

**To be valid, the whole of this Provisional Allotment Letter must be returned.**  
本暫定配額通知書必須整份交還，方為有效。

**IMPORTANT**  
**重要提示**

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“EAF”) EXPIRES AT 4:00 P.M. ON TUESDAY, 10 JULY 2018 (OR SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH “EFFECT OF BAD WEATHER” OVERLEAF).**

**IF YOU ARE IN ANY DOUBT ABOUT THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF RENHE COMMERCIAL HOLDINGS COMPANY LIMITED (THE “COMPANY”), YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.**

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

Capitalised terms used herein have the same meaning as those defined in the prospectus issued by the Company dated 25 June 2018 (the “Prospectus”) unless the context otherwise requires.

Dealings in the securities of the Company and the Rights Shares (in their nil-paid and fully paid forms) may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the 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 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 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.

A copy of each of the Rights Issue Documents, together with the document mentioned in the paragraph headed “16. 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 under section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of the documents referred to above.

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by not later than 4:00 p.m. on Tuesday, 10 July 2018. All remittances must be made by cheque or cashier’s order 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 “**RENHE COMMERCIAL HOLDINGS COMPANY LIMITED — PAL**” and crossed “**Account Payee Only**”.

此乃有價值及可轉讓之暫定配額通知書(「暫定配額通知書」)，應即時處理。本暫定配額通知書及隨附之額外申請表格(「額外申請表格」)所載要約將於二零一八年七月十日(星期二)下午四時正(或其較後時間及／或背頁「惡劣天氣之影響」一段所述之日期)結束。

閣下如對本暫定配額通知書或應採取之行動有任何疑問，或如閣下已出售或轉讓閣下名下全部或部分人和商業控股有限公司\*(「本公司」)之股份，應諮詢閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本暫定配額通知書之內容概不負責，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暫定配額通知書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。

除文義另有所指外，本暫定配額通知書所用詞彙與本公司所刊發日期為二零一八年六月二十五日之供股章程(「供股章程」)所界定者具有相同涵義。

本公司證券及未繳股款及繳足股款供股股份之買賣可透過中央結算系統進行交收，而閣下應就該等交收安排之詳情及該等安排可能對閣下之權利及享有權構成之影響諮詢閣下之股票經紀或其他持牌證券交易商或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

待聯交所批准未繳股款及繳足股款供股股份上市及買賣，並符合香港結算之證券收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份各自開始於聯交所買賣當日或香港結算指定之其他日期起，可於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日之交易必須於其後第二個交易日在中央結算系統進行交收。所有於中央結算系統進行之活動必須遵照不時生效之《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。

各份供股文件的副本連同供股章程附錄三中「16.送交公司註冊處處長的文件」一段所指之文件，已經遵照《公司(清盤及雜項條文)條例》第342C條之規定由香港公司註冊處處長註冊。香港證券及期貨事務監察委員會及香港公司註冊處處長對上述任何文件之內容概不負責。

倘閣下有意行使閣下之權利認購本暫定配額通知書註明之所有供股股份，閣下必須不遲於二零一八年七月十日(星期二)下午四時正按照本暫定配額通知書印列之指示將暫定配額通知書連同須於接納時繳付之全部股款送交股份登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款均須以港元支票或銀行本票繳付，而有關支票或銀行本票則須以香港之持牌銀行賬戶付款或由香港之持牌銀行開出，註明抬頭人為「**RENHE COMMERCIAL HOLDINGS COMPANY LIMITED — PAL**」，並以「**只准入抬頭人賬戶**」劃線方式開出。

Hong Kong Branch Share  
Registrar and Transfer Office:  
**Computershare Hong Kong  
Investor Services Limited**  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

香港股份過戶登記分處：  
香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716號舖



**Renhe Commercial Holdings Company Limited**  
**人和商業控股有限公司\***

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

(Stock Code: 1387)  
(股份代號：1387)

Principal Place of Business  
in Hong Kong:  
Suites 1701-1703,  
One International  
Finance Centre  
1 Harbour View Street,  
Central  
Hong Kong

