

The whole of this Provisional Allotment Letter must be returned to be valid.

本暫定配發函必須整份交還，方為有效。

IMPORTANT

重要提示

Reference is made to the prospectus issued by Pacific Century Premium Developments Limited dated 26 February 2021 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.

茲提述盈科大衍地產發展有限公司*所刊發日期為2021年2月26日有關供股之供股章程(「**供股章程**」)。除文義另有所指外，本暫定配發函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 AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES WILL EXPIRE AT 4:00 P.M. ON WEDNESDAY, 17 MARCH 2021 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS” BELOW).

本暫定配發函(「**暫定配發函**」)具有價值及可轉讓，並請即處理。本暫定配發函及隨附之額外供股股份申請表格所載之要約將於2021年3月17日(星期三)下午4時正(或下文「**惡劣天氣及／或極端情況之影響**」一段所述的較後日期及／或時間)屆滿。

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

閣下如對本暫定配發函或應採取的行動有任何疑問，應諮詢閣下的證券經紀商、持牌證券商或註冊證券商、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, the EAF and the other documents specified in the paragraph headed “12. Documents Registered by 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 and the SFC take no responsibility as to the contents of any of these documents.

本暫定配發函連同供股章程、額外申請表格以及供股章程附錄三「12.送呈香港公司註冊處處長登記之文件」一段所述之其他文件之副本，已根據《公司(清盤及雜項條文)條例》第342C條規定向香港公司註冊處處長登記。香港公司註冊處處長、聯交所以及證監會對任何該等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 document.

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

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

股份、未繳款及已繳足供股股份的買賣可透過中央結算系統進行交收，閣下應諮詢閣下的證券經紀商或持牌證券商或註冊證券商、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排的詳情，以及有關安排對閣下的權利及權益可能構成之影響。

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

待未繳款及已繳足供股股份獲准於聯交所上市及買賣後且符合香港結算有關股份收納的規定，未繳款及已繳足供股股份將獲香港結算接納為合資格證券，可由未繳款及已繳足供股股份於聯交所開始買賣當日或由香港結算選定的其他日期起於中央結算系統寄存、結算及交收。聯交所參與者之間在任何交易日進行之交易，須於其後第二個結算日在中央結算系統交收。所有中央結算系統活動均須遵守不時有效之中央結算系統一般規則及中央結算系統運作程序規則。

Form A
表格甲

Hong Kong branch share registrar and transfer office:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716,
17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

股份過戶登記處香港分處：
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓
1712-1716室



Pacific Century
Premium Developments
盈科大衍地產發展

PACIFIC CENTURY PREMIUM DEVELOPMENTS LIMITED

盈科大衍地產發展有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立的有限公司)

(Stock Code: 00432)

(股份代號：00432)

Head office and principal place of business in Hong Kong:

總辦事處及香港主要營業地點：

8th Floor, Cyberport 2
100 Cyberport Road
Hong Kong

香港
數碼港道100號
數碼港第二座8樓

Registered office:
註冊辦事處：

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

26 February 2021
2021年2月26日

**RIGHTS ISSUE OF 793,627,989 RIGHTS SHARES
ON THE BASIS OF ONE (1) RIGHTS SHARE
FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE
ON A NON-UNDERWRITTEN BASIS
AT A SUBSCRIPTION PRICE OF HK\$0.82 PER RIGHTS SHARE
PAYABLE IN FULL ON
ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON
WEDNESDAY, 17 MARCH 2021**

按於記錄日期每持有
兩(2)股現有股份獲配發一(1)股供股股份的基準
按非包銷基準進行供股以發行793,627,989股供股股份
認購價為每股供股股份港幣0.82元
股款須於接納時
(不遲於2021年3月17日(星期三)下午4時正)繳足

PROVISIONAL ALLOTMENT LETTER
暫定配發函

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

Provisional Allotment Letter No.
暫定配發函編號

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BOX A 甲欄 (Note 1 附註1)

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BOX B 乙欄 (Note 2 附註2)

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BOX C 丙欄 HK\$ 港幣 (Note 3 附註3)

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Note 1 Total number of Shares registered in your name(s) on Thursday, 25 February 2021
附註1 於2021年2月25日(星期四)以閣下名義登記的股份總數
Note 2 Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Wednesday, 17 March 2021
附註2 暫定配發予閣下的供股股份數目, 惟須不遲於2021年3月17日(星期三)下午4時正前接納時全數繳足股款
Note 3 Total subscription money payable in full upon acceptance
附註3 於接納時全數應繳的認購款項總額

Any payments for Rights Shares should be rounded up to 2 decimal points.
供股股份的任何付款款項應向上調整至兩個小數點。

Name of bank on which cheque/cashier's order is drawn:
支票/銀行本票的付款銀行名稱: _____

Cheque/cashier's order number:
支票/銀行本票號碼: _____

Please insert your contact telephone no.:
請填上閣下聯絡電話號碼: _____

IN THE EVENT OF TRANSFER OF RIGHT(S) 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 INTERESTS 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 THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓供股股份的認購權時，每項買賣均須繳納香港從價印花稅。以出售以外方式餽贈或轉讓實益權益亦須繳納香港從價印花稅。在辦理本文件所載供股股份配額任何轉讓登記之前，須出示已繳納香港從價印花稅之證明。

Form B

表格乙

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) set out in Box B of Form A)
(僅供擬將其／彼等於表格甲內乙欄所列認購供股股份之權利全數轉讓之合資格股東填寫及簽署)

To: The Directors
Pacific Century Premium Developments Limited

致：盈科大衍地產發展有限公司
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／吾等茲將本暫定配發函所列本人／吾等可認購供股股份的權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)的人士。

1 _____ 2 _____ 3 _____ 4 _____

Signature(s) of Qualifying Shareholder(s) (all joint Shareholders must sign)
合資格股東簽署(所有聯名股東均須簽署)

Date 日期: _____ 2021

Note: Hong Kong ad valorem stamp duty is payable by the transferor(s) if this form is completed.

