Please use this form if you want the Public Offer Shares to be issued in the name of HKSCC Nominees Limited ("HKSCC Nominees") and deposited directly into the Central Clearing and Settlement System ("CCASS") for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant 如 閣下欲以香港中央結算(代理人)有限公司(「香港結算代理人」)的名義登記將獲發行的公開發售股份,並直接存入中央結算及交收系統(「中央結算系統」),以記存於 閣下的中央結算系統投資者戶口持有人股份戶口或 閣 下的指定中央結算系統參與者股份戶口,請使用本表格

Staple your payment here 請將股款 緊釘在此

This Application Form uses the same terms as defined in the prospectus of Golden Ponder Holdings Limited (the "Company") dated 7 August 2018 (the "Prospectus"). 本申請表格使用金侖控股有限公司(「本公司」)於二零一八 年八月七日刊發的招股章程(「招股章程」)所界定的相同詞彙。

Neither this Application Form nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Public Offer Shares in any jurisdiction other than Hong Kong. The Public Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the U.S. Securities Act. 本申 請表格及招股章程概不構成在香港以外任何司法權區要約出售或游説要約購買任何公開發售股份。若無根據 美國證券法登記或豁免登記公開發售股份不得在美國提呈發售或出售。

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. 在任何根據當地法例不得發送、派發或複製本申請表格及招股章程的司法權 區內概不得發送或派發或複製(不論方式,也不論全部或部分)本申請表格及招股章程

Copies of the Prospectus, all related Application Forms and the other documents specified in the section headed "Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection" in Appendix V to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), Hong Kong Securities Clearing Company Limited ("HKSCC"), the Securities and Futures Commission of Hong Kong (the "SFC") and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents. 招股章程、所有 相關申請表格及招股章程附錄五「送呈香港公司註冊處處長及備查文件」一節所述其他文件已按公司(清盤及 雜項條文)條例第342C條向香港公司註冊處處長登記。香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所」)、香港中央結算有限公司(「香港結算」)、香港證券及期貨事務監察委員會(「證監會」)及香港公 司註冊處處長對此等文件的內容概不負責

# **Golden Ponder Holdings Limited** 金侖控股有限公司

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

> Stock code: 1783 股份代號: 1783

**Maximum Offer Price:** HK\$0.55 per Offer Share, plus brokerage of 1%,

> SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in

Hong Kong Dollars and subject to refund)

最高發售價: 每股發售股份0.55港元,另加1%經紀佣金、

0.0027% 證監會交易徵費及0.005% 聯交所交易費 (須於申請時以港元繳足及多收款項可予退還)

You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures. 招股章程尚有其他關於申請程序的其他資料,本申請表 格應與招股章程一併閱讀。

> 申請表格 **Application Form**

To: Golden Ponder Holdings Limited Joint Bookrunners Joint Lead Managers Public Offer Underwriters

致:金侖控股有限公司 聯席賬簿管理人 聯席牽頭經辦人 公開發售包銷商

Applicants' declaration

I/We agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the "Effect of completing and submitting this Application Form" section of this Application Form.

本人/吾等同意本申請表格及招股章程的條款及條件 以及申請程序。請參閱本申請表格「填交本申請表格 的效用」一節。

Warning: Only one application may be made for the benefit of any person. Please refer to the last four bullets of "Effect of completing and submitting this Application Form" section.

警告:任何人士只限作出一次為其利益而進行的認購 申請。請參閱「填交本申請表格的效用 | 一節最後四點。

Please use this form if you want the Public Offer Shares to be issued in the name of HKSCC Nominees Limited ("HKSCC Nominees") and deposited directly into the Central Clearing and Settlement System ("CCASS") for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant 如 閣下欲以香港中央結算(代理人)有限公司(「香港結算代理人」)的名義登記將獲發行的公開發售股份,並直接存入中央結算及交收系統(「中央結算系統」),以記存於 閣下的中央結算系統投資者戶口持有人股份戶口或 閣下的指定中央結算系統參與者股份戶口,請使用本表格

