

**TO BE VALID, THE WHOLE OF THIS PROVISIONAL ALLOTMENT LETTER MUST BE RETURNED**  
本暫定配額通知書必須整份交回，方為有效

**IMPORTANT**  
重要提示

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PROVISIONAL ALLOTMENT LETTER OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

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，應諮詢閣下之股票經紀或持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

**THIS PROVISIONAL ALLOTMENT LETTER IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 20 NOVEMBER 2017.**

本暫定配額通知書具有價值，但不可轉讓，並僅供名列下文之合資格股東使用。申請最遲須於二〇一七年十一月二十日（星期一）下午四時正前遞交。

Reference is made to the prospectus (“Prospectus”) issued by Z-Obee Holdings Limited (Provisional Liquidators Appointed) (“Company”) dated 6 November 2017 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

茲提述融達控股有限公司（已委任臨時清盤人）（「本公司」）所刊發日期為二〇一七年十一月六日內容有關公開發售之發售章程（「發售章程」）。除文義另有所指外，本暫定配額通知書所用詞彙與發售章程所界定者具有相同涵義。

Hong Kong Exchanges and Clearing Limited, HKSCC, the Stock Exchange and the SGX-ST take no responsibility for the contents of this Provisional Allotment Letter, 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 Provisional Allotment Letter.

香港交易及結算所有限公司、香港結算、聯交所及新交所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。

A copy of this Provisional Allotment Letter, together with the Prospectus and the written consent referred to in the paragraph headed “12. Expert and Consent” 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. The Registrar of Companies in Hong Kong and the SFC take no responsibility for the contents of any of these documents.

本暫定配額通知書副本連同發售章程及發售章程附錄三「12. 專家及同意書」一段所述之書面同意書已遵照《公司（清盤及雜項條文）條例》第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長與證監會對任何此等文件之內容概不負責。

Subject to the granting of the approval for the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date 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. YOU SHOULD CONSULT YOUR STOCKBROKER OR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, 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.

待發售股份獲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，發售股份將獲香港結算接納為合資格證券，自發售股份開始於聯交所買賣之日期或香港結算釐定的其他日期起，可在中央結算系統內寄存、結算及交收。聯交所參與者間的交易交收須在任何交易日後第二個交易日於中央結算系統進行。中央結算系統的所有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。有關交收安排之詳情及該等安排對閣下之權利及權益可能造成之影響，閣下應諮詢閣下之股票經紀或持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Branch Registrar:  
Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
香港股份過戶登記分處：  
卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓



**Z-Obee Holdings Limited**  
**融達控股有限公司\***  
**(Provisional Liquidators Appointed)**  
**(已委任臨時清盤人)**  
*(incorporated in Bermuda with limited liability)*  
*(於百慕達註冊成立的有限公司)*  
**(Hong Kong Stock Code: 948)**  
**(香港股份代號：948)**  
**(Singapore Stock Code: D5N)**  
**(新加坡股份代號：D5N)**

Registered office:  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda  
註冊辦事處：  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

6 November 2017  
二〇一七年十一月六日

**OPEN OFFER ON THE BASIS OF TWO (2) OFFER SHARES  
FOR EVERY FIVE (5) EXISTING SHARES  
HELD ON THE RECORD DATE**

**按於記錄日期每持有五(5)股現有股份獲發兩(2)股  
發售股份之基準進行公開發售**

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER  
THAN 4:00 P.M. ON MONDAY, 20 NOVEMBER 2017**  
**股款須不遲於二〇一七年十一月二十日(星期一)  
下午四時正於接納時繳足**

**PROVISIONAL ALLOTMENT LETTER**  
**暫定配額通知書**

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

[ ]

Provisional Allotment Letter No.  
暫定配額通知書編號

[ ]

Box A  
甲欄  
Number of Shares registered in your name on  
Thursday, 2 November 2017  
於二〇一七年十一月二日(星期四)以閣下名義登記  
之股份數目

[ ]

Box B  
乙欄  
Number of Offer Shares in your assured allotment  
subject to payment in full on acceptance by not later  
than 4:00 p.m. on Monday, 20 November 2017  
閣下獲保證配發之發售股份數目，股款須不遲於二〇  
一七年十一月二十日(星期一)下午四時正接納時繳足

[ ]