附註：填妥此表格後，轉讓人須支付香港從價印花稅。

Form C

表格丙

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)
(僅供承讓認購供股股份權利之人士填寫及簽署)

To: The Directors
Pacific Century Premium Developments Limited

致：盈科大衍地產發展有限公司
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 of association and the bye-laws of the Company.

敬啟者：
本人／吾等謹請閣下將表格甲內乙欄所列數目的供股股份以本人／吾等名義登記。本人／吾等同意按照本暫定配發函及供股章程所載的條款，並在貴公司的組織章程大綱及公司細則規限下接納該等股份。

Existing Shareholder(s) Please mark "X" in this box
現有股東請於此欄內填上「X」符號

To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.

請用英文大楷填寫。聯名申請人只須填報排名首位的申請人地址。

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 of applicant in English 申請人英文姓名	Family name/Company name 姓氏／公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Name continuation and/or names of joint applicant(s) (if any) 續姓名及／或聯名申請人姓名(如有)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人只須填報排名首位的申請人地址)			
Occupation 職業	Telephone no. 電話號碼		
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址	Bank account no. 銀行賬戶號碼		

1 _____ 2 _____ 3 _____ 4 _____

Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署(所有聯名申請人均須簽署)

Date 日期: _____ 2021

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

附註：閣下須就接納可認購供股股份的權利繳納香港從價印花稅。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Registrar, Computershare Hong Kong Investor Services Limited whose address is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or any designated branches of Hang Seng Bank Limited as mentioned below by no later than 4:00 p.m. on Wednesday, 17 March 2021. All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Pacific Century Premium Developments Limited — PAL" and crossed "Account Payee Only".

閣下如欲行使權利認購本暫定配發函指定的全部供股股份，必須不遲於2021年3月17日(星期三)下午4時正，按照本暫定配發函印備之指示將本暫定配發函連同接納時須繳付的全數股款，送呈登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)或下文所述恒生銀行有限公司的任何指定分行。所有股款必須以港幣支付，支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「Pacific Century Premium Developments Limited — PAL」及以「只准入抬頭人賬戶」方式劃線開出。

Hang Seng Bank Limited
恒生銀行有限公司

	<u>Headquarter/Branch Name</u> 總部／分行名稱	<u>Address</u> 地址
Hong Kong Island 香港島	Head Office 總行	83 Des Voeux Road Central, Central 中環德輔道中83號
Kowloon 九龍	Kowloon Main Branch 九龍總行	618 Nathan Road, Mongkok 旺角彌敦道618號

This PAL can be lodged from Friday, 26 February 2021 to Wednesday, 17 March 2021 (both days inclusive) at these times:

Monday to Friday:	9:00 a.m. to 4:30 p.m.;
Saturday:	9:00 a.m. to 12:00 p.m.; and
Last day for acceptance (17 March 2021):	9:00 a.m. to 4:00 p.m.

本暫定配發函可於2021年2月26日(星期五)至2021年3月17日(星期三)(包括首尾兩日)於以下時段遞交:

星期一至星期五:	上午9時正至下午4時30分;
星期六:	上午9時正至中午12時正;及
最後接納日期(2021年3月17日):	上午9時正至下午4時正。

Dealing in the Rights Shares in the nil-paid form will take place from Tuesday, 2 March 2021 to Friday, 12 March 2021 (both days inclusive). Shareholders should note that dealings in such Rights Shares in their nil-paid form and dealings in the Shares may take place while certain conditions to which the Rights Issue (as specified in the section headed "Letter from the Board — Conditions of the Rights Issue" in the Prospectus) are subject remain unfulfilled and/or not waived (where applicable). Any Shareholder or other person dealing in the Rights Shares in their nil-paid form or dealing in the Shares up to the date on which all conditions to which the Rights Issue are subject are fulfilled and/or waived (where applicable), will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing or dealing in the Shares or the Rights Shares in their nil-paid form, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

未繳款供股股份將於2021年3月2日(星期二)至2021年3月12日(星期五)(包括首尾兩日)開放買賣。股東務請注意，該等未繳款供股股份及股份可能會在供股之若干條件(即供股章程內「董事會函件 — 供股的條件」一節所述之條件)未獲達成及/或不獲豁免(按適用者)的情況下進行買賣。直至供股的所有條件獲達成及/或豁免(按適用者)之日前買賣未繳款供股股份或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可能不會進行的風險。考慮買賣或交易股份或未繳款供股股份的任何股東或其他人士如對本身狀況有任何疑問，建議諮詢其專業顧問。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE
每份接納須隨附一張獨立開出之支票或銀行本票

NO RECEIPT WILL BE GIVEN
本公司將不另發收據

THE PROSPECTUS DOCUMENTS WILL NOT BE REGISTERED OR FILED UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OF ANY JURISDICTION OTHER THAN (I) HONG KONG AND (II) THE PRC (IN ACCORDANCE WITH THE CSRC NOTICE), NO ACTION HAS BEEN TAKEN TO PERMIT A PUBLIC OFFERING OF THE NIL-PAID RIGHTS SHARES OR THE FULLY-PAID RIGHTS SHARES, OTHER THAN IN HONG KONG, OR THE DISTRIBUTION OF THIS PAL AND OTHER PROSPECTUS DOCUMENTS IN ANY JURISDICTION OTHER THAN HONG KONG, EXCEPT FOR THE DISTRIBUTION TO THE PRC SOUTHBOUND TRADING INVESTORS.