下的指定中央結算系統參與者股份戶口,請使用本表格	时 10个人加并不加以复名,自为有人放例,自然一面
Signed by (all) applicant(s) (all joint applicants must sign): 由 (所有)申請人簽署 (所有聯名申請人必須簽署):	For Broker use 此欄供經紀填寫 Lodged by 遞交申請的經紀 Broker No. 經紀號碼 Broker's Chop 經紀印章
Date: 日期: / / / / Y 年	
Number of Public Offer Shares applied for (not more than 10,000,000 shares) 申請公開發售股份數目(不超過10,000,000股股份)	Cheque/banker's cashier order number 支票/銀行本票號碼
Total amount 總額	Name of bank on which cheque/Banker's cashier order is drawn (see "How to make your application" section) 兑現支票/銀行本票的銀行名稱(請參閱「申請手續」一節)
HK\$ 港元	
Name in English 英文姓名/名稱	
Family name or company name姓氏或公司名稱	Forename(s) 名字
Name in Chinese 中文姓名/名稱	
Family name or company name姓氏或公司名稱	Forename(s) 名字
Occupation in English 職業(以英文填寫)	Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. of all other joint applicants* (Please delete as appropriate) 香港身份證號碼/護照號碼/香港商業登記號碼*(請刪除不適用者)
Names of all other joint applicants in English (if any) 所有其他聯名申請人的英文姓名/名稱(如有)	Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. of all other joint applicants* (Please delete as appropriate) 所有其他聯名申請人的香港身份證號碼/護照號碼/香港商業登記號碼*(請刪除不適用者)
	(1)
(2)	(2)
(3)	(3)
Hong Kong address in English and telephone no. (joint applicants shounly) 香港地址(以英文填寫)及電話號碼(聯名申請人只須填寫排名	nld give the address and the telephone number of first-named applicant 名首位申請人的地址及電話號碼)
	T I I V F->T B->TE
	Telephone No. 電話號碼
For Nominees: You will be treated as applying for your own benefit if you do not complete this section. Please provide an account number or identification code for each (joint) beneficial	THIS BOX MUST BE DULY COMPLETED 必須填妥此欄 Participant I.D. of the CCASS Investor Participant or designated
owner. 由代名人遞交:代名人若不填寫本節,是項認購申請將視作為 閣下利益提出。請填寫每名(聯名)實益擁有人的賬戶號碼或識別編碼。	CCASS Participant 中央結算系統投資者戶口持有人或指定的中央結算系統參與者的參與者編號
7	
ADDRESS LABEL 地址標貼 (Your name(s) and address in Hong Kong in BLOCK letters 請用英文正楷填寫姓名/名稱及香港地址)	For designated CCASS Participant or Corporate CCASS Investor Participant, please also affix the company chop bearing its company name 指定的中央結算系統參與者或中央結算系統公司投資者戶口持有人,請加蓋顯示公司名稱的公司印章
For Internal use 此欄供內部使用	(See paragraph 2 in the section "How to make your application") (請參閱「申請手續」一節第 2 段)

Please use this form if you want the Public Offer Shares to be issued in the name of HKSCC Nominees Limited ("HKSCC Nominees") and deposited directly into the Central Clearing and Settlement System ("CCASS") for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant 如 閣下欲以香港中央結算(代理人)有限公司(「香港結算代理人」)的名義登記將獲發行的公開發售股份,並直接存入中央結算及交收系統(「中央結算系統」),以記存於 閣下的中央結算系統投資者戶口持有人股份戶口或 閣下的指定中央結算系統參與者股份戶口,請使用本表格

- (1) If you are a CCASS Investor Participant, only a Hong Kong Identity Card number (if you are an individual) or a Hong Kong Business Registration number (if you are a body corporate) will be accepted for this application, please see paragraph 2 under the section "How to make your 閣下為中央結算系統投資者戶口持有人,本申請僅接納香港身份證號碼(如 application". 如 屬個別人士)或香港商業登記號碼(如屬法人團體);請參閱「申請手續」一節第2段。
  - (2) If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant): For an individual, you must provide your Hong Kong Identity Card number or passport number. If you hold a Hong Kong Identity Card, please provide that number. If you do not hold a Hong Kong Identity Card, please provide your passport number. For a body corporate, please provide your Hong Kong Business Registration number. 如 閣下透過中央結算系統投資 者戶口持有人以外的指定中央結算系統參與者提出申請:如屬個別人士,必須填寫 港身份證號碼或護照號碼(持有香港身份證者請填寫香港身份證號碼,否則請填寫護照號碼); 如屬法人團體,請填寫香港商業登記號碼。
  - (3) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Such data will be used for checking the validity of Application Form and such data would also be transferred to a third party for such purpose and refund purpose. Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque. 退款支票(如有) 閣下或(如屬聯名申請人)排名首位申請人的香港身份證號碼/護照號碼的一部 分。有關資料將用於核實申請表格是否有效,亦會轉交第三方作資料核實和退款。銀行兑現退 款支票前或會要求查證 閣下的香港身份證號碼/護照號碼。
  - (4) If an application is made by an unlisted company and:
    - the principal business of that company is dealing in securities; and
    - you exercise statutory control over that company, then the application will be treated as being made for your benefit. 倘若申請人是一家非上市公司,而:
    - 該公司主要從事證券買賣業務;及
    - 閣下可對該公司行使法定控制權,

是項申請將視作為 閣下的利益提出。

(5) All joint applicants must give (if they are individuals) their Hong Kong Identity Card numbers or, where applicable, passport numbers, or (if they are bodies corporate) their Hong Kong Business Registration numbers. 所有聯名申請人必須提供(如屬個別人士)其香港身份證號碼或(如適用) 護照號碼,或(如屬法人團體)其香港商業登記號碼。

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# How to make your application

1. Use the table below to calculate how much you must pay. Your application must be for a minimum of 10,000 Public Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

TABLI	TABLE OF NUMBER OF PUBLIC OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS						IENTS
No. of shares	Application money HK\$	No. of shares	Application money HK\$	No. of shares	Application money HK\$	No. of shares	Application money HK\$
10,000	5,555.43	80,000	44,443.39	600,000	333,325.41	4,000,000	2,222,169.40
20,000	11,110.85	90,000	49,998.82	700,000	388,879.65	5,000,000	2,777,711.75
30,000	16,666.28	100,000	55,554.24	800,000	444,433.88	6,000,000	3,333,254.10
40,000	22,221.69	200,000	111,108.47	900,000	499,988.12	7,000,000	3,888,796.45
50,000	27,777.12	300,000	166,662.71	1,000,000	555,542.35	8,000,000	4,444,338.80
60,000	33,332.54	400,000	222,216.94	2,000,000	1,111,084.70	9,000,000	4,999,881.15
70,000	38,887.97	500,000	277,771.18	3,000,000	1,666,627.05	10,000,000*	5,555,423.50
						* Maximum number of Public Offer Shares you may apply for.	

