

**IMPORTANT**  
**重要提示**

Reference is made to the prospectus issued by Imperium Financial Group Limited (the “**Company**”) dated 8 January 2024 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.

茲提述帝國金融集團有限公司（「**本公司**」）所刊發日期為二零二四年一月八日有關供股的章程（「**章程**」）。除非文義另有所指，否則章程所界定的詞彙於本文件中使用時具有相同涵義。

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON MONDAY, 22 JANUARY 2024 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” BELOW).**

本暫定配額通知書（「暫定配額通知書」）具有價值及可轉讓，並請即處理。本暫定配額通知書所載的要約將於二零二四年一月二十二日（星期一）下午四時正（或下文「惡劣天氣及／或極端情況對接納供股股份並繳付股款的截止時間的影響」一節所述的較後日期及／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內容或應採取的行動有任何疑問或閣下如已售出或轉讓名下於本公司的全部或部分股份，應諮詢閣下的股票經紀、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 other documents specified in the paragraph headed “16. 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 of Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同章程以及章程附錄三中「16.送呈公司註冊處處長之文件」段落所述其他文件，已遵照香港法例第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、聯交所及香港證券及期貨事務監察委員會對任何此等文件的內容概不負責。

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，概不對因本暫定配額通知書全部或任何部份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。

Dealings in the Shares and the Rights Shares in both their nil-paid form and fully-paid form 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 adviser(s) for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份以及未繳股款及繳足股款的供股股份的買賣可透過香港結算設立及營運的中央結算系統進行交收，有關該等交收安排及該等安排如何影響閣下之權利及權益的詳情，閣下應尋求閣下的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的意見。

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 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

待供股股份獲准以未繳股款及繳足股款形式於聯交所上市及買賣，以及遵守香港結算的股份收納規定後，供股股份將以未繳股款及繳足股款形式獲香港結算接納為合資格證券，可於中央結算系統內寄存、結算及交收，自供股股份分別以未繳股款及繳足股款形式開始於聯交所買賣當日或香港結算釐定的其他日期起生效。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收日在中央結算系統內交收。中央結算系統內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。有關該等交收安排及該等安排如何影響股東之權利及權益的詳情，股東應尋求彼等之持牌證券交易商或其他專業顧問的意見。

The Prospectus Documents are not intended to be, have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Receipt of the Prospectus Documents or the crediting of nil-paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, the Prospectus Documents must be treated as sent for information only and should not be copied or redistributed. Persons who come into possession of the Prospectus Documents should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner of the Shares who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

章程文件不擬、未曾亦不會根據香港境外任何司法權區的適用證券法例登記或存檔。向香港境外司法權區派發章程文件可能受法律限制。收取章程文件或將未繳股款供股股份存入中央結算系統證券賬戶並不（亦將不會）構成在任何提呈要約屬違法的司法權區提呈要約，在該等情況下，章程文件須視作僅供參考而寄發，亦不應複製或轉發。獲得章程文件的人士須自行了解並遵守任何有關限制。未有遵守該等限制可能構成違反任何有關司法權區的證券法律。任何股東或股份的實益擁有人如對自身情況有任何疑問，應立即諮詢合適專業顧問的意見。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge the original of this PAL intact in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited (the "**Registrar**"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:00 p.m. on Monday, 22 January 2024 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" 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 INVESTOR SERVICES LIMITED – A/C NO. 045**" and crossed "**ACCOUNT PAYEE ONLY**". Instructions on transfer and splitting are set out in the enclosed sheet. No receipt will be given for such remittance.

閣下如欲行使閣下的權利認購本暫定配額通知書所列的全部供股股份，必須最遲於二零二四年一月二十二日（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「惡劣天氣及／或極端情況對接納供股股份並繳付股款的截止時間的影響」一節所述的較後日期及／或時間），按照本暫定配額通知書印備的指示將本暫定配額通知書正本整份連同於接納時應繳付的全數股款，送交本公司的香港股份過戶登記分處卓佳登捷時有限公司（「**過戶登記處**」），地址為香港夏慤道16號遠東金融中心17樓。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「**TRICOR INVESTOR SERVICES LIMITED – A/C NO. 045**」及以「**只准入抬頭人賬戶**」方式劃線開出。轉讓及分拆指示載於附頁。本公司將不會發出股款收據。

All times and dates stated in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書內所有時間及日期均指香港本地時間及日期。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail.

