

TO BE VALID, THE WHOLE APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM (THE "AF") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO ACCEPTANCE CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 7 DECEMBER 2015.

本申請表格(「申請表格」)具有價值,但不可轉讓,並僅供下列合資格股東使用。二零一五年十二月七日(星期一)下午四時正後不得提出接納。

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

閣下如對本申請表格或應採取之行動有任何疑問,應諮詢閣下之股票經紀人或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein have the same meanings as defined in the prospectus of UDL Holdings Limited dated Monday, 23 November 2015 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外,本申請表格所用之詞彙與太元集團有限公司於二零一五年十一月二十三日(星期一)刊發之章程(「章程」)所界定者具相同涵義。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this AF, 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 AF.

香港交易及結算有限公司、聯交所及香港結算對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of the Prospectus, together with this AF and the documents mentioned in the paragraph headed "9. 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 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 takes no responsibility as to the contents of any of these documents.

章程副本連同本申請表格及於章程附錄三「9. 送呈香港公司註冊處處長之文件」一段所述之文件,已按照香港法例第32章公司(清盤及雜項條文)條例第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對上述任何文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares to be issued upon completion of the Open Offer on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the offer shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should consult your stockbroker or other licensed securities dealer, registered institution 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.

待於公開發售完成後將予發行之發售股份獲批准在聯交所上市及買賣及在符合香港結算之股份接納規定後,自發售股份開始買賣日期或香港結算釐定之其他日期起,發售股份將獲香港結算接納為合資格證券,可於中央結算系統寄存、結算及交收。聯交所參與者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交收。中央結算系統之一切活動須符合不時生效之《中央結算系統一般規則》及《中央結算系統運作程序規則》。有關結算安排之詳情及該等安排對閣下權利及權益可能產生之影響,閣下應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。



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

(Stock Code: 620)
(股份代號: 620)

OPEN OFFER OF 135,610,257 OFFER SHARES
ON THE BASIS OF TWO (2) OFFER SHARES
FOR EVERY FIVE (5) EXISTING SHARES HELD ON THE RECORD DATE

按於記錄日期每持有五股現有股份獲發兩股發售股份
之基準公开发售135,610,257股發售股份

APPLICATION FORM
申請表格

Registered Office:
Crawford House
4th Floor
50 Cedar Avenue
Hamilton HM11
Bermuda

註冊辦事處:
Crawford House
4th Floor
50 Cedar Avenue
Hamilton HM11
Bermuda

Head Office and
Principal Place of
Business in Hong Kong:
Room 702, 7th Floor
Aikun Vanson Centre
61 Hoi Yuen Road
Kwun Tong, Kowloon
Hong Kong

香港總辦事處及
主要營業地點:
香港
九龍觀塘
開源道61號
壹米閣中心
7樓702室

Branch share registrar and
transfer office in Hong Kong:
Tricor Tengis Limited
Level 22
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
22樓

Number of Shares registered in your name on the Record Date of
Friday, 20 November 2015
於記錄日期二零一五年十一月二十日(星期五)以閣下名義登記之新股數目

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

Box A
甲欄

Form for Box A: Number of Shares registered in your name on the Record Date of Friday, 20 November 2015

Box B
乙欄

Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 7 December 2015
閣下獲保證配發之發售股份數目,股款須於二零一五年十二月七日(星期一)下午四時正前於接納時繳足

Form for Box B: Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 7 December 2015

Box C
丙欄

Amount payable on your assured allotment when accepted in full
閣下應繳納認購保證配發時應繳款項

Form for Box C: Amount payable on your assured allotment when accepted in full

Box D
丁欄

Number of Offer Shares accepted
接納認購之發售股份數目

Form for Box D: Number of Offer Shares accepted

Acceptance can only be made by the registered Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares being accepted and the amount of remittance enclosed (calculated as number of Offer Shares being accepted multiplied by HK\$3.10)

接納僅可由上述已登記之合資格股東作出。請於丁欄填寫所接納之發售股份數目及隨附之股款金額(以接納之發售股份數目乘以3.10港元計算)

You are entitled to accept any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this AF. Subject to as mentioned in the Prospectus, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured provisional allotment of two Offer Shares for every five existing Shares held at 5:30 pm on Friday, 20 November 2015. Excess Offer Shares will be offered to the Qualifying Shareholders and Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter. If you wish to accept any Offer Shares, you should complete and sign this AF and lodge the same together with the appropriate remittance for the full amount payable in respect of the Offer Shares being accepted with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for the Offer Shares under this AF must be in Hong Kong dollars and made payable to "UDL Holdings Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No acceptance(s) of Offer Shares can be made by any persons who were Non-Qualifying Shareholders.

