

IMPORTANT  
重要提示

Reference is made to the prospectus (the "Prospectus") issued by Hon Kwok Land Investment Company, Limited (the "Company") dated 30 December 2013 in relation to the Rights Issue. Terms defined in the Prospectus shall bear the same meanings when used herein unless the context otherwise requires.

IF YOU ARE IN DOUBT AS TO THE CONTENTS OF THIS DOCUMENT OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES OF THE COMPANY, YOU SHOULD AT ONCE HAND THE PROSPECTUS AND THIS DOCUMENT TO THE PURCHASER(S) OR TRANSFERREE(S) OR TO THE BANK, LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER(S) OR TRANSFERREE(S).

THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES ("EXCESS APPLICATION FORM") EXPIRE AT 4:00 P.M. ON TUESDAY, 14 JANUARY 2014.

Dealing in the Shares and the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS and you should consult your 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.

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

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 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 Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date(s) as determined by HKSCC.

Operational Procedures in effect from time to time. 於本總配額通知書刊布後，本公司將繼續與香港結算有限公司合作，以確保其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部份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。

Operational Procedures in effect from time to time. 於本總配額通知書刊布後，本公司將繼續與香港結算有限公司合作，以確保其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部份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。



漢國置業有限公司  
Hon Kwok Land Investment Company, Limited

(Incorporated in Hong Kong with limited liability)  
(於香港註冊成立之有限公司)  
(Stock Code: 160)  
(股份代號: 160)

RIGHTS ISSUE OF 240,143,100 RIGHTS SHARES  
AT A SUBSCRIPTION PRICE OF HK\$2.70 PER RIGHTS SHARE  
ON THE BASIS OF ONE RIGHTS SHARE  
FOR EVERY TWO EXISTING SHARES PAYABLE IN FULL ON ACCEPTANCE  
BY NO LATER THAN 4:00 P.M. ON TUESDAY, 14 JANUARY 2014

Registered office of the Company and principal place of business in Hong Kong: 本公司註冊辦事處及香港主要營業地點:

23rd Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong  
香港  
干諾道中111號  
永安中心  
23樓

30 December 2013  
二零一三年十二月三十日

Registrar:  
Tricor Tengis Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong  
股份過戶登記處:  
卓佳證券有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

按認購價每股股份港幣2.70元  
及每持有兩股現有股份獲發一股股份之基準  
供股發行240,143,100股股份  
股款須不遲於二零一四年一月十四日(星期二)下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER  
暫定配額通知書

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

Form for shareholder name and address, divided into three sections: BOX A (甲欄), BOX B (乙欄), and BOX C (丙欄/HKS港幣).

Total number of Shares registered in your name(s) on Friday, 27 December 2013  
於二零一三年十二月二十七日(星期五)登記於閣下名下之股份總數

Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Tuesday, 14 January 2014  
暫定配發予閣下之供股股份總數，有關股款最遲須於二零一四年一月十四日(星期二)下午四時正接納時繳足

Total subscription monies payable  
應繳認購款項總額

Contact telephone no. 聯絡電話: \_\_\_\_\_

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES IN FULL, YOU MUST LODGE THIS DOCUMENT INTACT WITH THE REGISTRAR, TRICOR TENGIS LIMITED AT 26/F, TESBURY CENTRE, 28 QUEEN'S ROAD EAST, WANCHAI, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON TUESDAY, 14 JANUARY 2014. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND MUST BE FORWARDED EITHER BY CHEQUE DRAWN ON AN ACCOUNT WITH, OR CASHIER'S ORDER ISSUED BY, A LICENSED BANK IN HONG KONG. ALL SUCH CHEQUES OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO "HON KWOK LAND INVESTMENT COMPANY 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 REMITTANCES.