本暫定配額通知書之中英文版本如有任何歧義，概以英文版本為準。



**Imperium Financial Group Limited**  
**帝國金融集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立之有限公司)*

**(Stock Code: 8029)**

**(股份代號：8029)**

**RIGHTS ISSUE ON**  
**THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2)**  
**EXISTING SHARES HELD ON THE RECORD DATE**  
按於記錄日期  
每持有兩(2)股現有股份獲發一(1)股供股股份基準進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN**  
**4:00 P.M. ON MONDAY, 22 JANUARY 2024**  
股款須於接納時  
(最遲於二零二四年一月二十二日(星期一)下午四時正)繳足

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

**HONG KONG BRANCH SHARE**  
**REGISTRAR AND TRANSFER OFFICE:**

Tricor Tengis Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

香港股份過戶登記分處：  
卓佳登捷時有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

**HEAD OFFICE AND PRINCIPAL**  
**PLACE OF BUSINESS:**

Room 03, 26/F  
One Harbour Square  
No. 181 Hoi Bun Road  
Kwun Tong  
Hong Kong

總辦事處及主要營業地點：  
香港  
觀塘  
海濱道181號  
One Harbour Square  
26樓03室

**PRINCIPAL SHARE REGISTRAR AND**  
**OFFICE:**

主要股份過戶登記處：  
Suntera (Cayman) Limited  
Suite 3204, Unit 2A, Block 3,  
Building D, P.O. Box 1586,  
Gardenia Court, Camana Bay,  
Grand Cayman, KY1-1100,  
Cayman Islands

8 January 2024  
二零二四年一月八日

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

┌

└

Number of Shares registered in your name(s) on  
Friday, 5 January 2024:

於二零二四年一月五日（星期五）登記於閣下名  
下的股份數目：

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, 22 January 2024:

暫定配發予閣下的供股股份數目，股款須於接納時  
（最遲於二零二四一月二十二日（星期一）下午四時  
正）繳足：

BOX B  
乙欄

Total subscription monies payable in full upon  
acceptance:

於接納時應全數繳足的認購款項總額：

BOX C  
丙欄

HK\$  
港元

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

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

支票／銀行本票的付款銀行名稱：

\_\_\_\_\_

Cheque/cashier's order number:

支票／銀行本票號碼：

\_\_\_\_\_

Contact telephone no.:

聯絡電話號碼：

\_\_\_\_\_

**IN THE EVENT OF 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 TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY.**

如轉讓供股股份的認購權，每項買賣的買賣雙方均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益權益亦須繳付香港從價印花稅。

**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.**

在登記轉讓本文件所代表的供股股份的認購權前，須出示已繳付香港從價印花稅的證明。

Form B  
表格乙

**FORM OF TRANSFER AND NOMINATION**  
轉讓及提名表格

**(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)**  
( 僅供擬將其／彼等認購表格甲內乙欄所列供股股份的權利全數轉讓的合資格股東填寫及簽署 )

To: The Directors  
**IMPERIUM FINANCIAL GROUP LIMITED**

致： 帝國金融集團有限公司  
列位董事 台照

Dear Sirs,

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. I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等茲將本暫定配額通知書所列本人／吾等可認購供股股份的權利全數轉讓予接受此權利並簽署以下登記申請表格（表格丙）的人士。本人／吾等已細閱附頁所載各項條件及轉讓手續並同意受其約束。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

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

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

日期：\_\_\_\_\_年\_\_\_\_\_月\_\_\_\_\_日

**Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of the rights to subscribe for the Rights Shares if this form is completed.**  
如已填妥此表格，則轉讓人及承讓人均須就轉讓供股股份的認購權繳付香港從價印花稅。

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)  
( 僅供承讓供股股份認購權的人士填寫及簽署 )

To: The Directors  
**IMPERIUM FINANCIAL GROUP LIMITED**

致： 帝國金融集團有限公司  
列位董事 台照

Dear Sirs,

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 and articles of association of the Company. I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列的供股股份數目，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，以及在貴公司組織章程大綱及細則規限下，接納此等供股股份。本人／吾等已細閱附頁所載各項條件及轉讓手續，並同意受其約束。

Existing Shareholder(s)  
Please mark "X" in this box  
現有股東請在本欄內填上「X」符號

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的申請人的地址。  
For Chinese applicants(s), please provide your name(s) in both English and Chinese.  
華裔申請人請填寫中英文姓名。

