

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回，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 EXPIRES AT 4:00 P.M. ON TUESDAY, 20 JULY 2021 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” BELOW).

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，敬請即時處理。本暫定配額通知書所載之要約於二零二一年七月二十日(星期二)下午四時正(或下文「惡劣天氣之影響」一段所述較後日期及/或時間)截止。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本暫定配額通知書之內容或應採取之行動有任何疑問，應諮詢持牌證券商、銀行經理、律師、專業會計師或其他專業顧問。

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 their 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 the Prospectus Documents.

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章程文件全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Capitalised terms defined in the prospectus dated 6 July 2021 (“Prospectus”) issued by China Demeter Financial Investments Limited have the same meanings herein, unless the context requires otherwise.

除文義另有所指外，國農金融投資有限公司於二零二一年七月六日刊發之章程(「章程」)所界定之詞語於本暫定配額通知書內具有相同涵義。

Subject to the granting of the approval for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, 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 their respective commencement dates of dealings 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.

受制於未繳股款及繳足股款之供股股份獲准於聯交所上市及買賣，未繳股款及繳足股款之供股股份將獲香港結算接納為合資格證券，由未繳股款及繳足股款之供股股份各自在聯交所開始買賣之日期或香港結算選定之其他日期起，可於中央結算系統內存管、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第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行之活動均須依據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。

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed “15. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered with 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 of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

每份章程文件之副本連同章程附錄三「15.送呈公司註冊處處長之文件」一段所指明之文件，已根據公司(清盤及雜項條文)條例(香港法例第32章)第342C條之規定送呈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章程文件之內容概不負責。

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 Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:00 p.m. on Tuesday, 20 July 2021. All remittances must be made in Hong Kong dollars by cheque which must be drawn on an account with, or by cashier’s order which must be issued by, a licensed bank in Hong Kong and made payable to “TRICOR TRUST (HONG KONG) LIMITED – A/C NO.19” and crossed “ACCOUNT PAYEE ONLY”.

倘閣下擬行使權利認購本暫定配額通知書所列之所有供股股份，閣下最遲須於二零二一年七月二十日(星期二)下午四時正前將本暫定配額通知書，按照其上印列之指示，連同須於接納時繳足之全數股款送交過戶登記處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心54樓。所有股款須以港幣支付，而支票(必須由香港持牌銀行之賬戶開出)或銀行本票(必須由香港持牌銀行開出)須註明抬頭人為「TRICOR TRUST (HONG KONG) LIMITED – A/C NO.19」，並以「只准入抬頭人賬戶」方式劃線開出。



國農金融投資有限公司
China Demeter Financial Investments Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立及於百慕達存續之有限公司)

(Stock Code: 8120)

(股份代號：8120)

RIGHTS ISSUE ON THE BASIS OF
THREE RIGHTS SHARES
FOR EVERY ONE EXISTING SHARE
HELD ON THE RECORD DATE
AT HK\$0.10 PER RIGHTS SHARE PAYABLE IN FULL
ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON TUESDAY, 20 JULY 2021

按於記錄日期每持有一股現有股份
獲發三股供股股份之基準
以每股供股股份港幣0.10元進行供股
股款須於二零二一年七月二十日(星期二)
下午四時正前接納時全數繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Hong Kong branch share registrar:

Tricor Tengis Limited
Level 54, Hopewell Centre,
183 Queen's Road East,
Hong Kong

香港股份過戶登記分處：

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

Principal place of business in

Hong Kong:
Office A01, 35/F
United Centre
No. 95 Queensway
Admiralty
Hong Kong

香港主要營業地點：

香港
金鐘
金鐘道95號
統一中心
35樓A01號辦公室

Registered office:

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

6 July 2021
二零二一年七月六日

Form A

表格甲

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

合資格股東之姓名及地址

Provisional Allotment Letter No.