2. You, as the applicant(s), must complete the form in English as indicated below and sign on the second page of the Application Form. Only written signature(s) will be accepted (and not by way of personal chop).

If you are applying through a designated CCASS Participant (other than a CCASS investor participant):

• the designated CCASS Participant must endorse the form with its company chop (bearing its company name) and insert its participant I.D. in the appropriate box.

If you are applying as an individual CCASS Investor Participant:

- the form must contain your NAME and Hong Kong Identity Card number;
- your participant I.D. must be inserted in the appropriate box.

If you are applying as a joint individual CCASS Investor Participant:

- the form must contain all joint investor participants' NAMES and the Hong Kong Identity Card number of all joint investor participants;
- your participant I.D. must be inserted in the appropriate box.

If you are applying as a corporate CCASS Investor Participant:

- the form must contain your company NAME and Hong Kong Business Registration number;
- your participant I.D. and your company chop (bearing your company name) must be inserted in the appropriate box.

Incorrect or omission of details of the CCASS Participant including participant I.D. and/or company chop bearing its company name or other similar matters may render your application invalid.

3. Staple your cheque or banker's cashier order to the form. Each application for the Public Offer Shares must be accompanied by either one separate cheque or one separate banker's cashier order. Your application will be rejected if your cheque or banker's cashier order does not meet all the following requirements:

## The cheque must:

#### Banker's cashier order must:

- be in Hong Kong dollars;
- not be post-dated;
- be made payable to "Bank of Communications (Nominee) Co. Ltd. Golden Ponder Public Offer";
- be crossed "Account Payee Only";
- be drawn on your Hong Kong dollar bank account in Hong Kong; and
- show your account name, which must either be preprinted on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. If it is a joint application, the account name must be the same as the first-named applicant's name.
- be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker's cashier order must correspond with your name. If it is a joint application, the name on the back of the banker's cashier order must be the same as the first-named applicant's name.
- 4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker's cashier order attached) to one of the collection boxes at any of the following outlets of:

# Bank of Communications Co., Ltd. Hong Kong Branch

District	Outlet Name	Address
Hong Kong Island	Business Department	20 Pedder Street, Central
	Taikoo Shing Sub-Branch	Shop 38, G/F., CityPlaza 2, 18 Taikoo Shing Road
Kowloon	Tsim Sha Tsui Sub-Branch	Shop Nos. 1–3 on G/F., CFC Tower, 22–28 Mody Road, Tsim Sha Tsui
	Ngau Tau Kok Sub-Branch	Shop G1 & G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road
New Territories	Tiu Keng Leng Sub-Branch	Shops Nos. L2–064 and L2–065, Level 2, Metro Town, Tiu Keng Leng

5. Your Application Form can be lodged at these times:

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9:00 a.m. to 5:00 p.m. — Tuesday, 7 August 2018

9:00 a.m. to 5:00 p.m. — Wednesday, 8 August 2018

9:00 a.m. to 5:00 p.m. — Thursday, 9 August 2018

9:00 a.m. to 12:00 noon — Friday, 10 August 2018
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6. The latest time for lodging your application is 12:00 noon on Friday, 10 August 2018. The application lists will be open between 11:45 a.m. and 12:00 noon on that day, subject only to the weather conditions, as described in "How to Apply for the Public Offer Shares — 9. Effect of Bad Weather on the Opening of the Application Lists" section of the Prospectus.

# 申請手續

1. 使用下表計算 閣下應付的款項。 閣下申請認購的股數須至少為10,000股公開發售股份,並為下表所列的其中一個數目,否則不受理。

	可申請認購的公開發售股份數目及應繳款項一覽表						
股份數目	申請款項 港元	股份數目	申請款項 港元	股份數目	申請款項 港元	股份數目	申請款項 港元
10,000	5,555.43	80,000	44,443.39	600,000	333,325.41	4,000,000	2,222,169.40
20,000	11,110.85	90,000	49,998.82	700,000	388,879.65	5,000,000	2,777,711.75
30,000	16,666.28	100,000	55,554.24	800,000	444,433.88	6,000,000	3,333,254.10
40,000	22,221.69	200,000	111,108.47	900,000	499,988.12	7,000,000	3,888,796.45
50,000	27,777.12	300,000	166,662.71	1,000,000	555,542.35	8,000,000	4,444,338.80
60,000	33,332.54	400,000	222,216.94	2,000,000	1,111,084.70	9,000,000	4,999,881.15
70,000	38,887.97	500,000	277,771.18	3,000,000	1,666,627.05	10,000,000*	5,555,423.50
						* 閣下可申請認購的公開發售 股份最高數目。	

閣下作為申請人,必須按照下列指示以英文填妥表格,並於申請表格次頁簽署,只接納親筆簽名(不得以個人印章代替)。

如 閣下透過中央結算系統投資者戶口持有人以外的指定中央結算系統參與者提出申請:

• 該指定中央結算系統參與者必須於表格蓋上公司印章(附有公司名稱),並在適當方格內填寫參與者編號。

如 閣下以個人中央結算系統投資者戶口持有人名義提出申請:

