected to take place on or before Thursday, 17 August 2023. Any such cheque will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant). It is expected that share certificate(s) in respect of the excess Rights Shares will be posted to you by ordinary post at your own risk on or before Thursday, 17 August 2023. 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.

## DISTRIBUTION OF THIS EAF AND THE OTHER PROSPECTUS DOCUMENTS

This EAF shall only be sent to the Qualifying Shareholders. The Prospectus Documents have not been and will not be registered under any applicable securities 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 excess 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 EAF, 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.

## TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter shall have the right to terminate the Underwriting Agreement by notice in writing given to the Company at or prior to the Latest Time for Termination, if:

- (a) there occurs any new regulation or any change in the existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable 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) there occurs any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, 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 reasonable 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
- (d) 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) which, in the reasonable opinion of the Underwriter, makes it inexpedient or inadvisable to proceed with the Rights Issue.

Then in any such case the Underwriter may, after consultation with the Company or its advisers as the circumstances shall admit, by notice in writing to the Company on its own behalf (which may be given at any time up to the Latest Time for Termination) rescind the Underwriting Agreement.

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. A further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

### **EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES**

The latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, a “black” rainstorm warning signal and/or extreme conditions 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 Latest Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares and for application will be rescheduled to 4:00 p.m. on the following Business Day which does not have any 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 of and payment for the Rights Shares and application and payment for excess Rights Shares does not take place on or before 4:00 p.m. on Wednesday, 9 August 2023, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

### **GENERAL**

References in this EAF to times and dates are to Hong Kong times and dates unless otherwise stated.

By completing, signing and submitting this EAF, you agree to disclose to the Company and/or the Registrar and/or their respective advisers and agent’s personal data and any information which they require about you or the person(s) for whose benefit you have made the application for excess Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**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 Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its principal place of business in Hong Kong at 8/F, Wui Tat Centre, No. 55 Connaught Road West, Sheung 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.

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