Box C  
丙欄  
Amount payable on assured allotment when applied  
in full  
申請認購全數保證配額時應繳款項

US\$  
美元

Box D  
丁欄  
Number of Offer Shares applied for  
申請認購之發售股份數目

Remittance enclosed  
隨附股款  
US\$  
美元

Application can only be made by the Qualifying Shareholder(s) named above.  
認購申請僅可由名列上文之合資格股東作出。  
Please enter in Box D the number of Offer Shares applied for and the amount of remittance  
enclosed (calculated as the number of Offer Shares applied for multiplied by US\$0.16).  
請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以  
美元0.16元計算)。

\* for identification purpose only  
僅供識別

You are entitled to apply for any number of Offer Shares which is equal to or less (but not more) than your assured allotment shown in Box B above. Subject to the Prospectus, such allotment will be made to the Qualifying Shareholders on the basis of two (2) Offer Shares for every five (5) existing Shares held on Thursday, 2 November 2017. If you wish to exercise your right to accept the allotment of the Offer Shares specified in the Provisional Allotment Letter or wish to apply for any number less than your entitlement specified in the Provisional Allotment Letter, you must complete and sign this Provisional Allotment Letter and lodge the whole of this form intact, together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for, with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Monday, 20 November 2017. All payments for the Offer Shares must be made in United States dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**Z-Obee Holdings Limited (Provisional Liquidators Appointed)**" and crossed "**Account Payee Only**" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any person who is or is deemed to be an Excluded Shareholder.

閣下有權申請認購相等於或少於(但不多於)上文乙欄所列閣下獲保證配發之任何發售股份數目。根據發售章程，有關配額乃按於二〇一七年十一月二日(星期四)每持有五(5)股現有股份將獲發兩(2)股發售股份之基準，向合資格股東作出。倘閣下欲行使暫定配額通知書所列之發售股份配發接納權或欲申請認購少於暫定配額通知書所列之閣下配額之任何數目，閣下必須填妥及簽署本暫定配額通知書並將本暫定配額通知書整份，連同申請認購發售股份涉及之全數應繳款項之適當股款，不遲於二〇一七年十一月二十日(星期一)下午四時正前送達本公司之香港股份過戶登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心22樓)。所有認購發售股份必須以美元繳付。有關支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並須註明抬頭人為「**Z-Obee Holdings Limited (Provisional Liquidators Appointed)**」及以「**只准入抬頭人賬戶**」方式劃線開出，以及須符合背頁所載手續。任何為或被視為除外股東之人士不得申請認購發售股份。

All dates or deadlines specified in this Provisional Allotment Letter refer to Hong Kong local time.  
本暫定配額通知書所列之所有日期或截止時限均指香港本地時間。

Your attention is drawn to the sections headed "Conditions" and "Procedures for Application" in this Provisional Allotment Letter.  
請注意載於本暫定配額通知書以「條件」和「申請手續」為題之章節。



**Z-Obee Holdings Limited**  
**融達控股有限公司\***  
**(Provisional Liquidators Appointed)**  
**(已委任臨時清盤人)**  
*(incorporated in Bermuda with limited liability)*  
*(於百慕達註冊成立的有限公司)*  
**(Hong Kong Stock Code: 948)**  
**(香港股份代號：948)**  
**(Singapore Stock Code: D5N)**  
**(新加坡股份代號：D5N)**

To: Z-Obee Holdings Limited (Provisioned Liquidators Appointed)  
致：融達控股有限公司(已委任臨時清盤人)

Dear Sirs,

I/We, being the Qualifying Shareholder(s) stated in this Provisional Allotment Letter, enclose herewith a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of US\$0.16 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept and undertake to accept that number of Offer Shares on the terms and conditions of the Prospectus dated 6 November 2017 and this Provisional Allotment Letter and subject to the bye-laws of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者：

本人／吾等為本暫定配額通知書所列之合資格股東，現申請認購乙欄（或倘僅填妥丁欄，則指丁欄）指定之發售股份數目，並附上按每股發售股份美元0.16元之價格計算須於申請時繳足之全數股款\*\*。本人／吾等謹此根據日期為二〇一七年十一月六日之發售章程及本暫定配額通知書所載之條款及條件，以及貴公司之細則，接納有關數目之發售股份，而本人／吾等謹此承諾及同意申請認購相等於或少於與本申請有關之發售股份數目。本人／吾等謹此授權貴公司將本人／吾等之姓名列入貴公司之股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並請貴公司將有關證書按背頁所列地址以平郵方式寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已細閱背頁所載各項條件及申請手續，並同意受其約束。

