

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回，方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.
閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之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。

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 13 AUGUST 2015.
本申請表格具有價值，但不可轉讓，並僅供下列之合資格股東使用。申請最遲須於二零一五年八月十三日(星期四)下午四時正前遞交。

Reference is made to the prospectus (the "Prospectus") issued by RCG Holdings Limited (the "Company") dated 30 July 2015 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

茲提述宏霸數碼集團(控股)有限公司(本公司)於二零一五年七月三十日刊發有關公開發售章程(章程)，除文義另有所指外，本表格所用詞彙與章程所界定者具有相同涵義。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算有限公司、香港聯合交易所有限公司(聯交所)及香港中央結算有限公司(香港結算)對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本申請表格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。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies" in appendix III to the Prospectus have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.

每份章程文件及於章程附錄三標題為「送呈公司註冊處處長文件」一節內所述之文件，已根據公司(清盤及雜項條文)條例第342C條之規定於香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對此等文件之內容概不負責。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares 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 Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. YOU SHOULD CONSULT YOUR 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.

發售股份獲批准於聯交所上市及買賣後，發售股份將獲香港結算接納為合資格證券，由發售股份於聯交所分別開始買賣日期或香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。中央結算系統內之一切活動均須根據不時生效之中央結算系統一般規則及中央結算系統連作程序規則進行。有關交收安排之詳情及該等安排對閣下之權利及權益可能構成之影響，閣下應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

RCG
RCG HOLDINGS LIMITED
宏霸數碼集團(控股)有限公司*
(a company incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock code: 802)
(股份代號: 802)

Branch share registrar and transfer office in Hong Kong:

Union Registrars Limited
A18/F, Asia Orient Tower
Town Place, 33 Lockhart Road
Wanchai, Hong Kong

香港股份過戶登記分處：
聯合證券登記有限公司
香港灣仔駱克道33號
中央廣場匯灑大廈A18樓

**OPEN OFFER ON THE BASIS OF FIVE OFFER SHARES
FOR EVERY ONE CONSOLIDATED SHARE
HELD ON THE RECORD DATE**

公開發售
基準為於記錄日期每持有一股合併股份可獲發五股發售股份

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER
THAN 4:00 P.M. ON THURSDAY, 13 AUGUST 2015**

股款須不遲於二零一五年八月十三日(星期四)
下午四時正前繳納時繳足

APPLICATION FORM
申請表格

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business
in Hong Kong:
Room 626-629,
Corporation Park
11 On Lai Street
Siu Lek Yuen, Sha Tin
New Territories
Hong Kong

香港主要營業地點：
香港
新界
沙田小瀝源
安麗街11號
企業中心626-629室

30 July 2015
二零一五年七月三十一日

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

Number of Shares registered in your name on Wednesday, 29 July 2015
於二零一五年七月二十九日(星期三)以閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 13 August 2015
有關閣下獲保證配發的發售股份數目，股款須於二零一五年八月十三日(星期四)下午四時正前於繳納時繳足

Box B
乙欄

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

Box C
丙欄

Application can only be made by the Qualifying Shareholder(s) named above.
Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.25).
認購申請僅可由上文列名之合資格股東作出。
請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.25港元計算)。

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

Box D
丁欄

Remittance enclosed
隨附股款
HK\$
港元

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of five Offer Shares for every one Consolidated Share held on the Record Date. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong by not later than 4:00 p.m. on Thursday, 13 August 2015. All remittance(s) for application of Offer Shares under assured allotment must be by cheques or banker's cashier orders 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 "RCG Holdings Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any person who were Non-Qualifying Shareholders.

