

IMPORTANT
重要提示

Reference is made to the prospectus issued by State Energy Group International Assets Holdings Limited (the “Company”) dated 2 August 2021 in relation to the Rights Issue (the “Prospectus”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述國能集團國際資產控股有限公司(「本公司」)日期為二零二一年八月二日就供股刊登之供股章程(「供股章程」)。除文義另有所指外，供股章程所界定之詞彙與本文件所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON MONDAY, 16 AUGUST 2021 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION” BELOW).

此乃有價值及可轉讓之暫定配額通知書(「暫定配額通知書」)，並須閣下即時處理。本暫定配額通知書所載之要約將於二零二一年八月十六日(星期一)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣對最後接納時限及繳付供股股份及申請股款的影響」一段所述之有關較後日期或時間)屆滿。

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

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問或閣下如已出售或轉讓閣下於本公司之全部或部分股份，應諮詢閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and the documents specified in the paragraph headed “DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES” in Appendix III 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 (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission take no responsibility for the contents of any of these documents.

本暫定配額通知書連同供股章程以及供股章程附錄三內「送呈公司註冊處處長之文件」一段所述之文件，已根據香港法例第32章公司(清盤及雜項條文)條例第342C條的規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證券及期貨事務監察委員會對任何該等文件之內容概不負責。

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

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

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

買賣股份及未繳股款及繳足股款供股股份可透過香港結算設立及營運之中央結算系統進行交收，而閣下應諮詢閣下之股票經紀或持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情以及有關該等安排對閣下之權利與權益可能構成之影響。

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

待未繳股款及繳足股款供股股份獲批准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自於聯交所開始買賣日期(或香港結算釐定的其他日期)起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行的交易須於其後第二個交易日於中央結算系統內進行交收。於中央結算系統進行的一切活動均須依據不時生效的中央結算系統一般規則及中央結算系統運作程序規則進行。



STATE ENERGY GROUP INTERNATIONAL ASSETS HOLDINGS LIMITED

國能集團國際資產控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 918)

(股份代號：918)

**PROPOSED RIGHTS ISSUE ON THE BASIS OF
THREE (3) RIGHTS SHARES
FOR EVERY ONE (1) SHARE
HELD ON THE RECORD DATE**

建議按於記錄日期
每持有一(1)股股份
獲發三(3)股供股股份之基準進行供股

**PAYABLE IN FULL ON ACCEPTANCE
BY NOT LATER THAN 4:00 P.M. ON MONDAY, 16 AUGUST 2021**

股款須不遲於二零二一年八月十六日(星期一)下午四時正接納時全數繳足

**Provisional Allotment Letter
暫定配額通知書**

*Branch share registrar and
transfer office in Hong Kong:*
Tricor Abacus Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處：
卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心54樓

Registered office:
註冊辦事處：
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

*Principal place of
business in Hong Kong:*
Unit 13, 5/F, Tower 1
Harbour Centre
1 Hok Cheung Street
Hung Hom
Hong Kong

總辦事處及香港主要營業地點：
香港
紅磡
鶴翔街1號
維港中心
第一座5樓13室

2 August 2021

二零二一年八月二日

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

Number of Shares registered in your name(s) on
Friday, 30 July 2021

於二零二一年七月三十日(星期五)
登記於閣下名下之股份數目

BOX A
甲欄

Number of Rights Shares provisionally allotted to
you subject to payment in full on acceptance by not
later than 4:00 p.m. on Monday, 16 August 2021

暫定配發予閣下之供股股份數目，股款
須不遲於二零二一年八月十六日(星期一)
下午四時正接納時全數繳足

BOX B
乙欄

Total subscription monies payable in full upon
acceptance

於接納時應全數繳足之認購股款總額

BOX C
丙欄

HK\$
港元

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

Contact Telephone No.:
聯絡電話號碼：

Cheque/cashier's order no:
支票/銀行本票號碼：

Provisional Allotment Letter No.

暫定配額通知書編號

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR ABACUS LIMITED, AT LEVEL 54, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS FOR THE FULL AMOUNT (ROUNDED UP TO THE NEAREST 2 DECIMAL PLACES) SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON MONDAY, 16 AUGUST 2021 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO **TRICOR TRUST (HONG KONG) LIMITED - A/C NO. 020** AND CROSSED "**ACCOUNT PAYEE ONLY**". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT BELOW. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

The Underwriters have the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company served prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement (a summary of which is set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus). The Rights Issue is subject to the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the section headed "The Underwriting Agreement" in the "Letter from the Board" in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled or the Underwriting Agreement is terminated at or before 4:00 p.m. on Monday, 23 August 2021 (or such later time and/or date as the Company and the Underwriters may determine), the Rights Issue will not proceed.