香港主要營業地點：  
香港  
中環  
港景街一號  
國際金融中心一期  
1701-1703室

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

**RIGHTS ISSUE AT THE SUBSCRIPTION PRICE  
OF HK\$0.163 EACH ON THE BASIS OF  
THREE RIGHTS SHARE FOR  
EVERY TEN EXISTING SHARES  
HELD ON THE RECORD DATE PAYABLE IN FULL  
ON ACCEPTANCE BY NO LATER THAN  
4:00 P.M. ON TUESDAY, 10 JULY 2018**  
以每股認購價0.163港元  
按於記錄日期每持有十股  
現有股份獲配三股供股股份的  
基準供股發行供股股份  
最遲須於二零一八年七月十日(星期二)  
下午四時正接納時繳足

25 June 2018  
二零一八年六月二十五日

**PROVISIONAL ALLOTMENT LETTER**  
**暫定配額通知書**

Provisional Allotment Letter Number  
暫定配額通知書編號

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

[ ]

Total number of Shares registered in your name(s) on Wednesday, 20 June 2018  
於二零一八年六月二十日(星期三)登記於閣下名下之股份總數

BOX A  
甲欄 [ ]

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, 10 July 2018  
暫定配發予閣下之供股股份數目，股款最遲須於二零一八年七月十日(星期二)下午四時正接納時繳足

BOX B  
乙欄 [ ]

Total subscription monies payable on acceptance in full  
接納時應全數繳付之認購股款總額

BOX C  
丙欄 HKS  
港元 [ ]

Any payments for Rights Shares should be rounded up to 2 decimal points.  
供股股份之任何付款款項應向上調整至兩個小數點。

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

支票/銀行本票的付款銀行名稱： \_\_\_\_\_

Cheque/cashier's order number:

支票/銀行本票號碼： \_\_\_\_\_

Contact Telephone Number:  
聯絡電話號碼：

\_\_\_\_\_

\* For identification purposes only  
\* 僅供識別

IN THE EVENT OF A TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM HONG KONG STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM HONG KONG STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THIS DOCUMENT.

在轉讓認購供股股份之權利時，每宗出售及購買均須繳納香港從價印花稅。餽贈或以出售方式以外轉讓實益權益亦須繳納香港從價印花稅。在辦理本文件登記之前，須出示已繳納香港從價印花稅之證明。

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 right(s) to subscribe for the Rights Shares comprised herein)  
(僅供擬轉讓本暫定配額通知書所列其全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors  
**Renhe Commercial Holdings Company Limited**  
致：人和商業控股有限公司\*  
列位董事 台照

Dear Sirs,  
I/We hereby transfer all of 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／吾等之供股股份之認購權悉數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)

Date 日期：\_\_\_\_\_

Ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for Rights Shares.  
閣下轉讓認購供股股份之權利須繳納從價印花稅。

## 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 Shares has/have been transferred)  
(僅供已獲轉讓供股股份認購權之人士填寫及簽署)

Form C  
表格丙

To: The Directors  
**Renhe Commercial Holdings Company Limited**  
致：人和商業控股有限公司\*  
列位董事 台照

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

敬啟者：  
本人／吾等謹請 閣下將表格甲內乙欄所列之供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在 貴公司之組織章程大綱及組織章程細則規限下，接納此等供股股份。

		Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號	
To be completed in BLOCK letters in ENGLISH in ink. Joint applicants should give the address of the first-named applicant only. 請用原子筆或墨水筆並以英文正楷填寫。聯名申請人只須填報排名首位之申請人之地址。 For Chinese applicant(s), please provide your name(s) in both English and Chinese. 中國籍申請人請同時填寫中英文姓名。			
Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名
Name continuation and/or name(s) of joint applicant(s) (if required) 續姓名及／或聯名申請人姓名(如有需要)			
Address in English (Joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人只須填報排名首位之申請人之地址)			
Occupation 職業			Telephone number 電話號碼
Dividend Instructions 股息指示			
Name and address of bank 銀行名稱及地址			Bank account number 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：\_\_\_\_\_

Ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for Rights Shares.  
閣下轉讓認購供股股份之權利須繳納從價印花稅。

\* For identification purposes only  
\* 僅供識別

Dealings in the Rights Shares in its nil-paid form will take place from Wednesday, 27 June 2018 to Thursday, 5 July 2018 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled on or before 4:00 p.m. on Wednesday, 11 July 2018 (or such later time and/or date as the Company and the Underwriter may determine in writing), the Rights Issue will not proceed. Any persons contemplating buying or selling Shares from now up to the date on which 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 Rights Shares in its nil-paid form from Wednesday, 27 June 2018 to Thursday, 5 July 2018 (both days inclusive), bear the risk that the Rights Issue may not become unconditional and may not proceed.