暫定配額通知書編號

BOX A 甲欄 (Note 1 附註1)

BOX B 乙欄 (Note 2 附註2)

BOX C 丙欄 HK\$港幣 (Note 3 附註3)

Note 1 Total number of Shares registered in your name(s) on Monday, 5 July 2021

附註1 於二零二一年七月五日(星期一)以閣下名義登記之股份總數

Note 2 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, 20 July 2021

附註2 暫定配發予閣下之供股股份數目，惟須不遲於二零二一年七月二十日(星期二)下午四時正前接納時全數繳足股款

Note 3 Total subscription money payable in full upon acceptance

附註3 於接納時全數應繳之認購款項總額

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

支票/銀行本票之

付款銀行名稱：

Cheque/cashier's order number:

支票/銀行本票號碼：

Please insert your contact telephone no.:

請填上閣下聯絡電話號碼：

IN THE EVENT OF A TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S), HONG KONG AD VALOREM 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 HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY SUCH TRANSFER OF ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS PAL.

在轉讓認購供股股份之權利時，每項買賣均須繳納香港從價印花稅。餽贈或轉讓（並非以出售方式）實益擁有之權益亦須繳納香港從價印花稅。在登記轉讓本暫定配額通知書代表之供股股份權益前，須出示已繳納香港從價印花稅之證明。

Form B

FORM OF TRANSFER AND NOMINATION

表格乙

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 Share(s) set out in Box B of Form A)

(僅供擬將其／彼等於表格甲內乙欄所列認購供股股份之權利全數轉讓之合資格股東填寫及簽署)

To: The Directors

China Demeter Financial Investments Limited

致：國農金融投資有限公司

列位董事 台照

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等茲將本暫定配額通知書所列本人／吾等可認購供股股份之權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____

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

Date日期：_____ 2021

Note: Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.

附註：轉讓閣下可認購有關供股股份之權利須繳納香港從價印花稅。

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Share(s) are being transferred)
(僅供承讓認購供股股份權利之人士填寫及簽署)

To: **The Directors**
China Demeter Financial Investments Limited

致： 國農金融投資有限公司
列位董事 台照

Dear Sirs

I/We request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms in this PAL and the Prospectus Documents and subject to the memorandum of continuance and the bye-laws of the Company.

敬啟者：

本人／吾等謹請 閣下以本人／吾等名義登記表格甲內乙欄所列之供股股份數目，本人／吾等同意按照本暫定配額通知書及章程文件所載之條款並在 貴公司存續大綱及細則之規限下接納該等供股股份。

Existing Shareholder(s)
Please mark "X" in this box
現有股東請於此欄內填上「X」符號

To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.
請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。

Name of applicant in English 申請人英文姓名	Family name or Company name 姓氏或公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Name continuation and/or name(s) of joint applicants (if any) 續姓名及／或聯名申請人姓名(如有)			
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地址)			
Occupation 職業		Tel. no. 電話號碼	
Dividend instructions 派息指示			
Name & address of bank 銀行名稱及地址		Bank account no. 銀行賬戶號碼	

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Date 日期：_____ 2021

Note: Hong Kong ad valorem stamp duty is payable in connection with the acceptance of the transfer of the rights to subscribe for the Rights Shares.
附註：接納轉讓可認購有關供股股份之權利須繳納香港從價印花稅。

The Underwriters have the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriters have the right to terminate the Underwriting Agreement are set out in the enclosed sheet under the heading “Termination of the Underwriting Agreement”. The Rights Issue is conditional upon the fulfillment of the conditions set out under the section headed “Letter from the Board – Conditions of the Rights Issue” in the Prospectus. If the conditions are not fulfilled or the Underwriting Agreement is terminated pursuant to its terms, the Rights Issue will not proceed. If the Rights Issue does not become unconditional, the Rights Issue will not proceed.

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

包銷商有權在包銷協議內所載若干情況下，於最後終止時限前，隨時向本公司發出通知以終止包銷協議。包銷商有權終止包銷協議的情況詳情，載於附頁「終止包銷協議」一節內。供股須待章程所載「董事會函件－供股之條件」一節所載條件達成後，方告作實。倘條件未獲達成或包銷協議按其條款被予以終止，供股將不會進行。倘供股並無成為無條件，供股將不會進行。

接納本暫定配額通知書所訂明之暫定配額之每位人士均確認其已閱讀所附文件及章程所載之條款及條件以及接納手續，並同意受其約束。

The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Persons who come into possession of the Prospectus Documents should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

章程文件並無亦將不會根據香港以外任何司法管轄區之適用證券法例登記或存檔。獲得章程文件者應自行了解及遵守任何有關限制。未有遵從該等限制可能構成違反任何有關司法權區之證券法律。

THIS PAL IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE USA. THE RIGHTS SHARES (IN BOTH NIL-PAID AND FULLY-PAID FORMS) AND THIS PAL 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 USA, AND MAY NOT BE OFFERED, SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE USA 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 USA.