Dealings in the Rights Shares in the nil-paid forms will take place from Wednesday, 4 August 2021 to Wednesday, 11 August 2021 (both dates inclusive) on the Stock Exchange. Any Shareholders or other persons dealing in the Shares or in the Rights Shares in the nil-paid form up to the date on which all conditions to which the Rights Issue is subject are fulfilled (and the date or which the Underwriters' right of termination of the Underwriting Agreement ceases), will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. If the Rights Issue fails to proceed, the subscription monies received will be returned to the applicants by cheques without interest. Any Shareholders or other persons contemplating transferring, selling or purchasing Shares and/or Rights Shares in the nil-paid form during such periods are recommended to consult their professional advisers.

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

閣下如欲全數接納供股股份之暫定配額，必須將本暫定配額通知書整份連同以港元繳付上文丙欄所示之全數股款(約整至小數點後兩位數)(以支票或銀行本票形式)，不遲於二零二一年八月十六日(星期一)下午四時正(或於惡劣天氣及/或極端情況下，則於下文「惡劣天氣對最後接納時限及繳付供股股份及申請股款的影響」一段所述之較後日期及/或時間)送達過戶登記處卓佳雅柏勤有限公司(地址為香港皇后大道東183號合和中心54樓)並獲過戶登記處收訖。所有股款須以港元繳付，並以在香港持牌銀行賬戶開出之支票或以香港持牌銀行發出之銀行本票支付。所有支票或銀行本票均須註明抬頭人為 **TRICOR TRUST (HONG KONG) LIMITED - A/C NO. 020**，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆配額之指示載於下文。本公司將不就有關股款另發收據。

在包銷協議所載若干情況(有關概要載於供股章程內「終止包銷協議」一節)下，包銷商有權根據包銷協議，於最後終止時限前透過向本公司發出通知，終止包銷協議。供股須待供股章程「董事會函件」內「包銷協議」一節「供股的條件」一段所載條件獲達成後，方告作實。倘若於二零二一年八月二十三日(星期一)下午四時正或之前(或本公司與包銷商可能釐定的其他較後時間及/或日期)，供股的任何條件未獲達成或包銷協議已告終止，則供股將不會進行。

未繳股款供股股份將於二零二一年八月四日(星期三)至二零二一年八月十一日(星期三)(包括首尾兩日)在聯交所買賣。任何股東或其他人士於供股全部條件獲達成當日或前買賣股份或於直至供股所有條件獲達成當日(及包銷商終止包銷協議之權利終止當日)為止之期間以未繳股款方式買賣供股股份，須相應承擔供股可能不會成為無條件或可能不會進行之風險。倘供股未能進行，則所收取之認購股款將不計利息以支票退還予申請人。任何股東或其他人士如欲於該期間內轉讓、出售或購買股份及/或未繳股款供股股份，應諮詢彼等之專業顧問。

接納本暫定配額通知書所訂明之暫定配額之每位人士均確認其已閱讀所附文件及供股章程所載之條款及條件以及接納手續，並同意受其約束。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE

NO RECEIPT WILL BE GIVEN FOR REMITTANCE

每份接納須隨附一張獨立開出之支票或銀行本票

本公司將不就股款另發收據

IN THE EVENT OF A 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 A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在登記轉讓本文件所代表之認購供股股份之權利前，須出示已繳付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 Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)
(只供擬轉讓其／彼等全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors
State Energy Group International Assets Holdings Limited
致：國能集團國際資產控股有限公司
列位董事 台照

Dear Sir/Madam,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人／吾等謹將本暫定配額通知書所列本人／吾等之供股股份之認購權全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____

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

Date: _____ 2021

日期：二零二一年_____月_____日

Hong Kong stamp duty of HK\$5.00 and ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.
閣下轉讓供股股份之認購權須繳付香港印花稅5.00港元及從價印花稅。

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供已獲轉讓供股股份認購權之人士填寫及簽署)

To: The Directors

State Energy Group International Assets Holdings Limited
致：國能集團國際資產控股有限公司
列位董事 台照

Dear Sir/Madam,

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 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之供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在貴公司之組織章程大綱及細則的規限下，接納此等供股股份。