未繳股款供股股份將於二零一八年六月二十七日(星期三)至二零一八年七月五日(星期四)(包括首尾兩日)期間買賣。倘供股之條件未能於二零一八年七月十一日(星期三)下午四時正(或由本公司與包銷商可能以書面方式釐定之較後時間及／或日期)或之前獲達成，供股將不會進行。任何擬於即日起至供股條件獲全面達成當日止期間(及包銷商不再擁有終止包銷協議之權利當日)購買或出售股份之人士，以及任何於二零一八年六月二十七日(星期三)起至二零一八年七月五日(星期四)(包括首尾兩日)期間買賣未繳股款供股股份之人士，均須承擔供股或未能成為無條件及不一定進行之風險。

Any Shareholders or other persons contemplating dealing in the Shares and/or the Rights Shares in its nil-paid form are recommended to consult their own professional advisers.

任何有意買賣股份及／或未繳股款供股股份之股東或其他人士應諮詢彼等本身之專業顧問。

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the Underwriting Agreement on the occurrence of certain events, including force majeure events, which have been set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus. If the Underwriter exercises such right, the Underwriting Agreement will not become unconditional and the Rights Issue will not proceed. Please refer to the paragraph headed "Conditions of the Underwriting Agreement" in the section headed "Letter from the Board" in the Prospectus for further details.

謹請注意，包銷協議載有條文授予包銷商於發生若干事件時終止包銷協議之權利，包括不可抗力事件，有關事件載於供股章程中「終止包銷協議」一節。倘包銷商行使該權利，包銷協議將不會成為無條件及供股將不會進行。進一步詳情請參閱供股章程內「董事會函件」一節中「包銷協議之條件」一段。

All references to time and dates mentioned in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書提及之所有時間和日期均指香港本地時間和日期。

**THIS FORM IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES.**

本表格不可直接或間接在或向美國發放、刊發或派發。

**NO RECEIPT WILL BE GIVEN**

所有繳款將不獲發收據





# Renhe Commercial Holdings Company Limited

人和商業控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1387)**

25 June 2018

Dear Qualifying Shareholders,

## INTRODUCTION

In accordance with the terms set out in the prospectus issued by the Company dated Monday, 25 June 2018 (the “**Prospectus**”) accompanying this provisional allotment letter (“**PAL**”), the Directors have provisionally allotted to you the Rights Shares on the basis of three Rights Share for every ten existing Shares held and registered in your name(s) on Wednesday, 20 June 2018.

Your holding of Shares as at Wednesday, 20 June 2018 is set out in Box A of Form A and the number of Rights Share(s) provisionally allotted to you is set out in Box B of Form A. Capitalised terms used herein have the same meanings as those defined in the Prospectus unless the context requires otherwise.

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

The Prospectus, this PAL and the EAF have not been and will not be registered or filed under any applicable securities or equivalent legislation of any jurisdictions other than (i) Hong Kong and (ii) the PRC (in accordance with the notice of China Securities and Regulatory Commission “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Shanghai — Hong Kong Stock Connect” (Announcement 2016 No. 21)).

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus and/or this PAL and/or the EAF, in any territory or jurisdiction other than Hong Kong, the BVI, the Cayman Islands and the PRC (as to PRC Stock Connect Investors only).

Accordingly, no person receiving a copy of the Prospectus and/or this PAL and/or the EAF in any territory or jurisdiction other than Hong Kong, the BVI, the Cayman Islands and the PRC (as to PRC Stock Connect Investors only) may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory or jurisdiction where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof or where the offer is made in reliance on any exemption or where compliance with the relevant legal or regulatory requirement will not, in the Board’s judgement, be unduly burdensome.