All dates or deadlines specified in this Application Form refer to Hong Kong local time.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程所述者規限下，有關配額乃向於記錄日期名列本公司股東名冊並為合資格股東之股東作出，基準為按於記錄日期每持有一股合併股份可獲發五股發售股份。倘閣下欲申請認購任何發售股份，請填妥及簽署本申請表格並將表格連同申請認購發售股份涉及之全數應繳款項之足額股款，最遲於二零一五年八月十三日(星期四)下午四時正前交回本公司之香港股份過戶登記分處：聯合證券登記有限公司(地址為香港灣仔駱克道33號中央廣場匯灑大廈A18樓)。所有認購保證配發之發售股份股款必須為港元支票或銀行本票，支票須以香港持牌銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，並須註明抬頭人為「RCG Holdings Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。非合資格股東不得申請認購發售股份。

本申請表格所列之所有日期或截止時限均指香港本地時間。

Your attention is drawn to the sections headed "Conditions" and "Procedures for Application" in this Application Form.
請注意載於本申請表格以「條件」和「申請手續」為題的章節。

* For purpose of identification only
* 僅供識別

RCG

RCG HOLDINGS LIMITED

宏霸數碼集團(控股)有限公司*

(a company incorporated in Bermuda with limited liability)

(Stock code: 802)

CONDITIONS

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

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares that is equal to or less than your assured allotment set out in Box B by filing in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.25). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, no later than 4:00 p.m. on Thursday, 13 August 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong, made payable to "RCG Holdings Limited – Open Offer Account" and crossed "Account Payee Only" for application for Offer Shares. Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Thursday, 13 August 2015, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificates for the Offer Shares are expected to be posted by ordinary post to you on or before Tuesday, 25 August 2015 at your own risk. You will receive one share certificate for all fully-paid Offer Shares allotted and issued to you.

TERMINATION OF THE UNDERWRITING AGREEMENT

Notwithstanding anything contained in the Underwriting Agreement, if at any time prior to the Latest Time for Termination:

- (a) the success of the Open Offer would be materially and adversely affected by the development, occurrence or enforcement of:
 - (i) any new law or regulation or any change in existing laws or regulations which in the reasonable opinion of the Underwriter has or is likely to have a material adverse effect on the financial position of the Group as a whole;
 - (ii) any significant change (whether or not permanent) in local, national or international economic, financial, political or military conditions which in the reasonable opinion of the Underwriter is or would be materially adverse to the success of the Open Offer;
 - (iii) any significant change (whether or not permanent) in local, national or international securities market conditions or currency exchange rates or exchange controls which in the reasonable opinion of the Underwriter is or would be materially adverse to the success of the Open Offer, or makes it impracticable or inadvisable or inexpedient to proceed therewith;
 - (iv) any suspension of dealings in the Shares for any period longer than five consecutive Business Days after the date of the Underwriting Agreement (other than as a result of the Open Offer); or
 - (v) any moratorium, suspension or material restriction on trading in Shares or securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise at any time prior to the Latest Time for Termination;
- (b) any breach of any of the warranties, representations and undertakings as set out in the Underwriting Agreement in any material respect by the Company comes to the knowledge of the Underwriter;
- (c) any event occurs or any matter arises on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of such warranties, representations and undertakings in any material respect in such a manner as would in the absolute opinion of the Underwriter materially and adversely affect the financial position or business of the Group as a whole;
- (d) there is any such adverse change in the general affairs, management, business, stockholders' equity or in the financial or trading position of the Group as a whole which in the absolute opinion of the Underwriter is materially adverse to the success of the Open Offer; or
- (e) there is any change in the composition of the Board which in the absolute opinion of the Underwriter may affect the management and general affairs of the Company;

then and in any such case, the Underwriter may terminate the Underwriting Agreement without liability to the Company by giving notice in writing to the Company, served prior to the Latest Time for Termination.

In the event that the Underwriter terminates the Underwriting Agreement, all obligations of each of the parties to the Underwriting Agreement shall cease and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Underwriting Agreement except for, among others, any antecedent breach of any obligation under the Underwriting Agreement.

Any such notice shall be served by the Underwriter to the Company prior to the Latest Time for Termination. Upon termination of the Underwriting Agreement, the Open Offer will not proceed.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in this event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUSES OF THE OFFER SHARES

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

SHARE CERTIFICATES

Subject to fulfillment of the conditions of the Open Offer and save as otherwise provided in the Underwriting Agreement, share certificates for fully-paid Offer Shares are expected to be posted on Tuesday, 25 August 2015 to all Qualifying Shareholders who have applied for, accepted and paid for the Offer Shares by ordinary post at their own risks. Refund cheques in respect of the Offer Shares if the Open Offer is terminated are expected to be posted on Tuesday, 25 August 2015 by ordinary post to the applicants at their own risks.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses. Lodgment of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares. This Application Form and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