Existing Shareholder(s)

Please mark "X" in this box

現有股東請在本欄內填上「X」號

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To be completed in BLOCK letters in ENGLISH .			
Joint applicants should give the address of the first-named applicant only. 請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。			
For Chinese applicant(s), please provide your name(s) in both English and Chinese. 中國籍申請人請同時填寫中英姓名。			
Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名
Name(s) of joint applicant(s) (if any) 聯名申請人姓名(如有)			
Address in English (joint applicants should give the address of first-named applicant only) 英文地址(聯名申請人只須填報排名 首位之申請人地址)			
Occupation 職業		Telephone No. 電話號碼	
Dividend Instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account number 銀行賬戶號碼	

1. _____ 2. _____ 3. _____ 4. _____

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

Date: _____ 2021

日期：二零二一年_____月_____日

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

閣下接納供股股份之認購權須繳付香港從價印花稅。



STATE ENERGY GROUP INTERNATIONAL ASSETS HOLDINGS LIMITED

國能集團國際資產控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 918)

2 August 2021

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of State Energy Group International Assets Holdings Limited (the “**Company**”) dated 2 August 2021 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with and subject to the terms and conditions as set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of three (3) Rights Shares for every one (1) Share in issue and registered in your name(s) in the register of members of the Company on the Record Date (that is, Friday, 30 July 2021) at the Subscription Price of HK\$0.35 per Rights Share. Your holding of the Shares on the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

The Prospectus Documents have not been or will not be registered or filed under the securities law of any jurisdiction other than Hong Kong. No action has been taken by the Company to permit the offering of the Rights Shares in any territory outside Hong Kong.

No persons receiving a copy of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory or jurisdiction where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof or where the offer is made in reliance on any exemption or where compliance with the relevant legal or regulatory requirement will not, in the Board’s judgement, be unduly burdensome. It is the responsibility of any person outside Hong Kong (including but not limited to any agent, custodian, nominee or trustee on his/her/its behalf) wishing to subscribe or make an application for the Rights Shares to satisfy himself/herself/itself/themselves before subscribing for the allotted Rights Shares, as to the full observance of the laws and regulations of all relevant territory or jurisdiction, including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares 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 fully complied with. Such persons should consult their professional advisers if in doubt. No application for Rights Shares will be accepted from the Non-Qualifying Shareholders (if any). The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

RIGHTS SHARES

The Rights Shares (when allotted, fully paid or credited as fully paid and issued) will rank pari passu in all respects among themselves and with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares. Dealings in the Rights Shares in both nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy or any other applicable fees and charges in Hong Kong.

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

PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact with the Registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with a remittance by cheque or cashier’s order for the full amount payable on acceptance (rounded up to the nearest 2 decimal places), as shown in Box C in Form A, so as to be received by the Registrar by not later than 4:00 p.m. on Monday, 16 August 2021 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather on the Latest Time for Acceptance and payment for the Rights Shares and for application” below). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to **Tricor Trust (Hong Kong) Limited - A/C No. 020** and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that unless this duly completed PAL, together with the appropriate remittance shown in Box C in Form A, has been lodged in the manner as described above, by not later than 4:00 p.m. on Monday, 16 August 2021 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather on the Latest Time for Acceptance and payment for the Rights Shares and for application” below), whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to but may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

Completion and return of the PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representation or warranty.

TRANSFER AND SPLITTING

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “Form of transfer and nomination” (Form B) and hand this PAL to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then complete and sign the “Registration application form” (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Monday, 16 August 2021 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather on the Latest Time for Acceptance and payment for the Rights Shares and for application” below).

All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to **Tricor Trust (Hong Kong) Limited - A/C No. 020** and crossed “**Account Payee Only**”. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you 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 Friday, 6 August 2021 with the Registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, who will cancel this original PAL and issue new PAL(s) in the denominations required which will be available for collection at the Registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of this original PAL(s). It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company is not obliged to but may, at its sole and absolute discretion, treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is subject to the fulfilment of the conditions set out under the paragraph headed “Conditions of the Rights Issue” in the section headed “The Underwriting Agreement” in the “Letter from the Board” in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled at or before 4:00 p.m. on Monday, 23 August 2021 (or such later time and/or date as the Company and the Underwriters may determine), the Rights Issue will not proceed.