It is the responsibility of anyone (including but not limited to any agent, custodian, nominee and trustee) receiving a copy of the Prospectus and/or this PAL and/or the EAF outside Hong Kong and wishing to make an application for the Rights Shares under the Prospectus to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including the obtaining of any government or other consents and to pay any taxes and duties required in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares by any such 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 the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties above. If you are in any doubt as to your position, you should consult your own professional advisers.



## Renhe Commercial Holdings Company Limited

人和商業控股有限公司\*

(於開曼群島註冊成立的有限公司)

(股份代號：1387)

敬啟者：

### 緒言

根據本暫定配額通知書(「暫定配額通知書」)隨附由本公司於二零一八年六月二十五日(星期一)刊發之供股章程(「供股章程」)所載條款，董事按於二零一八年六月二十日(星期三)由閣下持有並以閣下名義登記之每十股現有股份可獲發三股供股股份之基準，已暫定向閣下配發供股股份。

閣下於二零一八年六月二十日(星期三)所持股份數目載於表格甲甲欄，而暫定配發予閣下之供股股份數目則載於表格甲乙欄。除非文義另有所指，否則本暫定配額通知書所使用之詞彙與供股章程所界定者具相同涵義。

供股股份一經配發、發行及繳足股款後，將在各方面與當時現有已發行股份享有同等地位。繳足股款供股股份之持有人將有權收取於供股股份以繳足股款形式配發及發行當日後或會宣派、作出或派付之一切未來股息以及分派。

供股章程、本暫定配額通知書及額外申請表格並無亦將不會根據(i)香港及(ii)中國(根據中國證券監督管理委員會《關於港股通下香港上市公司向境內原股東配售股份的備案規定》的通知(公告[2016]21號))以外任何司法權區之任何適用證券法例或同等法例登記或存檔。

本公司並無於香港、英屬維爾京群島、開曼群島及中國(僅就中國港股通投資者而言)以外任何地區或司法權區就准許提呈發售供股股份或派發供股章程及／或本暫定配額通知書及／或額外申請表格採取任何行動。

因此，於香港、英屬維爾京群島、開曼群島及中國(僅就中國港股通投資者而言)以外任何地區或司法權區接獲供股章程及／或本暫定配額通知書及／或額外申請表格副本之人士，不可將其視作申請認購供股股份之要約或邀請，惟於任何地區或司法權區內可毋須遵守任何登記手續或其他法律或監管規定即可合法提出該等要約或邀請、或該等要約是依賴任何豁免而作出或根據董事會的判斷，該要約在符合有關法律或監管規定方面不會過於繁重者除外。

在香港以外地區接獲供股章程及／或本暫定配額通知書及／或額外申請表格副本之任何人士(包括但不限於代理人、託管人、代名人和信託人)如欲申請承購供股章程項下之供股股份，有責任自行全面遵守有關地區或司法權區之法律及規定，包括取得任何政府或其他同意，以及在該等地區或司法權區支付就此所需繳付之任何稅項及關稅。任何人士對供股股份要約作出之任何接納，將被視為構成該名人士就已全面遵守該等當地法律及規定向本公司作出之聲明及保證。為免疑慮，香港結算及香港中央結算(代理人)有限公司概不受限於任何上述聲明及保證。如閣下對本身情況有任何疑問，應諮詢閣下之專業顧問。

The Company reserves the right to permit any Shareholder (whether as a direct holder or a beneficial owner) to take up his/her/its Rights Shares in its nil-paid form and/or 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.

#### **PROCEDURE FOR APPLICATION AND PAYMENT**

To take up your provisional entitlement in full, you must lodge this PAL with the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with a remittance for the full amount payable on acceptance, as set out in Box C of Form A, so as to be received by the Share Registrar not later than 4:00 p.m. on Tuesday, 10 July 2018 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed “Effect of Bad Weather” below). All remittances must be made by cheque or cashier’s order 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 “**RENHE COMMERCIAL HOLDINGS COMPANY LIMITED — PAL**” and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the terms of this PAL and the Prospectus and will be subject to the memorandum of association and the articles of association of the Company. No receipt will be issued for sums received on application. Share certificate(s) for any Rights Shares in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholder, by ordinary post at their own risk at the address stated on the page attached on or around Tuesday, 17 July 2018.