除(I)香港及(II)中國(根據中國證監會通知)外，供股章程文件將不會根據任何司法權區的任何適用證券或相關法例登記或存檔。本公司概無採取任何行動以准許於香港以外地區公開發售未繳款供股股份或已繳足供股股份，或准許於香港以外任何司法權區派發本暫定配發函及其他供股章程文件，惟向中國港股通投資者派發除外。

NO PERSON RECEIVING THE PROSPECTUS DOCUMENTS IN ANY TERRITORY OUTSIDE HONG KONG MAY TREAT IT AS AN OFFER OR INVITATION TO APPLY FOR THE RIGHTS SHARES OR EXCESS RIGHTS SHARES, UNLESS IN THE JURISDICTION WHERE SUCH AN OFFER OR INVITATION COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL AND REGULATORY REQUIREMENTS THEREOF. IT IS THE RESPONSIBILITY OF ANYONE OUTSIDE HONG KONG WISHING TO ACCEPT THE PROVISIONALLY ALLOTTED RIGHTS SHARES OR MAKE AN APPLICATION FOR EXCESS RIGHTS SHARES TO SATISFY HIMSELF/HERSELF/ITSELF/THEMSELVES, BEFORE ACQUIRING NIL-PAID RIGHTS SHARES OR TO APPLY FOR EXCESS RIGHTS SHARES, AS TO THE OBSERVANCE OF THE LAWS AND REGULATIONS OF ALL RELEVANT TERRITORIES, INCLUDING OBTAINING OF ANY GOVERNMENTAL OR OTHER CONSENTS, AND TO PAY ANY TAXES AND DUTIES REQUIRED TO BE PAID IN SUCH TERRITORY IN CONNECTION THEREWITH WITHOUT PREJUDICE TO THE FOREGOING. THE COMPANY RESERVES THE RIGHT TO REFUSE TO ACCEPT ANY ACCEPTANCE OF NIL-PAID RIGHTS SHARES OR ANY APPLICATION FOR EXCESS RIGHTS SHARES WHERE IT BELIEVES THAT DOING SO WOULD VIOLATE APPLICABLE SECURITIES LEGISLATIONS OR OTHER LAWS OR REGULATIONS OF ANY JURISDICTION.

於香港以外任何地區接獲供股章程文件的人士不得將其視作申請認購供股股份或額外供股股份的要約或邀請，惟於有關司法權區內可毋須遵守任何登記手續或其他法律或監管規定即可合法提出要約或邀請除外。於香港以外地區的人士如欲接納獲暫定配發的供股股份或提出申請額外供股股份，在取得未繳款供股股份或申請額外供股股份前，須自行遵守所有有關地區的法律及法規，包括在不影響前述規定的情況下取得任何政府或其他同意，以及在該等地區支付就此所需支付的任何稅項及關稅。倘本公司相信接納任何未繳款供股股份或任何額外供股股份的申請會違反任何司法權區的適用證券法例或其他法律或法規，則本公司保留拒絕接納有關申請的權利。

PACIFIC CENTURY PREMIUM DEVELOPMENTS LIMITED

盈科大衍地產發展有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00432)

26 February 2021

Dear Qualifying Shareholders,

INTRODUCTION

In accordance with the terms set out in the Prospectus accompanying the PAL, the Directors have provisionally allotted to you, Rights Shares on the basis of one (1) Rights Share for every two (2) existing Shares held and registered in your name(s) as at the close of business on Thursday, 25 February 2021. Your holding of Shares as at the close of business on Thursday, 25 February 2021 is set out in Box A of the PAL and the number of Rights Shares provisionally allotted to you is set out in Box B of the PAL. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* with the then existing Shares in issue on the date of allotment of the Rights Shares in all respects. Holders of such fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares in their fully-paid form.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event that there is an under-subscription of the Rights Issue, the size of the Rights Issue will be reduced accordingly. There is no minimum amount which must be raised in order for the Rights Issue to proceed. Besides, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL or apply for excess Rights Shares under EAF may unwittingly incur an obligation to make a general offer under the Takeovers Code, unless a waiver from the Executive (as defined in the Takeovers Code) has been obtained. Accordingly, the Rights Issue will be made on the term that the Company will provide for Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the applications of any Shareholder for his/her/its entitlement under the PAL or for excess Rights Shares under the EAF can be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code.

No action has been taken to permit a public offering of the nil-paid Rights Shares or the fully-paid Rights Shares, other than in Hong Kong, or the distribution of the Prospectus or any of the related application forms, in any jurisdiction other than Hong Kong, except for the distribution to the PRC Southbound Trading Investors. Accordingly, the Prospectus Documents may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. The distribution of the Prospectus and the offering of the nil-paid Rights Shares or the fully-paid Rights Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom.

It is the responsibility of any person (including, without limitation, custodians, nominees and trustees) receiving a copy of the Prospectus or any of the related application forms outside Hong Kong and wishing to take up the Rights Shares under the Prospectus to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance in relation to the Rights Issue by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to the representations and warranties provisions above. If you are in any doubt as to your position, you should consult your professional advisers.