CHEQUES AND CASHIER’S ORDER

All cheques and cashier’s orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier’s order in payment for the Rights Shares, whether by a Qualifying Shareholder or such other person(s) to whom the rights to subscribe for the Rights Shares have been validly transferred, will constitute a warranty by such person(s) that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any PAL and/or relevant remittance received.

SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be despatched on Monday, 30 August 2021 to you by ordinary post at your own risk. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares in fully-paid form allotted and issued to you.

If the Rights Issue is terminated, refund cheques, without interest, in respect of the relevant portion of application monies received are expected to be despatched by ordinary post at your own risk to your registered addresses on Monday, 30 August 2021. Refund cheques (crossed “**Account Payee Only**”) will be despatched by ordinary post to the registered addresses of the relevant applicants of the Rights Shares at the risk of such applicants.

FRACTIONAL ENTITLEMENTS

On the basis of the provisional allotment of three (3) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Share will arise under the Rights Issue.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION

The Latest Time for Acceptance and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by super typhoons which is 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 the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 4:00 p.m. on the next 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 are postponed in accordance with the foregoing, the dates of the events subsequent to the Latest Time for Acceptance mentioned in this section may be affected. An announcement will be made as soon as practicable by the Company in such event.

GENERAL

Lodgment of this PAL with, where relevant, the “Form of transfer and nomination” (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title or the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar.

All documents, including refund cheques, will be sent by ordinary post at the risks of the relevant applicants or other persons entitled thereto to their registered addresses by the Registrar. Any refund cheques will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant).

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

PERSONAL DATA COLLECTION - PAL

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (“**PDPO Ordinance**”) provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the PDPO Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Unit 13, 5/F, Tower 1, Harbour Centre, 1 Hok Cheung Street, Hung Hom, Hong Kong or as notified from time to time in accordance with the applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar at its address set out above for the attention of Privacy Compliance Officer.

By Order of the Board
State Energy Group International Assets Holdings Limited
Zhang Jinbing
Chairman



STATE ENERGY GROUP INTERNATIONAL ASSETS HOLDINGS LIMITED

國能集團國際資產控股有限公司

(於百慕達註冊成立之有限公司)

(股份代號：918)

敬啟者：

緒言

茲提述國能集團國際資產控股有限公司(「本公司」)日期為二零二一年八月二日有關供股之供股章程(「供股章程」)。除文義另有所指外，供股章程所界定詞彙與本文件所採用者具有相同涵義。根據供股章程所載條款及條件及其規限下，董事已向閣下暫定配發若干數目供股股份，基準為於記錄日期(即二零二一年七月三十日(星期五))以閣下名義在本公司股東名冊上登記之每持有一(1)股已發行之股份獲配發三(3)股供股股份，認購價為每股供股股份0.35港元。閣下於記錄日期持有之股份列於表格甲內甲欄，而閣下所獲暫定配發之供股股份數目則列於表格甲內乙欄。

章程文件並無及將不會根據任何香港以外司法權區之任何適用證券法例登記或存檔。本公司並無採取行動准許在香港以外任何地區發售供股股份。

於香港以外任何地區或司法權區接獲供股章程或暫定配額通知書之人士，不得視之為申請供股股份要約或邀請，除非有關要約或邀請可於有關地區或司法權區合法地作出而毋須遵照任何登記或其他法律或監管規定，或該等要約是依賴任何豁免而作出或根據董事會的判斷，該要約在符合有關法律或監管規定方面不會過於繁重。於認購獲分配供股股份前，在香港以外地區而擬為其利益認購或申請供股股份之任何人士(包括但不限於其任何代理人、託管人、代名人或受託人)，須全面自行遵守所有相關地區或司法權區之法例及規例(包括取得任何政府或其他同意)，並繳付有關地區或司法權區就此而規定繳付之任何稅項、徵稅及其他款項。任何人士接納任何供股股份要約將被視為構成該人士對本公司作出其已全面遵守當地法律及規定之聲明及保證。有關人士如有任何疑問，應諮詢其專業顧問。本公司將不會接納不合資格股東(如有)認購供股股份之申請。倘本公司相信接納任何認購供股股份之申請會觸犯香港以外任何司法權區之適用證券或其他法律或規例，則本公司保留拒絕接納有關申請之權利。

供股股份

供股股份經配發、繳足或入賬列作繳足股款及發行後，將在所有方面於彼此之間及與當時已發行股份享有同等地位。繳足股款供股股份之持有人將有權收取可能於配發及發行繳足股款供股股份當日或之後宣派、作出或派付之所有未來股息及分派。買賣未繳股款及繳足股款供股股份將須繳付印花稅、聯交所交易費、交易徵費及任何其他香港適用之費用及收費。

