

To be valid, the whole of this PAL 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

REFERENCE IS MADE TO THE PROSPECTUS (THE “PROSPECTUS”) ISSUED BY THE COMPANY DATED 11 JANUARY 2019 IN RELATION TO THE RIGHTS ISSUE. TERMS DEFINED IN THE PROSPECTUS SHALL HAVE THE SAME MEANINGS WHEN USED HEREIN UNLESS THE CONTEXT OTHERWISE REQUIRES.

茲提述本公司就供股所刊發日期為二零一九年一月十一日的供股章程(「供股章程」)。除文義另有所指外，供股章程所界定詞彙應與本通知書所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“THIS PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (THE “EAF”) EXPIRES AT 4:00 P.M. ON FRIDAY, 25 JANUARY 2019 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” BELOW).

本暫定配額通知書(「本暫定配額通知書」)乃有價值及可轉讓，並須閣下即時處理。本暫定配額通知書及隨附的額外申請表格(「額外申請表格」)所載要約將於二零一九年一月二十五日(星期五)下午四時正(或下文「惡劣天氣的影響」一段所述的有關較後日期)截止。

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 ALL OR PART OF YOUR SHARES IN TSC GROUP HOLDINGS LIMITED (THE “COMPANY”), YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書的任何方面或應採取的行動有任何疑問，或閣下如已出售TSC集團控股有限公司(「本公司」)的全部或部分股份，應諮詢閣下的股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of the Prospectus, together with copies of this PAL, the EAF and other documents specified in the section headed “GENERAL INFORMATION — 13. Documents Delivered to the Registrar of Companies in Hong Kong” 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 Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility as to the contents of any of the documents referred to above.

供股章程連同本暫定配額通知書、額外申請表格及供股章程附錄三「一般資料 — 13. 送呈香港公司註冊處處長文件」一節內所指明的其他文件，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、香港證券及期貨事務監察委員會及香港聯合交易所有限公司(「聯交所」)對上文所述的任何文件的內容概不負責。

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

股份及供股股份以未繳股款及繳足股款形式進行的買賣可透過香港結算營運的中央結算系統進行交收，有關該等交收安排的詳情以及該等安排對閣下的權利及權益可能造成的影響，敬請諮詢閣下的股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Registrar, 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 Friday, 25 January 2019. All remittances must be made by cheque or banker’s cashier order in Hong Kong 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 “**TSC Group Holdings Limited — Rights Issue Account**” and crossed “**Account Payee Only**”. Instructions on transfer and splitting are set out overleaf. No receipt will be given for such remittance.

倘閣下有意行使閣下的權利認購本暫定配額通知書指定的所有供股股份，閣下應不遲於二零一九年一月二十五日(星期五)下午四時正按照本通知書印列的指示將本暫定配額通知書連同須於接納時繳付之全部股款送交過戶登記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。所有股款均須以港幣支票或銀行本票繳付。有關支票須以香港持牌銀行的戶口開出，而銀行本票須由香港持牌銀行發出，並註明抬頭人為「**TSC Group Holdings Limited — Rights Issue Account**」及以「**只准入抬頭人賬戶**」劃線方式開出。有關轉讓及分拆之指示載於背頁。本公司將不會就該等股款發出收據。



TSC Group Holdings Limited
TSC集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock code: 206)
(股份代號: 206)

Registrar:
Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

過戶登記處:
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

RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING SHARE
HELD ON THE RECORD DATE AT HK\$0.45 PER RIGHTS SHARE

按於記錄日期每持有一(1)股現有股份
獲發一(1)股供股股份之基準
以每股供股股份0.45港元進行供股

PAYABLE IN FULL ON ACCEPTANCE NOT LATER THAN
4:00 P.M. ON FRIDAY, 25 JANUARY 2019
股款須不遲於二零一九年一月二十五日(星期五)下午四時正
於接納時全數繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Registered office:
註冊辦事處:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Operations headquarters:
營運總部:
13788 West Road Suite 100
Houston
Texas 77041
United States of America

Principal place of business
in Hong Kong:
Units 2706-2709, 27/F
One Harbourfront
18 Tak Fung Street
Hungnam, Kowloon
Hong Kong
香港主要營業地點:
香港
九龍紅磡
德豐街18號
海濱廣場1座
27樓2706-2709室

11 January 2019

二零一九年
一月十一日

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

Number of Share(s) registered in your name(s) on
Thursday, 10 January 2019
於二零一九年一月十日(星期四)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 not later than
4:00 p.m. on Friday, 25 January 2019
暫定配發予閣下的供股股份數目, 股款須不
遲於二零一九年一月二十五日(星期五)下午四
時正於接納時全數繳足

BOX B
乙欄

Total subscription monies payable
應繳認購股款總額

BOX C
丙欄

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: _____

Please insert your contact telephone no.:
請填上閣下的聯絡電話號碼: _____

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 A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓認購供股股份的權利，每項買賣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。在登記任何轉讓本文件代表之供股股份配額之前，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/their right(s) to subscribe for the Rights Share(s) set out in Box B of Form A)
(僅供有意悉數轉讓其認購表格甲內乙欄所列供股股份權利之合資格股東填寫及簽署)

To: The Directors
TSC Group Holdings Limited
致： TSC 集團控股有限公司
列位董事 台照

Dear Sir/Madam,

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.

