

**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,自發售股份在聯交所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。

**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)

**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

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

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

Box A

甲欄

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。

Box B

乙欄

Amount payable on your assured allotment when accepted in full

閣下應繳納認購保證配額時應繳款項

Box C

丙欄

HK\$

港元

Box D

丁欄

Number of Offer Shares accepted

接納認購之發售股份數目

Remittance enclosed

匯款

HK\$

港元

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)<br>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)<br>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/<br>banker's cashier order is drawn<br>支票／銀行本票之<br>付款銀行名稱 | Cheque/banker's cashier<br>order number<br>支票／銀行本票號碼 |
|--|---|--|--|
|  | HK\$<br>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。

 **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)

#### IMPORTANT NOTES

1. No Non-Qualifying Shareholder is permitted to accept any Offer Shares.
2. No receipt will be issued for sums received on acceptance(s) but it is expected that share certificate(s) for the Offer Shares in respect of which the acceptance(s) is/are made in full or in part will be despatched to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on this AF.
3. Completion of this AF will constitute an instruction and authority by the Qualifying Shareholder(s) to the Company and/or Tricor Tengis Limited or any person nominated by it for the purpose, on behalf of the Qualifying Shareholder(s), to execute any registration of this AF or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the Qualifying Shareholder(s) of the Offer Shares being accepted in accordance with the arrangements described in the Prospectus.
4. The Qualifying Shareholder(s) of the Offer Shares undertake(s) to sign all documents and to do all other acts necessary to enable them to be registered as the holder(s) of the Offer Shares which he/she/they has/have accepted subject to the memorandum and articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Acceptance in respect of which cheque is dishonoured upon first presentation is liable to be rejected.
6. Your right to accept any of Offer Shares under your assured allotment is not transferable.
7. The Company reserves the right to refuse any acceptance of Offer Shares which does not comply with the procedures set out herein.

Completion and return of this AF by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such acceptance have been duly complied with.

#### PROCEDURES FOR ACCEPTANCE

You may accept such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this AF.

To accept such number of Offer Shares which is less than your assured allotment, you must enter in Box D of this AF the number of Offer Shares for which you wish to accept and the total amount payable (calculated as the number of Offer Shares being accepted multiplied by HK\$3.10). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have accepted such lesser number of Offer Shares for which full payment has been received.

If you wish to accept the exact number of Offer Shares set out in Box B of this AF, this number should be inserted in Box D of this AF. If no number is inserted, you will be deemed to have accepted the number of Offer Shares for which full payment has been received.

This AF, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Monday, 7 December 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "UDL Holdings Limited – Open Offer Account" and crossed "Account Payee Only". Unless this AF together with the appropriate remittance shown in Box C or Box D (as the case may be) of this AF has been received by no later than 4:00 p.m. on Monday, 7 December 2015, your right to accept any of the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

#### TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriting Agreement contains provisions entitling the Underwriter, by notice in writing, to terminate its obligations thereunder on the occurrence of certain events. If, at any time prior to the Latest Time for Termination (i.e. 4:00 p.m. on Wednesday, 9 December 2015 pursuant to the expected timetable), one or more of the following events or matters (whether or not forming part of a series of events) shall occur, arise, exist, or come into effect:

- (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which would 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 otherwise makes it inexpedient or inadvisable to proceed with the Open Offer;
- (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 hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), 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 otherwise makes it inexpedient or inadvisable to proceed with the Open Offer;
- (c) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which would in the reasonable opinion of the Underwriter materially or adversely affect the business or the financial or trading position or prospects of the Group as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer;
- (d) there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of the Underwriter will adversely affect the prospects of the Group as a whole;
- (e) any material breach of or omission to observe any of the obligations or undertakings by the Company expressed to be assumed it under the Underwriting Agreement;
- (f) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter and which in the reasonable opinion of the Underwriter represents or is likely to represent a material and adverse change in the business, financial or trading position or prospectus of the Group as a whole or is otherwise likely to have a material and adverse effect on the Open Offer is materially adverse to the success of the Open Offer; or
- (g) the Company shall, after any matter or event referred to in the Underwriting Agreement has occurred or come to the Underwriter's attention, fail promptly to send out any announcement or circular (after the despatch of the Prospectus Documents), in such manner (and as appropriate with such contents) as the Underwriter may reasonably request for the purpose of preventing the creation of a false market in the securities of the Company,

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.

Upon the giving of termination notice by the Underwriter, the obligations of all parties, subject to the Underwriting Agreement, shall terminate forthwith and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

#### CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders 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. Completion and lodgment of this AF together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in that event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

#### STATUS OF THE OFFER SHARES

The Offer Shares (when fully paid and allotted) will rank pari passu in all respects with the Shares in issue on the date of allotment.

Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

#### SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on or before Monday, 14 December 2015 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You will receive one share certificate for all relevant Offer Shares registered under your name.

#### GENERAL

Lodgement of this AF 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(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This AF and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.