

Hong Kong Branch Share  
Registrar and Transfer  
office:

Tricor Abacus Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

*Ginwa*  
世紀金花



**CENTURY GINWA RETAIL HOLDINGS LIMITED**

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 162)

Registered Office:  
Clarendon House,  
2 Church Street,  
Hamilton HM11,  
Bermuda

Principal place of business  
in Hong Kong:  
Unit 301, 3/F,  
OfficePlus@Wan Chai  
303 Hennessy Road,  
Wanchai,  
Hong Kong

23 April 2018

**RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE  
FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE  
AT HK\$0.38 PER RIGHTS SHARE PAYABLE IN FULL ON ACCEPTANCE  
BY NO LATER THAN 4:00 P.M. ON TUESDAY, 8 MAY 2018**

**FORM OF APPLICATION FOR EXCESS RIGHTS SHARES ("EAF")**

Name(s) and address of Qualifying Shareholder(s)

Application can only be made by the Qualifying  
Shareholder(s) named here.

Total number of excess Rights Share(s) applied for

Box A

Total subscription monies paid for the excess Rights  
Shares in HK\$

Box B

To: The Directors  
**Century Ginwa Retail Holdings Limited**

Dear Sirs,

I/We, being the Qualifying Shareholder(s) named above, hereby irrevocably apply for excess Rights Share(s) (write the number of shares in Box A) at the Subscription Price of HK\$0.38 per Rights Share under the Rights Issue.

I/We enclose a separate remittance by cheque or cashier's order in favour of "CENTURY GINWA RETAIL HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" issued for HK\$ (write the full amount in Box B) being 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 as may be determined by the Directors any smaller 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 excess Rights Shares allotted to me/us in respect of this application and/or a cheque for any application monies refundable to me/us. I/We understand that allotment of excess Rights Shares in respect of this application shall be made by the Directors at their discretion on a pro rata basis in proportion to the number of excess Rights Shares applied for under each application. No reference will be made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by Qualifying Shareholders. No preference will be given to topping up odd lots to whole board lots.

I/We acknowledge that I am/we are not guaranteed to be allotted any of the excess Rights Shares applied for.

I/We, hereby undertake to accept such number of additional Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the amended and restated bye-laws of the Company. In respect of any additional 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: \_\_\_\_\_ 2018

Contact Tel No: \_\_\_\_\_

香港股份過戶登記分處：  
卓佳雅柏勤有限公司  
香港  
皇后大道東183號  
合和中心22樓




**世紀金花**

**CENTURY GINWA RETAIL HOLDINGS LIMITED**

**世紀金花商業控股有限公司**

(於百慕達註冊成立之有限公司)

(股份代號：162)

註冊辦事處：  
Clarendon House,  
2 Church Street,  
Hamilton HM11,  
Bermuda

香港主要營業地點：  
香港  
灣仔  
軒尼詩道303號  
協成行灣仔中心  
3樓301室

按於記錄日期每持有一(1)股股份可獲發一(1)股供股股份之基準  
按每股供股股份0.38港元之價格進行供股  
股款須於接納時(不遲於二零一八年五月八日(星期二)下午四時正)繳足

二零一八年四月二十三日

額外供股股份申請表格(「額外申請表格」)

合資格股東之姓名／名稱及地址

只供本欄所指定之合資格股東作出申請。

所申請額外供股股份之總數目

甲欄

額外供股股份之應繳款總額(港元)

乙欄

致：世紀金花商業控股有限公司  
列位董事 台照

敬啟者：

本人／吾等為上述之合資格股東，現謹以不可撤回方式根據供股按每股供股股份0.38港元之認購價申請認購(填寫股份數目於甲欄)股額外供股股份。

本人／吾等隨附以「只准入抬頭人賬戶」方式劃線開出以「CENTURY GINWA RETAIL HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT」為抬頭人之獨立港元股款支票或銀行本票，支付須於申請時繳足之上述額外供股股份數目之全部款項(填寫總金額於乙欄)。本人／吾等謹請閣下向本人／吾等配發所申請(或董事可能釐定之較少數目)之額外供股股份，並以平郵按上列地址將本人／吾等根據是項申請獲配發數目之額外供股股份之股票及／或任何有關申請款項之退款支票寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等明白根據是項申請所作之額外供股股份配發概由董事酌情根據各項申請所申請認購之額外供股股份數目按比例作出。概將不會參照以暫定配額通知書申請認購之供股股份或合資格股東所持有之現有股份數目。概不會優先處理湊足完整買賣單位之申請。

本人／吾等知悉本人／吾等不獲保證配發任何所申請認購之額外供股股份。

本人／吾等謹此承諾接納按供股章程所載條款以及貴公司之經修訂及重列公司細則規定可能配發予本人／吾等上述有關數目之額外供股股份。就本人／吾等獲配發之任何額外供股股份而言，本人／吾等授權閣下將本人／吾等姓名列入貴公司股東名冊，作為該等供股股份之持有人。

1.  2.  3.  4.

