

Please use this form if you want the Public Offer Shares to be issued in your name
如閣下欲以本身名義登記將獲發行的公開發售股份，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 SMC Electric Limited (the “Company”) dated 29 February 2020 (the “Prospectus”). 本申請表格使用蜆壳電業有限公司(「本公司」)日期為二零二零年二月二十九日的招股章程(「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說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, 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. 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以任何方式發送、派發或複製(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 and Available for Inspection” in Appendix VI to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). 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 in 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六「送呈公司註冊處處長及備查文件」一節所述其他文件已按香港法例第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。

SMC ELECTRIC LIMITED

蜆壳電業有限公司

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

Stock code : 2381
股份代號 : 2381
Maximum Offer Price : HK\$0.38 per Offer Share, plus brokerage of 1.0%, 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0.38港元，另加1.0%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資料，本申請表格應與招股章程一併閱讀。

Application Form 申請表格

To: SMC Electric Limited
The Sole Sponsor
The Joint Bookrunners
The Joint Lead Managers
Public Offer Underwriters

致：蜆壳電業有限公司
獨家保薦人
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.

申請人聲明

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：任何人士僅可為其自身利益作出一次認購申請。請參閱「填交本申請表格的效用」一節最後四點。

- * (1) An individual must provide his Hong Kong identity card number or, if he does not hold a Hong Kong identity card, his passport number. A body corporate must provide its Hong Kong business registration number. Each joint applicant must provide its or his relevant number. The Hong Kong identity card number(s)/passport number(s)/Hong Kong business registration number(s) will be transferred to a third party for checking the Application Form's validity. 個別人士須填寫其香港身份證號碼或(如非香港身份證持有人)護照號碼。法人團體須填寫其香港商業登記號碼。每名聯名申請人均須提供其相關號碼。該等香港身份證號碼/護照號碼/香港商業登記號碼將轉交予第三方以核實申請表格的有效性。
- (2) 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). 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)上或會印有閣下或(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。銀行兌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。
- (3) 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
 - 閣下對該公司可行使法定控制權，
- 是項申請將視作為閣下的利益提出。

樣版

This page is intentionally left blank
此乃白頁 特意留空

Sample

How to make your application

- Use the table below to calculate how much you must pay. Your application must be for a minimum of 6,000 Public Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

NUMBER OF PUBLIC OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS							
Number of Public Offer Shares applied for	Amount payable on application HK\$	Number of Public Offer Shares applied for	Amount payable on application HK\$	Number of Public Offer Shares applied for	Amount payable on application HK\$	Number of Public Offer Shares applied for	Amount payable on application HK\$
6,000	2,302.97	60,000	23,029.76	900,000	345,446.33	12,000,000	4,605,951.12
12,000	4,605.95	90,000	34,544.63	1,200,000	460,595.11	15,000,000	5,757,438.90
18,000	6,908.92	120,000	46,059.51	1,500,000	575,743.89	18,000,000	6,908,926.68
24,000	9,211.91	150,000	57,574.39	1,800,000	690,892.67	24,000,000	9,211,902.24
30,000	11,514.88	180,000	69,089.27	2,400,000	921,190.22	30,000,000	11,514,877.80
36,000	13,817.85	240,000	92,119.02	3,000,000	1,151,487.78	45,000,000	17,272,316.70
42,000	16,120.83	300,000	115,148.78	4,500,000	1,727,231.67	60,000,000	23,029,755.60
48,000	18,423.80	450,000	172,723.17	6,000,000	2,302,975.56	93,750,000 ⁽¹⁾	35,983,993.13
54,000	20,726.78	600,000	230,297.56	9,000,000	3,454,463.34		

⁽¹⁾ Maximum number of Public Offer Shares you may apply for.

- Complete the form in English in BLOCK letters and sign it. Only written signatures will be accepted (and not by way of personal chop).
- 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:
<ul style="list-style-type: none"> be in Hong Kong dollars; not be post-dated; be made payable to "HANG SENG (NOMINEE) LIMITED — SMC ELECTRIC LIMITED PUBLIC OFFER"; be crossed "Account Payee Only"; 	<ul style="list-style-type: none"> 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.
<ul style="list-style-type: none"> be drawn on your Hong Kong dollar bank account in Hong Kong; and show your account name, which must either be pre-printed 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. 	