待未繳股款及繳足股款供股股份獲批准於聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自該等未繳股款及繳足股款供股股份各自於聯交所開始買賣日期(或香港結算釐定的其他日期)起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行的交易，須於其後第二個交易日在中央結算系統內進行交收。經中央結算系統進行的一切活動均須依據不時生效的中央結算系統一般規則及中央結算系統運作程序規則進行。

接納之手續

閣下如欲承購供股股份之全部暫定配額，必須將整份本暫定配額通知書連同表格甲內丙欄所載於接納時應付之全數股款(約整至小數點後兩位數)(以支票或銀行本票形式)，不遲於二零二一年八月十六日(星期一)下午四時正(或於惡劣天氣及/或極端情況下，則於下文「惡劣天氣對最後接納時限及繳付供股股份及申請股款的影響」一段所述之較後時間及/或日期)送達過戶登記處卓佳雅柏勤有限公司(地址為香港皇后大道東183號合和中心54樓)並獲過戶登記處收訖。所有股款須以港元繳付。支票須以香港之持牌銀行賬戶開出，或銀行本票須由香港之持牌銀行發出，及註明抬頭人為 **Tricor Trust (Hong Kong) Limited - A/C No. 020**，並劃線註明「只准入抬頭人賬戶」。繳付股款後，即表示已按本暫定配額通知書及供股章程所載之條款，並在本公司組織章程大綱及細則的規限下接納供股股份之暫定配額。本公司將不另發股款收據。所有有關本暫定配額通知書之查詢均須寄交上述地址之過戶登記處。

謹請注意，除非正式填妥之本暫定配額通知書連同表格甲內丙欄所示之應繳股款於不遲於二零二一年八月十六日(星期一)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣對最後接納時限及繳付供股股份及申請股款的影響」一段所述之較後時間及／或日期)由原承配人或任何已有效承讓暫定配額之人士按上述方式送達過戶登記處，否則有關暫定配額及其項下之一切權利及配額將被視作放棄並予以註銷。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司無需但可全權酌情決定視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

填妥及交回暫定配額通知書將構成有關人士向本公司作出保證及聲明，其已經或將會就暫定配額通知書及其任何接納妥為遵守香港以外所有有關司法權區之一切登記、法律及監管規定。本公司保留權利在其相信接納任何供股股份認購申請將觸犯任何司法權區之適用證券法例或其他法律或規例之情況下，拒絕接納有關認購申請。為免生疑問，香港結算或香港中央結算(代理人)有限公司將概不受任何上述聲明或保證規限。

轉讓及分拆

閣下如欲轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之全部認購權，須填妥及簽署「轉讓及提名表格」(表格乙)並將本暫定配額通知書交予承讓人或接納閣下轉讓權利之人士。承讓人須填妥及簽署「登記申請表格」(表格丙)，並將整份本暫定配額通知書連同表格甲內丙欄所載於接納時應繳之全數股款，不遲於二零二一年八月十六日(星期一)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣對最後接納時限及繳付供股股份及申請股款的影響」一段所述之較後時間及／或日期)送達過戶登記處卓佳雅柏勤有限公司(地址為香港皇后大道東183號合和中心54樓)並獲過戶登記處收訖。

所有股款須以港元繳付，並以由香港持牌銀行賬戶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 **Tricor Trust (Hong Kong) Limited - A/C No. 020**，並劃線註明「只准入抬頭人賬戶」。謹請注意，轉讓閣下認購有關供股股份之權利予承讓人及承讓人接納該等權利須繳付香港印花稅。閣下如僅欲接納閣下之部分暫定配額，或轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之部分認購權，或向超過一名人士轉讓閣下全部或部分權利，則閣下須不遲於二零二一年八月六日(星期五)下午四時三十分將原暫定配額通知書送達過戶登記處卓佳雅柏勤有限公司(地址為香港皇后大道東183號合和中心54樓)予以註銷，過戶登記處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交出此份原暫定配額通知書後第二個營業日上午九時正後於過戶登記處卓佳雅柏勤有限公司(地址為香港皇后大道東183號合和中心54樓)領取。謹請注意，轉讓閣下有關於供股股份之認購權予承讓人及承讓人接納該等權利須繳付香港印花稅。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司無需但可全權酌情決定視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

