

Form A
表格式

To be valid, the whole of this document must be returned.
本文件必須整份交還，方為有效。

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

IMPORTANT
重要提示

Reference is made to the prospectus issued by South China Financial Holdings Limited (the "Company") dated 20 July 2016 in relation to the Rights Issue (the "Prospectus"). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述南華金融控股有限公司（「本公司」）刊發日期為二零一六年七月二十日關於供股之招股章程（「招股章程」）。除非文義另有所指，招股章程所界定之詞彙與本通知書所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER ("PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EAF EXPIRES AT 4:00 P.M. ON WEDNESDAY, 3 AUGUST 2016 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" OVERLEAF).

本暫定配額通知書（「暫定配額通知書」）具有價值及可轉讓，並應即時處理，本暫定配額通知書及隨附之額外供股股份申請表格所載之要約將於二零一六年八月三日（星期三）（或青賀「惡劣天氣之影響」一段所述有關較後日期）下午四時正截止。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER. IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR SHARES OF THE COMPANY, YOU SHOULD AT ONCE HAND THE PROSPECTUS AND THIS PAL AND THE ACCOMPANYING EAF TO THE PURCHASER(S) OR THE TRANSFEREE(S) OR TO THE BANK, LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER(S) OR THE TRANSFEREE(S).

閣下如對本暫定配額通知書或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。閣下如已售出或轉讓名下所有本公司股份，應立即將招股章程及本暫定配額通知書以及隨附之額外供股股份申請表格送交買主或承讓人，或經手買賣或轉讓之銀行經理、持牌證券交易商、註冊證券機構或其他代理，以便轉交買主或承讓人。

A copy of this PAL, together with a copy of the Prospectus and the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong. The Registrar of Companies in Hong Kong and the Securities and Futures Commission in Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書之印本連同招股章程及供股章程附錄三（送呈公司註冊處處長之文件）一段所訂明之文件之印本，已遵照香港法例第32章公司（清盤及雜項條文）條例第38D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與香港證券及期貨事務監察委員會對任何此等文件之內容概不負責。

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

香港交易及結算所有限公司、香港聯合交易所有限公司（「聯交所」）及香港中央結算有限公司（「香港結算」）對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分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。



SOUTH CHINA FINANCIAL HOLDINGS LIMITED

南華金融控股有限公司

Registrar and Transfer Office:
Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point, Hong Kong

股份過戶登記處：
聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
(Stock Code: 00619)
(股份代號: 00619)

**RIGHTS ISSUE OF 7,542,126,750 RIGHTS SHARES
AT THE SUBSCRIPTION PRICE OF HK\$0.066 PER RIGHTS SHARE
ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY ONE SHARE
HELD ON THE RECORD DATE**

按於記錄日期
每持有一股股份獲發一股供股股份之基準
以每股供股股份0.066港元之認購價
發行7,542,126,750股供股股份

**PAYABLE IN FULL ON ACCEPTANCE
BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 3 AUGUST 2016
股款須不遲於二零一六年八月三日（星期三）下午四時正接納時繳足**

PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

Head Office,
Registered Office and
Principal Place
of Business:
28th Floor
Bank of China Tower
1 Garden Road
Central
Hong Kong

總辦事處、註冊辦事處及主要營業地點：
香港
中環
花園道1號
中銀大廈28樓

20 July 2016
二零一六年七月二十日

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

Total number of Shares registered in your name(s) on Tuesday, 19 July 2016
於二零一六年七月十九日（星期二）已經登記於閣下名下之股份總數

Box A
甲欄

Number of Rights Shares allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Wednesday, 3 August 2016
閣下獲配發之供股股份數目。股款須不遲於二零一六年八月三日（星期三）下午四時正接納時繳足

Box B
乙欄

Total subscription monies payable on acceptance in full
應認購股款總額，股款須於接納時繳足

Box C
丙欄

HK\$
港元

Name of bank on which cheque/cashier's order is drawn:
支票／銀行本票的付款銀行名稱：

Cheque/cashier's order no.:
支票／銀行本票號碼：

Please insert your contact telephone no.:
請在此填上閣下之聯絡電話號碼：

The Underwriting Agreement contains provisions entitling the Underwriter to terminate the Underwriting Agreement on or prior to the Latest Time for Termination in accordance with the terms thereof on the occurrence of certain events. Details of the circumstances in which the Underwriter has the right to terminate the Underwriting Agreement are set out in the enclosed sheet under the heading "Termination of the Underwriting Agreement".

根據包銷協議，包銷商有權在發生某些事件時，於最後截止期限或之前隨時終止包銷協議之條款或終止包銷協議。包銷商有權終止包銷協議之情況載於隨附文件「終止包銷協議」一節內。

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated. If the Rights Issue does not become unconditional, the Rights Issue will not proceed. Any dealings in the Shares up to the date on which the conditions to which the Rights Issue is subject are fulfilled, or in the form as nil-paid Rights Shares on the Stock Exchange, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

供股須待包銷協議成為無條件及並無被終止時方可作實。倘包銷協議並未成為無條件，則不會實行供股。在供股之所有條件達成日期之前任何股份買賣，或於該文所以未繳股款供股股份方式進行的股份買賣，均須承擔供股未必成為無條件或未必進行之風險。

Investors who have any doubt about their position are recommended to obtain professional advice from their advisers regarding dealings in the Shares or nil-paid Rights Shares during these periods.