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

閣下如欲接納供股之暫定配額，必須將本文件整份連同匯款證明書以上列內所示之全數款項，於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)，所有款項均須以港幣繳付，並須以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該支票或銀行本票須註明抬頭人為「HON KWOK LAND INVESTMENT COMPANY LIMITED - RIGHTS ISSUE ACCOUNT」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。有關款項將不會發給收據。

IN THE EVENT OF TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, 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 AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購本文件所指之供股股份之權利時，每宗買賣均須繳付從價印花稅。除出售以外，餽贈或轉讓實益權益亦須繳付從價印花稅。在登記轉讓認購本文件所指之任何供股股份之權利前，須出示已繳付從價印花稅之證明。

**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 rights to subscribe for the Rights Share(s) comprised herein)  
(僅供有意轉讓本表格所列彼／彼等認購供股股份之全部權利之合資格股東填寫及簽署)

To: The Directors  
**Hon Kwok Land Investment Company, Limited**

致：漢國置業有限公司  
列位董事 台照

Dear Sirs,  
I/We\* hereby transfer all my/our\* rights to subscribe for the Rights Shares comprised in this Provisional Allotment Letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：  
本人／吾等\* 謹將本暫定配額通知書所列本人／吾等\*認購供股股份之全部權利轉讓予接受此權利並簽署下列登記申請表格（表格丙）之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署（所有聯名股東均須簽署）

\* Delete as appropriate  
\* 刪去不適用者

Date 日期：\_\_\_\_\_

NOTE: Hong Kong stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Share(s).  
附註：轉讓認購供股股份之權利須繳付香港印花稅。

**Form C**  
**表格丙**

**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 Share(s) has/have been transferred)  
(僅供已獲轉讓可認購供股股份權利之人士填寫及簽署)

To: The Directors  
**Hon Kwok Land Investment Company, Limited**

Dear Sirs,  
I/We\* request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our\* name(s) and I/we\* agree to accept the same on the terms set out in this Provisional Allotment Letter and the accompanying Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：  
本人／吾等\*謹請 閣下將表格甲中乙欄所列數目之供股股份登記於本人／吾等\*名下，本人／吾等\*同意按照本暫定配額通知書及隨附之章程所載之條款，並在貴公司之公司組織章程大綱及組織章程細則之規限下接納此等股份。

此致

漢國置業有限公司  
列位董事 台照

Existing Shareholder(s)  
please mark "X" in this box  
現有股東請在欄內填上「X」號

To be completed in block letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.  
請用英文大楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。  
For Chinese applicant, please provide your name in both English and Chinese.  
中國籍申請人請同時填寫中、英文姓名。

Name of applicant in English 申請人英文姓名	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(s) of joint applicants in English (if applicable) 聯名申請人英文姓名 (如適用)				
Address in English 英文地址				
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

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicant(s) must sign) 申請人簽署（所有聯名申請人均須簽署）

Date 日期：\_\_\_\_\_

\* Delete as appropriate  
\* 刪去不適用者

NOTE: Hong Kong Stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Share(s).  
附註：轉讓認購供股股份之權利須繳付香港印花稅。



# 漢國置業有限公司

## Hon Kwok Land Investment Company, Limited

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 160)

Dear Qualifying Shareholder(s),

Reference is made to the prospectus (the "Prospectus") issued by Hon Kwok Land Investment Company, Limited (the "Company") dated 30 December 2013 in relation to the Rights Issue. Terms defined in the Prospectus have the same meanings in this Provisional Allotment Letter unless the context indicates otherwise. In accordance with the terms and subject to the conditions set out in the Prospectus accompanying this document despatched to the Qualifying Shareholders, the Directors have provisionally allotted to you the Rights Shares on the basis of one Rights Share for every two Shares registered in your name on the register of members of the Company on the Record Date (i.e. Friday, 27 December 2013). Your holding of the Shares on the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B.

Any Rights Shares provisionally allotted, but not accepted, will be available for excess applications by the Qualifying Shareholders using the accompanying Excess Application Form.

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu in all respects with the then existing Shares in issue such that holders of such Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares.

The Prospectus Documents have not been registered or filed under the applicable securities laws or equivalent legislation of any jurisdiction other than Hong Kong.

It is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of the relevant jurisdictions, including the obtaining of any government or other consents and to pay any taxes and duties required to be paid in such jurisdictions, in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. For avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. The Company reserves the right to refuse to accept any acceptances of or applications for the Rights Shares where it believes that doing so would violate applicable securities or other laws or regulations of any territory or jurisdiction.