Name in English 英文姓名／名稱	Family name/Company name 姓氏／公司名稱	Name in Chinese 中文姓名／名稱	
	Other name(s) 名字		
Full Name(s) of joint applicant(s) in English (if any) 聯名申請人 (如有) 英文全名			
Address in English (Joint applicants should give the address of the first-named applicant only) 英文地址 (聯名申請人只須填報排名首位的申請人的地址)			
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 no. 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: \_\_\_\_\_

日期：\_\_\_\_\_年\_\_\_\_\_月\_\_\_\_\_日

**Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of the rights to subscribe for the Rights Shares if this form is completed.**  
如已填妥此表格，則轉讓人及承讓人均須就轉讓供股股份的認購權繳付香港從價印花稅。



TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR TENGIS LIMITED, AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG, TOGETHER WITH A REMITTANCE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON MONDAY, 22 JANUARY 2024 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED "EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" OF THE ENCLOSED SHEET). 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 INVESTOR SERVICES LIMITED - A/C NO. 045" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如欲接納全部供股股份的暫定配額，必須最遲於二零二四年一月二十二日（星期一）下午四時正（或於惡劣天氣及／或極端情況下，則於附頁「惡劣天氣及／或極端情況對接納供股股份並繳付股款的截止時間的影響」一節所述的較後日期及／或時間），將本暫定配額通知書整份連同以港元的支票或銀行本票繳付的上文表格甲內丙欄所示的全數股款交回過戶登記處卓佳登捷時有限公司（地址為香港夏愨道16號遠東金融中心17樓）並獲過戶登記處收訖。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「TRICOR INVESTOR SERVICES LIMITED - A/C NO. 045」及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆的指示載於附頁。本公司將不會就有關股款另發收據。

#### **Non-underwritten basis**

##### **非包銷基礎**

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. The legal adviser of the Company as to the laws of the Cayman Islands have confirmed that pursuant to the Company's constitutional documents and the Companies Act (as amended) of the Cayman Islands, there are no requirements for minimum levels of subscription in respect of the Rights Issue. Subject to fulfillment of the conditions precedent of the Rights Issue, the Rights Issue shall proceed regardless of the ultimate subscription level.

供股將按非包銷基準進行，不受暫定配發供股股份之接納程度所影響。本公司有關開曼群島法律之法律顧問已確認，根據本公司的章程文件及開曼群島公司法（經修訂），並無規定供股之最低認購程度。待供股之先決條件達成後，不論最終認購程度如何，供股將會進行。

In the event that the Rights Issue is undersubscribed, any Rights Shares not taken up by the Qualifying Shareholders under PAL(s), or transferees of nil-paid Rights Shares together with the NQS Unsold Rights Shares will be placed to independent places under the Compensatory Arrangements. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company, and hence, the size of the Rights Issue will be reduced accordingly.

倘供股不獲悉數認購，未獲合資格股東根據暫定配額通知書或未繳股款供股股份的承讓人所承購的任何供股股份連同不合資格股東未售出供股股份將根據補償安排配售予獨立承配人。補償安排項下仍未配售的任何不獲認購供股股份或不合資格股東未售出供股股份將不會由本公司發行，因此，供股規模將相應縮減。

The Shareholder who applies to take up his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders (other than HKSCC Nominees Limited) to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules. There is no minimum amount to be raised under the Rights Issue.

申請承購彼於暫定配額通知書項下所獲配額之股東可能會無意間負上收購守則項下就股份提出全面要約之責任。因此，供股將根據GEM上市規則第10.26(2)條之附註進行，即本公司將就股東（除香港中央結算（代理人）有限公司外）之申請作出規定，倘供股股份不獲悉數接納，任何股東就彼於供股項下保證配額提出之申請將會下調至避免相關股東觸發收購守則項下全面要約責任之水平。供股項下並無最低集資金額。

## **Distribution of the Prospectus Documents**

### **派發章程文件**

The Prospectus Documents are not intended to be, have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Receipt of the Prospectus Documents or the crediting of nil-paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, the Prospectus Documents must be treated as sent for information only and should not be copied or redistributed. Persons who come into possession of the Prospectus Documents should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner of the Shares who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

