

TESSON HOLDINGS LIMITED
天臣控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 1201)

Share registrar
 and transfer office:
**Computershare Hong Kong
 Investor Services Limited**
 Shops 1712-1716, 17/F
 Hopewell Centre
 183 Queen's Road East
 Wanchai
 Hong Kong

**RIGHTS ISSUE ON THE BASIS OF
 THREE (3) RIGHTS SHARE FOR
 EVERY FOUR (4) SHARES
 HELD ON THE RECORD DATE BY
 THE QUALIFYING SHAREHOLDERS
 AT THE SUBSCRIPTION PRICE
 OF HK\$0.1 PER RIGHTS SHARE
 PAYABLE IN FULL ON ACCEPTANCE BY
 NOT LATER THAN 4:00 P.M.
 ON WEDNESDAY, 24 JANUARY 2024**

Registered Office and
 Principal Office:
 Room 401A, Empire Centre
 68 Mody Road
 Tsim Sha Tsui
 Kowloon
 Hong Kong

10 January 2024

Name(s) and address of Qualifying Shareholder(s)

Application can only be made by the Qualifying Shareholder(s) named here.
 Total number of Excess Right Share(s) Applied

Box A

Total subscription monies paid for the Excess Rights Shares in HK\$

Box B

To: **The Directors
 Tesson Holdings Limited**

Dear Sirs,

I/We, being the Qualifying Shareholder(s) named above of Shares, hereby irrevocably apply for the number of Excess Rights Share(s) specified in Box A at the Subscription Price of HK\$0.1 per Rights Share, in respect of which I/we enclose a separate remittance by cheque or cashier's order drawn in favour of "TESSON HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT" and crossed "Account Payee Only" for the amount as specified in Box B being the payment in full on application for the above-mentioned number of Excess Rights Shares.

I/We hereby request you to allot such Excess Rights Shares applied for, or as may be determined by the Directors any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above the certificate(s) for the number of Excess Rights Shares, if any, as may be allotted to me/us in respect of this application and/or a cheque for any application monies returnable to me/us.

I/We understand that allotments in respect of this application shall be at the sole discretion of the Directors. I/We acknowledge that I am/we are not guaranteed to be allotted all or any of the Excess Rights Shares applied for.

I/We hereby undertake to accept such number of Excess Rights Shares as may be allotted to me/us as aforesaid upon the terms and conditions set out in the Prospectus Documents and subject to the articles of association of the Company. In respect of any Excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such Excess Rights Shares.

1. 2. 3. 4.

Signature(s) of applicant(s) (all joint applicants must sign)

Name of bank on which cheque/banker's cashier order is drawn: _____

Cheque/banker's cashier order number: _____

Date: _____ 2024

Contact telephone no: _____

TESSON HOLDINGS LIMITED
天臣控股有限公司
(於百慕達註冊成立之有限公司)
(股份代號：1201)

股份過戶登記處：
 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號舖

按合資格股東於記錄日期
 每持有四(4)股股份
 獲發三(3)股供股股份的基準
 以認購價每股供股股份0.1港元
 進行供股
 股款須不遲於
 二零二四年一月二十四日(星期三)
 下午四時正接納時悉數繳足

註冊辦事處及
 主要辦事處：
 香港
 九龍
 尖沙咀
 麼地道68號
 帝國中心401A室
 二零二四年一月十日

合資格股東的姓名/名稱及地址

只可由名列本欄之合資格股東提出申請。
 所申請額外供股股份總數

甲欄

就額外供股股份繳納之認購股款總額(港元)

乙欄

致：天臣控股有限公司
 列位董事

敬啟者：

本人/吾等為名列上文股份的合資格股東，謹此不可撤回地以每股供股股份0.1港元的認購價申請認購甲欄內列明數目之額外供股股份，並就此附上註明抬頭人為「TESSON HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT」，以「只准入抬頭人賬戶」劃線方式獨立開出的乙欄列明金額之支票或銀行本票，作為申請認購上述數目額外供股股份時須全數支付的股款。

本人/吾等謹請 閣下配發本人/吾等所申請認購或董事可釐定較少數目的額外供股股份予本人/吾等，並就本人/吾等就此項認購申請可能獲配發的額外供股股份數目的股票(如有)及/或應退還本人/吾等任何申請認購股款的支票，按本人/吾等於上文所示地址以平郵方式寄交本人/吾等，郵誤風險概由本人/吾等自行承擔。

本人/吾等明白有關此項申請的配額由董事全權酌情釐定。本人/吾等知悉本人/吾等不獲保證可獲配發所申請認購全部或任何部分額外供股股份。

本人/吾等謹此承諾按照章程文件所載條款及條件，並在 貴公司的組織章程細則規限下接納可能配發予本人/吾等的額外供股股份數目。本人/吾等就任何獲配發的額外供股股份授權 閣下將本人/吾等的姓名列入 貴公司的股東名冊，作為該等額外供股股份的持有人。

1. 2. 3. 4.