### Termination of the Underwriting Agreement

The Underwriter reserves the right to terminate the arrangements set out in the Underwriting Agreement, which shall be exercisable by notice in writing given by the Underwriter to the Company at any time prior to the Latest Time for Termination (or such later date and/or time as the Company and the Underwriter may agree in writing), if:

- (i) any of the following events occur which would, in the absolute opinion of the Underwriter, materially and adversely affect the business, financial or trading position or prospects of the Group as a whole or the success of the Rights Issue or the taking up of the Rights Shares by Shareholders or otherwise make it inexpedient or inadvisable for the Company or the Underwriter to proceed with the Rights Issue:
  - (a) the introduction of any new law or regulation or any material change in existing law or regulation or any material change in the judicial interpretation or application thereof or other occurrence of any nature whatsoever; or
  - (b) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, financial, regulatory, economic, currency 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) resulting in a material adverse change in, or which might reasonably be expected to result in a material adverse change in, political, economic or stock market conditions; or
  - (c) the imposition of any moratorium, suspension or material restriction on trading in securities generally or the Company's securities on the Stock Exchange occurring due to exceptional financial circumstances; or
  - (d) any material change in market conditions, taxation or exchange control or combination of circumstances in Hong Kong or elsewhere (including without limitation suspension or material restriction on trading in the securities of the Company); or
- (ii) the Underwriter shall receive notice of, or shall otherwise become aware of, the fact that any of the representations, or warranties contained in the Underwriting Agreement was, when given, untrue or inaccurate or would be untrue or inaccurate and the Underwriter shall, in its absolute opinion, determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the business, financial or trading position or prospects of the Group taken as a whole or is otherwise likely to have a materially prejudicial effect on the Rights Issue; or
- (iii) any change occurs in the circumstances of the Company or any member of the Group which would materially and adversely affect the business, financial or trading position or prospects of the Group as a whole; or
- (iv) there shall occur any event, or series of events, beyond the control of the Underwriter (including, without limitation, acts of government, strike, lock-out, fire, explosion, flooding, civil commotion, acts of war, acts of terrorism or acts of God) which, in the absolute opinion of the Underwriter, have or would have the effect of making any part of the Underwriting Agreement incapable of performance in accordance with its terms or which prevents the processing of applications and/or payments pursuant to the Rights Issue or pursuant to the underwriting thereof or which have or is likely to have a material prejudicial effect on the Rights Issue.

Upon the giving of the notice, all obligations of the Underwriter thereunder shall cease and determine and no party shall have any claim against any other party (save for any antecedent breaches thereof) and the Rights Issue shall not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

The Shares have been dealt in on an ex-rights basis from Thursday, 19 December 2013. Dealings in the Rights Shares in nil-paid form will take place from Thursday, 2 January 2014 to Thursday, 9 January 2014 (both days inclusive). If the conditions of the Rights Issue are not fulfilled in accordance with the Underwriting Agreement on or before the time and date specified therein, or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed.

Any Shareholders or other persons contemplating dealing in the Shares or nil-paid Rights Shares will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed, and are recommended to consult their own professional advisers.

### PROCEDURE FOR ACCEPTANCE AND PAYMENT

To take up all your provisional allotment and entitlements in full, you must lodge the whole of this original Provisional Allotment Letter intact with the Registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by the Registrar by no later than 4:00 p.m. on Tuesday, 14 January 2014. This will constitute acceptance of the provisional allotment and entitlements on the terms of this Provisional Allotment Letter and the Prospectus and subject to the memorandum and articles of association of the Company. All remittances must be made in Hong Kong dollars and must be forwarded either by cheques drawn on an account with, or cashier's orders issued by, a licensed bank in Hong Kong. All such cheques and cashier's orders must be made payable to "Hon Kwok Land Investment Company Limited - Rights Issue Account" and crossed "Account Payee Only". No receipt will be given for such remittances. All enquiries in connection with this Provisional Allotment Letter should be addressed to the Registrar at the above address.

It should be noted that unless this Provisional Allotment Letter, duly completed, together with the appropriate remittance as shown in Box C, has been received in the manner as described above by no later than 4:00 p.m. on Tuesday, 14 January 2014, whether by the original allottee or any person in whose favour the rights to subscribe for the Rights Shares(s) have been validly transferred, your provisional allotment and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a Provisional Allotment Letter as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete Provisional Allotment Letter to be completed by the relevant applicants at a later stage.

### TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you under the Provisional Allotment Letter, you must complete and sign the form of transfer and nomination (Form B), and hand this original Provisional Allotment Letter to the person(s) to or through whom you are transferring your rights under the Provisional Allotment Letter. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this Provisional Allotment Letter intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, so as to be received by the Registrar by no later than 4:00 p.m. on Tuesday, 14 January 2014. All remittances must be 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 "Hon Kwok Land Investment Company Limited - Rights Issue Account" and crossed "Account Payee Only". It should be noted that 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.

### SPLITTING

If you wish to accept only part of or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you, or to transfer your rights to more than one person, this original Provisional Allotment Letter must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Monday, 6 January 2014 to the Registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong which will cancel this original Provisional Allotment Letter and issue new Provisional Allotment Letters in the denominations required, which will be available for collection at the same place on the second Business Day after you surrender of the original Provisional Allotment Letter.

### FRACTIONS OF THE RIGHTS SHARES

The Company will not provisionally allot to and will not accept applications from Qualifying Shareholders for any fractions of Rights Shares. All fractions of Rights Shares will be aggregated and all nil-paid Rights Shares arising from such aggregation will be sold in the market and, if a premium (net of expenses) can be achieved, the Company will retain the proceeds from such sale(s) for its benefit. Any unsold fractions of Rights Shares will be made available for excess application by the Qualifying Shareholders.

### EXCESS RIGHTS SHARES

Qualifying Shareholders are entitled to apply, by way of excess application, for any unsold entitlements of the Excluded Shareholders, any unsold fractions of the Rights Shares and any Rights Shares provisionally allotted but not accepted by any Qualifying Shareholders or by any transferees of nil-paid Rights Shares. Applications for excess Rights Shares may be made by completing the Excess Application Forms and lodging the same with a separate remittance for the excess Rights Shares being applied for. It should be noted that the allotment of excess Rights Shares will be made by the Directors on a fair and equitable basis but applicants are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

Shareholders with their Shares held by nominee company (or which are held with CCASS) should note that the Board will regard the nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, investors whose Shares are registered in the names of nominees should note that the arrangement in relation to the allocation of excess Rights Shares will not be extended to beneficial owners individually.

If a Qualifying Shareholder wishes to apply for any Rights Shares in addition to his provisional allotment, he must complete and sign the enclosed Excess Application Form in accordance with the instructions printed on the Excess Application Form and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with Tricor Tengis Limited, the Registrar, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Tuesday, 14 January 2014. All remittances must be in Hong Kong dollars and must be forwarded either by cheques drawn on an account with, or cashier's orders issued by, a licensed bank in Hong Kong and made payable to "Hon Kwok Land Investment Company Limited - Excess Application Account" crossed "Account Payee Only". The Registrar will notify the relevant Qualifying Shareholders of any allotment of excess Rights Shares made to them. An announcement of the results of acceptance of and excess applications for the Rights Shares will be published on Monday, 20 January 2014.

### CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately upon receipt and all interest earned on such monies will be retained for the benefit of the Company. Any Provisional Allotment Letter in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation is liable to being rejected. Completion and return of a Provisional Allotment Letter with a cheque and/or cashier's order, whether by you or by any nominated transferee will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to other rights of the Company in respect thereof, the Company reserves the right to reject any Provisional Allotment Letter in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and, in such event, the relevant provisional allotment and all rights under the provisional allotment will be deemed to have been declined and will be cancelled.

### SHARE CERTIFICATES AND REFUND CHEQUES

It is expected that the certificates for all fully-paid Rights Shares will be posted by ordinary post by the Registrar, Tricor Tengis Limited, to those applicants who have accepted and/or applied for and paid for the Rights Shares at their own risk to their registered addresses on or before Tuesday, 21 January 2014.

You will receive one certificate for all the Rights Shares issued to you.

Subject to the fulfillment of the conditions of the Rights Issue, refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be despatched by ordinary post to the applicants at their own risk to their registered addresses on or before Tuesday, 21 January 2014.

### GENERAL

Lodgment of this Provisional Allotment Letter with, where relevant, the form of transfer and nomination 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 or parties lodging it to deal with the same and to receive split Provisional Allotment Letters and/or the certificates for Rights Shares.

This Provisional Allotment Letter and any acceptance of the offer contained therein shall be governed by, and construed in accordance with, the laws of Hong Kong.

Further copies of the Prospectus giving details of the Rights Issue are available from the Registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong during normal business hours.