- 表格須載有 閣下的姓名和香港身份證號碼;
- 須在適當方格內填寫 閣下的參與者編號。

如 閣下以聯名個人中央結算系統投資者戶口持有人名義提出申請:

- 表格須載有所有聯名投資者戶口持有人的姓名和香港身份證號碼;
- 須在適當方格內填寫 閣下的參與者編號。

如 閣下以公司中央結算系統投資者戶口持有人名義提出申請:

- 表格須載有 閣下的公司名稱和香港商業登記號碼;
- 須在適當方格內填寫 閣下的參與者編號並蓋上公司印章(附有公司名稱)。

中央結算系統參與者的資料(包括參與者編號及/或附有公司名稱的公司印章)或其他類似事項如有不確或遺漏,均可能導致申請無效。

3. 閣下須將支票或銀行本票釘於表格上。每份公開發售股份申請須附一張獨立開出支票或一張獨立開 出銀行本票。支票或銀行本票必須符合以下所有規定,否則 閣下的認購申請將不獲接納:

# 支票必須:

銀行本票必須:

- 為港元;
- 不得為期票;
- 註明抬頭人為「交通銀行(代理人)有限公司 金侖公開發售」;
- 劃線註明「只准入抬頭人賬戶」;
- 從 閣下在香港的港元銀行賬戶中開出;及
- 顯示 閣下的賬戶名稱,而該賬戶名稱必須 已預印在支票上,或由有關銀行授權的人士 在支票背書。賬戶名稱必須與 閣下姓名/名 稱相同。如屬聯名申請,賬戶名稱必須與排 名首位申請人的姓名/名稱相同。
- 須由香港持牌銀行開出,並由有關銀行授權的人士在銀行本票背面簽署核證 閣下姓名/名稱。銀行本票所示姓名/名稱須與 閣下姓名/名稱相同。如屬聯名申請,銀行本票背面所示姓名/名稱必須與排名首位申請人的姓名/名稱相同。
- 4. 撕下申請表格,對摺一次,然後將填妥的申請表格(連同支票或銀行本票)投入下列任何一家網點特設的收集箱:

# 交通銀行股份有限公司香港分行

地區 網點名稱 地址

太古城支行 太古城道18號太古城中心第二期地下38號舖

九龍區 尖沙咀支行 尖沙咀麼地道 22-28 號

中福商業大廈地下1-3號舖

牛頭角支行 牛頭角道77號淘大商場一期地下G1及G2號舖

新界區 調景嶺支行 調景嶺都會駅商場2樓L2-064及L2-065號舖

5. 閣下可於下列時間遞交申請表格:

二零一八年八月七日(星期二) — 上午九時正至下午五時正

二零一八年八月八日(星期三) — 上午九時正至下午五時正

二零一八年八月九日(星期四) — 上午九時正至下午五時正

二零一八年八月十日(星期五) — 上午九時正至中午十二時正

6. 截止遞交申請的時間為二零一八年八月十日(星期五)中午十二時正。本公司將於當日上午十一時四十五分至中午十二時正期間登記認購申請,唯一會影響此時間的變化因素為當日的天氣狀況(詳情請參閱招股章程「如何申請公開發售股份-9.惡劣天氣對辦理申請登記的影響」一節)。

# **Golden Ponder Holdings Limited**

# 金侖控股有限公司

(Incorporated in the Cayman Islands with limited liability)

# **SHARE OFFER**

# Conditions of your application

# A. Who can apply

- 1. You and any person(s) for whose benefit you are applying must be 18 years of age or older and must have a Hong Kong address.
- 2. If you are a firm, the application must be in the individual members' names.
- 3. The number of joint applicants may not exceed 4.
- 4. If you are a body corporate, the application must be signed by a duly authorised officer, who must state his representative capacity, and stamped with your corporation's chop.
- 5. You must be outside the United States, not be a United States Person (as defined in Regulation S) and not be a legal or natural person of the PRC.
- 6. Unless permitted by the Listing Rules, you cannot apply for any Public Offer Shares if:
  - You are an existing beneficial owner of Shares in the Company and/or any of its subsidiaries;
  - You are a Director or chief executive officer of the Company and/or any of its subsidiaries;
  - You are a close associate (as defined in the Listing Rules) of any of the above;
  - You are a core connected person (as defined in the Listing Rules) of the Company or will become a core connected person of the Company immediately upon completion of the Share Offer; or
  - You have been allocated or have applied for or indicated an interest in any Placing Shares under the Placing or otherwise participated in the Placing.

#### B. If you are a nominee

You, as a nominee, may make more than one application of the Public Offer Shares by (i) giving electronic instructions to HKSCC via Central Clearing and Settlement System ("CCASS") (if you are a CCASS Participant); or (ii) using a WHITE or YELLOW Application Form, and lodge more than one application in your own name on behalf of different beneficial owners.