* For purpose of identification only



RCG HOLDINGS LIMITED
宏霸數碼集團(控股)有限公司*

(於百慕達註冊成立之有限公司)

(股份代號：802)

條件

1. 非合資格股東不得申請認購任何發售股份。
2. 概不會就已收之申請認購款項發出收據，惟預期申請獲全數或部份接納之發售股份之股票將以平郵方式按表格所列地址寄予承配人(或倘屬聯名承配人，則寄予排名首位之承配人)，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或聯合證券登記有限公司或其提名之任何人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及進行有關公司或人士可能認為必需或合宜之所有有關其他事宜以根據章程所述安排，將申請人所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及細則之規定。
5. 填妥及交回本申請表格連同支付發售股份的支票或銀行本票即構成申請人對支票或銀行本票在第一次過戶即獲兌現的保證。所有的支票或銀行本票在收到後都會過戶作兌現，而所有在有關的金錢上得到的利息(如有)都歸本公司所有。如果支票或銀行本票在第一次過戶時不獲兌現，本申請表格可能不獲受理，而在此情況下，發售股份的相關配額及一切有關權利將視為已遭拒絕而將予取消。
6. 本申請表格僅供本申請表格指明之人士使用，而其申請認購發售股份之權利不得轉讓。
7. 本公司保留權利，可接納或拒絕任何不符合本文件所載申請手續之發售股份認購申請。
8. 除非在有關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈申請認購發售股份之要約或邀請，否則於任何香港以外地區或司法權區收到章程或本申請表格之人士，概不得視為申請認購發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份，均有責任自行遵守一切有關司法權區之法例及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何有關稅項及稅款。填妥及交回本申請表格將構成有關申請人向本公司保證及聲明有關申請人已妥為遵守香港以外所有有關地區有關接納發售股份之所有登記、法律及監管規定。為免生疑問，特此說明，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。閣下如對本身之立場有任何疑問，應諮詢閣下之專業顧問。
9. 公開發售須待包銷協議成為無條件方可作實(詳情見章程「董事會函件」內所載「公開發售之條件」一節)。
10. 如本申請表格的英文版和中文版之間有差異，概以英文版為準。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列 閣下獲保證配發之有關發售股份數目。

倘閣下欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以0.25港元計算)。倘所收到之相應股款少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘閣下欲申請本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則閣下將被視作申請認購已收全數款項所代表數目之發售股份。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並最遲於二零一五年八月十三日(星期四)下午四時正前交回本公司之香港股份過戶登記處聯合證券登記有限公司，地址為香港灣仔駱克道33號中央廣場滙豐大廈A18樓。申請認購發售股份之所有股款須以港元繳付，支票及銀行本票須由香港持牌銀行之銀行賬戶開出，以「RCG Holdings Limited – Open Offer Account」為抬頭人並以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零一五年八月十三日(星期四)下午四時正前收到，否則 閣下申請認購發售股份之權利以及一切有關權利將視作被拒絕而予以註銷。

預期有關發售股份之股票將於二零一五年八月二十五日(星期二)或之前以平郵方式寄予閣下，郵誤風險概由閣下自行承擔。閣下將會就全部獲配發及發行之繳足股款發售股份獲發一張股票。