敬啟者：

本人／吾等謹將認購本暫定配額通知書所列本人／吾等的供股股份的權利悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)的人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of the 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)

Date: _____ 2019

日期：二零一九年 _____ 月 _____ 日

Hong Kong stamp duty of HK\$5.00 and Hong Kong ad valorem stamp duty is payable by the transferor(s) in connection with the transfer of your rights to subscribe for the Rights Shares if this form is completed.

如已填妥本表格，轉讓人須就轉讓閣下認購供股股份的權利繳付香港印花稅5.00港元及香港從價印花稅。

(To be completed and signed only by the person(s) to whom the right(s) to subscribe for the Rights Share(s) have been transferred)
(僅供承讓認購供股股份權利的人士填寫及簽署)

To: The Directors
TSC Group Holdings Limited (the "Company")
致: **TSC 集團控股有限公司(「貴公司」)**
列位董事 台照

Dear Sir/Madam,

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 articles of association of the Company.

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,以及在貴公司的組織章程細則規限下,接納此等供股股份。

		Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」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首名申請人之地址。華裔申請人須填寫中英文姓名。				
Name in English 英文姓名	Family name or company name 姓氏或公司名稱	Other name(s) 名字	Name in Chinese 中文姓名	
Name continuation and/or full name(s) of joint applicant(s) (if applicable) 姓名(續)及/或聯名申請人全名(如適用)				
Address in English 英文地址 (Joint applicants should give the address of the first-named applicant only) (聯名申請人只須填報首名申請人之地址)				
Occupation 職業			Tel. No. 電話號碼	
Dividend Instructions 派息指示				
Name and address of bank 銀行名稱及地址	Bank account no. 銀行賬戶號碼			
	BANK 銀行	BRANCH 分行	ACCOUNT 賬戶	

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: _____ 2019 日期: 二零一九年 _____ 月 _____ 日

Hong Kong ad valorem stamp duty is payable by the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.

如已填妥本表格,承讓人須就轉讓認購供股股份的權利繳付香港從價印花稅。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both 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 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 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.

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，可自彼等各自於聯交所開始買賣的日期或由香港結算釐定的有關其他日期起在中央結算系統寄存、結算及交收。聯交所參與者之間在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。在中央結算系統內進行之一切活動均須依照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。

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，概不就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的任何損失承擔任何責任。

Sample

THE PROSPECTUS DOCUMENTS WILL NOT BE REGISTERED OR FILED UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OF ANY JURISDICTION OTHER THAN HONG KONG. SAVE AS DESCRIBED UNDER THE PARAGRAPH HEADED “RIGHTS OF THE OVERSEAS SHAREHOLDERS (IF ANY)” IN THE LETTER FROM THE BOARD IN THE PROSPECTUS, NO ACTION HAS BEEN TAKEN BY THE COMPANY TO PERMIT THE OFFERING OF THE RIGHTS ISSUE IN ANY TERRITORY OUTSIDE HONG KONG.

除香港外，章程文件將不會根據任何司法權區的任何適用證券法例或同等法例登記或備案。除供股章程所載董事會函件中「海外股東(如有)之權利」一段所述者外，本公司概無採取任何行動以批准於香港以外任何地區提呈供股。

DISTRIBUTION OF THE PROSPECTUS DOCUMENTS INTO JURISDICTIONS OTHER THAN HONG KONG MAY BE RESTRICTED BY LAW. ANY PERSON WHO RECEIVES THE PROSPECTUS DOCUMENTS (INCLUDING, WITHOUT LIMITATION, ANY AGENT, CUSTODIAN, NOMINEE AND TRUSTEE) SHOULD BE AWARE OF AND COMPLY WITH THE APPLICABLE RESTRICTION IN THE RELEVANT JURISDICTION(S). THE PROSPECTUS DOCUMENTS DO NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF ANY OFFER TO ACQUIRE, THE RIGHTS SHARES IN THEIR NIL-PAID OR FULLY-PAID FORM OR TO TAKE UP OR EXERCISE ANY ENTITLEMENTS TO THE RIGHTS SHARES IN THEIR NIL-PAID OR FULLY-PAID FORM IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS UNLAWFUL.

派發章程文件至香港以外的司法權區可能受法律限制。收取章程文件的任何人士(包括但不限於任何代理、託管人、代名人及受託人)應了解並遵守相關司法權區的適用限制。章程文件並不構成或組成於作出有關要約或招攬即屬違法的任何司法權區內出售或發行未繳股款或繳足股款供股股份的任何要約或邀請，或任何招攬購買未繳股款或繳足股款供股股份或承購或行使未繳股款或繳足股款供股股份任何配額的任何要約的一部分。

NO PERSON RECEIVING ANY PROSPECTUS DOCUMENTS IN ANY JURISDICTION OUTSIDE HONG KONG MAY TREAT IT AS AN OFFER OR INVITATION TO APPLY FOR THE RIGHTS SHARES OR EXCESS RIGHTS SHARES, UNLESS IN THE RELEVANT JURISDICTION WHERE SUCH AN OFFER OR INVITATION COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL AND REGULATORY REQUIREMENTS THEREOF. IT IS THE RESPONSIBILITY OF ANY PERSON OUTSIDE HONG KONG WISHING TO MAKE AN APPLICATION FOR RIGHTS SHARES TO SATISFY ITSELF/HIMSELF/HERSELF/THEMSELVES, BEFORE ACQUIRING NIL-PAID RIGHTS SHARES OR APPLYING FOR RIGHTS SHARES, AS TO THE OBSERVANCE OF THE LAWS AND REGULATIONS OF ALL RELEVANT JURISDICTION, INCLUDING THE OBTAINING ANY GOVERNMENTAL OR OTHER CONSENTS, AND TO PAY ANY TAXES AND DUTIES REQUIRED TO BE PAID IN SUCH TERRITORY OR JURISDICTION IN CONNECTION THEREWITH WITHOUT PREJUDICE TO THE FOREGOING. THE COMPANY RESERVES THE RIGHT TO REFUSE TO ACCEPT ANY APPLICATION FOR RIGHTS SHARES WHERE IT BELIEVES THAT DOING SO WOULD VIOLATE APPLICABLE SECURITIES LEGISLATION OR OTHER LAWS OR REGULATION OF ANY JURISDICTION.