本暫定配額通知書不可直接或間接在或向美國刊發、發放或派發且未繳股款及繳足股款供股股份與本暫定配額通知書尚未且將不會根據美國證券法或美國任何州或者其他司法權區之證券法例進行登記。除根據美國證券法及美國任何州或者其他司法權區之適用證券法例豁免登記要求之外，不得在美國境內直接或間接進行要約、出售、接納、行使、轉售、放棄、轉讓或交付。

It should be noted that the dealings in the Rights Shares in nil-paid form are expected to take place from Thursday, 8 July 2021 to Thursday, 15 July 2021 (both days inclusive). Shareholders should note that dealings in such Rights Shares in their nil-paid form and the Shares will take place while the conditions to which the Rights Issue are subject remain unfulfilled/not waived. Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Rights Issue are subject are fulfilled/waived, and dealings in the Rights Shares in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any Shareholder or other person contemplating dealing in the Shares or Rights Shares in their nil-paid form, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

敬請注意，供股股份預期將從二零二一年七月八日(星期四)至二零二一年七月十五日(星期四)(包括首尾兩天)以未繳股款方式買賣。股東應注意，儘管供股之條件尚未達成／獲豁免，該等未繳股款供股股份及股份仍會進行買賣。因此，於供股之所有條件達成／獲豁免當日前買賣股份及未繳股款供股股份之任何股東或其他人士，均須承擔供股可能無法成為無條件及／或未必會進行之風險。有意買賣股份或未繳股款供股股份之任何股東或其他人士，如對本身之狀況有任何疑問，應諮詢其專業顧問。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE

每份接納須隨附一張獨立支票或銀行本票

NO RECEIPT WILL BE GIVEN.

本公司將不另發收據。



國農金融投資有限公司
China Demeter Financial Investments Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8120)

6 July 2021

Dear Qualifying Shareholders

INTRODUCTION

Reference is made to the prospectus of China Demeter Financial Investments Limited dated 6 July 2021 (“**Prospectus**”) in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of three (3) Rights Shares for every one (1) Share held and registered in your name(s) as at the Record Date (i.e. Monday, 5 July 2021) at the Subscription Price of HK\$0.10 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

RIGHTS SHARES

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

Subject to the granting of the approval for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, 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 their respective commencement dates of dealings 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. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

PROCEDURES FOR ACCEPTANCE

If you wish to accept all the Rights Shares provisionally allotted to you as specified in this PAL, you must lodge the whole of this PAL in accordance with the instructions printed herein, with the Registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a remittance in Hong Kong dollars for the full amount payable on acceptance, as set out in Box C in Form A, so as to be received by no later than 4:00 p.m. on Tuesday, 20 July 2021 (or, under bad weather conditions, such later date as mentioned in the paragraph headed “Effect of Bad Weather” below). All remittances must be made in Hong Kong dollars by cheque which must be drawn on an account with, or by cashier’s order which must be issued by, a licensed bank in Hong Kong and made payable to “**TRICOR TRUST (HONG KONG) LIMITED – A/C NO.19**” and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with the PAL should be addressed to the Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

It should be noted that unless the PAL, together with the appropriate remittance for the amount shown in Box C in Form A, have been lodged with the Registrar as described above by no later than 4:00 p.m. on Tuesday, 20 July 2021 (or, under bad weather conditions, such later 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, that provisional allotment and all rights hereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom and on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage.



國農金融投資有限公司

China Demeter Financial Investments Limited

(於開曼群島註冊成立及於百慕達存續之有限公司)

(股份代號：8120)

敬啟者：

緒言

茲提述國農金融投資有限公司於二零二一年七月六日就供股刊發之章程(「章程」)。除非文義另有所指，否則章程所界定之詞彙與本表格所採用者具有相同涵義。根據章程所載之條款，董事已按每股供股股份港幣0.10元之認購價向閣下暫定配發若干數目之供股股份，基準為於記錄日期(即二零二一年七月五日(星期一))每持有一(1)股以閣下名義登記之股份獲配發三(3)股供股股份。閣下於記錄日期持有之股份數目載於表格甲之甲欄，而閣下獲暫定配發之供股股份數目載於表格甲之乙欄。