#### C. Effect of completing and submitting this Application Form

By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as an agent or a nominee on behalf of each person for whom you act:

- undertake to execute all relevant documents and instruct and authorise the Company and/or the Joint Bookrunners and the Joint Lead Managers (or their agents or nominees), as agents of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Public Offer Shares allocated to you in the name of HKSCC Nominees as required by the Articles of Association;
- agree to comply with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Companies Ordinance, and the Articles of Association;
- confirm that you have read the terms and conditions and application procedures set out in the Prospectus and in this Application Form and agree to be bound by them;

- confirm that you have received and read the Prospectus and have only relied on the information and representations contained in the Prospectus in making your application and will not rely on any other information or representations except those in any supplement to the Prospectus;
- confirm that you are aware of the restrictions on the Share Offer in the prospectus;
- agree that none of the Company, the Sponsor, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Share Offer is or will be liable for any information and representations not in the Prospectus (and any supplement to it);
- undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the Placing nor participated in the Placing;
- agree to disclose to the Company, the Sponsor, the Hong Kong Branch Share Registrar, receiving bank, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of the Company, the Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form;
- agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- agree that your application will be governed by the laws of Hong Kong;
- represent, warrant and undertake that (i) you understand that
  the Public Offer Shares have not been and will not be registered
  under the U.S. Securities Act; and (ii) you and any person for
  whose benefit you are applying for the Public Offer Shares are
  outside the United States (as defined in Regulation S) or are a
  person described in paragraph (h)(3) of Rule 902 of Regulation
  S.
- warrant that the information you have provided is true and accurate;
- agree to accept the Public Offer Shares applied for, or any lesser number allocated to you under the application;
- authorise the Company to place the name of the HKSCC Nominees on the Company's register of members as the holder(s) of any Public Offer Shares allocated to you, and the Company and/or its agents to deposit any share certificate(s) into CCASS and/or to send any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you have collected refund cheque(s) in person;

- agree that the shares to be allotted shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your investor participant stock account or the stock account of your designated CCASS participant;
- agree that each of HKSCC and HKSCC Nominees reserves the right (1) not to accept any or part of such allotted shares issued in the name of HKSCC Nominees or not to accept such allotted shares for deposit into CCASS; (2) to cause such allotted shares to be withdrawn from CCASS and issued in your name at your own risk and costs; and (3) to cause such allotted shares to be issued in your name (or, if you are a joint applicant, to the first named applicant) and in such a case, to post the certificates for such allotted shares at your own risk to the address on your application form by ordinary post or to make available the same for your collection;
- agree that each of HKSCC and HKSCC Nominees may adjust the number of allotted shares issued in the name of HKSCC Nominees:
- agree that neither HKSCC nor HKSCC Nominees shall have any liability for the information and representations not so contained in the Prospectus and this Application Form;
- agree that neither HKSCC nor HKSCC Nominees shall be liable to you in any way;
- declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;
- understand that the Company, the Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Underwriters, any of their respective directors, officers or representatives or any other person or party involved in the Share Offer will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Public Offer Shares to you and that you may be prosecuted for making a false declaration:
- (if the application is made for your own benefit) warrant that
  no other application has been or will be made for your benefit
  on a WHITE or YELLOW Application Form or by giving
  electronic application instructions to HKSCC by you or by
  anyone as your agent or by any other person; and
- (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person on a WHITE or YELLOW Application Form or by giving electronic application instructions to HKSCC and (ii) you have due authority to sign the Application Form or give electronic application instructions on behalf of that other person as their agent.

## D. Power of attorney

If your application is made through an authorised attorney, the Company, the Joint Bookrunners and the Joint Lead Managers may accept or reject your application at their discretion, and on any conditions they think fit, including evidence of the attorney's authority.

# **Determination of Offer Price and Allocation of Public Offer Shares**

The Offer Price is expected to be fixed on or around Monday, 13 August 2018, and in any event, not later than Tuesday, 14 August 2018. Applicants are required to pay the maximum Offer Price of HK\$0.55 for each Public Offer Share together with 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee. If the Offer Price is not agreed between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company by Tuesday, 14 August 2018, the Share Offer will not proceed. Applications for Public Offer Shares will not be processed and no allotment of any Public Offer Shares will be made until the application lists close.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications

in the Public Offer and the basis of allocation of the Public Offer on Tuesday, 21 August 2018, on the Company's website at (www.headfame.com.hk) and the website of the Stock Exchange at (www.hkexnews.hk). Results of allocations in the Public Offer and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer (where applicable) will be available on the above websites.

The allocation of Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed "Structure and Conditions of the Share Offer — The Public Offer — Reallocation" in the Prospectus. In particular, the Joint Bookrunners (for themselves and on behalf of the Underwriters) may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 40,000,000 Offer Shares) and the final Offer Price shall be fixed at the bottom end of the Offer Price range (i.e. HK\$0.45 per Offer Share).

# If your application for Public Offer Shares is successful (in whole or in part)

If your application is wholly or partially successful, your share certificate(s) (subject to their becoming valid certificates of title provided that the Share Offer has become unconditional and not having been terminated at 8:00 a.m. on Wednesday, 22 August 2018) will be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you in your Application Form on Tuesday, 21 August 2018 or, in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees.

- If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant): For Public Offer Shares credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Public Offer Shares allotted to you with that CCASS Participant.
- If you are applying as a CCASS Investor Participant: The Company expects to publish the results of CCASS Investor Participants' applications together with the results of the Share Offer on Tuesday, 21 August 2018. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, 21 August 2018 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Public Offer Shares to your stock account you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Public Offer Shares credited to your stock account.

No receipt will be issued for application money paid. The Company will not issue temporary documents of title.