章程文件不擬、未曾亦不會根據香港境外任何司法權區的適用證券法例登記或存檔。向香港境外司法權區派發章程文件可能受法律限制。收取章程文件或將未繳股款供股股份存入中央結算系統證券賬戶並不（亦將不會）構成在任何提呈要約屬違法的司法權區提呈要約，在該等情況下，章程文件須視作僅供參照處理，亦不應複製或轉發。獲得章程文件的人士須自行了解並遵守任何有關限制。未有遵守該等限制可能構成違反任何有關司法權區的證券法律。股東或股份的實益擁有人如對自身情況有任何疑問，應立即諮詢合適專業顧問的意見。

## **WARNING**

### **警告**

**It should be noted that the Rights Shares are expected to be dealt in their nil-paid form from Wednesday, 10 January 2024 to Wednesday, 17 January 2024, both days inclusive.**

謹請注意，供股股份預計將由二零二四年一月十日（星期三）起至二零二四年一月十七日（星期三）止（包括首尾兩天）以未繳股款方式買賣。

**The Rights Issue is subject to the fulfilment of the conditions set out under the section headed “Letter from the Board – Conditions of the Rights Issue” in the Prospectus. Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.**

供股須待章程「董事會函件－供股之條件」一節所載的條件達成後，方可作實。本公司股東及潛在投資者務請注意，倘供股條件未有達成，則供股將不會進行。凡以未繳股款形式買賣供股股份的股東，將因此承擔供股可能不會成為無條件或可能不會進行的風險。擬買賣股份或未繳股款供股股份的股東或其他人士應諮詢其專業顧問的意見。

**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.**

接納本暫定配額通知書所示暫定配額的每名人士確認，其已閱讀附頁及章程所載的條款及條件以及接納程序，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的支票或銀行本票。本公司將不會就股款另發收據





## Imperium Financial Group Limited

### 帝國金融集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8029)**

8 January 2024

Dear Qualifying Shareholders,

#### INTRODUCTION

Reference is made to the prospectus of Imperium Financial Group Limited (the “**Company**”) dated 8 January 2024 (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context requires otherwise.

In accordance with the terms set out in the Prospectus accompanying this PAL, the Directors have provisionally allotted to you the Rights Shares on the basis of one (1) Rights Share for every two (2) Shares registered in your name(s) on the register of members of the Company as at the Record Date (i.e. Friday, 5 January 2024) at the subscription price of HK\$0.04 per Rights Share. Your holding of the Shares as at the Record Date is set out in Box A of Form A and the number of Rights Shares provisionally allotted to you is set out in Box B of Form A.

The Prospectus Documents are not intended to, have not been and will not be registered under the applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken by the Company to permit the offering of the Rights Shares or the distribution of the Prospectus or a PAL in any territory or jurisdiction 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 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 (including but not limited to Shareholders and beneficial owners of the Shares, any agent, custodian, nominee or trustee) outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares under the Rights Issue to satisfy himself/herself/itself/themselves as to the observance of the laws and regulations of all relevant territories and jurisdictions 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 thus, should the Company suffer any losses or damages due to non-compliance with the relevant laws of such territory or jurisdiction by any such Overseas Shareholder and/or resident, the Overseas Shareholder and/or resident shall be responsible to compensate the Company for the same. The Company shall not be obliged to issue the nil-paid Rights Shares or fully-paid Rights Shares to any such Overseas Shareholder and/or resident, if at the Company’s absolute discretion issuing the nil-paid Rights Shares or fully-paid Rights Shares to them does not comply with the relevant laws of such territory or jurisdiction. No application for Rights Shares will be accepted from the Excluded Shareholders (if any). The Company reserves the right to refuse at its absolute discretion 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, issued and fully paid, will rank pari passu in all respects with the existing Shares in issue on the date of allotment and issue of the Rights Shares. 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.

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 Right 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

## **PROCEDURE FOR APPLICATION AND PAYMENT**

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact and in accordance with the instructions printed herein with the Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C of Form A in this PAL, by no later than 4:00 p.m. on Monday, 22 January 2024 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” 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 INVESTOR SERVICES LIMITED – A/C NO. 045**” and crossed “**ACCOUNT PAYEE ONLY**”. No receipt will be given for any application monies received.

It should be noted that unless this PAL, duly completed, together with the appropriate remittance for the amount shown in Box C of Form A in this PAL, has been lodged with the Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:00 p.m. on Monday, 22 January 2024 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” below), whether by the original allottee or any person to whom the provisional allotment has been validly transferred, this PAL and all rights and entitlements hereunder 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. The Company may require the relevant person(s) to complete such incomplete PAL(s) at a later stage.