It should be noted that unless this PAL, together with the appropriate remittance for the amount shown in Box C of Form A, has been lodged with the Share Registrar as described above by not later than 4:00 p.m. on Tuesday, 10 July 2018 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed “Effect of Bad Weather” below), whether by the original allottee or any person in whose favour the rights have been validly transferred, this PAL and all rights and entitlements hereunder will be deemed to have been declined and the provisional allotment of relevant Rights Shares will be cancelled. The Company may (at its sole discretion but without obligation) treat a PAL (lodged as mentioned above) 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 PAL 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 hereunder, you must complete and sign the Form of Transfer and Nomination (Form B) of this PAL and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C of Form A with the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by not later than 4:00 p.m. on Tuesday, 10 July 2018 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed “Effect of Bad Weather” below). It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights.



倘本公司全權酌情信納有關交易獲豁免或不受限於引致有關限制之法例或規例，則本公司保留權利容許任何股東(不論為直接持有人或實益擁有人)承購未繳股款供股股份及／或申請額外供股股份。

### 申請及付款手續

閣下如欲承購全數暫定配額，須不遲於二零一八年七月十日(星期二)下午四時正(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後時間及／或日期)，將本暫定配額通知書連同表格甲丙欄所載接納時應全數繳付之股款送達股份登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款須以支票或銀行本票以港元支付。支票須由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，註明抬頭人為「**RENHE COMMERCIAL HOLDINGS COMPANY LIMITED — PAL**」，並須以「**只准入抬頭人賬戶**」劃線方式開出。有關付款將構成接納本暫定配額通知書及供股章程之條款，並將受本公司之組織章程大綱及組織章程細則所規限。於申請時收取之股款將不會獲發收據。獲接納申請之任何供股股份之股票將於二零一八年七月十七日(星期二)或前後按附頁所示地址以平郵方式寄發予合資格股東(倘為聯名合資格股東，則為名列首位之合資格股東)，郵誤風險概由彼等自行承擔。

謹請注意，除非本暫定配額通知書連同表格甲丙欄所示之適當股款已如上文所述在不遲於二零一八年七月十日(星期二)下午四時正(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後時間及／或日期)交回股份登記處(不論由原承配人或是已獲有效轉讓供股權之任何人士)，否則將被視作放棄本暫定配額通知書及其項下之一切有關權利及享有權，而有關供股股份之暫定配發將會被註銷。即使按上述規定交回之暫定配額通知書並未按有關指示填妥，本公司可(全權酌情決定但並無責任)將其視為有效，並對遞交表格之人士或其代表之人士具約束力。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

### 轉讓

閣下如欲將本暫定配額通知書所述暫定配發予閣下之供股股份認購權全數轉讓，須填妥及簽署本暫定配額通知書之轉讓及提名表格(表格乙)，並將本暫定配額通知書交予認購權之承讓人或轉讓經手人。承讓人須不遲於二零一八年七月十日(星期二)下午四時正(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後時間及／或日期)將登記申請表格(表格丙)填妥及簽署，然後將整份暫定配額通知書連同表格甲丙欄所示須於接納時全數繳付之股款交回股份登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。謹請注意，閣下轉讓有關供股股份之認購權及承讓人於接納有關權利時，均須繳付香港印花稅。

## **SPLITTING**

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer all or part of your rights to more than one person, this original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Friday, 29 June 2018 with the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at Computershare Hong Kong Investor Services Limited after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

## **FRACTIONS OF THE RIGHTS SHARES**

Fractional entitlements for the nil-paid Rights Shares will not be provisionally allotted but will be aggregated and sold in the market, if a premium (net of expenses) can be obtained, for the benefit of the Company. Any unsold aggregate of fractions of nil-paid Rights Shares will be made available for excess application under the excess application form(s) (“**EAF(s)**”).

## **APPLICATION FOR EXCESS RIGHTS SHARES**

Qualifying Shareholders (and not the PRC Stock Connect Investors) shall be entitled to apply, by way of excess applications, for (i) any unsold Rights Shares which would have been allotted to the Non-Qualifying Shareholders had they been Qualifying Shareholders; (ii) any Rights Shares provisionally allotted to but not validly accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of the nil-paid Rights Shares; and (iii) any unsold aggregated fractions of the Rights Shares.

