

IMPORTANT
重要提示

Reference is made to the prospectus issued by Youth Champ Financial Group Holdings Limited (the “Company”) dated 24 February 2022 in relation to the rights issue (the “Prospectus”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述優創金融集團控股有限公司(「本公司」)所刊發日期為二零二二年二月二十四日有關供股的章程(「供股章程」)。除文義另有所指外，本文件所用詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON THURSDAY, 10 MARCH 2022 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS” BELOW).

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並請即處理。本暫定配額通知書所載的要約將於二零二二年三月十日(星期四)下午四時正(或下文「惡劣天氣及／或極端情況的影響」一節所述的較後日期及／或時間)屆滿。

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

閣下如對本暫定配額通知書或將採取的行動有任何疑問，應諮詢閣下的股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and the other documents specified in the paragraph headed “26. 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 and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同供股章程以及供股章程附錄三中「26.送呈公司註冊處處長的文件」一段所述的其他文件的副本，已依據香港法例第32章公司(清盤及雜項條文)條例第342C條規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何此等文件的內容概不負責。

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

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Dealings in the Shares, the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your stockbroker or a licensed dealer in securities or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份、未繳股款及繳足股款供股股份的買賣可透過中央結算系統進行交收，閣下應諮詢閣下的股票經紀或持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排的詳情，以及有關安排會如何影響閣下的權利及權益。

Subject to the granting of the approval for listing of, and permission to deal in, the Rights Shares in both 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 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲批准上市及買賣，並符合香港結算的股份收納規定後，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，以於中央結算系統內記存、結算及交收，由未繳股款及繳足股款供股股份各自於聯交所開始買賣日期或香港結算釐定的其他日期起生效。聯交所參與者之間於任何交易日的交易須於其後第二個交收日在中央結算系統交收。於中央結算系統進行的一切活動均須遵守不時生效的中央結算系統一般規則及中央結算系統運作程序規則。

The Rights Issue will proceed on a non-fully underwritten basis. 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. Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. 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.

供股將按非全數包銷基準進行。章程文件並無亦將不會根據香港以外任何司法權區的適用證券法例登記或存檔。向香港以外司法權區派發章程文件可能受法律限制。獲得章程文件者應自行瞭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例。

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 Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong by not later than 4:00 p.m. on Thursday, 10 March 2022 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED” and crossed “ACCOUNT PAYEE ONLY”.

閣下如欲行使閣下的權利認購本暫定配額通知書指定的全部供股股份，必須不遲於二零二二年三月十日(星期四)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣及／或極端情況的影響」一節所述的較後日期及／或時間)，按照本暫定配額通知書印備的指示將本暫定配額通知書連同接納時須繳付的全數股款，送呈本公司的香港股份過戶登記分處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED」及以「只准入抬頭人賬戶」方式劃線開出。

Branch share registrar
in Hong Kong:
香港股份過戶登記分處：
Boardroom Share Registrars
(HK) Limited
Room 2103B, 21/F.
148 Electric Road
North Point
Hong Kong
寶德隆證券登記有限公司
香港
北角電氣道148號
21樓2103B室



Youth Champ Financial Group Holdings Limited
優創金融集團控股有限公司
(Incorporated in the Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code: 1160)
(股份代號: 1160)

Head office and principal
place of business
in Hong Kong:
總部及香港主要營業地點：
Unit 503, 5th Floor
Greenfield Tower
Concordia Plaza
1 Science Museum Road
Kowloon
Hong Kong
香港
九龍
科學館道1號
康宏廣場
南座
5樓503室

**RIGHTS ISSUE ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES
HELD ON THE RECORD DATE ON A NON-FULLY UNDERWRITTEN BASIS
AT A SUBSCRIPTION PRICE OF HK\$0.68 PER RIGHTS SHARE**
按於記錄日期每持有兩股現有股份獲發一股供股股份之基準
以每股供股股份0.68港元的認購價
進行按非全數包銷基準之供股

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

24 February 2022
二零二二年二月二十四日

**PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER
THAN 4:00 P.M. ON THURSDAY, 10 MARCH 2022**
股款須於接納時
(不遲於二零二二年三月十日(星期四)下午四時正)繳足

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

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Provisional Allotment Letter No.
暫定配額通知書編號

Number of Shares registered in your name(s) on Wednesday, 26 January 2022
於二零二二年一月二十六日(星期三)登記於閣下名下之股份數目