Please insert contact telephone number  
請填上聯絡電話號碼

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

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: \_\_\_\_\_ 2017

日期：二〇一七年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):  
請合資格股東填妥以下詳情：

Number of Offer Shares applied for (being the total number specified in Box D, or failing which, the total number specified in Box B) 申請認購之發售股份數目 (即丁欄所列明之總數 或(如未有填妥) 乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, or failing which, the total amount specified in Box C) 股款總額(即丁欄或 (如未有填妥) 丙欄所列明之股款總額)	Name of bank on which cheque/ banker's cashier order is drawn 支票／銀行本票之 付款銀行名稱	Cheque/banker's cashier order number 支票／銀行本票號碼
	US\$ 美元		

\*\* Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Z-Obee Holdings Limited (Provisional Liquidators Appointed)" (see the section headed "Procedures for Application" on the reverse side of this Provisional Allotment Letter).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Z-Obee Holdings Limited (Provisional Liquidators Appointed)」為抬頭人劃線開出(請參閱本暫定配額通知書背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發之有關發售股份數目之有效申請將獲全數接納。倘上述各欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款，則閣下將被視作申請認購已收股款所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。該等股款將不會獲發收據。



**Z-Obee Holdings Limited**  
**(Provisional Liquidators Appointed)**

*(incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 948)**

**(Singapore Stock Code: D5N)**

**CONDITIONS**

1. Subject to the Prospectus and this Provisional Allotment Letter, the assured allotment set out in Box B of this Provisional Allotment Letter is made to the Qualifying Shareholders on the basis of two (2) Offer Shares for every five (5) existing Shares held on Thursday, 2 November 2017. No Excluded Shareholder (if any) is permitted to apply for any Offer Shares.
2. No receipt will be issued in respect of any Provisional Allotment Letter or of any sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on this Provisional Allotment Letter.
3. Completion of this Provisional Allotment Letter will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Investor Services Limited or any person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Provisional Allotment Letter or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name(s) of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable him/her/it/them to be registered as the holder(s) of the Offer Shares which he/she/it/they has/have applied for subject to the bye-laws of the Company.
5. Completion and lodgement of this Provisional Allotment Letter together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or banker's cashier order will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this Provisional Allotment Letter is liable to be rejected, and in that event the assured allotment and all rights thereunder will be deemed to have been declined.
6. This Provisional Allotment Letter is for use only by the person(s) named herein and such person's/persons' right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application for Offer Shares which does not comply with the application procedures set out herein.
8. No person receiving a copy of the Prospectus or this Provisional Allotment Letter in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant territory or jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and lodgement of the Provisional Allotment Letter will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories or jurisdictions other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (please see the sub-section headed "Conditions precedent to the Underwriting Agreement" as set out in the "Letter from the Provisional Liquidators" in the Prospectus).
10. In the event of inconsistency, the English version of this Provisional Allotment Letter shall prevail over the Chinese version.

**PROCEDURES FOR APPLICATION**

You may apply for such number of Offer Shares that is equal to or less than your assured allotment set out in Box B by filling in this Provisional Allotment Letter.

To apply for a number of Offer Shares that is less than your assured allotment, enter in Box D of this Provisional Allotment Letter the number of Offer Shares for which you wish to apply and the total amount payable (calculated as the number of Offer Shares applied for multiplied by US\$0.16). If the amount of the corresponding remittance received is less than the amount required to be paid for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Provisional Allotment Letter, this number should be inserted in Box D of this Provisional Allotment Letter. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received. If you apply for a number of Offer Shares that is in excess of your assured allotment set out in Box B of the Provisional Allotment Letter, your application is liable to be rejected.

The whole of this Provisional Allotment Letter intact, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Monday, 20 November 2017. All remittance(s) in connection with any application for Offer Shares must be made in United States dollars and cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong, made payable to "Z-Obee Holdings Limited (Provisional Liquidators Appointed)" and crossed "Account Payee Only". Unless this Provisional Allotment Letter, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Provisional Allotment Letter, has been received by 4:00 p.m. on Monday, 20 November 2017, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined.