任何人士在香港以外任何司法權區收取任何章程文件，除非在該有關司法權區可合法提呈有關要約或邀請而毋須辦理任何登記手續或遵守該地區的其他法例及監管規定，否則不可視之為申請供股股份或額外供股股份的要約或邀請。任何身處香港以外地區的人士如有意提出申請香港以外供股股份，在取得未繳股款供股股份或申請供股股份前，必須自行遵守所有有關司法權區的法例及規例，包括在不影響前述規定的情況下取得任何政府或其他方面的同意，及就此繳付該地區或司法權區規定須繳付的任何稅項及徵費。倘本公司相信接納任何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例，則本公司保留拒絕接納有關申請的權利。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT LEVEL 22, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE FOR THE FULL AMOUNT PAYABLE ON ACCEPTANCE, SHOWN IN BOX C OF FORM A OF THIS PAL SO AS TO BE RECEIVED BY THE REGISTRAR NOT LATER THAN 4:00 P.M. ON FRIDAY, 25 JANUARY 2019 OR SUCH LATER TIME AND/OR DATE AS MAY BE AGREED BETWEEN THE COMPANY AND THE UNDERWRITERS. ALL REMITTANCES MUST BE MADE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS. CHEQUES MUST BE DRAWN ON A BANK ACCOUNT WITH, AND CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG, AND MADE PAYABLE TO "TSC GROUP HOLDINGS LIMITED — RIGHTS ISSUE ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN AN ENCLOSED SEPARATE SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES.

閣下如欲悉數接納本供股股份的暫定配額，須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須於接納時繳付並由過戶登記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)收取的全數股款，不遲於二零一九年一月二十五日(星期五)下午四時正或本公司與包銷商可能協定的有關較後時間及/或日期交回過戶登記處。所有股款須以港幣支票或銀行本票繳付。有關支票須以香港持牌銀行的銀行戶口開出，而銀行本票須由香港持牌銀行發出，並註明抬頭人為「TSC GROUP HOLDINGS LIMITED — RIGHTS ISSUE ACCOUNT」及以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆的指示載於另一附頁。本公司將不另發股款收據。

The Rights Issue is conditional upon the fulfillment or waiver (as the case may be) of the conditions set out under the paragraph headed “Conditions of the Rights Issue” in the letter from the Board in the Prospectus. If the conditions are not fulfilled (or waived) or the Underwriting Agreement is terminated pursuant to its terms, the Rights Issue will not proceed.

供股須待供股章程之董事會函件所載「供股條件」一段所載條件達成或獲豁免(視乎情況而定)後,方告作實。倘條件未獲達成(或獲豁免)或包銷協議按其條款被予以終止,則供股將不會進行。

Tonghai Securities has the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination, in certain circumstances set out in the Underwriting Agreement. Details of the circumstances under which Tonghai Securities has the right to terminate the Underwriting Agreement are set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus.

根據包銷協議,倘發生包銷協議載列的若干情況,通海證券有權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。通海證券有權終止包銷協議的情況詳情載於供股章程「終止包銷協議」一節。

If prior to the Latest Time for Termination, Tonghai Securities terminates the Underwriting Agreement, the Rights Issue will not proceed.

倘通海證券於最後終止時間前終止包銷協議,則供股將不會進行。

Shareholders should note that the Shares have been dealt in on an ex-rights basis on the Stock Exchange from Wednesday, 2 January 2019. The nil-paid Rights Shares will be dealt in from Tuesday, 15 January 2019 to Tuesday, 22 January 2019 (both dates inclusive).

股東務須注意,股份已由二零一九年一月二日(星期三)起於聯交所按除權基準買賣。未繳股款供股股份將於二零一九年一月十五日(星期二)至二零一九年一月二十二日(星期二)(包括首尾兩日)止期間內買賣。

Any dealings in the Shares from the date of the Prospectus up to the date on which all the conditions of the Rights Issue are fulfilled or waived as applicable) and any dealings in the nil-paid Rights Shares between Tuesday, 15 January 2019 to Tuesday, 22 January 2019 (both dates inclusive) are accordingly subject to the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares and/or nil-paid Rights Shares, and if they are in any doubt about their position, they are recommended to consult their professional advisers.