BOX A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 10 March 2022
暫定配發予閣下之供股股份數目，股款最遲須於二零二二年三月十日(星期四)下午四時正接納時繳足

BOX B
乙欄

Total subscription monies payable in full upon acceptance
於接納時應繳足之認購股款總額

BOX C
丙欄

HKS
港元

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: _____

Contact Telephone No.:
聯絡電話號碼: _____

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.
如轉讓供股股份的認購權，每項買賣均須繳付從價印花稅。除以出售形式外，饋贈或轉讓實益權益亦須繳付從價印花稅。在登記轉讓本文件所代表的供股股份的認購權前，須出示已繳付從價印花稅的證明。

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 its/his/her/their rights to subscribe for the Rights Shares set out in Box B in Form A)
(只供有意全數轉讓其/彼/彼等可認購本表格甲內乙欄所列供股股份權利之合資格股東填寫及簽署)

To: The Directors,
Youth Champ Financial Group Holdings Limited
致：優創金融集團控股有限公司
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的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)的人士。

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: _____ 2022

日期：二零二二年_____月_____日

Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.
閣下轉讓供股股份的認購權須繳付香港從價印花稅。

Form C
表格丙

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 have been transferred)
(僅供承讓供股股份認購權的人士填寫及簽署)

To: The Directors,
Youth Champ Financial Group Holdings Limited
致：優創金融集團控股有限公司
列位董事 台照

Dear Sirs and Madams,

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 PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company.

敬啟者：

本人/吾等謹請 閣下將表格甲內乙欄所列數目的供股股份以本人/吾等名義登記。本人/吾等同意按照本暫定配額通知書及供股章程所載的條款，並在 貴公司的組織章程大綱及公司細則限制下接納該等供股股份。

Existing Shareholder(s) Please mark [X] in this box 現有股東請在本欄內填上[X]符號	<input type="checkbox"/>
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To be completed in block letters in ENGLISH. Joint applicants should give one address only.
請用英文大楷填寫。聯名申請人只須填報一個地址。

Name in English 英文姓名	Family Name or Company Name 姓氏或公司名稱	Name in Chinese 中文姓名	
	Other name(s) 名字		
Name(s) of Joint Applicant(s) (if any) 聯名申請人(如有)姓名			
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的申請人的地址)			
Occupation 職業	Tel. No. 電話號碼		
Dividend Instructions 股息指示			
Name and 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: _____ 2022

日期：二零二二年_____月_____日

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares.
閣下如接納供股股份的認購權須繳付香港從價印花稅。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, BOARDROOM SHARE REGISTRARS (HK) LIMITED AT ROOM 2103B, 21/F., 148 ELECTRIC ROAD, NORTH POINT, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON THURSDAY, 10 MARCH 2022 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS” OVERLEAF). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER’S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO “**YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED**” AND CROSSED “**ACCOUNT PAYEE ONLY**”. INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如欲接納全部供股股份的暫定配額，必須將本暫定配額通知書整份連同以港元繳付的上文丙欄所示的全數股款，於二零二二年三月十日（星期四）下午四時正（或於惡劣天氣及／或極端情況下，則於背頁「惡劣天氣及／或極端情況的影響」一段所述的較後時間或日期）前交回過戶登記處寶德隆證券登記有限公司（地址為香港北角電氣道148號21樓2103B室）並獲過戶登記處收訖。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「**YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED**」及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆的指示載於背頁。本公司將不就有關股款另發收據。

It should be noted that the Rights Shares will be dealt in their nil-paid form from 9:00 a.m. on Monday, 28 February 2022 to 4:00 p.m. on Monday, 7 March 2022, both dates inclusive. Shareholders should note that dealings in such Rights Shares in their nil-paid form and dealings in the Shares may take place while certain conditions to which the Rights Issue (as specified in the paragraph headed “Conditions of the Rights Issue” in the section headed “Letter from the Board” of the Prospectus) is subject remain unfulfilled and/or not waived, where applicable). Any Shareholder or other person dealing in the Rights Shares in their nil-paid form or dealing in the Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled (or waived, where applicable) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any Shareholder or other person contemplating selling or purchasing or dealing in the Shares or the 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.