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 branches of the receiving bank:

Hang Seng Bank Limited

District	Branch	Address
Hong Kong Island	Head Office	83 Des Voeux Road Central
	North Point Branch	335 King's Road
Kowloon	Tsimshatsui Branch	18 Carnarvon Road, Tsimshatsui
	Kowloon Main Branch	618 Nathan Road, Mongkok

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

Saturday, 29 February 2020	—	9:00 a.m. to 12:00 noon
Monday, 2 March 2020	—	9:00 a.m. to 5:00 p.m.
Tuesday, 3 March 2020	—	9:00 a.m. to 5:00 p.m.
Wednesday, 4 March 2020	—	9:00 a.m. to 5:00 p.m.
Thursday, 5 March 2020	—	9:00 a.m. to 5:00 p.m.
Friday, 6 March 2020	—	9:00 a.m. to 12:00 noon

6. The latest time for lodging your application is 12:00 noon on Friday, 6 March 2020. 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 the paragraph headed "How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

The application for the Public Offer Shares will commence on Saturday, 29 February 2020 through Friday, 6 March 2020. The application monies (including the brokerage fees, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on or before Monday, 16 March 2020. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Tuesday, 17 March 2020.

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6,000股公開發售股份，並為下表所列的其中一個數目，否則恕不受理。

可供申請認購的公開發售股份數目及應繳款項							
申請認購的 公開發售 股份數目	申請時 應繳款項 港元	申請認購的 公開發售 股份數目	申請時 應繳款項 港元	申請認購的 公開發售 股份數目	申請時 應繳款項 港元	申請認購的 公開發售 股份數目	申請時 應繳款項 港元
6,000	2,302.97	60,000	23,029.76	900,000	345,446.33	12,000,000	4,605,951.12
12,000	4,605.95	90,000	34,544.63	1,200,000	460,595.11	15,000,000	5,757,438.90
18,000	6,908.92	120,000	46,059.51	1,500,000	575,743.89	18,000,000	6,908,926.68
24,000	9,211.91	150,000	57,574.39	1,800,000	690,892.67	24,000,000	9,211,902.24
30,000	11,514.88	180,000	69,089.27	2,400,000	921,190.22	30,000,000	11,514,877.80
36,000	13,817.85	240,000	92,119.02	3,000,000	1,151,487.78	45,000,000	17,272,316.70
42,000	16,120.83	300,000	115,148.78	4,500,000	1,727,231.67	60,000,000	23,029,755.60
48,000	18,423.80	450,000	172,723.17	6,000,000	2,302,975.56	93,750,000 ⁽¹⁾	35,983,993.13
54,000	20,726.78	600,000	230,297.56	9,000,000	3,454,463.34	⁽¹⁾ 閣下可申請認購的公開發售股份最高數目。	

2. 以英文正楷填妥申請表格並加簽署。僅接納親筆簽名(不得以個人印章代替)。
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不獲接納：

支票必須：	銀行本票必須：
<ul style="list-style-type: none"> 為港元； 不得為期票； 註明抬頭人為「恒生(代理人)有限公司—蜆壳電業有限公司公開發售」； 劃線註明「只准入抬頭人賬戶」； 	<ul style="list-style-type: none"> 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。
<ul style="list-style-type: none"> 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。 	

4. 請將填妥的申請表格撕下，對摺一次，然後連同隨附的支票或銀行本票一併投入收款銀行下列任何一家分行特設的收集箱：

恒生銀行有限公司

區域	分行	地址
香港島	總行	德輔道中83號
	北角分行	英皇道335號
九龍	尖沙咀分行	尖沙咀加拿芬道18號
	九龍總行	旺角彌敦道618號

5. 閣下可於下列時間遞交申請表格：

二零二零年二月二十九日(星期六)	—	上午九時正至中午十二時正
二零二零年三月二日(星期一)	—	上午九時正至下午五時正
二零二零年三月三日(星期二)	—	上午九時正至下午五時正
二零二零年三月四日(星期三)	—	上午九時正至下午五時正
二零二零年三月五日(星期四)	—	上午九時正至下午五時正
二零二零年三月六日(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二零二零年三月六日(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，惟僅受當日天氣情況影響(詳見招股章程「如何申請公開發售股份—10. 惡劣天氣對辦理申請登記的影響」一段)。

公開發售股份申請將於二零二零年二月二十九日(星期六)開始，直至二零二零年三月六日(星期五)止。申請股款(包括經紀佣金、證監會交易徵費及聯交所交易費)將由收款銀行代表本公司持有，且退款金額(如有)將於二零二零年三月十六日(星期一)或之前不計利息退還予申請人。投資者務請注意，預期股份於二零二零年三月十七日(星期二)開始在聯交所買賣。

SMC ELECTRIC LIMITED

蜆壳電業有限公司

(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 under the U.S. Securities Act) 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;
 - a Director or chief executive of the Company and/or any of its subsidiaries;
 - a close associate of any of the above;
 - a core connected person of the Company or will become a core connected person of the Company immediately upon completion of the Share Offer; or
 - have been allocated or have applied for or indicated an interest in any Placing Shares or otherwise participate in the Placing.

