

To be valid, the whole of this Provisional Allotment Letter must be returned.
本暫定配額通知書必須整份交還，方為有效。

IMPORTANT
重要提示

Reference is made to the prospectus issued by Lapco Holdings Limited (the “Company”) dated 31 January 2024 in relation to the Rights Issue (the “Prospectus”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise. 茲提述立高控股有限公司(「本公司」)就供股所刊發日期為二零二四年一月三十一日的供股章程(「供股章程」)。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON FRIDAY, 16 FEBRUARY 2024 (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” BELOW).

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，務請即時處理。本暫定配額通知書所載的要約將於二零二四年二月十六日(星期五)下午四時正(或下文「惡劣天氣及／或極端情況對供股股份最後接納時間及繳付股款時間的影響」一段所述的較後日期及／或時間)截止。

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

閣下如對本暫定配額通知書任何部分或應採取的行動有任何疑問，應諮詢閣下的股票經紀或其他持牌證券交易商、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 and other documents specified in the paragraph headed “14. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG” 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. The Registrar of Companies in Hong Kong, the Stock Exchange, the Securities and Futures Commission of Hong Kong and the HKSCC take no responsibility as to the contents of any of the Prospectus Documents or any other document(s) referred to above.

本暫定配額通知書的副本連同供股章程副本及供股章程附錄三「14. 送呈香港公司註冊處處長的文件」一段所述其他文件，已按公司(清盤及雜項條文)條例第342C條的規定送呈香港公司註冊處處長進行登記。香港公司註冊處處長、聯交所、香港證券及期貨事務監察委員會及香港結算對任何供股章程文件或上述任何其他文件的內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no 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 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，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或倚賴該等內容而引致的任何損失承擔任何責任。

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

買賣股份以及未繳股款及繳足股款供股股份可透過中央結算系統交收，閣下應就該等交收安排的詳情及該等安排可能如何影響閣下的權利及權益諮詢閣下的持牌股票經紀、持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of the conditions precedent set out under the paragraph headed “LETTER FROM THE BOARD – RIGHTS ISSUE – CONDITIONS OF THE RIGHTS ISSUE” in the Prospectus. If any of the conditions precedent of the Rights Issue is not fulfilled or waived (where applicable), at or before 6:00 p.m. on Tuesday, 27 February 2024 (or such later date as may be considered by the Company), the Rights Issue will not proceed.

供股須待供股章程「董事會函件－供股－供股的條件」一段所載先決條件獲達成及／或豁免(如適用)後，方可作實。倘供股的任何先決條件於二零二四年二月二十七(星期二)(或本公司可能考慮的較後日期)下午六時正或之前未獲達成或豁免(如適用)，則供股將不會進行。

The Rights Issue will proceed on a non-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.

供股將按非包銷基準進行。供股章程文件並無且將不會根據香港以外任何司法權區的適用證券法例進行登記或備案。向香港以外司法權區派發供股章程文件可能受法例限制。管有供股章程文件的人士應自行了解並遵守任何有關限制。未能遵守有關限制可能構成違反任何相關司法權區的證券法例。

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

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，以及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，可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，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內交收。所有在中央結算系統內進行的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。

Shareholders should note that the Shares have been dealt in on an ex-rights basis from Monday, 22 January 2024. Dealings in the Rights Shares in the nil-paid form will take place from Friday, 2 February to Friday, 9 February 2024 (both dates inclusive).

股東務請注意，股份自二零二四年一月二十二日(星期一)起以除權基準買賣。供股股份將於二零二四年二月二日(星期五)至二零二四年二月九日(星期五)(包括首尾兩日)期間以未繳股款形式進行買賣。

Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date which all the conditions to which the Rights Issue is subject are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the Shares and any dealings in the Rights Shares in their nil-paid form from Friday, 2 February 2024 to Friday, 9 February 2024 (both dates inclusive) will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or nil-paid Rights Shares are recommended to consult their own professional adviser(s).

於直至供股的所有條件獲達成當日前買賣股份及／或未繳股款供股股份的任何股東或其他人士，將相應承擔供股可能不會成為無條件及／或可能不會進行的風險。股東及公眾人士於買賣股份時務請審慎行事，且於二零二四年二月二日(星期五)至二零二四年二月九日(星期五)(包括首尾兩日)期間買賣任何未繳股款供股股份，將相應承擔供股可能不會成為無條件及可能不會進行的風險。任何擬買賣股份或未繳股款供股股份的股東或其他人士務請諮詢其本身的專業顧問。

All times and dates stated in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書所述所有日期及時間均指香港本地日期及時間。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail.