Application for excess Rights Shares can be made only by Qualifying Shareholders and only by completing and signing the EAF (in accordance with the instructions printed thereon) enclosed with the Prospectus and lodging the same with a separate remittance for the excess Rights Shares being applied for, with the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by a time which is currently expected to be 4:00 p.m. on Tuesday, 10 July 2018 or such later time as may be agreed between the Company and the Underwriter. All remittances must be made by cheque or cashier’s order 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 “**RENHE COMMERCIAL HOLDINGS COMPANY LIMITED — EAF**” and crossed “**Account Payee Only**”. The Directors will allocate the excess Rights Shares being applied for at their discretion on a fair and equitable basis and on pro rata basis. Reference will only be made to the number of excess Rights Shares applied for. No reference will be made to Rights Shares comprising applications by PAL or the existing number of Shares held by Qualifying Shareholders.

Beneficial Owners whose Shares are held by a Registered Owner, or which are held in CCASS, should note that the Board will regard the Registered Owner (including HKSCC Nominees Limited) as a single Shareholder on the register of members of the Company. Accordingly, such Beneficial Owners should note that the above arrangement in relation to the allocation of the excess Rights Shares will not be extended to them individually.

## 分拆

閣下如僅欲接納部分暫定配額或轉讓可認購本暫定配額通知書所述獲暫定配發供股股份之部分權利，或將閣下之全部或部分權利轉讓予一位以上之人士，須不遲於二零一八年六月二十九日(星期五)下午四時三十分將原有暫定配額通知書交出及交回股份登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，股份登記處將會註銷原有暫定配額通知書，並按所需數額發出新暫定配額通知書。新暫定配額通知書可於閣下交出原有暫定配額通知書後第二個營業日上午九時正後在香港中央證券登記有限公司領取。

## 零碎的供股股份

本公司不會暫定配發未繳股款供股股份的零碎配額，而會將零碎配額匯集並於市場上出售，但這只會在扣除開支後可獲溢價的情況下進行，收益撥歸本公司所有。任何已匯集但未售出的未繳股款零碎供股股份，將用於滿足根據額外申請表格(「額外申請表格」)提出的額外申請。

## 申購額外供股股份

合資格股東(惟非中國港股通投資者)將有權透過額外申請之方式申請(i)不合資格股東如為合資格股東時應獲配發之任何未出售供股股份；(ii)已暫定配發但未獲合資格股東有效接納或未獲未繳股款供股股份之承讓人另行認購之任何供股股份；及(iii)任何未售出但已匯集之零碎供股股份。

只有合資格股東方可申請額外供股股份，並只可在目前預期不遲於二零一八年七月十日(星期二)下午四時正(或本公司與包銷商可能協議之較後時間)，按照額外申請表格印備之指示填妥及簽署供股章程隨附之額外申請表格，另附就所申請之額外供股股份應付之全數股款一併交回股份登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款須以支票或銀行本票以港元支付。支票須由香港之持牌銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，註明抬頭人為「**RENHE COMMERCIAL HOLDINGS COMPANY LIMITED — EAF**」，並須以「**只准入抬頭人賬戶**」劃線方式開出。董事將按公平及衡平基準酌情按比例向彼等分配所申請之超額供股股份。僅參考所申請的額外供股股份的數目，概不參考以暫定配額通知書申請之供股股份或由合資格股東持有之現有股份數目。

股份由登記擁有人持有或存入中央結算系統之實益擁有人應留意，董事會將按照本公司之股東名冊視登記擁有人(包括香港中央結算(代理人)有限公司)為單一股東。因此，有關實益擁有人應留意，彼等將不會分別適用上述有關分配額外供股股份之安排。

## **EFFECT OF BAD WEATHER**

The latest time for acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will not take place if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning in force in Hong Kong: (i) at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date. In such event, the latest time for acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or (ii) between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. In such event, the latest time of acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares does not take place on the Latest Acceptance Date, the dates mentioned in this section may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