By completing, signing and submitting the forms accompanying this Provisional Allotment Letter, 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 Rights Shares. The Personal Data (Privacy) Ordinance 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 in 23rd Floor, Wing On Centre, 111 Connaught Road Central, 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) to the Registrar at its address set out above for the attention of the Privacy Compliance Officer.

Yours faithfully,  
For and on behalf of the Board  
**Hon Kwok Land Investment Company, Limited**  
James Sai Wing Wong  
Chairman





# 漢國置業有限公司

## Hon Kwok Land Investment Company, Limited

(於香港註冊成立之有限公司)  
(股份代號: 160)

敬啟者:

謹此提述漢國置業有限公司(「本公司」)就供股所刊發日期為二零一三年十二月三十日之章程(「章程」)。除定義另有所指外,於章程所界定之詞彙於本暫定配額通知書中具相同涵義。根據隨本文件寄發予合資格股東之章程內所載之條款及條件,董事已按記錄日期(即二零一三年十二月二十七日(星期五))在本公司股東名冊登記於閣下名下每持有兩股股份獲發一股供股股份之基準,向閣下暫定配發供股股份。閣下於記錄日期所持有之股份數目列於甲欄,而暫定配發予閣下之供股股份數目則列於乙欄。

已暫定配發但不獲接納之供股股份,可供合資格股東以隨附之額外申請表格額外申請認購。

供股股份於配發、發行及繳足股款後將在各方面與當時已發行股份享有同等權益,即該等供股股份之持有人將有權收取於供股股份配發及發行日期當日或以後所宣派、作出或支付之所有日後股息及分派。

章程文件並未根據香港以外任何司法權區之適用證券法例或等同法例登記或存檔。

香港境外之任何人士如欲申請認購供股股份,有責任自行遵守有關司法權區之法律及法規,包括取得任何政府批准或其他同意,以及就此繳納該司法權區規定須支付之任何稅項及課稅。任何人士一旦接納供股股份之提呈,將被視為彼向本公司聲明及保證已全面遵守該等當地法律及規定。為免生疑,香港結算或香港中央結算(代理人)有限公司不受任何該等聲明及保證所規限。倘本公司認為接納或申請供股股份可能違反任何地區或司法權區之適用證券或其他法律或法規,則本公司保留權利拒絕受理接納或申請供股股份。

### 終止包銷協議

包銷商可於最後終止期限(或本公司與包銷商可能書面協定之較後日期及/或時間)前隨時透過向本公司發出書面通知之形式行使其保留終止包銷協議所載安排之權利:

- 倘發生以下任何事項,包銷商絕對酌情認為會對本集團之整體業務、財務或交易狀況或前景或供股之成功或股東認購供股股份造成嚴重及不利影響,或使本公司或包銷商不宜或不應進行供股:
  - 頒行任何新法律或規例或現行法律或規例出現任何重大變動,或其司法詮釋或應用出現任何重大變動或發生任何其他性質相類之事件;或
  - 任何政治、軍事、金融、監管、經濟、貨幣或其他性質(不論是否與上述者性質不同或屬於任何本地、國家或國際、爆發敵對狀態或武裝衝突或事態升級)之事件、發展或變動(不論是否本地、國家或國際或構成於本包銷協議日期之前及/或之後之一系列事件或變動,包括與現行狀況有關之事件或變動或其發展),導致或可能合理預期會導致政治、經濟或股票市場狀況出現重大不利變動;或
  - 由於發生特殊金融狀況導致於聯交所買賣之一般證券或本公司之證券施加任何禁售、暫停或重大限制;或
  - 香港或其他地方之市況、稅務或外匯管制或多於一種以上之情況之任何重大不利變動(包括但不限於買賣本公司證券之暫停或重大限制);或
- 包銷商將收到通知或知悉包銷協議所載之任何聲明或保證於作出時為不真實或不準確或可能為不真實或不準確,而包銷商將按其絕對酌情權決定任何該等不真實之聲明或保證代表或很可能代表本集團整體業務、財務或交易狀況或前景出現重大不利轉變或很可能嚴重損害供股;或
- 本公司或本集團任何成員公司發生任何轉變,並對本集團整體業務、財務或交易狀況或前景產生嚴重及不利影響;或
- 發生任何事件或一連串非包銷商所能控制之事件(包括但不限於政府行動、罷工、罷市、火災、爆炸、水災、公民暴動、戰爭、恐怖活動或天災),而包銷商絕對酌情認為,已經或可能導致包銷協議之任何部分不可按其條款履行,或妨礙根據供股或根據其下之包銷處理申請及/或付款,或已經或很可能會嚴重損害供股。