**TERMINATION OF THE UNDERWRITING AGREEMENT**

The Underwriter may terminate the Underwriting Agreement by notice in writing issued to the Company at any time prior to the Latest Time for Termination on the occurrence of certain events.

If at any time at or prior to the Latest Time for Termination:

1. in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
2. any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction on trading in securities) occurs which in the reasonable opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
3. any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurs.

The Underwriter shall be entitled by notice in writing to the Company, provided that such notice is served prior to the Latest Time for Termination, to terminate the Underwriting Agreement. In the event that the Underwriter terminates the Underwriting Agreement by notice in writing given to the Company on or before the Latest Time for Termination, the obligations of all parties under the Underwriting Agreement shall terminate forthwith and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches under the Underwriting Agreement.

**If the Underwriter exercises such right of termination, the Underwriting Agreement will not become unconditional and the Open Offer will not proceed.**

#### **CHEQUES AND BANKER'S CASHIER ORDERS**

All cheques and banker's cashier 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. Completion and lodgement of this Provisional Allotment Letter together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in such event the assured allotment and all rights thereunder will be deemed to have been declined.

#### **STATUS OF THE OFFER SHARES**

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

#### **SHARE CERTIFICATES**

Subject to fulfilment of the conditions of the Open Offer and save as otherwise provided in the Underwriting Agreement, share certificates for all fully paid Offer Shares are expected to be posted to the Qualifying Shareholders who have accepted and successfully applied for (where appropriate), and paid for them, on Monday, 27 November 2017, at their own risk. You will receive one share certificate for all Offer Shares allotted to you. If the Open Offer is terminated, refund cheques in respect of the applications for Offer Shares are expected to be posted on or before Monday, 27 November 2017 by ordinary post to the applicants at their own risk.

#### **DISTRIBUTION OF THIS PROVISIONAL ALLOTMENT LETTER AND THE PROSPECTUS**

This Provisional Allotment Letter may only be sent to Qualifying Shareholders. Distribution of this Provisional Allotment Letter and the Prospectus into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of this Provisional Allotment Letter and/or the Prospectus (including, without limitation, Shareholders and beneficial owners of existing Shares, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the laws of any such jurisdiction. Any Shareholder or beneficial owner who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

The Prospectus and this Provisional Allotment Letter will not be registered under the applicable laws of any jurisdiction other than Hong Kong.

Receipt of this Provisional Allotment Letter and/or the Prospectus does not and will not constitute an offer, solicitation or an act in furtherance to a trade in any jurisdiction in which it would be illegal to make an offer, solicitation or an act in furtherance to a trade and, in those circumstances, this Provisional Allotment Letter and/or the Prospectus must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this Provisional Allotment Letter and/or the Prospectus should not, in connection with the Open Offer, distribute or send the same in, into or from, any such jurisdiction. If an Provisional Allotment Letter is received by any person in any such jurisdiction, or by his/her agent or nominee, he/she must not seek to apply for any Offer Shares under such Provisional Allotment Letter. Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this Provisional Allotment Letter and/or the Prospectus in, into or from any such jurisdiction (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section. No part of this Provisional Allotment Letter and the Prospectus should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the written consent of the Company.

#### **REPRESENTATIONS AND WARRANTIES**

By completing, signing and submitting this Provisional Allotment Letter, each subscriber/applicant of Offer Shares hereby represents and warrants to the Company and the Underwriter and to any person acting on their behalf, unless in their sole discretion, the Company and the Underwriter waive such requirement that:

- he/she/it was a Shareholder as at the Record Date;
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the Offer 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: (a) the U.S.; or (b) any other territory where it would be unlawful to extend the Open Offer;
- he/she/it is not accepting an offer to acquire or take up the Offer Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of: (a) the U.S.; or (b) any other territory where it would be unlawful to extend the Open Offer at the time the instruction to accept was given;
- he/she/it is not taking up the Offer Shares for the account of any person who is located in any territory where it would be unlawful to extend the Open Offer;
- he/she/it is not taking up the Offer Shares for the account of any person who is located in the U.S., unless:
  - (a) the instruction to take up the Offer Shares was received from a person outside the U.S.; and
  - (b) the person giving such instruction has confirmed that (i) he/she/it has the authority to give such instruction, and (ii) either he/she/it has investment discretion over such account or is an investment manager or investment company that it is acquiring the Offer Shares in an "offshore transaction" within the meaning of Regulation S;
- he/she/it is acquiring the Offer Shares in an "offshore transaction" as defined in Regulation S;
- he/she/it has not been offered the Offer Shares by means of any "directed selling efforts" as defined in Regulation S;
- he/she/it is not acquiring the Offer Shares with a view to the offer, sale, allotment, taking up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of such Offer Shares into: (a) the U.S.; or (b) any other territory where it would be unlawful to extend the Open Offer; and
- he/she/it understands that the Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state, territory, or possession of the U.S. and the Offer Shares are being distributed and offered outside the U.S. in reliance on Regulation S. Consequently he/she/it understands the Offer Shares may not be offered, sold, 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.