申請人簽署(所有聯名申請人均須簽署)

支票/銀行本票之付款銀行名稱：_____

支票/銀行本票號碼：_____

日期：二零二四年_____月_____日

聯絡電話號碼：_____

IMPORTANT

Reference is made to the prospectus of Tesson Holdings Limited (the “**Company**”) dated 10 January 2024 (the “**Prospectus**”) in relation to the Rights Issue. Terms defined in the Prospectus have the same meanings when used herein, unless the context requires otherwise.

THIS FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED OVERLEAF WHO WISH(ES) TO APPLY FOR EXCESS RIGHTS SHARES IN ADDITION TO THOSE PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM UNDER THE RIGHTS ISSUE. APPLICATIONS MUST BE RECEIVED BY THE REGISTRAR BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 24 JANUARY 2024. IF YOU ARE IN ANY DOUBT AS TO THE CONTENTS OF THIS FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this form, 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 form.

A copy of each of the other Prospectus Documents, together with documents specified in the section headed “DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Stock Exchange, the Securities and Futures Commission of Hong Kong nor the Registrar of Companies in Hong Kong takes any responsibility as to the contents of any of these documents.

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

Distribution of the Prospectus Documents (including this form) into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession the Prospectus Documents come should inform themselves of and observe such restrictions.

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 their 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.

重要提示

茲提述天臣控股有限公司(「本公司」)日期為二零二四年一月十日內容有關供股的章程(「章程」)。除文義另有所指外，本表格所用詞彙與章程所界定者具有相同涵義。

本表格具有價值且不可轉讓，並僅供名列背頁且擬申請認購其供股暫定配額以外額外供股股份的合資格股東使用。申請須於二零二四年一月二十四日(星期三)下午四時正前遞交登記處。閣下如對本表格的內容或將予採取的行動有任何疑問，應諮詢閣下的股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

香港交易及結算所有限公司、聯交所及香港結算對本表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本表格全部或任何部分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。

一套各份其他章程文件連同章程附錄三「送呈香港公司註冊處處長之文件」一節所指定的文件，均已根據香港法例第32章公司(清盤及雜項條文)條例第342C條送呈香港公司註冊處處長登記。聯交所、香港證券及期貨事務監察委員會及香港公司註冊處處長對此等文件的內容概不負責。

買賣未繳股款及繳足股款供股股份可通過中央結算系統交收，閣下應諮詢閣下之股票經紀、其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解有關該等交收安排之詳情，以及該等安排對閣下之權利及權益可能構成之影響。

在香港境外的司法權區派發章程文件(包括本表格)或會受法例所限。管有章程文件的人士應知悉並遵循有關限制。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣並符合香港結算的股份收納規定後，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的日期或香港結算釐定的其他日期起，在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交收。所有中央結算系統的活動均須遵守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。

This form should be completed in full, signed and lodged, together with payment by cheque or cashier’s order in respect of HK\$0.1 per Rights Share applied for, with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, so as to be received by the Registrar by no later than 4:00 p.m. on Wednesday, 24 January 2024. All remittances must be made in Hong Kong dollars. 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 “**TESSON HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT**” and crossed “**Account Payee Only**”. No receipt will be given for such remittance.

Completion and return of this form together with a cheque or cashier’s order in payment for the Excess Rights Shares applied for which are the subject of this form will constitute a warranty by the applicant(s) that such cheque or cashier’s order will be honoured on first presentation. All cheques and cashier’s orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If any cheque or cashier’s order accompanying this form is dishonoured on first presentation, without prejudice to the other rights of the Company, the Company reserves the right to reject any form of application for Excess Rights Shares, and in such event, the relevant excess application and all rights thereunder will be deemed to have been declined and will be cancelled.

No person (including without limitation, any custodian, nominee and trustee) who receives a copy of the Prospectus Documents (including this form) in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for Rights Shares unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal and/or regulatory requirements. Any person (including, without limitation, any custodian, nominee and trustee outside Hong Kong) wishing to take up the Rights Shares (in nil-paid or fully-paid form) under the Rights Issue must satisfy himself/herself/itself/themselves as to the full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. The Company reserves the right to refuse to accept any application for Excess Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

Further announcement(s) will be made in relation to the results of acceptance and excess application of the Rights Issue and to be published on the respective websites of the Stock Exchange and the Company on or before Wednesday, 31 January 2024. If no Excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque despatched by ordinary post to your registered address on or before Thursday, 1 February 2024 at your own risk. If the number of Excess Rights Shares allotted to you is less than that applied for, it is expected that the surplus application monies will also be refunded to you without interest by means of a cheque despatched by ordinary post to your registered address on or before Thursday, 1 February 2024 at your own risk. Any such cheque will be drawn in favour of the person named on this form or, in the case of joint application, the first-named person on this form. It is expected that certificates in respect of the fully-paid Rights Shares will be sent by ordinary post to you on or before Thursday, 1 February 2024 at your own risk.

