

Excess Application  
Form No.

--

**IMPORTANT**

Reference is made to the prospectus issued by REXLot Holdings Limited (the “**Company**”) dated 23 February 2018 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

**THIS EXCESS APPLICATION FORM (“EAF”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS ONLY FOR THE USE BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR THE EXCESS RIGHTS SHARES IN ADDITION TO THOSE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM. THIS EAF REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING PAL EXPIRES AT 4:00 P.M. ON MONDAY, 12 MARCH 2018.**

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

A copy of each of the Rights Issue Documents, together with copies of the documents specified in the paragraph headed “15. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility for the contents of any of these documents referred to above.

Dealings in the Shares and the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS operated by HKSCC and you should consult your stockbroker, other licensed securities dealer, 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.

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 both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms 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 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.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, 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 EAF. The Underwriting Agreement contains provisions entitling the Underwriters, by notice in writing to terminate the Underwriting Agreement (after consultation with the Company) at any time prior to the Latest Time for Termination, which is expected to be 4:00 p.m. on Tuesday, 13 March 2018, on the occurrence of certain events, which are set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus. If the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, the Rights Issue will not proceed. Please refer to the section headed “Letter from the Board – The Underwriting Agreement” in the Prospectus for further details of the conditions of the Underwriting Agreement.



To: The Directors  
**REXLot Holdings Limited**

Dear Sirs,

I/We, being the Qualifying Shareholder(s) named above, hereby irrevocably apply for \_\_\_\_\_ excess Rights Shares at the subscription price of HK\$0.051 per Rights Share under the Rights Issue in respect of which I/we enclose a separate remittance by cheque or cashier's order in favour of "**REXLOT HOLDINGS LIMITED – EAF ACCOUNT**" and crossed "**Account Payee Only**" issued for HK\$ \_\_\_\_\_ being the payment in full on application for the aforementioned number of excess Rights Shares.

I/We hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above my/our share certificate(s) for the number of additional Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application money refundable to me/us. I/We understand that allotment in respect of this application shall be made by the Directors at their discretion on a fair and equitable basis according to the principle that any excess Rights Shares will be allocated to the Qualifying Shareholders who apply for them on a pro rata basis with reference to the number of excess Rights Shares applied for, but no reference will be made to the number of Rights Shares applied for under a PAL or the existing 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 through the EAFs, the Directors will allocate in full to each Qualifying Shareholder the number of excess Rights Shares applied for under the EAFs. No preference will be given to topping-up odd-lot holdings to whole-board lot holdings. I/We also understand that beneficial owners whose Shares are held by a nominee company, or which are held in CCASS will be regarded as a single Shareholder on the register of members of the Company.

I/We, hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the memorandum of association and by-laws of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as holder(s) of such Rights Shares.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicants must sign)

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

Cheque/cashier's order number: \_\_\_\_\_

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

Contact telephone no.: \_\_\_\_\_

**THIS FORM IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES.** The Rights Shares (both in nil-paid and fully-paid forms), the PAL and this EAF have not been and will not be registered under the US Securities Act or under any securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Rights Issue Documents will not be registered under the applicable securities legislation of any jurisdictions other than Hong Kong.

## **PROCEDURES FOR APPLICATION**

This EAF should be completed and lodged, together with payment as to HK\$0.051 per Rights Share for the number of excess Rights Shares applied for, with the Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Monday, 12 March 2018. All remittances must be made by cheques or cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to **"REXLOT HOLDINGS LIMITED – EAF ACCOUNT"** and crossed **"Account Payee Only"**. All enquiries in connection with this EAF should be addressed to the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

All cheques and cashier's orders accompanying a completed EAF will be presented for payment upon receipt, and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of an EAF together with a cheque or cashier's order in payment for the excess Rights Shares applied for which are the subject of this form will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any application for excess Rights Shares in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation. Shareholders are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

## **DISTRIBUTION OF THIS EAF AND THE OTHER RIGHTS ISSUE DOCUMENTS**

This EAF shall only be sent to the Qualifying Shareholders. Distribution of this EAF and the other Rights Issue Documents into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this EAF or any of the other Rights Issue Documents come (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner who is in any doubt as to his/her/it position should consult an appropriate professional adviser without delay. In particular, subject to certain exceptions as agreed between the Company and the Underwriters, this EAF and the other Rights Issue Documents should not be distributed, forwarded to or transmitted in, into or from any of the specified territories. The Company reserves the right to refuse to permit any Shareholder to take up his/her/its nil-paid Rights Shares or apply for excess Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdictions.