供股的條件

供股須待供股章程「董事會函件」內「包銷協議」項下「供股的條件」一節所載的條件達成後，方可作實。倘供股的任何條件未能於二零二一年八月二十三日(星期一)下午四時正或之前(或本公司及包銷商可能釐定的較後時間及／或日期)達成，供股將不會進行。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶，而自有關股款產生之所有利息(如有)將全部撥歸本公司所有。填妥並交回暫定配額通知書連同支付供股股份股款之支票或銀行本票(不論由合資格股東或已獲有效轉讓供股股份認購權的其他人士交回)，將構成有關人士之保證，指支票或銀行本票將於首次過戶時獲兌現。倘支票或銀行本票於首次過戶時未能兌現，在不影響本公司之其他權利之情況下，本公司保留拒絕受理任何暫定配額通知書之權利，且於該情況下，供股股份之有關暫定配額及其項下之一切權利及配額將視作已遭放棄而被註銷。概不會就所接獲之任何暫定配額通知書及／或相關股款發出收據。

供股之股票及退款支票

待達成供股的條件，預期繳足股款供股股份的股票將於二零二一年八月三十日(星期一)或之前以平郵寄發予閣下，惟郵誤風險概由閣下自行承擔。除香港中央結算(代理人)有限公司外，閣下將會就配發及發行予閣下之所有供股股份(均為繳足股款)獲發一張股票。

倘供股終止，則已收取之有關部分申請股款(不計利息)之退款支票預期將於二零二一年八月三十日(星期一)或之前以平郵寄發至閣下之登記地址，郵誤風險概由閣下自行承擔。退款支票(劃線註明「只准入抬頭人賬戶」)將以平郵寄發至有關供股股份申請人之登記地址，郵誤風險概由有關申請人自行承擔。

零碎配額

按合資格股東於記錄日期每持有一(1)股股份獲發三(3)股供股股份的暫定配發基準，供股將不會產生供股股份的零碎配額。

惡劣天氣對最後接納時限及繳付供股股份及申請股款的影響

倘在下列時間發出八號或以上的熱帶氣旋警告信號，或出現香港政府公佈的超強颱風造成的「極端情況」，或在下列時間發出「黑色」暴雨警告，則供股股份的最後接納及繳款時間將不會發生：

- (i) 於中午十二時正前的任何本地時間在香港生效，且在最後接納時限當天的中午十二時正後不再生效。相反，供股股份之最後接納時限及繳款的最後時間將延長至同一營業日的下午五時正；或
- (ii) 於最後接納時限當日中午十二時正至下午四時正期間任何本地時間於香港生效。相反，供股股份之最後接納時限及繳款的最後時間將延長至下一個營業日下午四時正，而該營業日在上午九時正至下午四時正之間的任何時間沒有上述任何警告生效。

倘供股股份之最後接納時限及繳款的最後時間按照上述規定推遲，本節所述的最後接納時限之後的事件日期可能會受到影響。在此情況下，本公司將在可行的情況下盡快刊發公告。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即確證交回之人士之所有權及有權處理本暫定配額通知書及收取分拆配額函件及／或有關供股股份之股票。

閣下如需要額外之供股章程，可於過戶登記處索取。

所有文件(包括退款支票)將由過戶登記處以平郵寄至有關申請人或其他應得人士之登記地址，郵誤風險概由彼等自行承擔。任何退款支票均以本表格上填上之姓名作為抬頭人(或如屬聯名申請人，則以排名首位之申請人為抬頭人)。

本暫定配額通知書及所有接納其中所載之要約均須受香港法例規管，並按其詮釋。

收集個人資料－暫定配額通知書

填妥、簽署及交回本暫定配額通知書，即表示閣下同意向本公司、過戶登記處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發供股股份之人士之任何資料。香港法例第486章《個人資料(私隱)條例》(「個人資料私隱條例」)賦予證券持有人權利，可確定本公司或過戶登記處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據個人資料私隱條例，本公司及過戶登記處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息之所有要求，應寄往本公司之香港主要營業地點香港紅磡鶴翔街1號維港中心第一座5樓13室或根據適用法例不時通知之地址，並以本公司之公司秘書為收件人，或(視情況而定)寄往過戶登記處(於其上述地址)，並以私隱條例事務主任為收件人。

此 致

列位合資格股東 台照

承董事會命
國能集團國際資產控股有限公司
主席
張金兵
謹啟

二零二一年八月二日