Pacific Century
Premium Developments
盈科大衍地產發展

PACIFIC CENTURY PREMIUM DEVELOPMENTS LIMITED

盈科大衍地產發展有限公司*

(於百慕達註冊成立的有限公司)

(股份代號：00432)

敬啟者：

緒言

根據暫定配發函隨附的供股章程所載之條款，董事已按2021年2月25日(星期四)營業時間結束時登記於閣下名下之每持有兩(2)股現有股份獲配發一(1)股供股股份的基準，向閣下暫定配發供股股份。閣下於2021年2月25日(星期四)營業時間結束時所持股份數目載於暫定配發函甲欄，而暫定配發予閣下的供股股份數目則載於暫定配發函乙欄。除文義另有所指外，暫定配發函所用詞彙與供股章程所界定者具有相同涵義。

供股股份於配發、發行及繳足股款後，將與配發供股股份當日的現有已發行股份在各方面享有同等權益。該等已繳足供股股份的持有人將有權收取所有於配發及發行已繳足供股股份當日或其後宣派、作出或派付的日後股息及分派。

待供股的條件獲達成後，供股將按非包銷基準進行，而不論暫定配發供股股份的接納程度如何。倘供股認購不足，供股的規模將相應縮減。進行供股並無最低籌集金額。此外，任何股東申請承購其於暫定配發函項下的全部或部分配額或根據額外申請表格申請認購額外供股股份，可能會在不知情的情況下觸發《收購守則》下的全面收購要約責任，惟已獲得執行人員(定義見《收購守則》)之豁免則除外。因此，供股將按以下條款進行：本公司將就股東的申請作出規定，倘供股股份未獲悉數承購，任何股東申請承購其於暫定配發函項下的配額或根據額外申請表格申請認購額外供股股份，可縮減至不會觸發相關股東根據《收購守則》提出全面收購要約之責任的水平。

本公司概無採取任何行動以准許於香港以外地區公開發售未繳款供股股份或已繳足供股股份，或於香港以外任何司法權區派發供股章程或任何有關申請表格，惟向中國港股通投資者派發除外。因此，在有關要約或邀請未經批准或向任何人士提出有關要約或邀請即屬違法的任何司法權區或任何情況下，供股章程文件不得用作且並不構成要約或邀請。於其他司法權區派發供股章程及提呈發售未繳款供股股份或已繳足供股股份須受限制，且除非在該等司法權區適用的證券法准許的情況下根據有關證券監管機關的登記或授權或豁免作出，否則不得進行上述活動。

於香港以外地區接獲供股章程或任何有關申請表格的任何人士(包括但不限於保管人、代名人及受託人)如欲承購供股章程項下供股股份，須自行全面遵守有關地區或司法權區的法律及法規，包括遵守該地區或司法權區可能規定的任何其他正式手續而取得任何政府或其他同意，以及在該等地區或司法權區支付就此所需支付的任何稅項、關稅及其他款項。任何人士對有關供股作出的任何接納，將被視為構成該名人士就已遵守該等當地法律及規定向本公司作出的聲明及保證。為免除疑慮，香港結算及香港結算(代理人)有限公司概不受上述聲明及保證條文所規限。閣下如對自身情況有任何疑問，應諮詢閣下的專業顧問。

PROCEDURE FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment in full you must lodge the whole of the PAL intact and in accordance with the instructions printed thereon with the Registrar, Computershare Hong Kong Investor Services Limited whose address is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or any designated branches of Hang Seng Bank Limited as mentioned below together with a remittance for the full amount payable on acceptance, as set out in Box C of the PAL, so as to be received by the Registrar or Hang Seng Bank Limited not later than 4:00 p.m. on Wednesday, 17 March 2021 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather and/or Extreme Conditions" below). All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**Pacific Century Premium Developments Limited — PAL**" and crossed "**Account Payee Only**". Such payment will constitute acceptance of provisional allotment of Right Shares on the terms of the PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company. No receipt will be issued for sums received on application. Share certificate(s) for any Rights Shares in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholder, by ordinary post at their own risk to their registered address on or before Wednesday, 24 March 2021.

Hang Seng Bank Limited

	<u>Headquarter/Branch Name</u>	<u>Address</u>
Hong Kong Island	Head Office	83 Des Voeux Road Central, Central
Kowloon	Kowloon Main Branch	618 Nathan Road, Mongkok

It should be noted that unless the duly completed PAL, together with the appropriate remittance for the amount shown in Box C of the PAL, has been received as described above by not later than 4:00 p.m. on Wednesday, 17 March 2021 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather and/or Extreme Conditions" below), the PAL and all rights and entitlements hereunder will be deemed to have been declined and the relevant Rights Shares will be cancelled. The Company may (at its sole discretion but without obligation) treat a PAL (lodged as mentioned above) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if it 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 the 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 the PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C of the PAL with the Registrar, Computershare Hong Kong Investor Services Limited whose address is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or any designated branches of Hang Seng Bank Limited as mentioned hereinabove, so as to be received by the Registrar or Hang Seng Bank Limited not later than 4:00 p.m. on Wednesday, 17 March 2021 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather and/or Extreme Conditions" below). It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights. If you are an Overseas Shareholder, please refer to the section headed "Letter from the Board — Rights Issue — Rights of the Overseas Shareholders" in the Prospectus for details of the restrictions which may be applicable to you.

SPLITTING

If you wish to accept only part of your provisional allotment or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Tuesday, 9 March 2021 with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations as required, which will be available for collection from the Registrar at the aforementioned address after 9:00 a.m. on the second Business Day after the date of your surrender of the original PAL.