於供股章程日期起直至供股的所有條件達成或獲豁免(如適用)當日止期間內任何股份買賣,及於二零一九年一月十五日(星期二)至二零一九年一月二十二日(星期二)(包括首尾兩日)止期間內任何未繳股款供股股份買賣,須承擔供股未必成為無條件及未必進行的相應風險。因此,股東及準投資者於買賣股份及/或未繳股款供股股份時,務請審慎行事,倘彼等對其本身的情況有任何疑問,建議諮詢其專業顧問。

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

每份申請須隨附一張獨立開出之支票或銀行本票
本公司將不另發股款收據



TSC Group Holdings Limited
TSC集團控股有限公司*

(Incorporated in Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock code: 206)
(股份代號：206)

11 January 2019

Dear Qualifying Shareholder(s),

INTRODUCTION

In accordance with the terms and conditions of this PAL and those set out in the Prospectus and subject to the articles of association of the Company, the Directors have provisionally allotted to you the number of Rights Shares indicated in Form A of this PAL on the basis of one (1) Rights Share for every one (1) existing Share registered in your name in the register of members of the Company on Thursday, 10 January 2019. Your holding of existing Shares as at that date is set out in Box A of Form A of this PAL and the number of Rights Shares provisionally allotted to you is set out in Box B of Form A of this PAL. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

You have the right to acquire the Rights Shares provisionally allotted to you at a price of HK\$0.45 per Rights Share payable in full on acceptance, in the manner set out below, by no later than 4:00 p.m. on Friday, 25 January 2019.

Any Rights Shares provisionally allotted, but not accepted by the Qualifying Shareholders or the transferees of nil-paid Rights Shares, will be available for excess applications by the Qualifying Shareholders using the EAF.

You may, subject to the section headed “Qualifying Shareholders and Excluded Shareholders” below, accept all or any number of the Rights Shares provisionally allotted to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder or to transfer your provisional allotment to more than one person, you should refer to the instructions in the section headed “Splitting” below. If you wish to transfer all of your provisional allotment you should refer to the instructions in the section headed “Transfer” below.

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated. If the conditions of the Rights Issue are not fulfilled or waived (as applicable), the Rights Issue will not proceed.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully-paid (including credited as fully-paid as the case may be), will rank *pari passu* in all respects with the existing Shares then in issue such that holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of issue and allotment of the Rights Shares in their fully-paid form.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in 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 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 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.

PROCEDURE FOR ACCEPTANCE

Any person (including, without limitation, any agent, custodian, nominee and trustee) wishing to take up his/her/its rights under the Rights Issue must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant jurisdiction including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such jurisdictions. The attention of Shareholders whose registered addresses are in any jurisdictions outside Hong Kong or who are holding Shares on behalf of persons with such addresses is drawn to the section below headed “Qualifying Shareholders and Excluded Shareholders”.

Qualifying Shareholders who wish to take up their provisional allotment of Rights Shares in full, must lodge the whole of this PAL intact with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with a remittance for the full amount payable on acceptance, as shown in Box C of Form A of this PAL, so as to be received by no later than 4:00 p.m. on Friday, 25 January 2019 or such later time and/or date as may be agreed between the Company and the Underwriters. All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**TSC Group Holdings Limited — Rights Issue Account**” and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment on the terms of this PAL and the Prospectus and subject to the articles of association of the Company. No receipt will be given for such remittances.

* For identification purpose only

It should be noted that, unless a PAL, duly completed, together with the appropriate remittance shown in Box C of Form A of this PAL, has been lodged with the Registrar by 4:00 p.m. on Friday, 25 January 2019, whether from the original allottee or any person in whose favour the rights have been validly transferred, your provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by other Qualifying Shareholders. The Company may (at its sole 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 such incomplete PAL to be completed by the relevant applicants at a later stage.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer a 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, the original PAL must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you as set out in Box B of Form A of this PAL), by no later than 4:30 p.m. on Thursday, 17 January 2019 with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, after 9:00 a.m. on the second Business Day after the 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 may (at its sole 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.

TRANSFER

If you wish to transfer all of your provisional allotment to another person you should complete and sign the "Form of Transfer and Nomination" (Form B) in this PAL and hand the completed and signed PAL to the person to or through whom you are transferring your provisional allotment. The transferee must then complete and sign the "Registration Application Form" (Form C) in this PAL and lodge this PAL intact together with a remittance for the full amount payable on acceptance with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to effect the transfer by no later than 4:00 p.m. on Friday, 25 January 2019.

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 may (at its sole 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 reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believe such transfer may violate applicable legal or regulatory requirements.

EFFECT OF BAD WEATHER

The latest time for acceptance of, and payment for, the Rights Shares will not take place at 4:00 p.m. on Friday, 25 January 2019 if there is a typhoon signal No. 8 or above, or a "black" rainstorm warning: (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 25 January 2019. 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 Friday, 25 January 2019. 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 at any time between 9:00 a.m. and 4:00 p.m. If the latest time for acceptance of, and payment for, the Rights Shares does not take place on Friday, 25 January 2019, the dates mentioned in this PAL may be affected. The Company will notify the Shareholders by way of an announcement of any change to the expected timetable as soon as practicable.

TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Underwriting Agreement grants Tonghai Securities the right to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which Tonghai Securities has the right to terminate the Underwriting Agreement are set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus.

If Tonghai Securities exercises such right and a notice to terminate the Underwriting Agreement is given by Tonghai Securities prior to the Latest Time for Termination, save in respect of certain rights or obligations under the Underwriting Agreement, the Company shall not be under any obligation or liability under the Underwriting Agreement and Tonghai Securities shall be under no obligation or liability to the Company and the Rights Issue will not proceed.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, the PAL is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES FOR RIGHTS SHARES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfilment of the conditions of the Rights Issue as set out in the section headed “LETTER FROM THE BOARD — Conditions of the Rights Issue” in the Prospectus, share certificates for all fully-paid (including credited as fully paid as the case may be) Rights Shares are expected to be posted on or before Monday, 4 February 2019 to those Qualifying Shareholders who have accepted and (where applicable) applied for, and paid for, the Rights Shares by ordinary post at their own risk. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares and/or excess Rights Shares (if any, both in fully-paid form, allotted and issued to you. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Monday, 4 February 2019 to the applicants by ordinary post at their own risk.