**Completion and return of this PAL by anyone outside Hong Kong 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 this PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse at its absolute discretion 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) of this PAL and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) of this PAL and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C of Form A of this PAL with the Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received by not later than 4:00 p.m. on Monday, 22 January 2024 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” below).

If you wish to accept only part of your provisional allotment or to 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 (not as joint holders), the original PAL must be surrendered and lodged for cancellation by not later than 4:00 p.m. on Friday, 12 January 2024 with the Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations as required, which will be available for collection at the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong after 9:00 a.m. on the second Business Day after the date of your surrender of the original PAL. It should be noted that Hong Kong ad valorem 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. The Company may require the relevant person(s) to complete such incomplete PAL(s) at a later stage.

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 INVESTOR SERVICES LIMITED – A/C NO. 045**” and crossed “**ACCOUNT PAYEE ONLY**”.

## **CONDITIONS OF THE RIGHTS ISSUE**

The Rights Issue is subject to the fulfilment of the conditions set out under the section headed “Letter from the Board – Conditions of the Rights Issue” in the Prospectus. If the conditions of the **Rights Issue are not satisfied, the Rights Issue will not proceed.**

## **CHEQUES AND CASHIER’S ORDER**

All cheques and cashier’s orders accompanying completed PALs 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 any nominated transferee, will constitute a warranty by the applicant 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. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

## **SHARE CERTIFICATES OF THE RIGHTS SHARES AND REFUND CHEQUES FOR THE RIGHTS ISSUE**

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be sent on or before Thursday, 1 February 2024 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. You, except HKSCC Nominees Limited, will receive one share certificate for all Rights Shares issued to you. If the Rights Issue does not become unconditional, refund cheques will be despatched on or before Thursday, 1 February 2024 by ordinary post, at the respective Shareholders' own risk, to their registered addresses.

### **NON-UNDERWRITTEN BASIS**

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. The legal adviser of the Company as to the laws of the Cayman Islands have confirmed that pursuant to the Company's constitutional documents and the Companies Act (as amended) of the Cayman Islands, there are no requirements for minimum levels of subscription in respect of the Rights Issue. Subject to fulfillment of the conditions precedent of the Rights Issue, the Rights Issue shall proceed regardless of the ultimate subscription level.

In the event that the Rights Issue is undersubscribed, any Rights Shares not taken up by the Qualifying Shareholders under PAL(s), or transferees of nil-paid Rights Shares together with the NQS Unsold Rights Shares will be placed to independent places under the Compensatory Arrangements. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company, and hence, the size of the Rights Issue will be reduced accordingly.

The Shareholder who applies to take up his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders (other than HKSCC Nominees Limited) to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules. There is no minimum amount to be raised under the Rights Issue.

### **EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning or "extreme conditions" caused by super typhoon issued by the Hong Kong Observatory:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 22 January 2024. Instead the latest time for acceptance of 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 Monday, 22 January 2024. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in the "EXPECTED TIMETABLE" above may be affected. An announcement will be made by the Company in such event as soon as practicable.

## **WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES**

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Letter from the Board – Conditions of the Rights Issue” in the Prospectus. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.

Any dealings in the Shares from the Latest Practicable Date up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

## **GENERAL**

Lodgement of this PAL with, where relevant, the “Form of transfer and nomination” (Form B) of this PAL purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of 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, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong during normal business hours from Monday, 8 January 2024 to Monday, 22 January 2024.

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 the forms accompanying 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 the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) 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 at Room 1807, 18/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for the attention of privacy compliance officer.

Yours faithfully,  
By Order of the Board  
**Imperium Financial Group Limited**  
**Cheng Ting Kong**  
*Chairman*





## Imperium Financial Group Limited

### 帝國金融集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：8029)

敬啟者：

#### 緒言

茲提述帝國金融集團有限公司（「本公司」）日期為二零二四年一月八日的章程（「章程」）。除非文義另有所指，否則章程所界定的詞彙於本文件中使用時具有相同涵義。

根據本暫定配額通知書隨附的章程所載條款，董事已向閣下暫定配發供股股份，基準為於記錄日期（即二零二四年一月五日（星期五））的本公司股東名冊所示以閣下名義登記每兩(2)股股份獲發一(1)股供股股份，認購價為每股供股股份0.04港元。閣下於記錄日期持有的股份列於表格甲內甲欄，而閣下獲暫定配發的供股股份數目則列於表格甲內乙欄。