接納及付款手續

閣下如欲承購全數暫定配額，則須不遲於2021年3月17日(星期三)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣及／或極端情況之影響」一節所述的較後日期及／或時間)，將整份暫定配發函按其列印之指示連同暫定配發函丙欄所載接納時應付之全數股款交回登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)或下文所述恒生銀行有限公司的任何指定分行，以便登記處或恒生銀行有限公司能夠收到。所有股款必須以港幣支付，支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「Pacific Century Premium Developments Limited — PAL」及以「只准入抬頭人賬戶」方式劃線開出。有關付款將構成按暫定配發函及供股章程的條款以及在本公司的組織章程大綱及公司細則規限下接納供股股份暫定配額。申請時收訖之股款將不會獲發收據。獲接納申請之任何供股股份的股票將於2021年3月24日(星期三)或之前以普通郵遞方式寄發予合資格股東(倘為聯名合資格股東，則為名列首位之合資格股東)的登記地址，郵誤風險概由彼等自行承擔。

恒生銀行有限公司

	<u>總部／分行名稱</u>	<u>地址</u>
香港島	總行	中環德輔道中83號
九龍	九龍總行	旺角彌敦道618號

務請注意，除非已填妥的暫定配發函連同暫定配發函丙欄所示的適當股款已如上文所述不遲於2021年3月17日(星期三)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣及／或極端情況之影響」一節所述的較後日期及／或時間)收到，否則將被視作放棄暫定配發函及一切有關權利及配額，而有關供股股份將會被註銷。即使按上述規定交回的暫定配發函並未按有關指示填妥，本公司可(全權酌情決定但並無責任)將其視為有效，並對遞交表格的人士或其代表具約束力。

轉讓

閣下如欲將全部暫定配發予閣下之供股股份認購權轉讓，須填妥及簽署轉讓及提名表格(表格乙)，並將本暫定配發函交予認購權的承讓人或轉讓經手人。其後，承讓人須不遲於2021年3月17日(星期三)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣及／或極端情況之影響」一節所述的較後日期及／或時間)填妥及簽署登記申請表格(表格丙)，然後將整份暫定配發函連同暫定配發函丙欄所示接納時應付之全數股款交回登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)或上文所述恒生銀行有限公司的任何指定分行，以便登記處或恒生銀行有限公司能夠收到。謹請注意，閣下轉讓有關供股股份的認購權予承讓人時，須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付香港從價印花稅。倘閣下為海外股東，請參閱供股章程內「董事會函件 — 供股 — 海外股東的權利」一節有關可能適用於閣下的限制詳情。

分拆

閣下如欲僅接納部分暫定配額或轉讓暫定配發函所述獲暫定配發以認購供股股份的部分權利，或將所有或部分權利轉讓予一名以上的人士，則須不遲於2021年3月9日(星期二)下午4時30分將原有暫定配發函交回及呈交登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)，以便登記處註銷原有暫定配發函，並按所需數額發出新暫定配發函。新暫定配發函可於閣下交回原有暫定配發函之日期後第二個營業日上午9時正後在登記處的上述地址領取。

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS

The latest time for acceptance of and payment for the Rights Shares and application and payment for excess Right Shares will not take effect if there is a tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoon as 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 Wednesday, 17 March 2021. Instead, the latest time of acceptance of and payment for the Rights Shares and application and payment for excess Right Shares will be extended to 5:00 p.m. at the Registrar, Computershare Hong Kong Investor Services Limited or 4:30 p.m. at any mentioned designated branches of Hang Seng Bank Limited 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 Wednesday, 17 March 2021. Instead, the latest time of acceptance of and payment for the Rights Shares and application and payment for excess Right Shares will be re-scheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance and payment for the Rights Shares and application and payment for excess Rights Shares does not take effect on Wednesday, 17 March 2021, the dates mentioned in the expected timetable in the Prospectus may be affected. The Company will notify the Shareholders by way of announcement(s) on any changes to the expected timetable as soon as practicable in this regard.

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number) and sold by the Company in the open market if a premium (net of expenses) can be obtained, and the Company will keep the net proceeds for its own benefit. Any unsold fractions of the Rights Shares will be aggregated and made available for excess application by the Qualifying Shareholders.

ODD LOT MATCHING SERVICES

In order to facilitate the trading of odd lots of Shares which will arise upon the Rights Issue, the Company has appointed Computershare Hong Kong Investor Services Limited whose address is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as an agent to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Shares to make up a full board lot, or to dispose of their holding of odd lots of the Shares. Shareholders who wish to take advantage of this service are recommended to make an appointment in advance by dialing the telephone number of Computershare Hong Kong Investor Services Limited at telephone number (852) 2862 8555 from 9:00 a.m. on Thursday, 25 March 2021, to 4:00 p.m. on Thursday, 15 April 2021.

Holders of Shares in odd lots should note that the matching services mentioned above are on a “best effort” basis only and successful matching of the sale and purchase of odd lots of Shares is not guaranteed and will depend on there being adequate amount of odd lots of Shares available for matching. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its own professional advisers.

EXCESS RIGHTS SHARES

Qualifying Shareholders (other than the PRC Southbound Trading Investors) may apply, by way of excess application, for (i) any unsold entitlements of the Excluded Shareholders; (ii) any Rights Shares provisionally allotted but not accepted; and (iii) any unsold Rights Shares arising out of the aggregation of fractional entitlements. Application for excess Rights Shares can be made only by Qualifying Shareholders (other than the PRC Southbound Trading Investors). If a Qualifying Shareholder (other than the PRC Southbound Trading Investors) wishes to apply for excess Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign an EAF (in accordance with the instructions printed thereon) and lodge it with Hang Seng Bank Limited or the Registrar, together with a separate cheque or cashier’s order, for the amount payable on application in respect of the excess Rights Shares applied for by no later than 4:00 p.m. on Wednesday, 17 March, 2021 (or such later date as mentioned in the paragraph headed “Effect of Bad Weather and/or Extreme Conditions” above). All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, and cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**PACIFIC CENTURY PREMIUM DEVELOPMENTS LIMITED — EAF**” and crossed “**Account Payee Only**”. The Company may at its discretion treat an EAF as valid and binding on the person(s) by himself/herself/itself/themselves or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

The Directors will allocate the excess Rights Shares (if any) at their discretion on a fair and equitable basis and on a pro rata basis in proportion to the number of excess Rights Shares being applied for under each application. No reference will be made to Rights Shares subscribed through applications by PAL(s) or the existing number of Shares held by Qualifying Shareholders. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PAL(s) is greater than the aggregate number of excess Rights Shares applied for through EAF(s), the Directors will allocate in full to each Qualifying Shareholder (other than the PRC Southbound Trading Investors) the number of excess Rights Shares applied for under the EAF(s). In applying the above principles, reference will only be made to the number of excess Rights Shares being applied for. No preference will be given to topping up odd lots to whole board lots. Beneficial Owner with their Shares held by a Registered Owner, or which are held in CCASS, should note that the Registered Owner (including HKSCC Nominees Limited) is registered as a single Shareholder according to the register of members of the Company. Accordingly, Beneficial Owners whose Shares are registered in the name of a Registered Owner, or which are held in CCASS, should note that the aforesaid arrangement in relation to the allocation of excess Rights Shares will not be extended to them individually.