EXCESS RIGHTS SHARES

The Qualifying Shareholders may apply, by way of excess application, for any Rights Shares provisionally allotted but not validly accepted by Qualifying Shareholders or otherwise subscribed for by renounees or transferees of nil-paid Rights Shares, any Rights Shares representing any unsold entitlements of the Excluded Shareholders, and any unsold Rights Shares created by aggregating fractions of nil-paid Rights Shares.

Application for excess Rights Shares can be made only by Qualifying Shareholders. If a Qualifying Shareholder wishes to apply for excess Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign an EAF (in accordance with the instructions printed thereon) and lodge it with the Registrar, together with a separate cheque or banker's cashier order, for the amount payable on application in respect of the excess Rights Shares applied for by no later than 4:00 p.m. on Friday, 25 January 2019, or such later time and/or date as may be agreed between the Company and the Underwriters. 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 “**TSC Group Holdings Limited — Excess Application Account**” and crossed “**Account Payee Only**”. The Company may at its discretion treat an EAF as valid and binding on the person(s) by himself/herself/itself/themselves or on whose behalf it is lodged even if the EAF is not completed in accordance with the relevant instructions. The Company may require an incomplete EAF to be completed by the relevant applicants at a later stage.

The Board will allocate the excess Rights Shares (if any) at their sole discretion on a fair and equitable basis, and as far as practicable on the following principles: (1) no preference will be given to applications for topping-up odd-lot holdings to whole-lot holdings as the giving of such preference may potentially be abused by certain investors by splitting their Shares and thereby receiving more Rights Shares than they would receive if such preference is not given, which is an unintended and undesirable result; and (2) subject to availability of the excess Rights Shares, the excess Rights Shares will be allocated to the Qualifying Shareholders who have applied for excess application on a pro rata basis based on the number of excess Rights Shares applied for by them. No reference will be made to Rights Shares subscribed through PALs, or the number of Shares held by the Qualifying Shareholders. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PALs is greater than the aggregate number of excess Rights Shares applied for under EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares in full application.

Beneficial owners of Shares whose shares are held by a nominee company (including HKSCC Nominees Limited) should note that for the purpose of the Rights Issue, the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the beneficial owners of Shares whose shares are registered in name of nominee companies should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually and are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

FRACTIONAL ENTITLEMENTS

On the basis of provisional allotment of one (1) Rights Share for every one (1) existing Share held on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS

This PAL shall only be sent to the Qualifying Shareholders.

Distribution of this PAL and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Any person who receives the Rights Issue Documents (including, without limitation, any agent, custodian, nominee and trustee) should be aware of and comply with the applicable restriction in the relevant jurisdiction(s). Any failure to comply with those restrictions may constitute a violation of the securities laws or other laws or regulations of any such jurisdiction. Any Shareholder who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay. In particular, subject to certain exceptions as determined by the Company, this PAL and the other Prospectus Documents should not be distributed, forwarded to or transmitted in, into or from any jurisdictions outside Hong Kong.

The Prospectus Documents will not be registered or filed under any applicable securities or equivalent legislation of any jurisdiction other than Hong Kong.

QUALIFYING SHAREHOLDERS AND EXCLUDED SHAREHOLDERS

To qualify for the Rights Issue and to accept the Rights Shares provisionally allotted under this PAL, a Shareholder must have been registered as a member of the Company on Thursday, 10 January 2019 and not be an Excluded Shareholder.

The Excluded Shareholders are the Overseas Shareholder(s) whose registered addresses in the Company's register of members as at the Record Date are in places where the Directors, after making enquiries, consider it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not to offer the Rights Shares to such Shareholder(s), if any.

The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

Receipt of this PAL and/or any other Rights Issue Documents or the crediting of Rights Shares in nil-paid form to a stock account in CCASS does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this PAL and/or the other Rights Issue Documents must be treated as sent for information purposes only and should not be copied or redistributed. Persons (including, without limitation, any agent, custodian, nominee and trustee) who receive a copy of this PAL and/or any other Rights Issue Documents should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer Rights Shares in nil-paid form to any person in, any jurisdictions outside Hong Kong. If a PAL and/or any other Rights Issue Documents are received by, or any Rights Shares in nil-paid form are credited to the stock account in CCASS of any person in any such jurisdiction or his/her agent, custodian, nominee or trustee, he/she must not seek to take up such Rights Shares in nil-paid form or transfer this PAL (or apply for any excess Rights Shares under the EAF) or transfer such Rights Shares in nil-paid form in CCASS (if applicable) unless such person is able to demonstrate to the satisfaction of the Company, or the Company determines, in its absolute discretion, that such actions would not violate applicable legal or regulatory requirements.

GENERAL

Lodgement of this PAL with, where relevant, the form of transfer and nomination 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 PAL and/or the share certificates for the Rights Shares. Further copies of the Prospectus are available at the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

All documents, including cheques for refund, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

PERSONAL DATA COLLECTION – PAL

This PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong. Both the fully-paid Rights Shares and nil-paid Rights Shares are expected to be traded in board lots of 1,000 Shares. References in this PAL to time are to Hong Kong time unless otherwise stated.