章程文件不擬、未曾亦不會根據香港境外任何司法權區的適用證券法例登記。本公司概無採取任何行動以獲批准於香港境外任何地區或司法權區提呈供股股份或派發章程或暫定配額通知書。

於香港境外任何地區或司法權區接獲章程或暫定配額通知書的人士，不得視之為申請供股股份的要約或邀請，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守任何登記或其他法律或監管規定則除外。任何擬在香港境外地區為其自身利益申請供股項下供股股份的人士（包括但不限於股東及股份的實益擁有人、任何代理、託管商、代名人或受託人），須自行遵守所有相關地區及司法權區的法律及法規（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規定就此須繳付的任何稅項、徵稅及其他款項，因此，倘本公司因任何有關海外股東及／或居民未有遵守有關地區或司法權區的相關法律而蒙受任何損失或損害，則該名海外股東及／或居民須負責就此向本公司作出賠償。倘本公司全權酌情認為向任何有關海外股東及／或居民發行未繳股款供股股份或繳足股款供股股份不符合有關地區或司法權區的相關法律，則本公司並無義務向其發行未繳股款供股股份或繳足股款供股股份。本公司將不會接納除外股東（如有）的供股股份認購申請。倘本公司相信接納任何供股股份申請會觸犯香港境外任何司法權區的適用證券或其他法律或法規，則本公司保留權利全權酌情拒絕接納有關申請。

## 供股股份

供股股份（於配發、發行及繳足股款時）將在各方面與於供股股份配發及發行日期的現有已發行股份享有同等地位。繳足股款供股股份的持有人將有權收取於繳足股款供股股份配發及發行日期或之後可能宣派、作出或派付的所有未來股息及分派。

待供股股份獲准以未繳股款及繳足股款形式於聯交所上市及買賣，以及遵守香港結算的股份收納規定後，供股股份將以未繳股款及繳足股款形式獲香港結算接納為合資格證券，可於中央結算系統內寄存、結算及交收，自供股股份分別以未繳股款及繳足股款形式開始於聯交所買賣當日或香港結算釐定的其他日期起生效。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收日在中央結算系統內交收。中央結算系統內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。有關該等交收安排及該等安排如何影響股東之權利及權益的詳情，股東應尋求彼等之持牌證券交易商或其他專業顧問的意見。

### 申請及繳付股款的手續

閣下如欲承購全部供股股份的暫定配額，必須最遲於二零二四年一月二十二日（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「惡劣天氣及／或極端情況對接納供股股份並繳付股款的截止時間的影響」一節所述的較後日期及／或時間），按照本暫定配額通知書印備的指示將本暫定配額通知書整份連同本暫定配額通知書表格甲內丙欄所示的於接納時應繳付的全數股款，送交過戶登記處卓佳登捷時有限公司（地址為香港夏慤道16號遠東金融中心17樓）。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「**TRICOR INVESTOR SERVICES LIMITED – A/C NO. 045**」及以「只准入抬頭人賬戶」方式劃線開出。本公司將不會就已收取的申請股款另發收據。

務請留意，已填妥的本暫定配額通知書連同本暫定配額通知書表格甲內丙欄所示應繳股款須最遲於二零二四年一月二十二日（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「惡劣天氣及／或極端情況對接納供股股份並繳付股款的截止時間的影響」一節所述的較後日期及／或時間）送交過戶登記處卓佳登捷時有限公司（地址為香港夏慤道16號遠東金融中心17樓）（不論由原承配人或獲有效轉讓暫定配額的任何人士送交），否則，本暫定配額通知書及其項下的一切權利及配額將被視作已遭放棄而被註銷。即使暫定配額通知書並未遵照相關指示填妥，本公司毋須但仍可（全權酌情決定）視該暫定配額通知書為有效，並對遞交暫定配額通知書的人士或由他人代表其遞交暫定配額通知書的人士具有約束力。本公司可能於稍後時間要求有關人士填妥尚未填妥的有關暫定配額通知書。

任何香港境外人士填妥及交回本暫定配額通知書將構成有關人士向本公司保證及聲明其已經或將會就本暫定配額通知書及其任何接納妥為遵守香港境外所有相關司法權區的一切登記、法律及監管規定。倘本公司相信接納任何供股股份申請會觸犯任何司法權區的適用證券法例或其他法律或法規，則本公司保留權利全權酌情拒絕接納有關申請。為免生疑，香港結算或香港中央結算（代理人）有限公司不受上述任何聲明或保證規限。