## **TERMINATION OF THE UNDERWRITING AGREEMENT**

**It should be noted that the Underwriter may, upon giving notice in writing to the Company, terminate the Underwriting Agreement with immediate effect at any time prior to the Latest Time for Termination, upon the occurrence of certain events, including force majeure events, which have been set out in the section headed “Termination of the Underwriting Agreement” of the Prospectus. If the Underwriter exercises such right, the Underwriting Agreement will not become unconditional and the Rights Issue will not proceed.**

## **WARNING OF THE RISK OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES**

**Shareholders should note that the existing Shares have been dealt in on an ex-rights basis since Monday, 11 June 2018. The Rights Shares in their nil-paid form will be dealt in from Wednesday, 27 June 2018 to Thursday, 5 July 2018 (both days inclusive). If the conditions of the Rights Issue are not fulfilled on or before 4:00 p.m. on Wednesday, 11 July 2018 (or such later time and/or date as the Company and the Underwriter may determine in writing), the Rights Issue will not proceed.**

**Any dealing in the Shares up to the time at which the conditions of the Rights Issue are fulfilled which is currently expected to be 4:00 p.m. on Wednesday, 11 July 2018, and any dealing in the Rights Shares in their nil-paid form between Wednesday, 27 June 2018 to Thursday, 5 July 2018 (both days inclusive), are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed.**

**Any Shareholder or other persons contemplating transferring, selling or purchasing the Shares and/or nil-paid Rights Shares are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares, and if they are in doubt about their position or any action to be taken, they are recommended to consult their professional advisers.**



## 惡劣天氣之影響

如於下列時間香港出現八號或以上熱帶氣旋警告信號，或「黑色」暴雨警告信號，接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間將不會生效：(i)於最後接納日期本地時間中午十二時正之前懸掛及於中午十二時正之後取消。在此情況下，接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間將順延至同一營業日下午五時正；或(ii)於最後接納日期中午十二時正至下午四時正期間。在此情況下，接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間將重訂為下一個在上午九時正至下午四時正期間任何時間香港並無懸掛上述任何警告信號之營業日下午四時正。

如接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間並非在最後接納日期當日，則本節所提及之日期可能會受影響。預期時間表如有任何變動，本公司將在實際可行情況下盡快以公告方式通知股東。

## 終止包銷協議

謹請注意，於發生若干事件之情況下(包括不可抗力事件)包銷商有權於最後終止時限前任何時間向本公司發出書面通知即時終止包銷協議，有關事件載於供股章程中「終止包銷協議」一節。倘包銷商行使有關權利，包銷協議將不會成為無條件，供股將不會進行。

## 買賣股份及未繳股款供股股份之風險警告

謹請股東注意，現有股份已自二零一八年六月十一日(星期一)起以除權基準買賣。未繳股款供股股份預期將由二零一八年六月二十七日(星期三)至二零一八年七月五日(星期四)(包括首尾兩日)期間進行買賣。倘供股之條件未能於二零一八年七月十一日(星期三)下午四時正(或本公司與包銷商可能以書面方式釐定之較後時間及／或日期)或之前獲達成，則供股將不會進行。

直至供股條件獲全面達成之時(現時預期為二零一八年七月十一日(星期三)下午四時正)買賣任何股份，以及由二零一八年六月二十七日(星期三)至二零一八年七月五日(星期四)(包括首尾兩日)期間買賣任何未繳股款供股股份，均受供股或未能成為無條件及不一定進行之風險。

有意轉讓、出售或購買股份及／或未繳股款供股股份之任何股東或其他人士於買賣股份及／或未繳股款供股股份時務請審慎行事，如彼等對其情況或應採取的行動有任何疑問，應諮詢其專業顧問。

## **CHEQUES AND CASHIER'S ORDERS**

All cheques or 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. Completion and lodgment of this PAL together with a cheque or a cashier's order in payment for the Rights Shares applied for will constitute a warranty by you as the applicant that the cheque or the 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 PAL in respect of which the cheque or the cashier's order is dishonoured on first presentation, and in that event your provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

## **CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES**

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be sent by ordinary post on or around Tuesday, 17 July 2018 to those persons entitled thereto at their own risk to their registered address. One share certificate will be issued for all the Rights Shares allotted and issued to an applicant.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be sent by ordinary post on or around Tuesday, 17 July 2018 to the applicants at their own risk to their registered address.