By completing, signing and submitting this PAL, you agree to disclose to the Company and/or its Registrar and 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 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 its 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 its 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 registered office at Units 2706-2709, 27/F, One Harbourfront, 18 Tak Fung Street, Hungghom, Kowloon, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the Registrar at its address set out above for the attention of Privacy Compliance Officer.

On behalf of the Board
TSC Group Holdings Limited
Wang Hongyuan
Executive Chairman



TSC Group Holdings Limited
TSC集團控股有限公司*

(Incorporated in Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock code: 206)

(股份代號：206)

列位合資格股東：

緒言

根據本暫定配額通知書及供股章程所載的條款及條件，並在本公司組織章程細則的規限下，董事已暫定配發本暫定配額通知書表格甲所載數目的供股股份予閣下，基準為於二零一九年一月十日(星期四)以閣下名義在本公司股東登記冊上登記每一(1)股現有股份可獲發一(1)股供股股份。閣下於該日持有的現有股份列於本暫定配額通知書表格甲內甲欄，而暫定配發予閣下的供股股份數目則列於本暫定配額通知書表格甲內乙欄。除文義另有所指外，於供股章程中已界定的詞彙與本通知書所採用者具相同涵義。

閣下有權在不遲於二零一九年一月二十五日(星期五)下午四時正根據下文所載之方式按每股供股股份港幣0.45元的價格(須於接納時全數繳足)購買暫定配發予閣下的供股股份。

任何暫定配發而未獲合資格股東或未繳足股款供股股份承讓人接納之供股股份，將可供合資格股東使用額外申請表格作出額外申請。

在下文「合資格股東及除外股東」一節的規限下，閣下可接納據此暫定配發予閣下的全部或任何數目的供股股份，或出售閣下的全部或任何有關股份的權利。倘閣下有意僅接納閣下的部分暫定配額並將餘額轉讓，或將閣下的暫定配額轉讓予超過一名人士，則閣下應參閱下文「分拆」一節內之指示。閣下如欲轉讓閣下的全部暫定配額，則閣下應參閱下文「轉讓」一節內之指示。

供股須待包銷協議成為無條件且並未被終止後，方可作實。倘供股條件未獲達成或獲豁免(如適用)，則供股將不會進行。

供股股份

供股股份一經配發、發行及繳足股款後(包括入賬列作繳足者，視乎情況而定)，將在各方面與當時已發行的現有股份享有同等地位，致使繳足股款供股股份持有人將有權收取於發行及配發繳足股款供股股份日期後所宣派、作出或派付的所有日後股息及分派。

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後，及在符合香港結算的股份收納規定的前提下，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，可自其各自於聯交所開始買賣的日期或由香港結算釐定的有關其他日期起，於中央結算系統寄存、結算及交收。聯交所參與者之間在任何交易日進行的交易，須於該日後第二個交收日在中央結算系統進行交收。所有中央結算系統活動均須遵守不時有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。

接納手續

任何人士(包括但不限於任何代理、託管人、代名人及受託人)如欲承購其供股項下的權利，必須使其信納其已全面遵守任何相關司法權區的適用法律，包括取得任何所需的政府或其他同意、符合任何其他所需的正式手續，以及於有關司法權區繳納任何發行、轉讓或其他應繳稅項。其登記地址位於香港以外任何司法權區或代表位於有關地址的人士持有股份的股東，務請注意下文「合資格股東及除外股東」一節。

合資格股東如欲全數承購其供股股份暫定配額，必須在不遲於二零一九年一月二十五日(星期五)下午四時正或本公司與包銷商可能協定的有關較後時間及/或日期，將整份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須於接納時繳付的全數股款送交過戶登記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。所有股款必須以港幣繳付。有關支票須以香港持牌銀行的銀行賬戶開出，而銀行本票則須由香港持牌銀行開出，並註明抬頭人為「TSC Group Holdings Limited — Rights Issue Account」及以「只准入抬頭人賬戶」劃線方式開出。有關付款將構成按照本暫定配額通知書及供股章程的條款以及在本公司組織章程細則的規限下接納暫定配額。本公司將不另發有關股款收據。

務請注意，除非原承配人或已獲有效轉讓該等權利的任何人士已在二零一九年一月二十五日(星期五)下午四時正前將填妥的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的適當股款送交過戶登記處，否則閣下的暫定配額及其項下的一切權利將被視作已遭拒絕及將被取消，而有關供股股份將可供其他合資格股東以額外申請表格申請認購。本公司可(全權酌情)將並未按相關指示填妥的暫定配額通知書視作有效，並對自行或由代表送交該通知書的人士具有約束力。本公司可要求有關申請人將未填妥之暫定配額通知書於稍後填妥。

分拆

倘閣下有意僅接納閣下的部分暫定配額或轉讓閣下部分可認購據此暫定配發予閣下的供股股份的權利或轉讓閣下全部或部分權利予超過一名人士，則原有暫定配額通知書必須在不遲於二零一九年一月十七日(星期四)下午四時三十分，連同清楚註明所需分拆暫定配額通知書數目及每份分拆暫定配額通知書包含的未繳股款供股股份數目(兩者合計應相等於本暫定配額通知書表格甲內乙欄所載暫定配發予閣下的供股股份數目)的信件交回及送交過戶登記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)，以供註銷，過戶登記處繼而將註銷原有暫定配額通知書，並按所要求的數額發出新暫定配額通知書，該通知書將於交回原有暫定配額通知書後第二個營業日上午九時正後在過戶登記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)可供領取。