B. If you are a nominee

You, as a nominee, may make more than one application for the Public Offer Shares by: (i) giving electronic application 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, the Sole Sponsor, the Joint Bookrunners and/or 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 your name as required by the Articles of Association;
- agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) 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 Sole 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 Hong Kong Branch Share Registrar, the receiving bank, the Sole Sponsor, 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 Sole 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, any acceptance of it and the resulting contract will be governed and construed in accordance with 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 of such Shares allocated to you under the application;
- authorise the Company to place your name(s) 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 send any share certificate(s) and/or 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 are eligible to collect the share certificate(s) and/or refund cheque(s) in person;
- 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 Sole Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Underwriters 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 or to the **eWhite Form Service Provider** by you or by any one 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 Sole Sponsor, the Joint Bookrunners and the Joint Lead Managers may accept or reject your application at their discretion, and on any condition they think fit, including evidence of the attorney's authority.

Allocation of the Public Offer Shares — Pools A and B

The total number of Public Offer Shares available under the Public Offer will initially be divided equally into two pools for allocation purposes as follows:

- (i) Pool A: The Public Offer Shares in Pool A will be allocated on an equitable basis to applicants who have applied for Public Offer Shares each with a total subscription amount (excluding brokerage fee, Stock Exchange trading fee and SFC transaction levy) of HK\$5 million or less.
- (ii) Pool B: The Public Offer Shares in Pool B will be allocated on an equitable basis to applicants who have applied for Public Offer Shares each with a total subscription amount (excluding brokerage fee, Stock Exchange trading fee and SFC transaction levy) of more than HK\$5 million and up to the value of Pool B.

Applicants should be aware that applications in Pool A and Pool B are likely to receive different allocation ratios. If Public Offer Shares in one pool (but not both pools) are undersubscribed, the unsubscribed Public Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. Allocation of Shares to investors under the Public Offer will be based solely on the level of valid applications received under the Public Offer. The basis of allocation may vary, depending on the number of Public Offer Shares validly applied for by applicants. The allocation of Public Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Public Offer Shares, and those applicants who are not successful in the ballot may not receive any Public Offer Shares. Applicants can only receive an allocation of Public Offer Shares from either Pool A or Pool B but not from both pools and may only apply for Public Offer Shares in either Pool A or Pool B. In addition, multiple or suspected multiple applications within either pool or between pools will be rejected. No application will be accepted from applications for more than 93,750,000 Public Offer Shares (being 50% of the initial number of Public Offer Shares). Multiple or suspected multiple applications under the Public Offer and any application for more than 100% of Public Offer Shares initially available under pool A or pool B for subscription will be rejected. Each applicant under the Public Offer will also be required to give an undertaking and confirmation in the Application Form submitted by him that he and any person(s) for whose benefit he is making the application have not received any Shares under the Placing, and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be).

Determination of the Offer Price and Allocation of the Public Offer Shares

The Offer Price is expected to be fixed on or around Saturday, 7 March 2020 as may be agreed between the Company (for itself and on behalf of the Selling Shareholder) and the Joint Bookrunners (for themselves and on behalf of the Underwriters). Applicants are required to pay the maximum Offer Price of HK\$0.38 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 Company (for itself and on behalf of the Selling Shareholder) and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on or before Friday, 13 March 2020, unless otherwise announced, the Share Offer will not proceed and will lapse.

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 indication of the level of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Monday, 16 March 2020 on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.smcelectric.com.hk. Results of allocations of the Public Offer Shares, and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) will be available on the above websites.

The allocation of Offer Shares between the Public Offer and the Placing is subject to reallocation as detailed in the section headed "Structure of the Share Offer — Re-allocation Between the Placing and the Public Offer" in the Prospectus.