供股股份

供股股份一經配發及繳足，將在各方面與當時已發行之股份享有同等權益。繳足股款供股股份之持有人將有權收取所有於繳足股款供股股份配發日期後的記錄日期所宣派、作出或派付之未來股息及分派。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣後，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，可由該等股份各自於聯交所開始買賣日期或香港結算釐定之其他日期起，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進行之交易須於其後第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行之活動均須依據不時有效之《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。股東應就該等交收安排及有關安排將如何影響彼等之權利及權益之詳情尋求其股票經紀或其他專業顧問之意見。

接納手續

閣下如欲接納本暫定配額通知書所載的所有向閣下暫定配發的供股股份，須於二零二一年七月二十日(星期二)(或於惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正前，按本通知書所列印之指示將本暫定配額通知書整份連同表格甲之丙欄所示接納時應繳付之全部港幣股款，送達過戶登記處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心54樓。所有股款必須以支票以港幣支付，而支票(必須由香港持牌銀行戶口開出)或銀行本票(必須由香港持牌銀行發出)須註明抬頭人為「**TRICOR TRUST (HONG KONG) LIMITED - A/C NO.19**」及以「**只准入抬頭人賬戶**」方式劃線開出。支付有關款項後，將表示根據本暫定配額通知書及章程之條款，並在本公司組織章程大綱及細則之規限下，接納供股股份暫定配額。概不會就有關股款發出收據。所有有關暫定配額通知書之查詢應寄往過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)。

敬請注意，除非如上文所述於二零二一年七月二十日(星期二)(或於惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正前接獲原承配人或有效承讓供股之人士將本暫定配額通知書連同表格甲內丙欄所示之適當股款送交過戶登記處，否則本通知書下之暫定配額及一切有關權利將視為已遭拒絕而將予以註銷。本公司可全權酌情視一份暫定配額通知書為有效，並對所提交或被代為提交之人士具有約束力，即使該暫定配額通知書並未根據有關指示填妥。本公司可要求有關人士稍後填妥未填妥之暫定配額通知書。

SPLITTING

If you wish to accept only part of your provisional allotment or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you under the PAL or to transfer part or all of your rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Monday, 12 July 2021 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong after 9:00 a.m. on the second Business Day following the surrender of the original PAL.

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 (Form B) 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 in Hong Kong dollars for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by not later than 4:00 p.m. on Tuesday, 20 July 2021 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of Bad Weather" below).

It should be noted that ad valorem Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

NO EXCESS APPLICATION IN RELATION TO THE RIGHTS ISSUE

There will be no excess application in relation to the Rights Issue as stipulated under Rule 10.31(1)(a) of the GEM Listing Rules.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - (c) any materially adverse change in the business or in the financial or trading position of the Group as a whole; or
 - (d) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions which includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs in Hong Kong, the United States of America or the PRC which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

分拆

閣下如僅欲接納部份暫定配額或轉讓 閣下認購根據本通知書向 閣下暫定配發之供股股份之部份權利，或將 閣下之部分或全部權利轉讓予超過一名人士，則最遲須於二零二一年七月十二日(星期一)下午四時三十分前將整份暫定配額通知書交回及呈交過戶登記處以供註銷，過戶登記處將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 閣下交回原有暫定配額通知書後第二個營業日上午九時正後於過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)領取。

轉讓

閣下如欲轉讓 閣下認購根據本通知書獲暫定配發之供股股份之全部權利，必須填妥及簽署轉讓表格(表格乙)，並將本暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後，承讓人須填妥及簽署登記申請表格(表格丙)，並最遲於二零二一年七月二十日(星期二)(或於惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正前將本暫定配額通知書整份連同表格甲內丙欄所示接納時應以港幣繳付之全部股款送交過戶登記處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心54樓。

務請注意， 閣下轉讓有關供股股份之認購權予承讓人時須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付香港從價印花稅。