This Provisional Allotment Letter is being sent to you in reliance on your representation to the Company that you are not a "U.S. Person" ("U.S. Person") as defined in Regulation S. By accepting and accessing this Provisional Allotment Letter, you shall be deemed to have represented that you consent to delivery of this Provisional Allotment Letter and any amendments or supplements thereto and you shall be deemed to have confirmed your representation that you are, or in the event that you are acting on behalf of one or more beneficial owners of the Shares, you have received a written certification from each such beneficial owner (dated as of a specific date on or since the close of such beneficial owner's most recent fiscal year) to the effect that such beneficial owner is, not a U.S. Person.

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

#### **GENERAL**

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses. Lodgement of this Provisional Allotment Letter 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(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares. This Provisional Allotment Letter and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.



融達控股有限公司\*  
(已委任臨時清盤人)  
(於百慕達註冊成立的有限公司)  
(香港股份代號：948)  
(新加坡股份代號：D5N)

條件

1. 在發售章程及本暫定配額通知書所述者規限下，按於二〇一七年十一月二日每持有五(5)股現有股份獲發兩(2)股發售股份之基準，向合資格股東作出本暫定配額通知書乙欄所載之保證配發。除外股東(如有)不得申請認購任何發售股份。
2. 概不會就任何暫定配額通知書或任何已收之申請認購款項發出收據，惟預期申請獲全數或部分接納之任何發售股份之股票將以平郵方式按本暫定配額通知書所列地址寄予承配人(或倘屬聯名承配人，則寄予排名首位之承配人)，郵誤風險概由彼等自行承擔。
3. 填妥本暫定配額通知書將構成申請人指示及授權本公司及／或卓佳證券登記有限公司或其提名之任何人士代表申請人辦理本暫定配額通知書或其他文件之任何登記手續，以及進行有關公司或人士一般可能認為必需或合宜之所有有關其他事宜以根據在發售章程所述安排，將申請人所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為申請認購發售股份之持有人，惟須符合本公司細則之規定。
5. 填妥及交回本暫定配額通知書連同所接納之發售股份付款之支票或銀行本票，將構成申請人保證支票或銀行本票將於首次過戶時即可兌現。所有支票及銀行本票將於收訖後隨即過戶，而自該等款項所賺取之所有利息(如有)將撥歸本公司所有。倘支票或銀行本票於首次過戶時未能兌現，本暫定配額通知書可予不獲受理，而在此情況下，相關保證配額及其項下之所有權利將被視為不獲接納。
6. 本暫定配額通知書僅供名列本暫定配額通知書之人士使用，而其申請認購發售股份之權利不得轉讓。
7. 本公司保留權利，以接納或拒絕任何不符合本暫定配額通知書所載申請手續之認購發售股份申請。
8. 除非在相關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈申請認購發售股份之要約或邀請，否則於任何香港以外地區或司法權區收到發售章程或本暫定配額通知書副本之人士，概不得視之為申請認購發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份，均有責任自行遵守一切有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，以及就此支付有關司法權區規定須繳付之任何有關稅項及關稅。填妥及送達暫定配額通知書將構成相關申請人向本公司保證及聲明相關申請人已妥為遵守香港以外所有相關地區或司法權區有關接納發售股份之所有登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司概不受任何該等聲明及保證所規限。閣下如對本身之立場有任何疑問，應諮詢閣下之專業顧問。
9. 公開發售須待包銷協議成為無條件後，方可作實(詳情見發售章程「臨時清盤人函件」內所載「包銷協議先決條件」分節)。
10. 本暫定配額通知書之英文版和中文版如有歧義，概以英文版為準。