## **GENERAL**

Lodgment of a PAL purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of such person(s) lodging it to deal with the same and to receive split PALs and/or share certificates for the Rights Shares.

All documents, including cheques or cashier's orders for the amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

The terms and conditions relating to applications for the Rights Shares as contained in the Prospectus shall apply. This PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Copies of the Prospectus giving details of the Rights Issue are available at the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, during normal business hours until Tuesday, 10 July 2018.

All times and dates in this PAL refer to Hong Kong local times and dates.

## **PERSONAL DATA COLLECTION — PAL**

**By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Share Registrar, Computershare Hong Kong Investor Services Limited and/or their respective advisers and agents the personal data and any information which they require about you or the person(s) for whose benefit you have accepted the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong) (the "Ordinance") provides you with the right to ascertain whether the Company or the Share Registrar holds your personal data, to obtain a copy of that data and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Share Registrar have the right to charge a reasonable fee for the processing of any such requests.**

## 支票及銀行本票

所有支票或銀行本票將於收訖後立即過戶，而有關股款所賺取之所有利息將撥歸本公司所有。填妥並交回本暫定配額通知書及繳付申請供股股份股款之支票或銀行本票將構成閣下作為申請人保證有關支票或銀行本票將於首次過戶時兌現。在不影響本公司就此之其他權利下，本公司保留權利拒絕受理任何涉及支票或銀行本票在首次過戶時未能兌現之暫定配額通知書，而在此情況下，閣下之暫定配額及其項下之所有權利及配額將被視作放棄及予以取消。

## 供股股份之股票及退款支票

待供股條件達成後，預期所有繳足股款之供股股份股票將於二零一八年七月十七日(星期二)或前後以平郵方式寄予該等有權收取股票之人士之登記地址，郵誤風險概由彼等自行承擔。本公司將就配發及發行予申請人之所有供股股份發出一張股票。

全部或部分不獲接納之額外供股股份申請之相關退款支票(如有)，預期將於二零一八年七月十七日(星期二)或前後，以平郵方式寄予申請人之登記地址，郵誤風險概由申請人自行承擔。

## 一般事項

交回已由應獲發本暫定配額通知書之人士簽署之暫定配額通知書，即為交回上述文件之人士有權處理暫定配額通知書，並有權收取暫定配額分拆函件及／或供股股份之股票之最終憑證。

所有文件(包括應付款項之支票或銀行本票)將以平郵方式寄發予收件人之登記地址，郵誤風險概由彼等自行承擔。

供股章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何據此作出之供股股份申請均受香港法例規管，並按其詮釋。

載有供股詳情之供股章程可於二零一八年七月十日(星期二)或之前一般辦公時間內於股份登記處香港中央證券登記有限公司可供查閱，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

本暫定配額通知書之所有時間及日期均指香港本地時間及日期。

## 收集個人資料—暫定配額通知書

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、股份登記處香港中央證券登記有限公司及／或彼等各自之顧問及代理人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供股股份之人士之任何資料。香港法例第486章《個人資料(私隱)條例》(「該條例」)賦予閣下權利，可確定本公司或股份登記處是否持有閣下之個人資料、並可索取有關資料之副本及更正任何不準確資料。根據該條例，本公司及股份登記處有權就處理任何上述要求而收取合理費用。

**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 Hong Kong at Suites 1701–1703, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong or as notified from time to time, for the attention of the company secretary, or (as the case may be) to the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for the attention of Privacy Compliance Officer.**

Yours faithfully,  
By order of the Board  
**Renhe Commercial Holdings Company Limited**  
**Dai Yongge**  
*Chairman*

\* *For identification purposes only*



所有查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息的要求，應寄往本公司於香港中環港景街一號國際金融中心一期1701-1703室之香港主要營業地點或不時通知之地址，送交公司秘書；或(視情況而定)向股份登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)送交個人資料私隱事務主任。

此 致

列位合資格股東 台照

承董事會命  
人和商業控股有限公司  
主席  
戴永革  
謹啟

二零一八年六月二十五日

\* 僅供識別