

DATE: 27 July 2022

**DIWANG INDUSTRIAL HOLDINGS LIMITED
(as Company)**

AND

**CNI SECURITIES GROUP LIMITED
(as Placing Agent)**

**SECOND SUPPLEMENTAL AGREEMENT
in relation to the
PLACING AGREEMENT
DATED 28 JUNE 2022**

THIS SECOND SUPPLEMENTAL AGREEMENT is made on the 27th day of July 2022

BETWEEN:

- (1) **DIWANG INDUSTRIAL HOLDINGS LIMITED**, a company incorporated in the Cayman Islands with limited liabilities whose registered office is situated at 89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands (the “**Company**”); and
- (2) **CNI SECURITIES GROUP LIMITED**, a company incorporated in Hong Kong having its principal place of business at 36/F, China Online Centre, 333 Lockhart Road, Wan Chai, Hong Kong (the “**Placing Agent**”).

WHEREAS:

- (A) The Company and the Placing Agent had entered into the placing agreement dated 28 June 2022 (the “**Placing Agreement**”), pursuant to which the Placing Agent has conditionally agreed to procure, on a best effort basis, Placees to subscribe for up to 240,000,000 Placing Shares.
- (B) Pursuant to the supplemental agreement dated 18 July 2022 (the “**First Supplemental Agreement**”), the Company and the Placing Agent had agreed to extend the Long Stop Date to 27 July 2022.
- (B) The Company and the Placing Agent have agreed to amend and extend the date of fulfilling the conditions set out in clause 3.1 of the Placing Agreement (and as amended and supplemented by the First Supplemental Agreement) as set out in this Second Supplemental Agreement.

NOW IT IS HEREBY AGREED as follows:

1. DEFINITIONS

- 1.1 In this Second Supplement Agreement (including the Recitals), unless otherwise defined herein or unless the context requires otherwise, terms and expressions defined in the Placing Agreement and the First Supplemental Agreement shall have the same respective meanings when used in this Second Supplemental Agreement.

2. AMENDMENT AND EXTENSION

- 2.1 The Company and the Placing Agent hereby agree to extend the Long Stop Date for the Admission being obtained on or before 27 July 2022 to 2 August 2022 or such later date as the parties hereto may agree in writing.

3. FULL FORCE AND EFFECT

- 3.1 Save as amended by the terms of this Second Supplemental Agreement, all other provisions of the Placing Agreement (and as amended and supplemented by the First Supplemental Agreement) remain unchanged and shall continue in full force and effect in accordance with the terms of the Placing Agreement (and as amended and

supplemented by the First Supplemental Agreement) and shall continue to be binding on the Company and the Placing Agent.

4. GENERAL

4.1 Clause 5 (Announcement), clause 11 (Announcements), clause 14 (General provisions relating to Agreement), clause 15 (Notices) and clause 16 (Governing law, jurisdiction and service of process) of the Placing Agreement shall apply mutatis mutandis to the terms of this Second Supplemental Agreement provided that references to “this Agreement” shall be references to “this Second Supplemental Agreement”, save that references in clause 14.6 of the Placing Agreement to “this Agreement” shall be deemed to be a reference to the Placing Agreement as supplemented by this Second Supplemental Agreement.

IN WITNESS the hands of the duly authorised representatives of the parties hereto the day and year first above written.

THE COMPANY

SIGNED by *Tse Chun Chung*)
)
for and on behalf of)
)
DIWANG INDUSTRIAL HOLDINGS)
LIMITED)
in the presence of:)

For and on behalf of
Diwang Industrial Holdings Limited
帝王實業控股有限公司

.....
Authorized Signature(s)

THE PLACING AGENT

SIGNED by)
)
for and on behalf of)
)
CNI SECURITIES GROUP LIMITED)
in the presence of:)

supplemented by the First Supplemental Agreement) and shall continue to be binding on the Company and the Placing Agent.

4. GENERAL

4.1 Clause 5 (Announcement), clause 11 (Announcements), clause 14 (General provisions relating to Agreement), clause 15 (Notices) and clause 16 (Governing law, jurisdiction and service of process) of the Placing Agreement shall apply mutatis mutandis to the terms of this Second Supplemental Agreement provided that references to “this Agreement” shall be references to “this Second Supplemental Agreement”, save that references in clause 14.6 of the Placing Agreement to “this Agreement” shall be deemed to be a reference to the Placing Agreement as supplemented by this Second Supplemental Agreement.

IN WITNESS the hands of the duly authorised representatives of the parties hereto the day and year first above written.

THE COMPANY

SIGNED by)
)
for and on behalf of)
)
DIWANG INDUSTRIAL HOLDINGS)
LIMITED)
in the presence of:)

THE PLACING AGENT

SIGNED by)
)
for and on behalf of)
)
CNI SECURITIES GROUP LIMITED)
in the presence of:)

For and on behalf of
CNI Securities Group Limited
中國北方證券集團有限公司

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Authorized Signature(s)