並無供股股份額外申請

根據GEM上市規則的10.31(1)(a)條之規定，供股不設額外申請安排。

終止包銷協議

倘於最後終止時限前：

- (1) 包銷商合理認為，供股之成功將受下列事項重大不利影響：
 - (a) 推出任何新法規或現行法例或法規(或其司法詮釋)出現任何變動或發生其他事件(不論其性質為何)，而包銷商可能合理認為會對本集團整體業務或財務或經營狀況或前景構成重大不利影響，或就供股而言屬重大不利；或
 - (b) 任何地方、國家或國際發生有關政治、軍事、金融、經濟或其他性質之事件或變動(無論是否在包銷協議日期之前及/或之後所發生或持續發生之一連串事件或變動之其中一部分)，或任何地方、國家或國際爆發或逐步擴大成敵對狀況或武裝衝突，或發生可影響本地證券市場之事件，而包銷商可能合理認為會對本集團整體業務或財務或經營狀況或前景構成重大不利影響；或
 - (c) 本集團整體業務或財務或經營狀況之任何重大不利變動；或
 - (d) 由於出現特殊之金融情況或其他原因而發生或實施任何暫緩、暫停或嚴格限制股份在聯交所之一般買賣；或
- (2) 香港、美利堅合眾國或中國之市場狀況發生任何重大不利變動(包括但不限於財政或貨幣政策，或外匯或貨幣市場之變動，證券買賣被暫停或受限制，以及包括香港貨幣價值與美利堅合眾國貨幣價值掛鈎制度出現變化之貨幣狀況轉變)，而包銷商合理認為會導致進行供股屬不適宜或不明智，

則包銷商有權於最後終止時限之前，向本公司送達書面通知終止包銷協議。

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any event occurring or matter arising 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 the representations, warranties and undertakings contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

If the Underwriter terminates the Underwriting Agreement in accordance with the terms thereof, the Rights Issue will not proceed. A further announcement will be made if the Underwriting Agreement is terminated by the Underwriter.

CHEQUES AND CASHIER'S ORDERS

All cheques or cashier's orders accompanying completed PALs 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. Without prejudice to the other rights of the Company in respect hereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the Rights Shares, and underpaid application will be rejected. Completion and return of this PAL together with a cheque or cashier's order will constitute a warranty by the subscriber that the cheque or cashier's order will be honoured on first presentation. No receipt will be issued in respect of any application monies received.

SHARE 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 posted on or before Thursday, 29 July 2021 by ordinary post to the allottees, at their own risk, to their registered addresses. Each allottee, except HKSCC Nominees Limited will receive one share certificate for all allotted Rights Shares. If the Rights Issue is terminated, refund cheques are expected to be posted on or before Thursday, 29 July 2021 by ordinary post at the respective applicants' own risk.

FRACTIONS OF RIGHTS SHARES

On the basis of provisional allotment of three Rights Shares for every one Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

ODD LOTS MATCHING SERVICES

In order to alleviate the difficulties arising from the existence of odd lots of Rights Shares arising from the Rights Issue, the Company has appointed China Demeter Securities Limited as an agent to provide matching services, on a best effort basis, to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on Friday, 30 July 2021 to 4:00 p.m. on Friday, 20 August 2021 (both dates inclusive). Holders of the Shares in odd lots who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full new board lot may directly or through their broker contact Mr. Chan Chi Fung of China Demeter Securities Limited at Office A1, 35/F, United Centre, 95 Queensway, Admiralty, Hong Kong (telephone number: (852) 2106 3110 or fax number: (852) 2840 1416) during such period.

倘於最後終止時限之前發生下列情況，則包銷商有權以書面通知廢止包銷協議：

- (1) 包銷商知悉任何嚴重違反載於包銷協議之任何保證或承諾；或
- (2) 包銷商知悉於包銷協議日期或之後及最後終止時限前出現或發生任何事件或事項，而倘有關事件或事項於包銷協議日期前出現或發生，將會導致包銷協議內作出之任何聲明、保證及承諾於任何重大方面變為不實或不準確。

包銷商須於最後終止時限前遞交任何該等通知。

倘包銷商根據包銷協議之條款終止包銷協議，則供股將不會進行。倘包銷商終止包銷協議，本公司將另行刊發公告。

支票及銀行本票

所有隨附已填妥暫定配額通知書的支票或銀行本票將於收到後隨即兌現，而有關股款所賺取之全部利息(如有)將撥歸本公司所有。在不影響本公司與此有關之其他權利之情況下，本公司保留權利拒絕受理任何支票或銀行本票於首次過戶時未能兌現的有關暫定配額通知書，而在此情況下，有關暫定配額及一切有關權利將被視作已遭拒絕而將予以註銷。認購人須於申請認購供股股份時支付應付準確金額，支付金額不足的申請會遭拒絕受理。填妥本暫定配額通知書並連同支票或銀行本票一併交回，即表示認購人保證支票或銀行本票可於首次過戶時兌現。概不會就所接獲之任何申請股款發出收據。