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

If you apply for 1,000,000 or more Public Offer Shares and have provided all information required in this Application Form, you may collect the refund cheques(s) and/or share certificate(s) in person from: Boardroom Share Registrars (HK) Limited at 2103B, 148 Electric Road, North Point, Hong Kong from 9:00 a.m. to 1:00 p.m. on Monday, 16 March 2020 or such other date as notified by us on the above websites.

If you are an individual who is eligible for personal collection, you must not authorise any other person to collect for you. If you are a corporate

applicant which is eligible for personal collection, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Branch Share Registrar.

If you do not collect your refund cheque(s) and/or share certificate(s) personally within the time period specified for collection, they will be despatched promptly to the address as specified on this Application Form by ordinary post at your own risk.

If you apply for less than 1,000,000 Public Offer Shares, your refund cheque(s) and/or Share certificate(s) will be sent to the address on the relevant Application Form on or before Monday, 16 March 2020, by ordinary post and at your own risk.

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

Refund of your application monies

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 price of the offer price range, 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 paragraph headed "How to Apply for Public Offer Shares — 14. Despatch/collection of share certificates and refund monies" in the Prospectus.

Application by HKSCC Nominees Limited ("HKSCC Nominees")

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for the Public Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

- "Applicants' declaration" on the first page;
- "Warning" on the first page;
- "If you are a nominee";
- All representations and warranties under the "Effect of completing and submitting this Application Form" section, except the first one regarding registration of Public Offer Shares in the applicant's name and the signing of documents to enable the applicant to be registered as the holder of the Public Offer Shares;
- "If your application for Public Offer Shares is successful (in whole or in part)"; and
- "Refund of your application monies".

The following sections in the "How to Apply for Public Offer Shares" section of the Prospectus are inapplicable where this form is signed by HKSCC Nominees:

- "8. How many applications can you make"; and
- "12. Circumstances in which you will not be allotted Offer Shares".

Effect of the Information You Give to Boardroom Share Registrars (HK) Limited

Boardroom Share Registrars (HK) Limited and its related bodies corporate, directors, officers, employees and agents ("Representatives") expressly disclaim and exclude to the maximum extent permitted by law any liability for any loss or damage suffered or incurred by the applicant or any other person or entity however caused relating in any way to, or connected with, any information provided by or on behalf of the applicant on or in connection with this document or any services provided hereunder, or any other written or oral communication provided by or on behalf of the applicant in connection with this document or any services provided hereunder. This includes, without limitation, any errors or omissions in such information however caused, or the Representatives or any other person or entity placing any reliance on such information or any documentation, image, recording or reproduction of such information, or its accuracy, completeness, currency or reliability.

SMC ELECTRIC LIMITED

蜆壳電業有限公司

(於開曼群島註冊成立之有限公司)

股份發售

申請條件

甲. 可提出申請的人士

- 閣下及閣下為其利益提出申請的人士必須年滿18歲並擁有香港地址。
- 如閣下為公司，則申請須以個別成員名義提出。
- 聯名申請人不得超過四名。
- 如閣下為法人團體，申請須經獲正式授權人員簽署，並註明其代表身份及蓋上公司印鑑。
- 閣下必須身處美國境外，且非美籍人士(定義見美國證券法S規例)，及並非中國法人或自然人。
- 除非獲上市規則准許，否則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；
 - 本公司的核心關連人士或緊隨股份發售完成後將成為本公司核心關連人士的人士；或
 - 已獲分配或已申請認購或表示有意願認購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、獨家保薦人、作為本公司代理的聯席賬簿管理人及/或聯席牽頭經辦人(或彼等的代理或代名人)代表閣下簽立任何文件以及進行所有必要事項，以根據組織章程細則將閣下獲分配的任何公開發售股份以閣下名義登記；
 - 同意遵守公司條例、公司(清盤及雜項條文)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條款及條件和申請程序，並同意受其約束；
 - 確認閣下已收到及細閱招股章程，且僅依據招股章程所載資料及陳述提出申請，而除招股章程任何補充文件外，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、獨家保薦人、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或日後均毋須對並非招股章程(及其任何補充文件)所載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)配售項下的任何發售股份，亦並無參與配售；