謹請注意，供股股份將從二零二二年二月二十八日（星期一）上午九時正至二零二二年三月七日（星期一）下午四時正（包括首尾兩日）期間以未繳股款方式買賣。股東應注意，該等未繳股款供股股份及股份可能會在供股的某些條件（即供股章程內「董事會函件」一節「供股之條件」一段所述的條件）尚未達成及／或未獲豁免（如適用）的情況下進行買賣。因此，於供股的所有條件達成或獲豁免（如適用）當日前買賣未繳股款供股股份或股份的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／或未必會進行的風險。任何有意買賣或交易股份或未繳股款供股股份的股東或其他人士，如對本身的狀況有任何疑問，應諮詢其專業顧問。

The Rights Issue is conditional upon the fulfilment and/or waiver (where applicable) of the conditions set out under the paragraph headed “Conditions of the Rights Issue” in the section headed “Letter from the Board” of the Prospectus.

供股須待供股章程「董事會函件」一節「供股之條件」一段所載條件達成及／或獲豁免（如適用）後，方可作實。

A SEPARATE CHEQUE OR CASHIER’S ORDER MUST ACCOMPANY EACH ACCEPTANCE
每份接納須隨附一張獨立開出的支票或銀行本票

NO RECEIPT WILL BE GIVEN
本公司將不另發收據



優創金融
YOUTH CHAMP FINANCIAL

優創金融集團控股有限公司
YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Stock code: 1160)

24 February 2022

Dear Qualifying Shareholders,

INTRODUCTION

In accordance with the terms set out in the Prospectus accompanying this PAL, the Directors have provisionally allotted to you, Rights Shares on the basis of one (1) Rights Shares for every two (2) Existing Shares held and registered in your name(s) on the Record Date (i.e. Wednesday, 26 January 2022) at the Subscription Price of HK\$0.68 per Rights Share. Your holding of the Shares as at the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

In the event the Rights Issue is not fully subscribed, any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent places under the Placing Arrangement. Any Unsubscribed Rights Shares and ES Unsold Rights Shares remain not placed after completion of the Placing Arrangement will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement.

The Prospectus Documents have not been and will not be registered under the applicable securities legislation of any jurisdictions other than Hong Kong. Save as described under the paragraph headed “Rights of Overseas Shareholders(s)” in the section headed “Letter from the Board” in the Prospectus, no action has been taken by the Company to permit the offering of the Rights Shares or the distribution of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong.

No persons receiving a copy of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person (including but not limited to Shareholders and beneficial owners of the Shares, any agent, custodian, nominee or trustee) outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares under the Rights Issue to satisfy himself/herself/itself/themselves as to the observance of the laws and regulations of all relevant jurisdiction including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. No application for Rights Shares will be accepted from the Excluded Shareholders (if any). The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

RIGHTS SHARES

The Rights Shares, when allotted, issued 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 may be declared, made or paid on or after 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 as well as compliance with the stock admission requirements of HKSCC, 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 the 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.

PROCEDURE FOR APPLICATION AND PAYMENT

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact and in accordance with the instructions printed thereon with the Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by the Registrar not later than 4:00 p.m. on Thursday, 10 March 2022 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “**YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED**” and crossed “ACCOUNT PAYEE ONLY”. Such payment will constitute acceptance of the terms of this PAL, the Prospectus and the memorandum of association and bye-laws of the Company. No receipt will be issued in respect of any PAL and/or relevant remittance received. Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue, 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 herein on or before Tuesday, 29 March 2022.

It should be noted that unless this PAL, together with the appropriate remittance for the amount shown in Box C, has been received as described above by not later than 4:00 p.m. on Thursday, 10 March 2022 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” below), this PAL and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole and absolute discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions.

Completion and return of this PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representation or warranty.

TRANSFER AND SPLITTING

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) 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 with the Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong so as to be received by not later than 4:00 p.m. on Thursday, 10 March 2022 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” 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. If you are an Overseas Shareholder, please refer to the paragraph headed “Rights of Overseas Shareholder(s)” in the “Letter from the Board” of the Prospectus for details of the restrictions which may be applicable to you.

The Registrar will determine the eligibility for the cash compensation as derived from the lapsed PALs after the completion of the re-registration for all re-registration request received by the Registrar on or before the latest time for acceptance of and payment for Rights Shares and by all means before the announcement of the number of Unsubscribed Rights Shares and the ES Unsold Rights Shares subject to the Compensatory Arrangements is posted on the Stock Exchange’s website and the Company’s website. The Registrar should notify the transferee(s) of any unsuccessful re-registration as soon as practicable.