申請人簽署(所有聯名申請人均須簽署)

支票／銀行本票的付款銀行名稱：\_\_\_\_\_

支票／銀行本票號碼：\_\_\_\_\_

日期：二零一八年\_\_\_\_\_月\_\_\_\_\_日

聯絡電話號碼：\_\_\_\_\_

## IMPORTANT

**THIS FORM OF APPLICATION FOR EXCESS RIGHTS SHARES (“EAF”) IS VALUABLE AND IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR THE RIGHTS SHARES IN ADDITION TO THOSE ALLOTTED PROVISIONALLY TO HIM/HER/THEM. APPLICATION MUST BE RECEIVED BY 4:00 P.M. ON TUESDAY, 8 MAY 2018.**

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS FORM, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.**

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

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed “15. Documents delivered to the Registrar of Companies in Hong Kong” 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 (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of the Prospectus Documents or any other documents referred to above.

Dealings in the Shares may be settled through CCASS operated by Hong Kong Securities Clearing Company Limited (“HKSCC”) and you should consult your 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.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (“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.

The Rights Issue is conditional on, among other things, the Underwriting Agreement having become unconditional and not terminated upon the fulfillment or waiver (if capable of being waived) of the conditions of the Underwriting Agreement. It should be noted that the Underwriting Agreement contains provisions entitling the Underwriter by written notice to the Company at any time prior to the Latest Time for Termination to terminate its obligations under the Underwriting Agreement on the occurrence of certain events. These events are set out under the section headed “Termination of the Underwriting Agreement” of the Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

It should be noted that the Shares have been dealt with on an ex-rights basis on Thursday, 12 April 2018. Dealings in the Rights Shares in the nil-paid form will take place from Wednesday, 25 April 2018 to Thursday, 3 May 2018 (both days inclusive). Any Shareholders or other persons dealing or contemplating dealing in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases), and any dealings in the nil-paid Rights Shares between Wednesday, 25 April 2018 to Thursday, 3 May 2018 (both days inclusive), shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealing in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.

This form of application for excess Rights Shares and any acceptance of and application made on it are governed by and shall be construed in accordance with the laws of Hong Kong.

## 重要提示

本額外供股股份申請表格(「額外申請表格」)具有價值及不可轉讓，並僅供有意申請認購彼所獲暫定配發以外之供股股份之下述合資格股東使用。認購申請必須於二零一八年五月八日(星期二)下午四時正前送達。

閣下如對本表格之任何方面或應採取之行動有任何疑問，或如已出售或轉讓閣下全部或部分本公司股份，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

茲提述世紀金花商業控股有限公司(「本公司」)就供股所刊發日期為二零一八年四月二十三日之供股章程(「供股章程」)。除文義另有所指外，供股章程所界定之詞彙在本表格內具有相同涵義。

各供股章程文件連同供股章程附錄三「15.送呈香港公司註冊處處長之文件」一段所述文件，已根據香港法例第32章公司(清盤及雜項條文)條例第342C條向香港公司註冊處處長登記。香港公司註冊處處長、香港聯合交易所有限公司及香港證券及期貨事務監察委員會對任何供股章程文件或上述任何其他文件之內容概不負責。

股份之交易可透過香港中央結算有限公司(「香港結算」)管理之中央結算系統結算。有關該等結算之安排以及該等安排對閣下權利及權益可能造成之影響，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所」)及香港結算對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本文件全部或任何部分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。

供股須待(其中包括)包銷協議之條件獲達成或豁免(如可獲豁免)後包銷協議成為無條件及並無終止，方告作實。謹請注意，包銷協議載有條款，據此包銷商有權於發生若干事件時，在最後終止時限前任何時間向本公司發出書面通知以終止其於包銷協議下之責任。該等事件載於供股章程「終止包銷協議」一節。倘包銷協議由包銷商終止或並無成為無條件，供股將不會進行。

務請注意，股份已自二零一八年四月十二日(星期四)起按除權基準買賣。以未繳股款形式買賣供股股份將由二零一八年四月二十五日(星期三)至二零一八年五月三日(星期四)(包括首尾兩日)進行。任何於直至供股之所有條件獲達成當日(及包銷商終止包銷協議之權利屆滿當日)買賣或擬買賣股份，及於二零一八年四月二十五日(星期三)至二零一八年五月三日(星期四)(包括首尾兩日)期間買賣任何未繳股款供股股份之股東或其他人士將承擔供股可能無法成為無條件或可能不會進行之風險。任何擬買賣股份或未繳股款供股股份之股東或其他人士應諮詢其本身之專業顧問。

本額外供股股份申請表格以及據此作出之任何接納及申請受香港法例規管並按其詮釋。

This form should be completed and lodged, together with payment as to HK\$0.38 per Rights Share for the number of excess Rights Shares applied for, with the Company's Hong Kong Branch Share Registrar and Transfer Office, Tricor Abacus Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received by no later than 4:00 p.m. on Tuesday, 8 May 2018. All remittances must be made in Hong Kong dollars by cheques which must be drawn on a bank account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**CENTURY GINWA RETAIL HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT**" and must be crossed "**ACCOUNT PAYEE ONLY**". All enquiries in connection with this EAF should be addressed to the Company's Hong Kong Branch Share Registrar and Transfer Office, Tricor Abacus Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Completion and return of this EAF together with a cheque or a 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 that the cheque or the cashier's order will be honoured on first presentation. All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. If any cheque or cashier's order accompanying this application is dishonoured on first presentation, without prejudice to the other rights of the Company, this EAF is liable to be rejected.