# Refund of your money

If you do not receive any Public Offer Shares or if your application is accepted only in part, the Company will refund to you your application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee) without interest. If the Offer Price is less than the maximum Offer Price, the Company will refund to you the surplus application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee) without interest.

The refund procedures are stated in the "How to Apply for the Public Offer Shares — 13. Dispatch/Collection of Share Certificates and Refund Monies" section of the Prospectus.

# Golden Ponder Holdings Limited 金 侖 控 股 有 限 公 司

(於開曼群島註冊成立的有限公司)

# 股份發售

# 申請條件

# 甲.可提出申請的人士

- 1. 閣下及 閣下為其利益提出申請的人士必須年滿18歲並有香港地址。
- 2. 如 閣下為商號,申請須以個別成員名義提出。
- 3. 聯名申請人不得超過四名。
- 4. 如 閣下為法人團體,申請須經獲正式授權人 員簽署,並註明其所屬代表身份及蓋上公司印 章。
- 5. 閣下必須身處美國境外,並非美籍人士(定義見 S規例),亦非中國法人或自然人。
- 6. 除上市規則批准外,下列人士概不得申請認購 任何公開發售股份:
  - 本公司及/或其任何附屬公司股份的現有 實益擁有人;
  - 本公司及/或其任何附屬公司的董事或最 高行政人員;
  - 上述任何人士的緊密聯繫人(定義見上市 規則);
  - 本公司核心關連人士(定義見上市規則) 或緊隨股份發售完成後成為本公司核心關 連人士的人士;或
  - 已獲分配或已申請或表示有意申請配售的 任何配售股份或以其他方式參與配售的人 士。

# 乙.如 閣下為代名人

閣下作為代名人可提交超過一份公開發售股份申請,方法是:(i)透過中央結算及交收系統(「中央結算系統」)向香港結算發出電子認購指示(如 閣下為中央結算系統參與者);或(ii)使用**白色或黃色**申請表格,以自身名義代表不同的實益擁有人提交超過一份申請。

# 丙.填交本申請表格的效用

閣下填妥並遞交本申請表格,即表示 閣下(如屬聯名申請人,即各人共同及個別)代表 閣下本身,或作為 閣下代其行事的每位人士的代理或代名人:

- 承諾簽立所有相關文件,並指示及授權本公司及/或作為本公司代理的聯席賬簿管理人及聯席牽頭經辦人(或彼等的代理或代名人),為閣下簽立任何文件及代表閣下辦理一切必要事宜,並為按照組織章程細則的規定將閣下獲分配的任何公開發售股份以香港結算代理人的名義登記;
- 同意遵守公司(清盤及雜項條文)條例、公司條例及組織章程細則;
- 確認 閣下已細閱招股章程及本申請表格所載 的條款及條件以及申請程序,並同意受其約束;

- 確認 閣下已接獲及細閱招股章程,提出申請 時也僅依據招股章程載列的資料及陳述,而除 招股章程任何補充文件所載者外,不會依賴任 何其他資料或陳述;
- · 確認 閣下知悉招股章程內有關股份發售的限制;
- 同意本公司、保薦人、聯席賬簿管理人、聯席 牽頭經辦人、包銷商、彼等各自的董事、高級 職員、僱員、合夥人、代理、顧問及參與股份 發售的任何其他人士現時及日後均毋須對並非 載於招股章程(及其任何補充文件)的任何資料 及陳述負責;
- 承諾及確認 閣下或 閣下為其利益提出申請 的人士並無申請或接納或表示有意認購(亦不會 申請或接納或表示有意認購)配售的任何發售股 份,也沒有參與配售;
- 同意向本公司、保薦人、香港股份過戶登記分處、收款銀行、聯席賬簿管理人、聯席牽頭經辦人、包銷商及/或彼等各自的顧問及代理披露其所要求提供有關 閣下及 閣下為其利益提出申請的人士的個人資料;
- 若香港境外任何地方的法例適用於 閣下的申請,則同意及保證 閣下已遵守所有有關法例,且本公司、保薦人、聯席賬簿管理人、聯席牽頭經辦人及包銷商和彼等各自的任何高級職員或顧問概不會因接納 閣下的購買要約,或 閣下在招股章程及本申請表格所載的條款及條件項下的權利及責任所引致的任何行動,而違反香港境外的任何法例;
- 同意 閣下的申請一經接納,即不得因無意的 失實陳述而撤銷;
- 同意 閣下的申請受香港法例管轄;
- 聲明、保證及承諾:(i) 閣下明白公開發售股份不曾亦不會根據美國證券法登記;及(ii) 閣下及 閣下為其利益申請公開發售股份的人士均身處美國境外(定義見S規例),或屬S規例第902條第(h)(3)段所述的人士;
- 保證 閣下提供的資料真實及準確;
- 同意接納所申請數目或根據申請分配予 閣下 但數目較少的公開發售股份;
- 授權本公司將香港結算代理人的名稱列入本公司股東名冊,作為 閣下獲分配的任何公開發售股份的持有人,並授權本公司及/或其代理將任何股票存入中央結算系統及/或以普通郵遞方式按申請所示地址向 閣下或聯名申請的首名申請人發送任何退款支票,郵誤風險由 閣下承擔,惟 閣下已選擇親身領取退款支票則除外;