## 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的全部供股股份認購權，須填妥及簽署本暫定配額通知書的轉讓及提名表格（表格乙）並將本暫定配額通知書交予閣下欲向其轉讓權利的人士或經手轉讓權利的人士。然後，承讓人必須填妥及簽署本暫定配額通知書的登記申請表格（表格丙），且必須最遲於二零二四年一月二十二日（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「惡劣天氣及／或極端情況對接納供股股份並繳付股款的截止時間的影響」一節所述的較後日期及／或時間），將本暫定配額通知書整份連同本暫定配額通知書表格甲內丙欄所示的於接納時應繳的全數股款，送交過戶登記處卓佳登捷時有限公司（地址為香港夏慤道16號遠東金融中心17樓）並獲過戶登記處收訖。

閣下如欲接納部分暫定配額，或轉讓部分根據本暫定配額通知書暫定配發予閣下的供股股份的認購權，或向超過一名人士（並非作為聯名持有人）轉讓全部或部分權利，則閣下必須最遲於二零二四年一月十二日（星期五）下午四時，將此份原暫定配額通知書交回過戶登記處卓佳登捷時有限公司（地址為香港夏慤道16號遠東金融中心17樓）辦理註銷，過戶登記處會就此註銷原暫定配額通知書，並按所需數目發出新的暫定配額通知書，其將可於閣下交回原暫定配額通知書當日後第二個營業日上午九時正後於過戶登記處（地址為香港夏慤道16號遠東金融中心17樓）領取。謹請注意，轉讓有關供股股份的認購權予承讓人及承讓人接納該等權利須繳付香港從價印花稅。即使暫定配額通知書並未遵照有關指示填妥，本公司毋須但仍可（全權絕對酌情決定）視該暫定配額通知書為有效，並對遞交暫定配額通知書的人士或由他人代表其遞交暫定配額通知書的人士具有約束力。本公司可能於稍後時間要求有關人士填妥尚未填妥的有關暫定配額通知書。

所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「**TRICOR INVESTOR SERVICES LIMITED – A/C NO. 045**」及以「只准入抬頭人賬戶」方式劃線開出。

## 供股條件

供股須待章程「董事會函件－供股之條件」一節所載的條件達成後，方可作實。倘供股的條件未有達成，則供股將不會進行。

## 支票及銀行本票

所有隨附於已填妥暫定配額通知書的支票及銀行本票將於收取後隨即過戶，而自有關款項產生的所有利息（如有）將撥歸本公司所有。填妥並交回暫定配額通知書連同繳付供股股份的股款的支票或銀行本票（不論由合資格股東或任何指名承讓人交回），將構成申請人保證支票或銀行本票將於首次過戶時獲兌現。倘隨附的支票或銀行本票於首次過戶時未能兌現，則在不影響本公司就任何暫定配額通知書享有的其他權利的情況下，本公司保留拒絕受理有關暫定配額通知書的權利，且於該情況下，有關暫定配發的供股股份及其項下的一切權利及配額將被視作已遭放棄而被註銷。閣下必須於申請供股股份時繳付實際應繳的金額，任何未繳足股款的申請將不獲受理。倘繳付過多款額，則僅在多繳款額為100港元或以上時方會向閣下發出退款支票（不計利息）。本公司將不會就所接獲的任何暫定配額通知書及／或相關股款另發收據。

## 供股股份股票及退款支票

待供股條件達成後，繳足股款供股股份股票預期於二零二四年二月一日（星期四）或之前以平郵方式寄發予有權收取股票之人士之登記地址，概由彼等自行承擔有關風險。閣下（不包括香港中央結算（代理）有限公司將就所獲發行之全部供股股份獲發一張股票。）倘供股並無成為無條件，退款支票將於二零二四年二月一日（星期四）或之前以平郵方式寄發予各股東之登記地址，概由彼等自行承擔有關風險。

## 非包銷基礎

供股將按非包銷基準進行，不受暫定配發供股股份之接納程度所影響。本公司有關開曼群島法律之法律顧問已確認，根據本公司的章程文件及開曼群島公司法（經修訂），並無規定供股之最低認購程度。待供股之先決條件達成後，不論最終認購程度如何，供股將會進行。