申請手續

閣下可透過填寫本暫定配額通知書申請認購相等於或少於乙欄所列 閣下獲保證配發之有關發售股份數目。

倘 閣下欲申請認購少於 閣下獲保證配發之發售股份數目，請在本暫定配額通知書丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以美元0.16元計算)。倘所收到之相應股款數目少於所填上之發售股份數目之所需繳付股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本暫定配額通知書乙欄所列準確數目之發售股份，則請在本暫定配額通知書丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目之發售股份。倘 閣下申請超過暫定配額通知書乙欄所列 閣下獲保證配發之發售股份數目，則 閣下之申請可能遭拒絕受理。

填妥本暫定配額通知書並將適當之股款相應地緊釘其上後，請將本暫定配額通知書整份對摺並最遲於二〇一七年十一月二十日(星期一)下午四時正前送達本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。有關發售股份申請之所有股款須以美元繳付而支票及銀行本票必須以香港持牌銀行之銀行戶口開出，以「**Z-Obee Holdings Limited (Provisional Liquidators Appointed)**」為抬頭人並以「**只准入抬頭人賬戶**」方式劃線開出。除非本暫定配額通知書連同本暫定配額通知書丙欄或丁欄(視情況而定)所示之適當股款於二〇一七年十一月二十日(星期一)下午四時正前收到，否則 閣下申請認購發售股份之權利以及一切有關權利將被視為不獲接納。

包銷協議之終止

倘發生若干事件，包銷商可於最後終止時間前的任何時間向本公司發出書面通知終止包銷協議。

倘於最後終止時間前：

1. 包銷商合理認為公開發售的成功將因以下各項而受到重大不利影響：
  - (a) 引入任何新法律或規例或更改任何現有法律或規例(或其司法詮釋)或發生其他任何性質的事件，而包銷商合理認為可能對本公司整體業務或財務或貿易狀況或前景構成重大不利影響，或對公開發售的環境構成重大不利影響；或
  - (b) 本地、國家或國際間發生任何政治、軍事、金融、經濟或其他性質(不論是否有別於上述任何情況而自成一類)的事件或轉變(不論是否屬於包銷協議日期之前及／或之後發生或持續出現之連串事件或變化的一部分)，或本地、國家或國際間敵對或武裝衝突爆發或升級，或事件足以影響本地證券市場，令包銷商合理認為可能對本公司整體業務或財務或貿易狀況或前景構成重大不利影響，或對公開發售的成功構成重大不利影響，或基於其他理由令進行公開發售屬不適宜或不明智；或
2. 市況出現任何不利變動(包括但不限於任何財政或貨幣政策或外匯或貨幣市場變動、暫停或重大限制證券買賣)，令包銷商合理認為可能對公開發售的成功造成重大或不影響或令進行公開發售屬不適宜或不明智；或
3. 任何不可抗力事件，包括(在不限制其一般性的原則下)任何天災、戰爭、暴動、擾亂公眾秩序、內亂、火災、水災、爆炸、疫症、恐怖活動、罷工或停工。

包銷商應有權向本公司以書面通知終止包銷協議，惟有關通知須於最後終止時間前送達。倘包銷商於最後終止時間或之前向本公司發出書面通知終止包銷協議，則各訂約方於包銷協議下的責任隨即終止，且各訂約方不得向任何其他方提出成本、損失、賠償或其他方面的任何申索(惟就先前違反包銷協議者除外)。

倘包銷商行使該終止權利，則包銷協議將不會成為無條件，而公開發售將不會進行。

## 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，而自該等款項所賺取之所有利息（如有）將撥歸本公司所有。填妥及交回本暫定配額通知書連同所接納之發售股份付款之支票或銀行本票，將構成 閣下保證支票或銀行本票將於首次過戶時即可兌現。倘隨附支票或銀行本票於首次過戶時未能兌現，則有關接納可予不獲受理，而在此情況下，相關保證配額及其項下之所有權利將被視為不獲接納。

## 發售股份之地位

發售股份一經配發、發行及繳足，將與配發發售股份當日當時現有已發行本公司股份於所有方面享有同等地位。有關發售股份的持有人將有權收取於配發發售股份日期後可能宣派、作出或派付的所有未來股息及分派。