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 hereunder, or to transfer your all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:00 p.m. on Wednesday, 2 March 2022 with the Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations as required, which will be available for collection from the Registrar after 9:00 a.m. on the second Business Day after the date of your surrender of the original PAL. 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 to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company may (at its sole and absolute discretion) treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions.

NO EXCESS APPLICATION IN RELATION TO THE RIGHTS SHARES

There will be no excess application arrangement in relation to the Rights Issue.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional on each of the conditions of the Rights Issue being fulfilled. Please refer to the paragraph headed “Conditions of the Rights Issue” in the “Letter from the Board” in the Prospectus for details of the conditions of the Rights Issue. In the event that the conditions of the Rights Issue are not fulfilled or (where applicable) waived at or before 5:00 p.m. on Friday, 11 March, then the Rights Issue will not proceed.

Under the Compensatory Arrangements, any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent places on a best effort basis subject to the terms and conditions of the Placing Agreement. Any Unsubscribed Rights Shares and ES Unsold Rights Shares not placed after completion of the Placing Agreement will then be taken up by the Underwriter (on a partially underwritten basis) pursuant to the terms and conditions of the Underwriting Agreement. Investors are advised to exercise caution when dealing in the Shares or the nil-paid rights.

TERMINATION

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right in its absolute discretion to terminate the obligations of the Underwriter thereunder on the occurrence of certain events, which have been set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus before such day specified in the Underwriting Agreement. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

CHEQUES AND CASHIER’S ORDER

All cheques and cashier’s orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the PAL with a cheque or a cashier’s order in payment for the Rights Shares, whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by the applicant that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to its other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on or before Tuesday, 29 March 2022 to those Shareholders entitled thereto by ordinary post at their own risk. You, except HKSCC Nominees Limited, and in the case of joint Qualifying Shareholders, the first-named Qualifying Shareholder, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued to you.

If the Rights Issue does not become unconditional or proceed, refund cheques, without interest, in respect of the relevant portion of application monies received are expected to be posted by ordinary post at your own risk to your registered addresses on or before Tuesday, 29 March 2022. Refund cheques (crossed “Account Payee Only”) will be despatched by ordinary post to the registered addresses of the relevant applicants of the Rights Shares at the risk of such applicants.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS

The latest time for acceptance of and payment for the Rights Shares will not take place if:

1. tropical cyclone warning signal no. 8 (or above);
2. “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or
3. a “black” rainstorm warning
 - (a) is/are 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. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
 - (b) is/are 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. Instead the Latest Time for Acceptance 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 does not take place on the currently scheduled date, the dates of the events subsequent to the Latest Time for Acceptance mentioned in the “Expected Timetable” in the Prospectus may be affected. Announcement will be made by the Company in such event as soon as possible.

WARNING OF THE RISK OF DEALING IN THE SHARES AND THE NIL PAID RIGHTS

The Rights Issue will proceed on a non-fully underwritten basis. Save for the Underwritten Shares, there is no requirement for a minimum level of subscription. Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed regardless of the ultimate subscription level.

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the sub-section headed “Termination of the Underwriting Agreement” under the section headed “THE UNDERWRITING AGREEMENT” in the Prospectus).

Accordingly, the Rights Issue may or may not proceed. The Shares have been dealt in on an ex-rights basis from Tuesday, 18 January 2022. Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 28 February 2022 to Monday, 7 March 2022 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

GENERAL

Lodgment of this PAL with, where relevant, the “Form of transfer and nomination” (Form B) purporting to have been signed by the person(s) in whose favour this PAL 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 a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong during normal business hours from Thursday, 24 February 2022 to Thursday, 10 March 2022.

Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue as set out in the section headed “Conditions of the Rights Issue” in the “Letter from the Board” of the Prospectus, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Tuesday, 29 March 2022. If the Rights Issue does not become unconditional or does not proceed, the monies received in respect of the relevant provisional allotments will be refunded to the Qualifying Shareholders or such other person to whom the nil paid rights have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other person to their registered addresses by the Registrar on or before Tuesday, 29 March 2022. No receipt will be given for such remittance.

This PAL and all acceptances of the offer contained herein 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 Company, at its principal place of business at Unit 503, 5th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Kowloon, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully,
By Order of the Board
Youth Champ Financial Group Holdings Limited
Xu Yanfa
Chairman