倘本暫定配額通知書的中英文版本有任何歧義，概以英文版本為準。

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

本暫定配額通知書及據此作出的所有申請均須受香港法例規管及按其詮釋。

Form A
表格甲

Hong Kong Branch Share Registrar
and Transfer Office:
Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

香港股份過戶登記分處：
卓佳證券登記有限公司
香港
夏愨道16號
遠東金融中心17樓

Lapco Holdings Limited

立高控股有限公司

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

(Stock Code: 8472)
(股份代號：8472)

**RIGHTS ISSUE ON
THE BASIS OF THREE (3) RIGHTS SHARES FOR
EVERY ONE (1) SHARE ON A NON-UNDERWRITTEN BASIS
AT THE SUBSCRIPTION PRICE OF HK\$0.6 PER RIGHTS SHARE
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN**

4:00 P.M. ON FRIDAY, 16 FEBRUARY 2024

以認購價每股供股股份0.6港元(須於接納時
(即不遲於二零二四年二月十六日(星期五)下午四時正)繳足)
按非包銷基準每持有一(1)股股份獲發三(3)股
供股股份的基準進行供股

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

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

Principal place of business
in Hong Kong:
Unit No. 301A, 3/F
Tower III, Enterprise Square
9 Sheung Yuet Road
Kowloon Bay
Kowloon
Hong Kong

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

香港主要營業地點：
香港
九龍
九龍灣
常悅道9號
企業廣場3座
3樓301A室

31 January 2024
二零二四年一月三十一日

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

Provisional Allotment Letter No.
暫定配額通知書編號

Total number of Shares registered in your name(s) on Tuesday,
30 January 2024
於二零二四年一月三十日(星期二)以 閣下名義登記的股份總數

BOX A
甲欄

Number of Rights Shares provisionally allotted to you subject
to payment in full on acceptance by no later than 4:00 p.m. on
Friday, 16 February 2024
暫定配發予 閣下的供股股份數目，惟須不遲於二零二四年二月
十六日(星期五)下午四時正接納時繳足股款方可作實

BOX B
乙欄

Total subscription monies payable on acceptance in full
接納時應繳足的認購股款總額

BOX C
丙欄

HK\$ 港元

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

Cheque/banker's cashier order number:

支票／銀行本票的付款銀行名稱： _____

支票／銀行本票號碼： _____

Please insert your contact telephone number here:

請在此填上 閣下的聯絡電話號碼： _____

A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE
每份申請須隨附一張獨立開出的支票或銀行本票
本公司將不會發出股款收據

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IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG 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 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 RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

於轉讓認購供股股份的權利時，每宗買賣均須繳付香港從價印花稅。實益權益的饋贈或轉讓（而非出售）亦須繳付香港從價印花稅。於登記任何轉讓本文件所述認購供股股份的權利前，須出示已繳付香港從價印花稅的證明。

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)
(僅供擬悉數轉讓其/彼等於本暫定配額通知書所列供股股份認購權的合資格股東填寫及簽署)

Form B

表格乙

To: The Directors,

Lapco Holdings Limited

致：立高控股有限公司
列位董事

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/吾等謹將本暫定配額通知書所述本人/吾等的供股股份認購權悉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 the Qualifying Shareholders (all joint Shareholders must sign)
合資格股東簽署(所有聯名股東均需簽署)

Date: _____ 2024

日期：二零二四年_____

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

轉讓認購供股股份的權利須繳付香港從價印花稅。

REGISTRATION APPLICATION FORM

登記申請表格

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

Form C

表格丙

To: The Directors

Lapco Holdings Limited

致：立高控股有限公司
列位董事

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的乙欄所列的供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款，以及在本公司的組織章程大綱及細則規限下，接納此等供股股份。

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

To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.
請用英文正楷填寫。聯名申請人僅需填寫排名首位申請人的地址。

For Chinese applicant(s), please provide your name in both English and Chinese.
中國籍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	Other name(s) 名字	Name in Chinese 中文姓名
Names of joint applicant(s) in English (if applicable) 聯名申請人英文姓名(如適用)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人僅需填寫排名首位申請人的地址)			
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 number 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: _____ 2024

日期：二零二四年_____

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

接納認購供股股份的權利須繳付香港從價印花稅。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR BANKER'S CASHIER ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON FRIDAY, 16 FEBRUARY 2024 (OR, UNDER BAD WEATHER CONDITIONS AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "**EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BANKER'S CASHIER ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "**TRICOR TRUST (HONG KONG) LIMITED – A/C NO.34**" AND CROSSED "**ACCOUNT PAYEE ONLY**".

INSTRUCTIONS ON TRANSFER AND SPLITTING ARE ALSO SET OUT IN THE ENCLOSED SHEET.

NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

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

閣下如欲全數接納本暫定配額通知書所述供股股份的暫定配額，須不遲於二零二四年二月十六日(星期五)下午四時正(或於惡劣天氣及／或極端情況下則為下文「**惡劣天氣及／或極端情況對供股股份最後接納時間及繳付股款時間的影響**」一段所述的較後日期或時間)將本暫定配額通知書整份連同表格甲的丙欄所示的港元全數股款的支票或銀行本票送交過戶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)。所有股款須以港元繳付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，以「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO.34**」為收款人，並以「**只准入抬頭人賬戶**」劃線方式開出。

有關轉讓及分拆的指示亦載於附頁。

本公司將不會就有關股款發出收據。

接納本暫定配額通知書所載暫定配額的每位人士均確認其已閱讀附頁及供股章程所載條款及條件以及接納程序，並同意受其約束。

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Lapco Holdings Limited

立高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8472)

31 January 2024

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Lapco Holdings Limited dated 31 January 2024 in relation to the Rights Issue (the “Prospectus”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of three (3) Rights Shares for every one (1) Share held on the Record Date and registered in your name(s) as at the Record Date (i.e. Tuesday, 30 January 2024) at a subscription price of HK\$0.6 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.

In the event the Rights Issue is not fully subscribed, any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent placees 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 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, 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

Subject to the granting of the listing of, and the 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 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.

The Rights Shares (when allotted, fully-paid or credited as fully-paid and issued) will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Rights Shares. 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. Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

The Rights Issue is conditional upon the fulfillment of the conditions set out under the paragraph headed “LETTER FROM THE BOARD – RIGHTS ISSUE – CONDITIONS OF THE RIGHTS ISSUE” in the Prospectus. If the conditions are not satisfied, the Rights Issue will not proceed.

PROCEDURES FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment in full, you must lodge the PAL in accordance with the instructions printed thereon with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a remittance for the full amount payable on acceptance, so as to be received by no later than 4:00 p.m. (Hong Kong time) on Friday, 16 February 2024 (or, under bad weather conditions and/or extreme conditions, such later date 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” 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 orders which must be issued by, a licensed bank in Hong Kong and made payable to “**TRICOR TRUST (HONG KONG) LIMITED – A/C NO.34**” and crossed “**Account Payee Only**”. No receipt will be issued in respect of any application monies received.

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. (Hong Kong time) on Friday, 16 February 2024, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled. 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.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received by no later than 4:00 p.m. on Friday, 16 February 2024 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” below).

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 original PAL must be surrendered and lodged for cancellation by no later than 4:00 on Tuesday, 6 February to the 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 required, which will be available for collection at the Registrar’s address set out above after 9:00 a.m. on the second Business Day after your surrender of the original PAL. 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.

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

The Latest Time for Acceptance will not take place at the time indicated above if there is a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by super typhoons announced by the Government of Hong Kong or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 16 February 2024. Instead the Latest Time for Acceptance 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 Friday, 16 February 2024. 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 of and payment for the Rights Shares does not take place on the currently scheduled date, the dates mentioned in the section headed “EXPECTED TIMETABLE” in the Prospectus may be affected. Announcement will be made by the Company in such event as soon as practicable.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is subject to fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Rights Issue – Conditions of the Rights Issue” in the Letter from the Board of the Prospectus.

Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or the nil-paid rights is advised to exercise caution when dealing in the Shares and/or the nil-paid rights.

The Rights Issue will proceed on a non-underwritten basis irrespective of the acceptance of the provisionally allotted Rights Shares. Any person 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 advisor(s). Any Shareholder or other person dealing in the Shares or in the nil-paid rights up to the time at which the Rights Issue becomes unconditional will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

CHEQUES AND BANKER’S CASHIER ORDERS

All cheques or banker’s cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Any PAL in respect of which the cheque or banker’s cashier order is dishonoured on first presentation is liable to be rejected, 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 the PAL with a cheque or a banker’s cashier order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or banker’s cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or banker’s cashier 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.

CERTIFICATES OF THE RIGHTS SHARES 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 or before Friday, 1 March 2024 to those 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 Rights Shares 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 the respective Shareholders’ own risk to their registered addresses on or before Friday, 1 March 2024.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon:

- (i) passing by the Independent Shareholders at the EGM of the resolution to approve the Rights Issue by no later than the Prospectus Posting Date;
- (ii) the GEM Listing Committee 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);
- (iii) the delivery to the Stock Exchange and filing and registration with the Registrar of Companies in Hong Kong no later than the Prospectus Posting Date of Prospectus Documents in compliance with the Companies (WUMP) Ordinance and otherwise complying with the requirements of the Companies (WUMP) Ordinance, the Companies Ordinance and the GEM Listing Rules;
- (iv) the posting of the Prospectus Documents to Qualifying Shareholders; and
- (v) the Placing Agreement not being terminated.

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.

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 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 PALs and/or share certificates.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (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 Unit No. 301A, 3/F Tower III, Enterprise Square 9, Sheung Yuet Road, Kowloon Bay, Kowloon, 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,
By Order of the Board
Lapco Holdings Limited
Tam Yiu Shing, Billy
Executive Director and Joint Company Secretary