Completion and return of this form will constitute a warranty and representation from you to the Company that all registration, legal and regulatory requirement of all relevant jurisdictions in connection with this form and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC or HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. This form and all applications made pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

The Shares have been dealt with on an ex-rights basis from Wednesday, 20 September 2023. Dealings in the Rights Shares in their nil-paid form will take place from Friday, 12 January 2024 to Friday, 19 January 2024 (both days inclusive). Accordingly, any persons contemplating dealings in the Shares up to the date when the conditions of the Rights Issue are fulfilled and any dealings in the nil-paid Rights Shares from Friday, 12 January 2024 to Friday, 19 January 2024 (both days inclusive) shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers and exercise caution.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. In the event that the provisional allotments for the Rights Issue are not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders together with the Rights Shares not provisionally allotted to the Non-Qualifying Shareholders and aggregated fractions of Rights Shares will be made available for excess application under the EAFs. There is no minimum subscription level or minimum amount to be raised under the Rights Issue.

**A SEPARATE CHEQUE OR CASHIER’S ORDER MUST ACCOMPANY EACH APPLICATION.
NO RECEIPT WILL BE GIVEN.**

本表格須予填妥、簽署，並連同就所申請認購供股股份以每股供股股份0.1港元計算的股款支票或銀行本票，於不遲於二零二四年一月二十四日(星期三)下午四時正送達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號舖。所有股款必須以港元繳付，並須以香港持牌銀行戶口開出的支票或香港持牌銀行發出的銀行本票支付，註明抬頭人為「**TESSON HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT**」及以「**只准入抬頭人賬戶**」方式劃線開出。所有繳款均不獲發收據。

填妥及交回本表格連同繳付按本表格所申請認購額外供股股份股款的支票或銀行本票，即表示申請人保證該支票或銀行本票將於首次過戶時獲兌現。所有支票及銀行本票將於收到後隨即兌現，而有關股款所賺取一切利息(如有)將撥歸本公司所有。在不影響本公司其他權利的情況下，倘有任何支票或銀行本票於首次過戶時不獲兌現，則本公司保留拒絕任何形式額外供股股份申請的權利，及在此情況下，有關額外申請及其項下的所有權利將被視為已被拒絕及將會被取消。

任何人士(包括但不限於任何託管人、代名人及受託人)如在香港境外任何司法權區收到章程文件(包括本表格)，不應視此為申請供股股份的要約或邀請，除非有關要約或邀請在有關司法權區可以合法進行而無須遵守任何登記或其他法律及/或監管規定，則作別論。任何人士(包括但不限於香港境外的任何託管人、代名人及受託人)有意接納供股項下的供股股份(未繳股款或繳足股款)必須確保其全面遵守任何相關地區的適用法例，包括獲取任何必須的政府或其他同意，遵守任何其他必要手續以及繳納該等地區的任何發行、轉讓或其他稅項。本公司保留權利，若本公司認為接納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例或規定，則會拒絕接納。

本公司將就供股的接納及額外申請結果，於二零二四年一月三十一日(星期三)或之前另行刊發公告，並分別於聯交所及本公司的網站刊登。倘閣下不獲配發任何額外供股股份，則於申請認購時繳付的款項(不計利息)將會以支票全數退還予閣下，退款支票於二零二四年二月一日(星期四)或之前以平郵方式寄往閣下的登記地址，郵誤風險概由閣下自行承擔。倘閣下獲配發的額外供股股份數目少於所申請認購數目，則申請認購款項的餘額(不計利息)預期將退還予閣下，退款支票於二零二四年二月一日(星期四)或之前以平郵方式寄往閣下的登記地址，郵誤風險概由閣下自行承擔。公司將向本表格所列人士(或如為聯名申請，則本表格名列首位之人士)發出有關支票。繳足股款的供股股份股票預期將於二零二四年二月一日(星期四)或之前以平郵方式寄交閣下，郵誤風險概由閣下自行承擔。

填妥及交回本表格，即表示閣下向本公司保證及聲明，閣下已經或將會妥為遵守所有相關司法權區內與本表格及接納本表格有關的一切登記、法律及規管要求。為免生疑問，香港結算及香港中央結算(代理人)有限公司將概不作出，或受任何該等聲明及保證規限。本表格及據此提出的所有申請均須受香港法例監管並按其詮釋。

股份已自二零二三年九月二十日(星期三)起按除權基準買賣。未繳股款供股股份將於二零二四年一月十二日(星期五)至二零二四年一月十九日(星期五)(包括首尾兩日)進行買賣。因此，任何擬於供股的條件達成當日前買賣股份的人士，以及任何於二零二四年一月十二日(星期五)至二零二四年一月十九日(星期五)(包括首尾兩日)期間買賣未繳股款供股股份的人士，將承擔供股可能不會成為無條件或可能不會進行的風險。任何擬買賣股份及/或未繳股款供股股份的股東或其他人士務請諮詢彼等本身的專業顧問並審慎行事。

不論暫定配發之供股股份之接納水平，供股均會以非包銷基準進行。倘供股之暫定配額未獲悉數認購，未獲合資格股東承購之任何供股股份連同未暫時配發予不合資格股東之供股股份及彙集零碎供股股份，可供以額外申請表格提出額外申請。供股不設最低認購水平或最低集資額。

**每份申請均須隨附獨立開出的支票或銀行本票。
本公司不會發出收據。**