惡劣天氣及／或極端情況之影響

於以下情況下，接納供股股份並繳付股款以及申請額外供股股份並繳付股款的最後時限將不會生效：倘8號或以上熱帶氣旋警告信號、由香港政府所公佈超強颱風引致的「極端情況」或「黑色」暴雨警告信號(i)於當地時間2021年3月17日(星期三)中午12時正前任何時間在香港生效且於中午12時正後不再生效，則接納供股股份並繳付股款以及申請額外供股股份並繳付股款的最後時限將延至同一營業日下午5時正(登記處香港中央證券登記有限公司)或下午4時30分(恒生銀行有限公司的任何指定分行)；或(ii)於當地時間2021年3月17日(星期三)中午12時正至下午4時正期間之任何時間在香港生效，則接納供股股份並繳付股款以及申請額外供股股份並繳付股款的最後時限將重新安排至下一個營業日(在該日上午9時正至下午4時正期間任何時間均無懸掛任何該等警告信號)下午4時正。

倘接納供股股份並繳付股款以及申請額外供股股份並繳付股款的最後時限並非於2021年3月17日(星期三)生效，則供股章程中之預期時間表所述日期或會受到影響。本公司將在實際可行的情況下盡快將預期時間表之任何變動以公告方式通知股東。

零碎配額

本公司將不會暫定配發任何零碎供股股份，亦將不接受對任何零碎供股股份的申請。在扣除開支後可獲得溢價的情況下，本公司將彙集(並下調至最接近整數)所有零碎供股股份並於公開市場上出售，而所得款項淨額將撥歸本公司所有。任何未出售的零碎供股股份將予彙集並可供合資格股東額外申請認購。

碎股對盤服務

為方便買賣供股所產生的零碎股份，本公司已委聘香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)為代理，以盡最大努力為有意收購零碎股份以湊成一手完整買賣單位或出售彼等所持零碎股份的股東提供對盤服務。股東如有意使用此服務，應於2021年3月25日(星期四)上午9時正至2021年4月15日(星期四)下午4時正撥打香港中央證券登記有限公司的電話號碼(852) 2862 8555提前預約。

零碎股份持有人務請注意，上文所述的對盤服務僅按「最大努力」基準進行，概不保證零碎股份的買賣可獲成功對盤，能否成功將取決於是否具有充足數量的零碎股份可供對盤。任何股東如對碎股安排有任何疑問，建議自行諮詢其專業顧問。

額外供股股份

合資格股東(中國港股通投資者除外)可透過額外申請的方式申請認購(i)除外股東的任何未出售配額；(ii)任何已暫定配發但未獲接納的供股股份；及(iii)因彙集零碎配額產生的任何未出售供股股份。認購額外供股股份的申請僅可由合資格股東(中國港股通投資者除外)作出。合資格股東(中國港股通投資者除外)如欲申請認購多於其獲暫定配發之任何供股股份，則必須按額外申請表格上印備之指示將表格填妥並簽署，並連同就所申請認購額外供股股份須於申請時繳交之款項，不遲於2021年3月17日(星期三)下午4時正(或上文「惡劣天氣及／或極端情況之影響」一段所述的較後日期)送達恒生銀行有限公司或登記處。所有股款須以港幣繳付，並以由香港持牌銀行戶口開出之支票或由香港持牌銀行發出之銀行本票支付，註明抬頭人為「**PACIFIC CENTURY PREMIUM DEVELOPMENTS LIMITED — EAF**」及以「**只准入抬頭人賬戶**」劃綫方式開出。本公司可行使酌情權決定額外申請表格對自行或由代表遞交表格之人士為有效及具約束力(即使該等人士並未依照有關指示填妥表格)。

董事將按公平及公正基準酌情配發額外供股股份(如有)，供股股份根據每份申請所申請認購額外供股股份數目按比例分配。不會參考以暫定配發函提出申請而認購之供股股份或由合資格股東持有之現有股份數目。如合資格股東未根據暫定配發函承購的供股股份總數大於透過額外申請表格申請的額外供股股份總數，董事將會向每名合資格股東(中國港股通投資者除外)分配根據額外申請表格所申請的全部股份數目。於應用上述原則時，僅參考所申請的額外供股股份數目。概不會就湊足完整買賣單位之申請作優先分配。股份由註冊擁有人或中央結算系統持有之實益擁有人應注意，根據本公司的股東名冊，註冊擁有人(包括香港結算(代理人)有限公司)獲登記為單一股東。因此，其股份以註冊擁有人名義登記或由中央結算系統持有之實益擁有人應注意，本公司不會向彼等個別作出上述分配額外供股股份之安排。