- 同意在本公司、香港股份過戶登記分處、收款銀行、獨家保薦人、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提出要求時，向彼等披露有關閣下及閣下為其利益提出申請的人士的任何個人資料；
- 倘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、獨家保薦人、聯席賬簿管理人、聯席牽頭經辦人及包銷商及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條款及條件的權利及責任所引致的任何行動而違反任何香港境外法例；
- 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、任何對申請的接納及由此產生的合約受香港法例規管，並按其詮釋；
- 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；
- 同意接納所申請的公開發售股份或根據申請分配予閣下的任何較少數目的公開發售股份；
- 授權本公司將閣下的姓名/名稱列入本公司股東名冊，作為閣下所獲分配任何公開發售股份的持有人，並授權本公司及/或其代理以普通郵遞方式按申請所示地址向閣下或聯名申請排名首位的申請人發送任何股票及/或任何退款支票，郵誤風險由閣下承擔，惟閣下合資格親身領取股票及/或退款支票除外；
- 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、獨家保薦人、聯席賬簿管理人、聯席牽頭經辦人及包銷商將依據閣下的聲明及陳述決定是否向閣下分配任何公開發售股份，閣下如作出虛假聲明，或會遭檢控；
- (如申請是為閣下本身利益提出)保證閣下或作為閣下的代理的任何人士或任何其他人士不曾亦不會為閣下的利益以白色或黃色申請表格或透過向香港結算或e白表服務供應商發出電子認購指示而提出其他申請；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透過向香港結算發出電子認購指示提出其他申請；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、獨家保薦人、聯席賬簿管理人及聯席牽頭經辦人可按其認為合適的條件(包括出示獲授權證明)酌情接納或拒絕閣下的申請。

公開發售股份的分配—甲組及乙組

就分配而言，公開發售項下的公開發售股份總數將初步平均分為兩組，詳情如下：

- (i) 甲組：甲組的公開發售股份將按公平基準分配予每名申請公開發售股份且認購總額(不包括經紀佣金、聯交所交易費及證監會交易徵費)為5,000,000港元或以下的申請人。
- (ii) 乙組：乙組的公開發售股份將按公平基準分配予每名申請公開發售股份且認購總額(不包括經紀佣金、聯交所交易費及證監會交易徵費)為5,000,000港元以上但不超過乙組價值的申請人。

申請人務須知悉，甲組申請及乙組申請的分配比例可能有別。倘其中一組(而非兩組)的公開發售股份認購不足，則未獲認購的公開發售股份將轉撥至另一組，以滿足該組的需求，並作出相應分配。公開發售的投資者分配股份將僅基於根據公開發售接獲的有效申請數目進行。分配基準或有不同，這取決於申請人有效申請的公開發售股份數目。公開發售股份的分配可能(如適當)包括抽籤形式，即部分申請人可能較其他申請相同數目公開發售股份的申請人獲分配更多公開發售股份，而未能中籤的申請人則可能不會獲分配任何公開發售股份。申請人僅可獲分配甲組或乙組而非兩組的公開發售股份，並僅可申請甲組或乙組其中一組的公開發售股份。此外，任何一組或兩組之間的重複或疑屬重複申請將不獲受理，亦不得申請超過93,750,000股公開發售股份(即初步公開發售股份數目的50%)。公開發售下重複或疑屬重複的申請及任何認購超過甲組或乙組項下100%初步可供認購公開發售股份的申請將不獲受理。公開發售的每位申請人亦須在提交的申請表格承諾及確認其本人及為其利益代為申請的任何人士並無根據配售獲取任何股份，且如上述承諾及/或確認遭違反及/或失實(視情況而定)，申請人的申請可遭拒絕受理。

釐定發售價及公開發售股份的分配

預期發售價於本公司(為其本身及代表售股股東)與聯席賬簿管理人(為彼等本身及代表包銷商)可能協定的二零二零年三月七日(星期六)或前後釐定。申請人須繳付每股公開發售股份0.38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。倘本公司(為其本身及代表售股股東)與聯席賬簿管理人(為彼等本身及代表包銷商)於二零二零年三月十三日(星期五)或之前未能協定發售價，除非另有公佈，否則股份發售將不會進行並將告失效。截止登記認購申請前，概不處理公開發售股份的申請及配發任何公開發售股份。

本公司預期於二零二零年三月十六日(星期一)在聯交所網站(www.hkexnews.hk)及本公司網站(www.smcelectric.com.hk)公佈最終發售價、配售踴躍程度、公開發售認購水平及公開發售股份分配基準。公開發售股份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。

發售股份在公開發售與配售之間的分配可予重新分配，詳情載於招股章程「股份發售的架構—配售與公開發售之間的重新分配」一節。

如閣下成功申請認購公開發售股份(全部或部分)