The Prospectus Documents issued in connection with the Rights Issue have not been registered or filed under any applicable securities or equivalent legislation of any jurisdiction other than the applicable laws in Hong Kong. Save as described under the paragraph headed "Qualifying Shareholders" in the section headed "Letter from the Board" in the Prospectus, no action has been taken to permit the offering of the Rights Shares or the distribution of any Prospectus Documents issued in connection with the Rights Issue in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory 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 anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy itself/himself/herself as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connection therewith.

You will be notified by the Company's Hong Kong Branch Share Registrar and Transfer Office of any allotment of excess Rights Shares made to you. If no excess Rights Shares are allotted to you, a refund cheque for the full amount tendered on application without interest will be posted to you by ordinary post to your registered address at your own risk and, if the number of excess Rights Shares allotted to you is less than that applied for, a cheque for the surplus application monies without interest will be posted to you by ordinary post to your registered address at your own risk. Such posting is expected to take place on or before Wednesday, 16 May 2018. Any such cheque will be drawn in favour of the person(s) named on this form. It is expected that the share certificates in respect of the excess Rights Shares will be posted by ordinary post at your own risk to your registered address on or before Wednesday, 16 May 2018. 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.

本表格填妥後須連同按所申請額外供股股份數目支付每股供股股份0.38港元之股款，不遲於二零一八年五月八日(星期二)下午四時正前送達本公司香港股份過戶登記分處卓佳雅柏勤有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款均須以香港持牌銀行賬戶開出的港元支票或者香港持牌銀行發出的港元銀行本票繳付，並註明抬頭人為「**CENTURY GINWA RETAIL HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT**」及以「只准入抬頭人賬戶」方式劃線開出。所有關於本額外申請表格之垂詢應寄予本公司香港股份過戶登記分處卓佳雅柏勤有限公司(地址為香港皇后大道東183號合和中心22樓)。

填妥及交回本額外申請表格連同支付申請認購本表格所述額外供股股份之付款支票或銀行本票，即構成申請人作出保證，表示該支票或銀行本票將於首次過戶時可獲兌現。所有支票及銀行本票將於收訖後即時過戶，而有關款項所賺取之全部利息將撥歸本公司所有。在不影響本公司之其他權利之情況下，倘隨附之任何支票或銀行本票於首次過戶時不獲兌現，則本額外申請表格將會遭拒絕受理。

就供股刊發之供股章程文件並無根據香港之適用法例以外任何司法權區之任何適用證券法或同等法例登記或存檔。除供股章程內「董事會函件」一節中「合資格股東」一段所述者外，本公司並無採取任何行動，以獲准在香港以外任何地區提呈供股股份或派發就供股刊發之供股章程文件。因此，在香港以外任何地區接獲供股章程文件的人士，除非於有關地區可合法提出申請供股股份的要約或邀請而毋須辦理任何登記手續或遵守其他法律及監管規定，否則不得視之為申請供股股份的要約或邀請。身居香港以外地區而有意申請認購供股股份的任何人士，有責任自行遵守所有有關地區的法律及規例(包括取得任何政府或其他同意及繳付任何有關地區就此而規定繳付的任何稅項及徵稅)。

閣下將獲本公司香港股份過戶登記分處通知 閣下之額外供股股份配額。倘 閣下未獲配發任何額外供股股份，申請時繳交之全數款項之退款支票將不計利息以平郵寄予 閣下之登記地址，郵誤風險概由 閣下自行承擔。倘 閣下獲配發額外供股股份之數目少於申請認購者，則額外申請之餘款之支票亦將不計利息以平郵寄予 閣下之登記地址，郵誤風險概由 閣下自行承擔。有關支票預期將於二零一八年五月十六日(星期三)或之前寄出。任何有關支票將以本表格所列人士為抬頭人發出。預期額外供股股份之股票將於二零一八年五月十六日(星期三)或之前以平郵寄予 閣下之登記地址，郵誤風險概由 閣下自行承擔。 閣下(香港中央結算(代理人)有限公司除外)將會就所有獲配發及發行之繳足股款供股股份及／或額外供股股份(如有)收取一張股票。

All documents, including cheques for amount due, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto to their registered address by the Company's Hong Kong Branch Share Registrar and Transfer Office. This EAF and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

If the Underwriter exercises the termination rights, the Rights Issue will not proceed. Full details of the termination rights of the Underwriter are set out in the Prospectus.

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

所有文件(包括退款支票)將由本公司香港股份過戶登記分處以平郵寄往有關申請人或其他有權收取文件之人士之登記地址，郵誤風險概由收件人承擔。本額外申請表格及根據其所作之全部申請均須受香港法例規管並按其詮釋。

倘包銷商行使終止權利，則供股將不會進行。有關包銷商終止權利之詳盡資料載於供股章程。

每份申請須隨附獨立開出之支票或銀行本票  
本公司將不另發股款收據