閣下可透過填寫本申請表格接納相等於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程所述之規限下,有關要約乃向名列於本公司股東名冊且屬合資格股東之股東提出,基準為按於二零一五年十一月二十日(星期五)下午五時三十分每持有五股現有股份獲保證配發兩股發售股份。本公司將會向合資格股東呈額外發售股份,而任何不獲合資格股東承購之發售股份將由包銷商承購。閣下如欲接納任何發售股份,請填妥及簽署本申請表格,並將表格連同接納發售股份應繳之全數適當股款,一併交回本公司之香港股份登記及過戶分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22樓。根據本申請表格發售股份之所有股款必須以港元支付,並須註明抬頭人為「UDL Holdings Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出,並須依照背頁所載手續。不合資格股東之人士不得接納發售股份。

UDL 太元 UDL HOLDINGS LIMITED

太元集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 620)

(股份代號：620)

To: UDL Holdings Limited

致：太元集團有限公司

Dear Sirs,

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$3.10 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept such Offer Shares on the terms and conditions of the Prospectus dated 23 November 2015 and subject to the memorandum and articles of association of the Company. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for acceptance set out overleaf and agree to be bound thereby.

敬啟者：

本人／吾等為背頁所列股份之登記持有人，現接納乙欄（或倘已填妥丁欄，則丁欄）指定之發售股份數目，並附上按每股發售股份3.10港元之價格計算須於接納時繳足之全數股款**。本人／吾等謹此依照日期為二零一五年十一月二十三日之章程所載之條款及條件，以及在貴公司之組織章程大綱及細則之規限下，接納該等數目之發售股份。本人／吾等謹此授權貴公司將本人／吾等之姓名列入貴公司股東名冊，作為發售股份之持有人，並授權貴公司將有關股票按背頁地址以普通郵遞方式寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已細閱背頁所載各項條件及接納手續，並同意受其約束。

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

Signature(s) of Qualifying Shareholder(s)

(all joint Qualifying Shareholder(s) must sign)

合資格股東簽署（所有聯合合資格股東均須簽署）(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2015

日期：二零一五年_____月_____日

Details to be filled in by Qualifying Shareholder(s):

合資格股東需填妥以下詳情：

Number of Offer Shares being accepted (being the total number specified in Box D, failing which, the total number specified in Box B) 接納發售股份數目（即丁欄所列明之總數，如未有填妥，則乙欄所列明之總數）	Total amount of remittance (being the total amount specified in Box D, failing which, the total amount specified in Box C) 股款總額（即丁欄所列明之股款總額，如未有填妥，則丙欄所列明之股款總額）	Name of bank on which cheque/ banker's cashier order is drawn 支票／銀行本票之 付款銀行名稱	Cheque/banker's cashier order number 支票／銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "UDL Holdings Limited – Open Offer Account" (see the section headed "Procedures for Acceptance" on the reverse side of this AF).

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

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

假設公開發售之條件達成，則接納發售股份數目少於或相等於合資格股東獲保證配發之發售股份數目之有效接納將獲全數生效。倘以上各欄內並無填上數目，則閣下將被視作接納已收款項所代表之發售股份數目。倘認購股款少於上欄所填數目之發售股份所需股款，則閣下將被視作接納已收款項所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。概不會就認購股款發出任何收據。

重要事項

1. 不合資格股東不得接納任何發售股份。
2. 概不會就收到之接納款項發出收據，惟預期所接納的全數或部份發售股份之股票，將以普通郵遞方式按本申請表格上所列地址寄交承配人或(如屬聯名承配人)名列首位之承配人，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格即表示合資格股東指示及授權本公司及／或卓佳登捷時有限公司或由就此提名之任何人士代表合資格股東辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必要或合宜之所有其他事宜，以根據章程所述之安排，將合資格股東所接納之發售股份登記在合資格股東名下。
4. 發售股份之合資格股東承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所接納之發售股份之持有人，惟須符合本公司組織章程大綱及細則之規定。
5. 本公司收到股款後將隨即將其過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關接納將可不獲受理。
6. 根據閣下獲保證配發閣下接納任何發售股份之權利不得轉讓。
7. 本公司保留酌情權拒絕任何未符合本章程所載手續之發售股份的接納。

任何居住於香港以外地方之人士填妥並交回本申請表格，將被視為構成有關人士向本公司保證及聲明，是次接納已全面遵守有關司法權區所有登記、法律及法規規定。

接納手續

閣下可透過填寫本申請表格接納相等於或少於乙欄所列閣下獲保證配發之發售股份數目。

倘閣下欲接納少於閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上欲接納之發售股份數目及應繳股款總額(以接納之發售股份數目乘以3.10港元計算)。倘所收到之相應股款金額少於所填上之發售股份數目之所需股款，則閣下將被視作接納已收全數款項所代表之較少發售股份數目。