倘閣下申請1,000,000股或以上公開發售股份，並已按本申請表格規定提供所有資料，則可於二零二零年三月十六日(星期一)上午九時正至下午一時正期間或本公司在上述網站上公佈的其他日期，親臨寶德隆證券登記有限公司(地址為香港北角電氣道148號2103B室)領取退款支票及/或股票。

如閣下為個人申請人並合資格親身領取，閣下不得授權任何其他人士代為領取。倘閣下為公司申請人並合資格派人領取，則閣下的授權代表須攜

同 貴公司蓋上公司印鑑的授權書領取。個人及授權代表須於領取時出示香港股份過戶登記分處接納的身份證明文件。

如閣下未有於指定領取時間親身領取退款支票及/或股票，則有關支票及/或股票將隨即以普通郵遞方式寄往本申請表格所示地址，郵誤風險由閣下承擔。

如閣下申請認購1,000,000股以下公開發售股份，則閣下的退款支票及/或股票將於二零二零年三月十六日(星期一)或之前以普通郵遞方式寄往有關申請表格所示地址，郵誤風險由閣下承擔。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。

退回申請股款

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)。如發售價低於發售價範圍的最高發售價，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—14.發送/領取股票及退回股款」一段。

香港中央結算(代理人)有限公司(「香港結算代理人」)提出的申請

如本申請表格由香港結算代理人代表發出電子認購指示申請公開發售股份的人士簽署，本申請表格與招股章程不符的條文將不適用，且以招股章程的條文為準。

在不限此段一般應用的前提下，本申請表格的以下部分在香港結算代理人作簽署人的情況下並不適用：

- 第一頁的「申請人聲明」；
- 第一頁的「警告」；
- 「如閣下為代名人」；
- 「填交本申請表格的效用」一節項下的所有陳述及保證，惟首項有關以申請人名義登記公開發售股份及簽署使申請人登記成為公開發售股份持有人的文件除外；
- 「如閣下成功申請認購公開發售股份(全部或部分)」；及
- 「退回申請股款」。

招股章程「如何申請公開發售股份」一節的以下部分在香港結算代理人作簽署人的情況下並不適用：

- 「8.閣下可提交的申請數目」；及
- 「12.閣下不獲配發發售股份的情況」。

閣下提供給寶德隆證券登記有限公司的資訊的有關影響

寶德隆證券登記有限公司和其有關連的法人團體、董事、高級職員、僱員及代理(「代表」)在法律所容許的最大限度內明確卸棄及免除在任何方面與申請人或代表申請人在此文件提供的或與此文件或在此文件下提供的任何服務相關的任何資料，或任何申請人或代表申請人提供與此文件或在此文件下提供的任何服務相關的任何其他書面或口頭通訊，有關或相關由申請人或任何其他人士或實體所遭受或招致不論如何造成的任何損失或損害的任何法律責任。此包括但不限於，該等資料中不論如何造成的任何錯誤或遺漏，或代表或任何其他人士或實體對該等資料或任何該等資料的文件記錄、影像、記錄或複製品作出的任何依據，或其準確性、完整性、合時性或可靠性。

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”).

1. 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 despatch 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 and make correction or update thereof.

2. 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/or 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;
- making disclosure as required by laws, rules, codes or regulations;
- 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.

3. 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 bankers 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 Hong Kong Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies, administrative authorities or courts 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.

4. 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.

5. 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 us, at our registered address disclosed in the section headed “Corporate Information” in the Prospectus or as notified from time to time, for the attention of the company secretary, or the 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說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」)方面的政策和慣例。

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，或本公司或其香港股份過戶登記分處延遲或無法落實轉讓或以其他方式提供服務。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，並就此作出更正或更新。

2. 目的

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／或退款支票(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、供股和紅股發行等；
- 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；
- 根據法律、規則、守則或法規作出披露；
- 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目的及／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目的。

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達到上述任何目的之必要情況下，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、收款銀行和主要海外股份過戶登記處；
- (如證券申請人要求將證券存於中央結算系統)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；
- 香港聯交所、證監會及任何其他法定、監管或政府機關、行政機關或法院或法例、規則或法規規定的其他機構；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、會計師或股票經紀等。

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的用途所需期限內保留證券申請人及持有人的個人資料。無需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，索取有關資料的副本及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個人資料私隱事務主任提出。

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。

樣版

This page is intentionally left blank
此乃白頁 特意留空

Sample

樣版

This page is intentionally left blank
此乃白頁 特意留空

Sample