務請注意，閣下於轉讓可認購相關供股股份的權利予承讓人及承讓人於接納有關權利時均須繳付香港從價印花稅。本公司可(全權酌情)將並未按相關指示填妥的暫定配額通知書視作有效，並對自行或由代表送交該通知書的人士具有約束力。

轉讓

倘閣下有意轉讓閣下全部暫定配額予另一名人士，則閣下應填妥及簽署本暫定配額通知書內的「轉讓及提名表格」(表格乙)，並將填妥及簽署的暫定配額通知書轉交閣下的暫定配額的承讓人或經手轉讓的人士。承讓人其後必須填妥及簽署本暫定配額通知書內的「登記申請表格」(表格丙)，並在不遲於二零一九年一月二十五日(星期五)下午四時正將整份本暫定配額通知書連同須於接納時繳付的全數股款送交過戶登記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)，以進行轉讓。

務請注意，閣下於轉讓可認購相關供股股份的權利予承讓人及承讓人於接納有關權利時均須繳付香港從價印花稅。本公司可(全權酌情)將並未按相關指示填妥的暫定配額通知書視作有效，並對自行或由代表送交該通知書的人士具有約束力。

本公司保留權利拒絕以任何人士為受益人登記任何轉讓，如本公司就此認為有關轉讓可能違反適用法律或監管規定。

惡劣天氣的影響

倘在下列時間懸掛8號或以上颱風信號，或發出「黑色」暴雨警告，則接納供股股份及支付股款的最後時間將不會於二零一九年一月二十五日(星期五)下午四時正發生：(i)在二零一九年一月二十五日(星期五)中午十二時正之前任何本地時間在香港懸掛或發出上述警告信號，但在中午十二時正之後取消。接納供股股份及支付股款的最後時間將順延至同一個營業日下午五時正；或(ii)在二零一九年一月二十五日(星期五)中午十二時正至下午四時正期間任何本地時間，在香港懸掛或發出上述警告信號。接納供股股份及支付股款的最後時間將改為下一個營業日(在該日上午九時正至下午四時正期間任何時間並無懸掛或發出任何該等警告信號)下午四時正。倘接納供股股份及支付股款的最後時間並未於二零一九年一月二十五日(星期五)發生，則本暫定配額通知書所述的日期可能受到影響。本公司將在切實可行的情況下盡快就預期時間表的任何變動以公告形式知會股東。

終止包銷協議

敬請注意，包銷協議給予通海證券權利在包銷協議所載的若干情況下，於最後終止時間前任何時間向本公司發出書面通知終止包銷協議。通海證券有權終止包銷協議的情況詳情載於供股章程「終止包銷協議」一節。

倘通海證券於最後終止時間前行使有關權利並發出終止包銷協議的通知，除包銷協議項下的若干權利或義務外，本公司於包銷協議項下再無任何義務或責任，通海證券對本公司亦再無任何義務或責任，而供股將不會進行。

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，而有關股款所賺取的全部利息將撥歸本公司所有。倘任何暫定配額通知書的隨附支票或銀行本票於首次過戶時未獲兌現，暫定配額通知書可遭拒絕受理，在此情況下，該暫定配額及其項下的一切權利將被視為已遭拒絕及將被取消。

供股股份的股票及供股的退款支票

待達成供股章程內「董事會函件—供股條件」一節所載的供股條件後，預期所有繳足股款供股股份(包括入賬列作繳足者，視乎情況而定)的股票將於二零一九年二月四日(星期一)或之前以平郵方式寄發予已接納及(如適用)已申請供股股份並已繳付股款的該等合資格股東，郵誤風險概由彼等自行承擔。除香港中央結算(代理人)有限公司外，閣下將會就配發及發行予閣下之所有供股股份及/或額外供股股份(如有)(均為繳足股款)獲發一張股票。有關全部或部分不被接納的額外供股股份申請的退款支票(如有)，預期將於二零一九年二月四日(星期一)或之前以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

額外供股股份

合資格股東可透過額外申請的方式申請任何已暫定配發但未獲合資格股東有效接納或未獲未繳股款供股股份可予放棄人士或承讓人另行認購的供股股份、任何屬除外股東任何未出售配額的供股股份及彙集零碎未繳股款供股股份產生之任何未售出供股股份。

額外供股股份僅可由合資格股東作出申請。倘合資格股東有意申請其暫定配額以外的額外供股股份，其必須根據額外申請表格上印列的指示填妥及簽署額外申請表格，並在不遲於二零一九年一月二十五日(星期五)下午四時正或本公司與包銷商可能協定的有關較後時間及/或日期前將額外申請表格連同有關所申請的額外供股股份於申請時應付款項的獨立支票或銀行本票送交過戶登記處。所有股款必須以港幣繳付。支票必須以香港持牌銀行的賬戶開出，而銀行本票由香港持牌銀行發出，並註明抬頭人為「**TSC Group Holdings Limited – Excess Application Account**」及以「**只准入抬頭人賬戶**」劃線方式開出。本公司可酌情將並未按相關指示填妥的額外申請表格視作有效，並對自行或由代表送交額外申請表格的人士具有約束力。本公司可要求有關申請人將未填妥之額外申請表格於稍後填妥。