倘閣下欲接納本申請表格乙欄所列相同數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則閣下將被視作接納已收全數款項所代表之發售股份數目。

填妥本申請表格並將適當之股款相應地墊訂其上後，請對摺並於二零一五年十二月七日(星期一)下午四時正之前交回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22樓。所有股款必須以港元支付。支票必須以香港持牌銀行開立之賬戶開出，銀行本票必須由香港持牌銀行發出，註明抬頭人為「UDL Holdings Limited – Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄(視乎情況而定)所示之適當股款於二零一五年十二月七日(星期一)下午四時正或之前已經收妥，否則閣下接納任何發售股份之權利以及一切有關權利將視為已放棄，並將被註銷。

終止包銷協議

包銷協議載有條文賦予包銷商權利，可於發生若干事件時以書面通知終止其於包銷協議項下之責任。倘於最後終止期限前任何時間，下列一項或多項事件或事宜(不論是否屬於連串事件之一部分)發生、出現、存在或生效：

- (a) 推行任何新法例或規例或修訂任何現行法例或規例(或有關司法詮釋)，或出現任何性質之事故，而包銷商合理認為將對本集團整體業務或財務或經營狀況或前景造成重大不利影響，或導致進行公開發售屬不宜或不智；
- (b) 本地、國家或國際發生任何政治、軍事、金融、經濟或其他性質(不論與上述情況是否同類)之事件或變動(不論是否屬於本公佈日期之前及／或之後發生或持續發生之連串事件或變化之一部分)，或本地、國家或國際有任何敵對行為或武裝衝突爆發或升級，或影響本地證券市場之事故，而包銷商合理認為可能對本集團整體業務或財務或經營狀況或前景造成重大不利影響，或另行導致進行公開發售屬不宜或不智；
- (c) 市況出現任何不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場之任何變動、證券交易暫停或受重大限制)，而包銷商合理認為將對本集團整體業務或財務或經營狀況或前景造成重大或不影響，或另行導致進行公開發售屬不宜或不智；
- (d) 本公司或本集團任何成員公司之情況出現任何變動，而包銷商合理認為將會對本集團整體前景造成不利影響；
- (e) 本公司嚴重違反或重大疏忽履行其根據包銷協議表明由其承擔之任何責任或承諾；
- (f) 包銷商知悉包銷協議所載任何保證或承諾遭重大違反，且包銷商合理認為，該違反現時或可能導致本集團整體業務、財務或經營狀況或前景出現重大不利變動，且可能對公開發售構成重大負面影響及嚴重不利於公開發售之成功；或
- (g) 本公司將於包銷協議內所述事項或事件發生或獲包銷商知悉後，隨即按照包銷商可能合理要求之方式及(在適當情況下)內容，未能即時發出任何公佈或通函(於寄發章程文件後)，以防止出現涉及本公司證券之虛假市場，

包銷商將有權於最後截止日期前向本公司發出書面通知以終止包銷協議。

當包銷商發出終止通知後，所有訂約方於包銷協議項下之責任將隨即終止，而任何訂約方概不得就成本、損失、賠償或其他方面向任何其他訂約方提出任何索償，惟任何先前違約者除外。

支票及銀行本票

所有支票及銀行本票均將於收訖後即時過戶，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及遞交本申請表格連同接納發售股份之付款支票或銀行本票，將構成閣下保證支票或銀行本票將可於首次過戶時兌現。凡隨附支票或銀行本票在首次過戶時未能兌現之有關接納均可遭拒絕受理；在此情況下，該保證配額及一切有關權利將視為已放棄論，並將被註銷。

發售股份之地位

發售股份(於繳足股款及配發後)將在各方面均與於配發日期之已發行股份享有同等權益。

發售股份持有人將有權獲享日後於發售股份配發及發行日期或之後所宣派、作出或派付之一切股息及分派。

股票

待公開發售之條件獲達成後，發售股份之股票預期將會於二零一五年十二月十四日(星期一)或之前以普通郵遞方式寄發予有權收取此等股票之合資格股東，郵誤風險概由彼等自行承擔。閣下將會就全部以閣下名義登記之發售股份獲發一張股票。

一般事項

本申請表格於獲發申請表格之人士簽署後，一經交回，即為交回之人士有權處理本申請表格及收取發售股份之有關股票之確證。

本申請表格及據此接納發售股份均須受香港法例監管，並按其詮釋。