投資者如對彼等之有關立場有任何疑問，應自行諮詢本身的顧問有關在該等期間買賣股份或未繳股款供股股份之事宜。

Subject to the granting of the listing of, and permission to deal in, the nil-paid and fully-paid Rights Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the nil-paid Rights Shares and fully-paid Rights Shares will be accepted as eligible securities by HKSCC for 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.

待有關供股股份及零股供股股份獲准在聯交所上市買賣，並符合香港結算之股份收納規定後，未繳股款供股股份及繳足股款供股股份均將獲香港結算接納為合資格證券，可由未繳股款供股股份及繳足股款供股股份各自開始於聯交所買賣當日或香港結算決定之其他日期起，在中央結算系統存管、結算及交收。聯交所參與者之間於任何交易日後進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統之一切活動均須依照不時之有效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。

Dealing in the Shares may be settled through CCASS and you should consult your stockbroker, other registered dealer 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.

股份買賣可透過中央結算系統交收。閣下應諮詢閣下之股票經紀、其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解交收安排詳情以及有關安排對閣下之權利及權益可能產生的影響。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL YOU MUST LODGE THIS PAL INACT WITH THE REGISTRAR, UNION REGISTRARS LIMITED, AT SUITES 3301-04, 33/F, TWO CHINACHEM EXCHANGE SQUARE, 338 KING'S ROAD, NORTH POINT, HONG KONG TOGETHER WITH A REMITTANCE BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 3 AUGUST 2016. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "SOUTH CHINA FINANCIAL HOLDINGS LIMITED - PROVISIONAL ALLOTMENT ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN.

閣下如欲接納本暫定配額通知書所載之暫定配額，須將本暫定配額通知書連同印上文及欄所示交收之港元全數股款，連同於二零一六年八月三日（星期三）下午四時正之前交回聯合證券登記有限公司（地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室），所有股款須以港元繳付，並以在票據抬頭行「戶口開出」支票或已簽名特種銀行匯出之銀行本票交付，並須註明抬頭人為「SOUTH CHINA FINANCIAL HOLDINGS LIMITED - PROVISIONAL ALLOTMENT ACCOUNT」，並以「只准入抬頭人帳戶」劃線方式開出。有關匯款及分發供股配額之指示載於隨附文件。繳款將不會獲發收條。

Each person accepting the provisional allotment specified in this document:
• confirms that he/she/it has read the terms and conditions and acceptance procedures set out in an enclosed sheet and in the Prospectus and agrees to be bound by them; and
• agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with Hong Kong law.

接納本文件所載之暫定配額之每位人士均：
• 確認其已閱讀有關之條款及條件以及接納手續，並同意受其約束；及
• 同意本暫定配額通知書及因此構成之合約受香港法律管轄及根據香港法律詮釋。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE
NO RECEIPT WILL BE GIVEN
每份接納須隨附一張獨立支票或銀行本票
繳款將不會獲發收條

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR 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 TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.
如轉讓可認購供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，餽贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在送交本文件以登記轉讓任何供股股份權益之前，須出示已繳付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/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)
(只供擬轉讓其／彼等載於表格甲內乙欄之全部供股股份認購權利之合資格股東填寫及簽署)

To: The Directors
South China Financial Holdings Limited

致： 南華金融控股有限公司
列位董事 台照

Dear Sirs,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this 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／吾等之供股股份之認購權悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of 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: _____ 2016

日期：二零一六年 _____ 月 _____ 日

Form C

REGISTRATION APPLICATION FORM

表格丙

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)
(只供承讓供股股份認購權之人士填寫及簽署)

To: The Directors
South China Financial Holdings Limited

致： 南華金融控股有限公司
列位董事 台照

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

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

Existing Shareholder(s)
Please mark "X" in this box
現有股東請在本欄內填上「X」號

--

To be completed in BLOCK LETTERS in English. Joint applicants should give the address of the first-named applicant only. 請用英文大楷填寫。聯名申請人只須填報排名首位的申請人的地址。			
Name in English 英文姓名／名稱	Family name or Company name 姓氏或公司名稱	Other name(s) 名字	Name in Chinese 中文姓名／名稱
Name continuation and/or full name(s) of joint applicant(s) (if required) 姓名(續)及／或聯名申請人全名／名稱 (如有需要)			
Address in English (joint applicants shall 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 派息指示			
Name and address of bank 銀行名稱及地址			Bank account type 銀行賬戶類別
			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: _____ 2016

日期：二零一六年 _____ 月 _____ 日

Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) if this form is completed.
如已填妥此表格，轉讓人及承讓人須繳付香港從價印花稅。



(Stock Code: 00619)

Yours faithfully,
For and on behalf of the Board
South China Financial Holdings Limited
Ms. Ng Yuk Mui Jessica
Executive Director