終止包銷協議

即使包銷協議載有任何其他規定，倘於最後終止時限前任何時間：

- (a) 下列事件之發生、出現或生效將對公開發售之成功造成重大不利影響：
 - (i) 頒布任何新法律或法規或現有法律或法規出現任何變動，而包銷商合理認為其現時或可能對本集團整體財務狀況構成重大不利影響；
 - (ii) 本地、國家或國際經濟、財政、政治或軍事情況出現任何重大變動(不論其是否為永久變動)，而包銷商合理認為該等變動現時或將會對公開發售之成功進行構成重大不利影響；
 - (iii) 本地、國家或國際證券市場情況或貨幣匯率或匯兌控制出現任何重大變動(不論其是否為永久變動)，而包銷商合理認為該等變動現時或將會對公開發售之成功進行構成重大不利影響，或導致不能或不適當或不適宜進行公開發售；
 - (iv) 於包銷協議日期後，股份暫停買賣超過五個連續營業日，惟因公開發售導致暫停買賣之情況除外；或
 - (v) 於最後終止時限前任何時間，由於特殊金融情況或任何其他原因，導致聯交所整體禁止或暫停股份或證券買賣或對股份或證券買賣施加重大限制；
- (b) 包銷商得悉本公司於任何重大方面違反包銷協議所載之任何保證、聲明及承諾；
- (c) 於包銷協議日期或之後並於最後終止時限之前發生之任何事件或出現之任何事宜，而倘該等事件或事宜於包銷協議日期之前發生或出現將會導致在任何重大方面產生任何有關保證、聲明及承諾，而包銷商全權認為將對本集團整體財務狀況或業務構成重大不利影響；
- (d) 本集團整體事務、管理、業務、股東權益或財務或營業狀況逆轉，而包銷商全權認為對公開發售之成功進行構成重大不利影響；或
- (e) 董事會成員出現任何變動，而包銷商全權認為可能影響本公司管理及整體事務；

隨後及於任何有關情況下，包銷商可於最後終止時限前透過向本公司發出書面通知的方式終止包銷協議，而毋須對本公司承擔任何責任。

若包銷商終止包銷協議，包銷協議下各訂約方之全部責任將予廢止，各訂約方均不得就因包銷協議所產生或與包銷協議有關之任何事項向任何其他訂約方提出任何申索，惟(其中包括)包銷協議項下任何責任之任何先前失責除外。

任何有關通知須由包銷商於最後終止時間前向本公司發出。終止包銷協議後，公開發售將不會進行。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶，而就有關股款所賺取之利息(如有)將全部撥歸本公司所有。填妥及遞交本申請表格及附上支付接納之發售股份的支票或銀行本票即構成 閣下對支票或銀行本票在第一次過戶即獲兌現的保證。凡隨附之支票或銀行本票於第一次過戶時未能兌現，則認購可遭拒絕受理，而在此情況下，保證配額及一切有關權利將視為已遭拒絕而將予取消。

發售股份之地位

發售股份一經配發、發行及繳足股款後，將在各方面與當時之已發行合併股份享有同等地位。發售股份之持有人將有權收取本公司於發售股份配發及發行日期後所宣派、作出或派付之全部日後股息及分派。

股票待公開發售條件獲達成後，除包銷協議另有訂明者外，繳足股款發售股份之股票預期將於二零一五年八月二十五日(星期二)以平郵方式寄發予已申請及接納發售股份並支付股款之合資格股東，郵誤風險概由彼等自行承擔。倘公開發售被終止，發售股份之退款支票預期將於二零一五年八月二十五日(星期二)以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

一般事項

所有文件均以平郵方式寄往應得人士的登記地址，郵誤風險概由彼等自行承擔。本申請表格於獲發申請表格之人士簽署後，一經交回，即為交回之人士有權處理申請表格及收取發售股份之有關股票之最終憑證。本申請表格及據此接納發售股份應受香港法例監管，並根據香港法例詮釋。

* 僅供識別

RCG

RCG HOLDINGS LIMITED 宏霸數碼集團(控股)有限公司*

(a company incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

(Stock code: 802)
(股份代號: 802)

To: RCG Holdings Limited
致: 宏霸數碼集團(控股)有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) stated in this Application Form, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.25 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept and undertake to accept that number of Offer Shares on the terms and conditions of the Prospectus dated 30 July 2015 and this Application Form and subject to the memorandum of association and the bye-laws of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send certificates in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為本申請表格所列之合資格股東，現申請認購乙欄(或，倘若僅填妥丁欄，則指丁欄)指定之發售股份數目，並附上按每股發售股份0.25港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此根據二零一五年七月三十日刊發之章程及本申請表格所載之條款及條件，以及貴公司之組織章程大綱及公司細則，接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並請貴公司將有關證書按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已細閱背頁所載各項條件及申請手續，並同意全部遵守。

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

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

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2015

日期: 二零一五年 _____ 月 _____ 日

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

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

** Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "RCG Holdings Limited – Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this Application Form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「RCG Holdings Limited – Open Offer Account」為抬頭人劃線開出(詳情請參閱本申請表格背頁「申請手續」一節)。

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

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

* For purpose of identification only
* 僅供識別