## **QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS**

To qualify for the Rights Issue and to apply for excess Rights Shares under this EAF, a Shareholder must at the close of business on Thursday, 22 February 2018 be registered as members of the Company and must not be a Non-Qualifying Shareholder.

The Non-Qualifying Shareholders are those Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose address(es) as shown on such register is (are) outside Hong Kong where the Directors, after making relevant enquiries pursuant to Rule 13.36(2)(a) of the Listing Rules, consider it necessary or expedient to exclude any such Shareholders from the Rights Issue 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.

Receipt of this EAF and/or any other Rights Issue Documents 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 EAF and/or the other Rights Issue Documents must be treated as sent for information only and should not be copied or redistributed.

Notwithstanding any other provision in this EAF or any other Rights Issue Documents, the Company reserves the right to permit any Shareholder to apply for excess Rights Shares if the Company in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions in question.

## **REPRESENTATIONS AND WARRANTIES**

By completing, signing and submitting this EAF, each subscriber for the Rights Shares hereby represents and warrants to the Company and to any person acting on his/her/its behalf, unless in his/her/its sole discretion the Company waives such requirement expressly in writing that:

- he/she/it was a Qualifying Shareholder as at Thursday, 22 February 2018;
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Shares and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- he/she/it is not resident or located in, or a citizen of, the US;
- he/she/it is not accepting an offer to acquire or take up the nil-paid Rights Shares or Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of, the US at the time the instruction to accept was given;
- he/she/it is not taking up for the account of any person who is located in the US, unless (a) the instruction to purchase or take up the nil-paid Rights Shares or to subscribe for or accept Rights Shares was received from a person outside the US and (b) the person giving such instruction has confirmed that it (1) has the authority to give such instruction and (2) either (A) has investment discretion over such account or (B) is an investment manager or investment company that is acquiring the nil-paid Rights Shares and/or the Rights Shares in an “offshore transaction” within the meaning of Regulation S;

- he/she/it is acquiring the nil-paid Rights Shares and/or the Rights Shares in an “offshore transaction” as defined in Regulation S;
- he/she/it has not been offered the Rights Shares by means of any “directed selling efforts” as defined in Regulation S;
- he/she/it is not acquiring the nil-paid Rights Shares or Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of such nil-paid Rights Shares or Rights Shares into the US; and
- he/she/it understands that neither the nil-paid Rights Shares nor the Rights Shares have been or will be registered under the US Securities Act or with any securities regulatory authority of any state, territory, or possession of the US and the nil-paid Rights Shares and Rights Shares are being distributed and offered only outside the US in reliance on Regulation S. Consequently, he/she/it understands the nil-paid Rights Shares or Rights Shares may not be offered, sold, allotted, taken up, exercised, resold, renounced, pledged, delivered, distributed or otherwise transferred in or into the US, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act.

For details of important notices and representations and warranties relating to each subscriber under this EAF, please refer to the section headed “Letter from the Board – The Rights Issue – Excess application for the Rights Shares” in the Prospectus. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the representations and warranties above.

## **GENERAL**

You will be notified by the Company of any allotment of excess Rights Shares made to you. Where the number of excess Rights Shares applied for under one EAF is greater than the total number of Rights Shares being offered under the Rights Issue (other than the IU Shares), being 5,014,247,669 Rights Shares, such application (other than from a nominee company) would be treated as invalid and be rejected. All documents, including refund cheques and share certificate(s) for all Rights Shares, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto (except HKSCC Nominees Limited). This EAF and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong. References in this EAF to times and dates are to Hong Kong times and dates unless otherwise stated.

If you have questions in relation to the Rights Issue, please address your questions to the Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong during business hours from 9:00 a.m. to 4:30 p.m., Monday to Friday (other than Hong Kong public holidays).

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