供股股份的股票及退款支票

待供股之條件獲達成後，所有繳足股款供股股份之股票預期將於二零二一年七月二十九日(星期四)或之前以平郵方式郵寄予承配人之登記地址，郵誤風險概由彼等自行承擔。每名承配人(不包括香港中央結算(代理人)有限公司)將就所有已配發供股股份收到一張股票。倘若供股予以終止，退款支票預期將於二零二一年七月二十九日(星期四)或之前以普通郵遞方式寄發，郵誤風險概由各申請人自行承擔。

零碎供股股份

按合資格股東於記錄日期每持有一股股份獲發三股供股股份之暫定配額基準，供股項下概無產生供股股份之零碎配額。

零碎股份對盤服務

為減輕因供股產生零碎供股股份而出現之不便，本公司已委任國農證券有限公司作為代理，於二零二一年七月三十日(星期五)上午九時正至二零二一年八月二十日(星期五)(包括首尾兩日)下午四時正期間，按盡力基準為有意購入或出售所持零碎股份之股東提供對盤服務。有意利用此項服務出售所持股份碎股或購入碎股以湊合完整的新買賣單位的股份碎股持有人，可於有關期間內直接或透過彼等的經紀聯絡國農證券有限公司的陳志鋒先生，地址為香港金鐘金鐘道95號統一中心35樓A01號辦公室(電話號碼：(852)21063110或傳真號碼：(852)28401416)。

EFFECT OF BAD WEATHER

The Latest Time for Acceptance and payment for the Rights Shares will be postponed if “extreme conditions” caused by super typhoons is announced by the Hong Kong Government or there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning:

- (1) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance and in such event, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (2) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance and in such event, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 4:00 p.m. on the next 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 and payment for the Rights Shares are postponed in accordance with the foregoing, the dates of the events subsequent to the Latest Time for Acceptance mentioned in this section may be affected. An announcement will be made as soon as practicable by the Company in such event.

GENERAL

Lodgement of this 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 the party or parties lodging it to deal with the same and to receive split provisional letters of allotment and/or certificates for the Rights Shares.

All documents, including cheques for the amounts due, will be sent by ordinary post to their registered address at the risk of the person(s) entitled thereto.

The terms and conditions relating to application 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.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully

On behalf of the Board

China Demeter Financial Investments Limited

Ng Man Chun Paul

Chairman

惡劣天氣之影響

倘於下列時間香港政府就超強颱風引致之「極端情況」作出公告或懸掛八號或以上熱帶氣旋警告信號或「黑色」暴雨警告，則供股股份之最後接納時限及繳付股款最後時限將會延後：

- (1) 於最後接納時限當日中午十二時正之前(香港當地時間)懸掛但於中午十二時正之後取消，於該情況下則供股股份之最後接納時限及繳付股款之最後時限將延至同一營業日下午五時正；或
- (2) 於最後接納時限當日中午十二時正至下午四時正期間(香港當地時間)懸掛，於該情況下則供股股份之最後接納時限及繳付股款之最後時限將延至下一個於上午九時正至下午四時正期間之任何時間香港並無懸掛上述警告訊號之營業日下午四時正。

倘供股股份之最後接納時限及繳付股款之最後時限根據上文所述延後，則本節所述最後接納時限後各項事件之日期可能會受到影響。在該情況下，本公司將在切實可行情況下盡快作出公告。

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)將以普通郵遞方式寄予收件人登記地址，郵誤風險概由彼等自行承擔。

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管轄，並按其詮釋。

個人資料收集－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、過戶登記處及／或其各自之顧問及代理披露個人資料及其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。《個人資料(私隱)條例》(香港法例第486章)賦予證券持有人權利，可確定本公司或過戶登記處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據《個人資料(私隱)條例》，本公司及過戶登記處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類訊息之所有要求，應寄往過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)並以私隱條例事務主任為收件人。

此 致

列位合資格股東 台照

代表董事會
國農金融投資有限公司
主席
吳文俊
謹啟

二零二一年七月六日