

**DATE: 5 August 2022**

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

**AND**

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

---

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

---

**THIS THIRD SUPPLEMENTAL AGREEMENT** is made on the 5th day of August 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 second supplemental agreement dated 27 July 2022 (the “**Second Supplemental Agreement**”), the Company and the Placing Agent had agreed to extend the Long Stop Date to 2 August 2022.
- (C) The conditions set out in clause 3.1 of the Placing Agreement (and as amended and supplemented by the First Supplemental Agreement and the Second Supplemental Agreement) had been fulfilled on 1 August 2022, and that Completion should take place within four Business Days after the fulfillment of the conditions.
- (B) The Company and the Placing Agent have agreed to amend and extend the Completion Date set out in clause 7.1 of the Placing Agreement in accordance with this Third Supplemental Agreement.

**NOW IT IS HEREBY AGREED as follows:**

**1. DEFINITIONS**

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

**2. AMENDMENT AND EXTENSION**

- 2.1 The Company and the Placing Agent hereby agree to extend the Completion Date to 25 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 Third Supplemental Agreement, all other provisions of the Placing Agreement (and as amended and supplemented by the First Supplemental Agreement and the Second 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 the Second 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 Third Supplemental Agreement provided that references to “this Agreement” shall be references to “this Third 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 and as amended and supplemented by the First Supplemental Agreement, the Second Supplemental Agreement and this Third 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: )

*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: )

**3. FULL FORCE AND EFFECT**

3.1 Save as amended by the terms of this Third Supplemental Agreement, all other provisions of the Placing Agreement (and as amended and supplemented by the First Supplemental Agreement and the Second 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 the Second 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 Third Supplemental Agreement provided that references to “this Agreement” shall be references to “this Third 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 and as amended and supplemented by the First Supplemental Agreement, the Second Supplemental Agreement and this Third 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  
  
Authorized Signature(s)