QUALIFYING SHAREHOLDERS AND EXCLUDED SHAREHOLDERS

To qualify for the Rights Issue and to accept the Rights Shares provisionally allotted under this PAL, a Shareholder must have been registered as a member of the Company at 5:00 p.m. on the Record Date and must not be an Excluded Shareholder. Excluded Shareholders are: (i) any Shareholder(s) whose name(s) appeared in the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is/are in any of the Specified Territories, except for those Overseas Shareholders who fulfil, to the satisfaction of the Company, the relevant requirements specified in the paragraph headed “Limited categories of persons in the Specified Territories who may be able to take up their nil-paid Rights Shares and subscribe for the Rights Shares under the Rights Issue” in the section headed “Letter from the Board” in the Prospectus; and (ii) any Shareholders or Beneficial Owners on the Record Date who are otherwise known by the Company to be residing in any of the Specified Territories, except for those Shareholders or Beneficial Owners who fulfil the requirements specified in the paragraph headed “Limited categories of persons in the Specified Territories who may be able to take up their nil-paid Rights Shares and subscribe for the Rights Shares under the Rights Issue” in the section headed “Letter from the Board” in the Prospectus to the satisfaction of the Company. Beneficial Owners may or may not be eligible to take part in the Rights Issue. Notwithstanding any other provision in the Prospectus Documents, the Company reserves the right to permit any Shareholder or Beneficial Owner to participate in the Rights Issue and take up his/her/its entitlement to the Rights Shares if the Company, in its absolute discretion, is satisfied that the offer under the Rights Issue is exempt from or not subject to the legislation or regulations giving rise to the restrictions in questions. The Company also reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

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

It should be noted that the Shares have been dealt in on an ex-rights basis since Wednesday, 17 February 2021. Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 2 March 2021 to Friday, 12 March 2021 (both dates inclusive). If any of the conditions of the Rights Issue is not fulfilled (and where applicable, is not waived) on or before 4:00 p.m. on Thursday, 18 March 2021 (or such later time and/or date as the Company may determine), the Rights Issue will not proceed.

Any dealings in the Shares prior to the date on which all the conditions of the Rights Issue are fulfilled and/or waived (where applicable), and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this PAL, each subscriber of Rights Shares being offered and sold outside the United States hereby represents and warrants to the Company, unless in their sole discretion, the Company waive such requirement expressly in writing that:

- He/she/it was a Shareholder on the Record Date, or he/she/it lawfully acquired or may lawfully acquire the rights, directly or indirectly, from such a person;
- He/she/it may lawfully be offered, take up, obtain, subscribe for and receive the rights and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- He/she/it is not resident or located in, or a citizen of, the U.S.;
- He/she/it is not accepting an offer to acquire or take up the rights or Rights Shares on a non-discretionary basis for a person or for the account of a person who is resident or located in, or a citizen of, the U.S. at the time the instruction to accept was given;
- He/she/it is acquiring the rights and/or the Rights Shares in an “offshore transaction” as defined in Regulation S under the U.S. Securities Act;
- He/she/it has not been offered the Rights Shares by means of any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act;
- He/she/it is not acquiring rights or Rights Shares or subscribing for or accepting Rights Shares with a view to the offer, sale, renouncement, transfer, delivery or distribution, directly or indirectly, of such rights or Rights Shares into the U.S.; and
- He/she/it understands that neither the rights nor the Rights Shares have been or will be registered under the U.S. Securities Act or with any securities regulatory authority of any state, territories, or possession of the U.S. and the rights and Rights Shares are being distributed and offered only outside the U.S. in reliance on Regulation S. Consequently he/she/it understands the rights or Rights Shares may not be offered, sold, renounced, pledged or otherwise transferred in or into the U.S., except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties above.

合資格股東及除外股東

為符合資格參與供股及根據本暫定配發函接納暫定配發之供股股份，股東必須於記錄日期下午5時正已經登記成為本公司之股東，且並非除外股東。除外股東為(i)於記錄日期營業時間結束時名列本公司股東名冊且於該名冊內所示地址位於任何特定地區之股東(惟本公司信納符合供股章程「董事會函件」一節「特定地區內可承購未繳款供股股份及認購供股項下供股股份的有限類別人士」一段訂明之有關規定之海外股東除外)；及(ii)於記錄日期據本公司另行得悉為任何特定地區居民之任何股東或實益擁有人(惟本公司信納符合供股章程「董事會函件」一節「特定地區內可承購未繳款供股股份及認購供股項下供股股份的有限類別人士」一段訂明之有關規定之股東或實益擁有人除外)。實益擁有人可能會或不會符合資格參與供股。儘管供股章程文件有任何其他規定，倘若本公司全權酌情信納供股提呈發售已獲豁免或毋須遵守產生所述限制之法例或規例，本公司保留權利容許任何股東或實益擁有人參與供股及接納其供股股份配額。倘本公司相信接納任何供股股份認購申請會違反任何司法權區的適用證券或其他法例或規例，則本公司保留拒絕接納有關申請的權利。

有關買賣股份及未繳款供股股份的風險警告

務請注意，股份已自2021年2月17日(星期三)起按除權基準買賣。未繳款供股股份將於2021年3月2日(星期二)至2021年3月12日(星期五)(包括首尾兩日)期間買賣。倘供股的任何條件未能於2021年3月18日(星期四)下午4時正或之前(或本公司可能釐定的較後時間及／或日期)獲達成(及(按適用者)豁免)，則供股將不會進行。

於供股的所有條件獲達成及／或豁免(按適用者)之日前買賣股份，以及任何股東買賣未繳款供股股份，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。

聲明及保證

倘若填妥、簽妥及交回本暫定配發函，在美國以外獲提呈及出售之供股股份的每位認購人即據此向本公司作出以下聲明及保證，除非本公司按其全權酌情以書面方式明確決定豁免有關規定：