董事會將根據以下原則，於切實可行的情況下按公平公正基準有權全權酌情分配額外供股股份(如有)：(1) 將不會優先處理為湊足所持碎股至完整買賣單位之申請，因若干投資者可能會濫用有關優先處理機制，藉著分拆其股份而收取數目較在不設優先處理機制下所獲者為多之供股股份，此乃非預期及非期望之後果；及(2) 視乎是否有額外供股股份，向已作出額外認購申請之合資格股東分配額外供股股份之比例，將以彼等所申請認購之額外供股股份數目為準，且將不會參考合資格股東以暫定配額通知書認購之供股股份或持有之股份數目。倘未獲合資格股東透過暫定配額通知書承購的供股股份總數多於透過額外申請表格申請的額外供股股份總數，則董事將向每名申請額外供股股份的合資格股東分配所申請的全部股份數目。

由代名人公司(包括香港中央結算(代理人)有限公司)持有股份之股份實益擁有人務請注意，就供股而言，董事會將根據本公司股東名冊把代名人公司視為單一股東。因此，股份登記於代名人公司名下之股份實益擁有人務請注意，上述與分配額外供股股份有關之安排將不提呈予個別實益擁有人，務請考慮會否於記錄日期前安排將有關股份以實益擁有人之名義登記。

零碎配額

按於記錄日期每持有一(1)股現有股份獲暫定配發一(1)股供股股份之基準，供股項下概無產生零碎供股股份配額。

派發本暫定配額通知書及其他章程文件

本暫定配額通知書只可寄發予合資格股東。

派發本暫定配額通知書及其他章程文件至香港以外的司法權區可能受法律限制。取得供股文件的任何人士(包括但不限於任何代理、託管人、代名人及受託人)應瞭解並遵守相關司法權區的適用限制。未能遵守有關限制或會構成違反任何該等司法權區的證券法或其他法例或規例。任何股東如對其狀況有任何疑問，應立即諮詢合適的專業顧問。尤其是，除本公司釐定的若干例外情況外，本暫定配額通知書及其他章程文件不應在、向或由任何香港以外司法權區分發、轉發或傳送。

除香港外，章程文件將不會根據任何司法權區的任何適用證券法例或同等法例登記或備案。

合資格股東及除外股東

為符合資格參與供股及接納根據本暫定配額通知書所暫定配發的供股股份，股東須於二零一九年一月十日(星期四)登記為本公司的股東，而非除外股東。

除外股東為於記錄日期在本公司股東名冊之登記地址位於董事經作出查詢後認為，基於有關地方法律之法例限制或當地有關監管機構或證券交易所之規定不向該等股東提呈供股股份實屬必要或權宜之地方之海外股東(如有)。

倘本公司相信接納任何供股股份申請會違反任何司法權區的適用證券或其他法律或法規，則其保留拒絕接納有關申請的權利。

收取本暫定配額通知書及／或任何其他供股文件或將未繳股款供股股份計入中央結算系統的股份戶口並不會亦將不會構成在提呈要約即屬違法的該等司法權區提呈要約，而在該等情況下，本暫定配額通知書及／或其他供股文件必須被視為僅供參考而發出，且不應複印或轉發。收取本暫定配額通知書及／或任何其他供股文件副本的人士(包括但不限於任何代理、託管人、代名人及受託人)，不應就供股在、向或自任何香港以外司法權區分發或寄發有關文件，或在任何香港以外司法權區向任何人士轉讓未繳股款供股股份。倘於任何司法權區的任何人士或其代理、託管人、代名人或受託人收取暫定配額通知書及／或任何其他供股文件，或將任何未繳股款供股股份計入其在中央結算系統的股份戶口，則其不應尋求承購有關未繳股款供股股份或轉讓本暫定配額通知書(或根據額外申請表格申請認購任何額外供股股份)或轉讓該等於中央結算系統的未繳股款供股股份(如適用)，除非該名人士能以本公司信納的方式展示或本公司全權酌情釐定有關行動將不會違反適用法律或監管規定。

一般事項

本暫定配額通知書連同(如相關)由獲發本暫定配額通知書的人士所簽署的轉讓及提名表格一經交回，即為交回的一名或多名人士有權處理暫定配額通知書及收取分拆的暫定配額通知書及／或供股股份股票的最終憑證。如需額外的供股章程副本，可於過戶登記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)索取。

所有文件(包括退款支票)將以平郵方式寄予相關申請人或其他應得的人士，郵誤風險概由彼等自行承擔。

收集個人資料—暫定配額通知書

本暫定配額通知書及接納其中所載的所有要約均須受香港法例管轄及按香港法例詮釋。預期繳足股款供股股份及未繳股款供股股份將以1,000股的每手買賣單位進行買賣。除另有說明者外，本暫定配額通知書內所提及的時間均為香港時間。

填妥、簽署及交回本暫定配額通知書，即閣下同意向本公司及／或其過戶登記處及彼等各自的顧問及代理披露個人資料及彼等所需而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》給予證券持有人權利可確定本公司或其過戶登記處是否持有其個人資料、索取有關資料的副本，以及更正任何不準確的資料。根據《個人資料(私隱)條例》，本公司及其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或有關政策及慣例以及持有資料種類的資料的所有要求，應寄往本公司的註冊辦事處(地址為香港九龍紅磡德豐街18號海濱廣場1座27樓2706-2709室)或根據適用法律不時通知的地點，並註明收件人為公司秘書或(視乎情況而定)過戶登記處的上述地址並以私隱條例事務主任為收件人。

代表董事會
TSC集團控股有限公司*
執行主席
王洪源

二零一九年一月十一日