## 股票

待公開發售的條件達成（惟包銷協議另行規定者除外）後，全部繳足股款發售股份之股票預期將於二零一七年十一月二十七日（星期一）寄發予已接納並成功申請（如適用）且已繳足股款之合資格股東，郵誤風險概由彼等自行承擔。 閣下將會就全部以 閣下名義登記之發售股份獲發一張股票。倘公開發售被終止，申請發售股份的退款支票預期將於二零一七年十一月二十七日（星期一）或之前以普通郵遞方式寄予申請人，郵誤風險概由彼等自行承擔。

## 派發本暫定配額通知書及發售章程

本暫定配額通知書可能只向合資格股東寄發。派發本暫定配額通知書及發售章程至香港以外司法權區可能受到法律限制。擁有本暫定配額通知書及／或發售章程之人士（包括但不限於股東及現有股份之實益擁有人、代理人、保管人、代名人及受託人）須知悉並遵守任何有關限制。未能遵守該等限制可能構成違反任何有關司法權區之法例。任何股東或股份實益擁有人如對本身狀況有任何疑問，應盡快諮詢適合之專業顧問。

發售章程及本暫定配額通知書將不會根據香港以外任何司法權區之適用法例登記。

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## 聲明及保證

倘若填妥、簽妥及交回本暫定配額通知書，每名發售股份之認購人／申請人即據此向本公司及包銷商及代表彼等行事之任何人士作出以下聲明及保證，除非本公司及包銷商按其全權酌情權決定豁免有關規定：

- 彼於記錄日期為股東；
- 彼可合法在其居住或目前所在司法權區獲提呈、接納、取得、認購及收取發售股份；
- 彼並非居於或位於以下地區或屬以下地區之公民：(a)美國；或(b)進行公開發售屬違法之任何其他地區；
- 彼在發出接納指示時，並無代居於或位於以下地區或屬以下地區公民之人士：(a)美國；(b)進行公開發售屬違法之任何其他地區，以非全權委託形式接納取得或接納發售股份之要約；
- 彼並非代位於進行公開發售屬違法之任何地區之任何人士接納發售股份；
- 彼並非代身處美國之任何人士接納發售股份，除非：
  - (a) 收到美國以外地區人士接納發售股份之指示；及
  - (b) 發出有關指示之人士已確認(i)彼有權發出有關指示，及(ii)對有關賬戶擁有投資決定權或為在規例S所界定之「離岸交易」中取得發售股份之投資經理或投資公司；
- 彼為規例S所界定之「離岸交易」中收購發售股份；
- 彼並非以規例S所界定之任何「定向銷售」方式獲提呈發售股份；
- 彼取得發售股份之目的並非向(a)美國；或(b)進行公開發售屬違法之任何其他地區提呈、出售、配發、接納、行使、轉售、棄權、質押、轉讓、交付或派發有關發售股份；及
- 彼知悉發售股份均無亦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登記，而發售股份依據規例S在美國境外分發及提呈。因此，彼理解發售股份不可在或向美國提呈、出售、質押或以其他方式轉讓，惟依據美國證券法登記規定之豁免或在毋須受限於美國證券法登記規定之交易除外。

本暫定配額通知書乃依據 閣下向本公司聲明 閣下並非為美籍人士（「美籍人士」，定義見規例S）而向 閣下寄發。透過接受及取覽本暫定配額通知書，閣下應被視為已聲明 閣下同意交付本暫定配額通知書以及有關任何修訂或補充，且 閣下應被視為確認閣下聲明 閣下非為美籍人士，或倘 閣下代表一名或多名股份實益擁有人行事，則 閣下已從各自有關實益擁有人接獲書面核證（日期為截至某個特定日期或自有關實益擁有人最近期財政年度結束起）有關實益擁有人並非為美籍人士。

為免生疑問，香港結算及香港中央結算（代理人）有限公司均不受上述任何聲明及保證所規限。

## 一般事項

所有文件均以平郵方式寄往應得人士之登記地址，郵誤風險概由彼等自行承擔。本暫定配額通知書於獲發暫定配額通知書之人士簽署後，一經交回，即為交回之人士有權處理暫定配額通知書及收取發售股份之有關股票之最終憑證。本暫定配額通知書及據此接納發售股份應受香港法律管轄及按其詮釋。