待包銷商發出通知後,包銷商在包銷協議項下所有責任將停止及終止,各訂約方將不可對另一方作出申索(惟包銷協議之任何先前違反除外),而供股將不會進行。

股東及潛在投資者於買賣股份時務須審慎行事。

股份已由二零一三年十二月十九日(星期四)起按除權基準買賣,未繳股款供股股份則於二零一四年一月二日(星期四)至二零一四年一月九日(星期四)(首尾兩天包括在內)止期間買賣。倘於根據包銷協議規定之其具體日期及時間之前,供股之條件未能達成,或包銷商終止包銷協議,供股將不會進行。

有意買賣股份或未繳股款供股股份之股東或其他人士須因而承擔供股未能成為無條件或未能落實進行的風險,故建議彼等諮詢自身之專業顧問。

### 接納及付款手續

閣下如欲接納全部暫定配額及享有權,須將本原有暫定配額通知書整份連同丙欄所示接納時應繳之全部款項,於二零一四年一月十四日(星期二)下午四時正前送交股份過戶登記處卓佳登捷時有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。辦妥上述手續即表示已按本暫定配額通知書與章程之條款,並在本公司之公司組織章程大綱及組織章程細則之規限下接納暫定配額及享有權。所有股款須以港幣支付,並在香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該等支票及銀行本票須註明抬頭人為「Hon Kwok Land Investment Company Limited - Rights Issue Account」,並以「只准入抬頭人賬戶」方式劃線開出。繳款將不會獲發收據。所有關於本暫定配額通知書之查詢應寄予本公司之股份過戶登記處(地址見上文)。

敬請注意,除非非正式填妥之暫定配額通知書連同丙欄所示之適當股款已如上文所述方式於二零一四年一月十四日(星期二)下午四時正前由原本獲配發人或任何獲有效承諾供股股份認購權之人士送達,否則閣下之暫定配額及一切有關權利及享有權將視作已被放棄並予以取消。本公司可全權酌情決定任何暫定配額通知書之有效性,並對自行或由代表遞交表格之人士具約束力(即使該等人士並未依照有關指示填妥表格)。本公司可要求有關未填妥之暫定配額通知書之申請人於稍後時間填妥有關表格。

### 轉讓

閣下如欲將下述認購根據暫定配額通知書暫定配發予閣下之供股股份之權利全部轉讓他人,則必須填妥及簽署轉讓及提名表格(表格乙),並將本原有暫定配額通知書交予閣下認購權之受讓人或轉讓經手人。受讓人須填妥及簽署登記申請表格(表格丙),並將本暫定配額通知書整份連同丙欄所示須於接納時繳足之款項於二零一四年一月十四日(星期二)下午四時正前送達股份過戶登記處卓佳登捷時有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港幣支付,並在香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付,註明抬頭人為「Hon Kwok Land Investment Company Limited - Rights Issue Account」,並以「只准入抬頭人賬戶」方式劃線開出。敬請留意,就有關供股股份之權利轉讓予受讓人及受讓人接納有關權利時須支付印花稅。

### 分拆認購權

倘閣下僅有意接納或轉讓部份閣下獲暫定配發之認購供股股份權利或轉讓閣下之權利予一名以上之人士,則本原有之暫定配額通知書必須於二零一四年一月六日(星期一)下午四時三十分前,交回股份過戶登記處卓佳登捷時有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓,以便註銷本原有之暫定配額通知書及按所要求之面額發出新暫定配額通知書,該等新暫定配額通知書可於閣下交回原有之暫定配額通知書後第二個營業日於同一地點領取。

### 供股股份之碎股

本公司將不會向合資格股東暫定配發供股股份之碎股及接受合資格股東任何供股股份之碎股申請。供股股份之所有碎股將予彙集及彙集產生之所有未繳股款供股股份將於市場上出售,而倘在扣除開支後可取得溢價,出售之所得款項將撥歸本公司所有。合資格股東可對任何該等未出售之供股股份碎股提出額外認購申請。