倘供股不獲悉數認購，未獲合資格股東根據暫定配額通知書或未繳股款供股股份的承讓人所承購的任何供股股份連同不合資格股東未售出供股股份將根據補償安排配售予獨立承配人。補償安排項下仍未配售的任何不獲認購供股股份或不合資格股東未售出供股股份將不會由本公司發行，因此，供股規模將相應縮減。

申請承購彼於暫定配額通知書項下所獲配額之股東可能會無意間負上收購守則項下就股份提出全面要約之責任。因此，供股將根據GEM上市規則第10.26(2)條之附註進行，即本公司將就股東（除香港中央結算（代理人）有限公司外）之申請作出規定，倘供股股份不獲悉數接納，任何股東就彼於供股項下保證配額提出之申請將會下調至避免相關股東觸發收購守則項下全面要約責任之水平。供股項下並無最低集資金額。

## 惡劣天氣及／或極端情況對接納供股股份並繳付股款的截止時間的影響

若香港天文台宣佈以下情況，則接納供股股份並繳付股款的截止時間將不會生效：

- (i) 8號或以上熱帶氣旋警告信號或「黑色」暴雨警告信號或因超強颱風而起的「極端情況」於二零二四年一月二十二日（星期一）當地時間中午十二時正之前任何時間在香港生效並於中午十二時正後不再生效。接納供股股份並繳付股款的截止時間將延後至同一營業日的下午五時正；或
- (ii) 8號或以上熱帶氣旋警告信號或「黑色」暴雨警告信號或因超強颱風而起的「極端情況」於二零二四年一月二十二日（星期一）當地時間中午十二時正至下午四時正之間任何時間在香港生效。接納供股股份並繳付股款的截止時間將更改為下一個並無任何該等警告於上午九時正至下午四時正之間任何時間在香港生效的營業日下午四時正。

若最後接納時限未於當前計劃日期生效，則以上「預期時間表」所述日期可能會受到影響。在此情況下，本公司將於實際可行的情況下盡快作出公告。



## 買賣股份及供股股份的風險警告

供股須待聯交所批准未繳股款及繳足股款供股股份上市及買賣等條件達成後，方可作實。請參閱章程「董事會函件－供股之條件」一節。本公司股東及潛在投資者務請注意，倘供股的條件未達成，供股將不會進行。

不論暫定配發的供股股份接納程度如何，供股將按非包銷基準進行。

自最後實際可行日期起直至供股的所有條件達成之日止期間買賣任何股份，以及買賣未繳股款供股股份的任何股東，將相應承擔供股可能無法成為無條件或可能無法進行的風險。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應諮詢其專業顧問意見。

### 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的人士簽署的本暫定配額通知書「轉讓及提名表格」（表格乙）一經交回，即屬交回的人士有權處理有關文件及收取分拆配額函件及／或供股股份股票的不可推翻的證據。

閣下如需要額外的章程副本，可於二零二四年一月八日（星期一）至二零二四年一月二十二日（星期一）正常辦公時間內在過戶登記處卓佳登捷時有限公司（地址為香港夏愨道16號遠東金融中心17樓）索取。

所有文件（包括退款支票）將以普通郵遞方式由過戶登記處寄送至相關申請人或有權收取的其他人士的登記地址，郵誤風險概由彼等自行承擔。任何退款支票將以名列本表格的人士（倘屬聯名申請人，則為排名首位的申請人）為抬頭人。

本暫定配額通知書及所有對其中所載要約的接納均須受香港法律規管，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隨附的表格，即表示閣下同意向本公司、過戶登記處及／或彼等各自的顧問及代理披露個人資料及上述各方所要求有關閣下或閣下為其利益而接納暫定配發的供股股份的人士的任何資料。香港法例第486章個人資料（私隱）條例賦予證券持有人權利，可查證本公司或過戶登記處是否持有其個人資料、索取有關資料的副本及更正任何不準確的資料。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的要求收取合理費用。有關查閱資料或更正資料的所有要求，或索取有關政策及常規以及所持資料類型的資料的所有要求，應當寄送至本公司的主要營業地點（地址為香港灣仔港灣道26號華潤大廈18樓1807室）或根據適用法律不時通知的地址，並以本公司的公司秘書為收件人；或（視情況而定）寄送至過戶登記處卓佳登捷時有限公司（地址為香港夏愨道16號遠東金融中心17樓），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  
帝國金融集團有限公司  
鄭丁港  
主席  
謹啟

二零二四年一月八日



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