- 同意獲配發的股份是以香港結算代理人的名義發行,並直接存入中央結算系統,以便記存於 閣下的投資者戶口持有人股份戶口或 閣下的指定中央結算系統參與者股份戶口;
- 同意香港結算及香港結算代理人均可調整獲配 發以香港結算代理人名義發行的股份數目;
- 同意香港結算及香港結算代理人對招股章程及本申請表格未有載列的資料及陳述概不負責;
- 同意香港結算及香港結算代理人概不以任何方式對 閣下負責;
- 聲明及表示此乃 閣下為本身或 閣下為其利益提出申請的人士提出及擬提出的唯一申請;
- 明白本公司、保薦人、聯席賬簿管理人、聯席 牽頭經辦人及包銷商,以及彼等各自的任何董 事、高級職員或代表或參與股份發售的任何其 他個人或團體將依據 閣下的聲明及陳述而決 定是否向 閣下配發任何公開發售股份, 閣下 如作出虛假聲明,可能會被檢控;
- (如本申請是為 閣下本身利益提出)保證 閣下或作為 閣下代理的任何人士或任何其他人士不曾亦不會為 閣下利益而以白色或黃色申請表格或向香港結算發出電子認購指示提出其他申請;及
- (如 閣下作為代理為另一人士的利益提出申請)保證(i) 閣下(作為代理或為該人士利益)或該人士或任何其他作為該人士代理的人士不曾亦不會以白色或黃色申請表格或向香港結算發出電子認購指示而提出其他申請;及(ii) 閣下獲正式授權作為該人士的代理代為簽署本申請表格或發出電子認購指示。

## 丁.授權書

如 閣下透過授權人士提出申請,本公司、聯席 賬簿管理人及聯席牽頭經辦人可按其認為合適的 任何條件(包括出示獲授權證明)酌情接納或拒 絕 閣下的申請。

# 釐定發售價及公開發售股份的分配

預期發售價於二零一八年八月十三日(星期一)或前後釐定,且於任何情況下均不遲於二零一八年八月十四日(星期二)。申請人須繳付每股公開發售股份0.55港元的最高發售價,另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。倘若聯席賬簿管理人(為其本身及代表包銷商)與本公司並無於二零一八年八月十四日(星期二)或之前協定發售價,股份發售將不會進行。截止登記認購申請前概不處理公開發售股份的申請或配發任何公開發售股份。

本公司預期於二零一八年八月二十一日(星期二)在本公司網站(www.headfame.com.hk)及聯交所網站

(www.hkexnews.hk)公佈最終發售價、配售踴躍程度、公開發售申請認購水平及公開發售分配基準。公開發售的分配結果以及成功申請人的香港身份證/護照/香港商業登記號碼(如適用)亦同於上述網站公佈。

# 如 閣下成功申請認購公開發售股份(全部或部分)

如 閣下的申請全部或部分獲接納, 閣下的股票 (前提是到二零一八年八月二十二日(星期三)上午八 時正股份發售成為無條件而並無終止,股票成為有 效的所有權證明)將以香港結算代理人名義發出, 按 閣下在申請表格的指示於二零一八年八月二十一 日(星期二)或在特別情況下由香港結算或香港結 代理人指定的任何其他日期直接存入中央結算系統 以記存於 閣下的中央結算系統投資者戶口持有人股份戶口或 閣下的指定中央結算系統參與者股份戶口。

- 如 閣下透過中央結算系統投資者戶口持有人以外的指定中央結算系統參與者提出申請:公開發售股份將存入 閣下的指定中央結算系統參與者(非中央結算系統投資者戶口持有人)股份戶口,閣下可向該中央結算系統參與者查詢 閣下獲配發的公開發售股份數目。
  - 閣下以中央結算系統投資者戶口持有人身份 提出申請:本公司預期於二零一八年八月二十一 日(星期二)刊登中央結算系統投資者戶口持有人 的申請結果及股份發售的結果。 閣下應查閱本 公司刊發的公告,如有任何資料不符,請於二零 一八年八月二十一日(星期二)或香港結算或香港 結算代理人確定的任何其他日期下午五時正前知 會香港結算。在公開發售股份存入 戶口後, 閣下即可透過「結算通」電話系統及中 央結算系統互聯網系統(根據香港結算不時有效的 《投資者戶口操作簡介》所載程序) 查詢 戶口結餘。香港結算亦將向 閣下提供一份活動 結單,列出存入 閣下股份戶口的公開發售股份 數目。

本公司不會就申請時繳付的款項發出收據,亦不會發出臨時所有權文件。

# 退回款項

若 閣下未獲分配任何公開發售股份或申請僅部分獲接納,本公司將不計利息退回 閣下的申請股款(包括相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。如發售價低於最高發售價,本公司將不計利息退回多收申請股款(包括相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。

有關退款程序載於招股章程「如何申請公開發售股份 — 13. 發送/領取股票及退回股款」一節。

## **Personal Data**

# **Personal Information Collection Statement**

This Personal Information Collection Statement informs the applicant for, and holder of, Public Offer Shares, of the policies and practices of the Company and its Hong Kong Branch Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486) of the Laws of Hong Kong) (the "Ordinance").

Reasons for the collection of your personal data

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents and the Hong Kong Branch Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Branch Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or its Hong Kong Branch Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Public Offer Shares which you have successfully applied for and/ or the dispatch of share certificate(s) and/or refund cheque(s) to which you are entitled.

It is important that securities holders inform the Company and the Hong Kong Branch Share Registrar immediately of any inaccuracies in the

personal data supplied.