- 彼於記錄日期為股東，或彼已依法或可依法從有關人士直接或間接取得供股權；
- 彼可合法在其居住或目前所處之司法權區獲提呈、接納、取得、認購及收取供股權及／或供股股份；
- 彼並非居於或處於美國，或為美國之公民；
- 彼並非按非酌情基準為給予接納指示時居於或處於美國之人士，或為美國之公民收購或接納供股權或供股股份之建議；
- 彼正在一宗根據美國證券法規例S所界定之「離岸交易」中取得供股權及／或供股股份；
- 彼並非以根據美國證券法規例S所界定之任何「定向銷售」方式獲提呈供股股份；
- 彼取得供股權或供股股份或認購或接納供股股份之目的並非直接或間接向美國提呈、出售、棄權、轉讓、交付或派發供股權或供股股份；及
- 彼知悉供股權或供股股份均無並將不會根據美國證券法或在美國任何州、地區或領地之任何證券監管當局註冊，而供股權或供股股份乃依據規例S僅在美國以外分發及提呈。因此，彼明白，供股權或供股股份或不可在或向美國提呈、出售、棄權、質押或以其他方式轉讓，惟依據美國證券法註冊規定之豁免或在毋須遵守美國證券法註冊規定之交易除外。

為免生疑問，中央結算及中央結算(代理人)有限公司概不受上述聲明及保證所規限。

Shareholders and potential investors contemplating any dealings in the Shares or Rights Shares in nil-paid form are recommended to consult their professional advisers if in doubt.

If you have questions in relation to the Rights Issue, please call the designated hotline on (852) 2862 8646 during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday (other than public holidays).

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any PAL in respect of which the cheque or cashier's 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. Completion and return of PAL together with a cheque or cashier's order in payment for the Rights Shares accepted will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation.

CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUE

If the Rights Issue does not proceed, the monies received in respect of the relevant provisional allotments will be refunded to the Qualifying Shareholders or such other person to whom the Rights Shares in their nil-paid form have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Registrar on or before Wednesday, 24 March 2021.

GENERAL

Lodgement of this PAL 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 provisional letters of allotment and/or certificates for the Rights Shares.

All documents, including cheques for the amounts due, will be sent by ordinary post to their registered address at the risk of the person(s) entitled thereto.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. This PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Copies of the Prospectus giving details of the Rights Issue are available at the Company's principal place of business, at 8th Floor, Cyberport 2, 100 Cyberport Road, Hong Kong during normal business hour until Tuesday, 23 March 2021.

PERSONAL DATA COLLECTION — PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, Hang Seng Bank Limited, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company, Hang Seng Bank Limited or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company, Hang Seng Bank Limited and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business at 8th Floor, Cyberport 2, 100 Cyberport Road, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully
For and on behalf of the Board
Pacific Century Premium Developments Limited
Timothy Tsang
General Counsel and Company Secretary

* For identification only

股東及潛在投資者於考慮買賣股份或未繳款供股股份時如有疑問，建議諮詢其專業顧問。

閣下如對供股有任何疑問，請於星期一至星期五(公眾假期除外)上午9時正至下午6時正營業時間內致電指定熱線(852) 2862 8646。

支票及銀行本票

所有支票及銀行本票將會於收訖後隨即過戶，而該等款項所賺取的利息(如有)將全數撥歸本公司所有。本公司可拒絕受理任何有關支票或銀行本票於首次過戶時未能兌現之暫定配發函，而在此情況下，有關暫定配額及其項下所有權利將被視作已被放棄而予以撤銷。填妥及交回暫定配發函連同支付所獲接納的供股股份股款的支票或銀行本票，將構成申請人就支票或銀行本票將於首次過戶時獲兌現之保證。

供股股份的股票及退款支票

倘供股不會進行，則就有關暫定配額所收取之股款將於2021年3月24日(星期三)或之前不計利息以開出支票方式退還予合資格股東或已獲有效放棄或轉讓未繳款供股股份之有關其他人士，並以平郵方式寄往彼等於登記處之登記地址(如屬聯名接納，則寄往首位人士之登記地址，惟郵誤風險概由彼等自行承擔)。

一般事項

交回已由應獲發本暫定配發函之人士簽署的暫定配發函，即為交回上述文件之人士有權處理暫定配發函，並有權收取暫定配額分拆函件及／或供股股份的股票之最終憑證。

所有文件(包括應付款項的支票)將以平郵方式寄往收件人的登記地址，郵誤風險概由彼等自行承擔。

供股章程所載有關申請供股股份的條款及條件將適用。本暫定配發函及任何據此作出的供股股份申請均受香港法例管轄，並按其詮釋。

載有供股詳情之供股章程可於2021年3月23日(星期二)前一般辦公時間內於本公司的主要營業地點索取，地址為香港數碼港道100號數碼港第二座8樓。

個人資料收集 — 暫定配發函

倘填妥、簽署及交回本暫定配發函隨附的表格，閣下同意向本公司、恒生銀行有限公司、登記處及／或彼等各自的顧問及代理披露個人資料及彼等所需而有關閣下或閣下為其利益而接納供股股份暫定配額之人士的任何資料。《個人資料(私隱)條例》(香港法例第486章)給予證券持有人權利可確定本公司、恒生銀行有限公司或登記處是否持有其個人資料、索取有關資料以及更正任何不準確的資料。根據《個人資料(私隱)條例》，本公司、恒生銀行有限公司及登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往本公司的主要營業地點，地址為香港數碼港道100號數碼港第二座8樓或根據適用法律不時通知的地點並以公司秘書為收件人，或(視情況而定)登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)並以私隱事務主任為收件人。

此 致

列位合資格股東 台照

代表董事會
盈科大衍地產發展有限公司*
法律事務總監兼公司秘書
曾志耀
謹啟

2021年2月26日

* 僅供識別