### 額外供股股份

合資格股東有權透過額外申請,申請任何未出售之除外股東配額、任何未出售之供股股份碎股、及任何已暫定配發但不獲任何合資格股東接納之供股股份,或任何未繳股款供股股份之受讓人並無認購之其他供股股份。申請人可填妥額外申請表格及就其申請之額外供股股份另付股款,申請額外供股股份。務請注意,額外供股股份將由董事按公平合理之基準配發,但不保證申請人可獲配發全部或任何所申請之額外供股股份。

股份由代理人公司持有(或由中央結算系統持有)之股東請注意,董事會將根據本公司股東名冊視該代理人公司(包括香港中央結算(代理人)有限公司)為單一股東。因此,投資者如以代理人名義登記股份,應注意關於分配額外供股股份之安排將不適用於個別實益擁有人。

合資格股東如欲申請認購其暫定配發以外之任何供股股份,則必須依照額外申請表格所載指示填妥及簽署該表格,並最遲於二零一四年一月十四日(星期二)下午四時正,連同就所申請額外供股股份須於申請時另行支付之股款一併交回股份過戶登記處卓佳登捷時有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港幣支付,並須以香港持牌銀行的銀行戶口開出之支票或由香港持牌銀行發出的銀行本票支付,註明抬頭人為「Hon Kwok Land Investment Company Limited - Excess Application Account」,以及「只准入抬頭人賬戶」劃線方式開出。股份過戶登記處將通知相關合資格股東獲配發的任何額外供股股份。本公司將於二零一四年一月二十日(星期一)刊發有關供股股份接納及額外申請結果之公告。

### 支票及銀行本票

全部支票及銀行本票於接獲後將立即過戶,而有關款項所產生之所有利息將撥歸本公司所有。支票或銀行本票於首次過戶時未能兌現,則任何有關之暫定配額通知書可遭拒絕受理。填妥及交回暫定配額通知書連同支票及/或銀行本票(不論由閣下或任何獲提名受讓人交回),即表示申請人保證該支票或銀行本票於首次過戶時兌現。倘任何支票或銀行本票於首次過戶時未能兌現,則本公司保留拒絕受理任何該等暫定配額通知書之權利,但不影響本公司之其他有關權利。在此情況下,暫定配額通知書所涉及的有關暫定配額及一切權利及享有權將視作已被放棄及予以取消。

### 股款及退款支票

預期所有繳足股款供股股份之股票將於二零一四年一月二十一日(星期二)或之前由股份過戶登記處卓佳登捷時有限公司以普通郵遞方式寄予已接納及/或申請並支付供股股份之申請人之登記地址,郵誤風險概由彼等自行承擔。

閣下將就所獲發行之全部供股股份獲發一張股票。

待供股之條件達成後,全部或部份不成功之額外供股股份申請(如有)之退款支票預期於二零一四年一月二十一日(星期二)或之前以普通郵遞方式按申請人登記地址寄發予申請人,郵誤風險由申請人承擔。

### 一般事項

將本暫定配額通知書連同(如有關)受讓人簽署之轉讓及提名表格一併交回,即已最終證明交回上述文件之人士有權處理本暫定配額通知書及轉讓及提名表格,並有權收取分拆認購權後之暫定配額通知書及/或供股股份股票。

本暫定配額通知書及任何接納本通知書所載之提呈均受香港法例監管,並按其詮釋。

載有供股詳情之章程可於正常辦公時間向股份過戶登記處卓佳登捷時有限公司索取,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

填妥、簽署及交回本暫定配額通知書隨附之表格,即表示閣下同意向本公司、股份過戶登記處及/或彼等各各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發之供股股份之人士之任何資料。《個人資料(私隱)條例》賦予證券持有人權利,可確定本公司或股份過戶登記處是否持有其個人資料,索取有關資料之副本及更正任何不準確之資料。根據《個人資料(私隱)條例》,本公司及股份過戶登記處有權處理任何查閱資料要求而收取合理費用。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之資料的所有要求,應寄往本公司之香港主要營業地點(香港干諾道中111號永安中心23樓)或根據適用法律不時通知之地點並以公司秘書為收件人或(視情況而定)寄往股份過戶登記處(於其上述地址)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

代表董事會  
漢國置業有限公司  
主席  
王世榮  
謹啟