**Purposes** 

The personal data of the securities holders may be used, held, processed, and/or stored (by whatever

means) for the following purposes:

processing your application and refund cheque, where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Public Offer Shares;

compliance with applicable laws and regulations in Hong Kong and elsewhere;

- registering new issues or transfers into or out of the names of securities holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities holders of the Company;

verifying securities holders' identities;

establishing benefit entitlements of securities holders of the Company, such as dividends, rights issues, bonus issues, etc.;

distributing communications from the Company

and its subsidiaries;

compiling statistical information and securities holder profiles;

disclosing relevant information to facilitate

claims on entitlements; and

any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Branch Share Registrar to discharge their obligations to securities holders and/or regulators and/or any other purposes to which the securities holders may from time to time agree.

Transfer of personal data

Personal data held by the Company and its Hong Kong Branch Share Registrar relating to the securities holders will be kept confidential but the Company and its Hong Kong Branch Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

the Company's appointed agents such as financial advisers, receiving bank and overseas

principal share registrar;

where applicants for securities request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes

of operating CCASS;

any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Branch Share Registrar in connection with their respective business operation;

the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or

regulations; and

any persons or institutions with which the securities holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

Retention of personal data

The Company and its Hong Kong Branch Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

Access to and correction of personal data

Securities holders have the right to ascertain whether the Company or the Hong Kong Branch Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Branch Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to the Company, at its registered address disclosed in the "Corporate Information" section of the Prospectus or as notified from time to time, for the attention of the company secretary, or to the Company's Hong Kong Branch Share Registrar for the attention of the Privacy Compliance Officer.

By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.

# 個人資料

# 個人資料收集聲明

此項個人資料收集聲明是向公開發售股份的申請 人和持有人説明有關本公司及其香港股份過戶登 記分處有關個人資料和香港法例第486章《個人資 料(私隱)條例》(「條例」)方面的政策和措施。

# 1. 收集 閣下個人資料的原因

證券申請人及登記持有人以本身名義申請證券或轉讓或受讓證券時或尋求香港股份過戶登記分處的服務時,必須向本公司或其代理及香港股份過戶登記分處提供準確個人資料。 未能提供所要求的資料可能導致 閣下申請證券被拒或延遲,或本公司或其香港股份過戶登記分處無法進行轉讓或提供服務。此舉也可能妨礙或延遲登記或轉讓 閣下成功申請的公開發售股份及/或寄發 閣下應得的股票及/或退款支票。

證券持有人所提供的個人資料如有任何錯 誤,須立即通知本公司及香港股份過戶登記 分處。

# 2. 用途

證券持有人的個人資料可以任何方式被採用、持有、處理及/或保存,以作下列用途:

- 處理 閣下的申請及退款支票(如適用)、 核實是否符合本申請表格及招股章程載 列的條款和申請程序以及公佈公開發售 股份的分配結果;
- 遵守香港及其他地區的適用法律及法規;
- 以證券持有人(包括香港結算代理人(如 適用))的名義登記新發行證券或轉讓或 受讓證券;
- 存置或更新本公司證券持有人的名冊;
- 核實證券持有人的身份;
- 確定本公司證券持有人的受益權利,例如股息、供股和紅股等;
- 分發本公司及其附屬公司的通訊;
- 編製統計數據和證券持有人資料;
- 披露有關資料以便就權益索償;及
- 與上述有關的任何其他附帶或相關用途及/或使本公司及香港股份過戶登記分處能履行對證券持有人及/或監管機構承擔的責任及/或證券持有人不時同意的任何其他用途。

# 3. 轉交個人資料

本公司及其香港股份過戶登記分處所持有關證券持有人的個人資料將會保密,但本公司及其香港股份過戶登記分處可以在為作上述任何用途之必要情況下,向下列任何人士披露、獲取或轉交(無論在香港境內或境外)有關個人資料:

- 本公司委任的代理,例如財務顧問、收款銀行和海外之股份過戶登記總處;
- 如證券申請人要求將證券存於中央結算 系統,則為香港結算或香港結算代理人, 彼等將會就中央結算系統的運作使用有 關個人資料;
- 向本公司或香港股份過戶登記分處提供 與其各自業務營運有關的行政、電訊、 電腦、付款或其他服務的任何代理、承 包商或第三方服務供應商;
- 聯交所、證監會及任何其他法定監管機 關或政府部門或遵照法例、規則或規例 的規定;及
- 證券持有人與其進行或擬進行交易的任何人士或機構,例如彼等的銀行、律師、 會計師。

## 4. 個人資料的保留

本公司及其香港股份過戶登記分處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。毋須保留的個人資料將會根據條例銷毀或處理。

# 5. 查閱和更正個人資料

證券持有人有權確定本公司或香港股份過戶 登記分處是否持有其個人資料,並有權索取 有關該資料的副本並更正任何不準確資料。 本公司和香港股份過戶登記分處有權就處理 任何查閱資料的要求收取合理費用。

所有查閱資料或更正資料的要求應按招股章程「公司資料」一節所披露或不時通知的本公司註冊地址送交公司秘書,或向本公司的香港股份過戶登記分處的私隱條例事務主任提出。

閣下簽署申請表格或向香港結算發出電子認購指 示,即表示同意上述各項。 This page is intentionally left blank 此乃白頁 特意留空

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