

Accel Group Holdings Limited

高陸集團控股有限公司

(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

SHARE OFFER

股份發售

Number of Offer Shares under the Share Offer	: 200,000,000 Shares (subject to the Over-allotment Option)	股份發售的發售股份數目	: 200,000,000股股份(視乎超額配股權行使與否而定)
Number of Public Offer Shares	: 20,000,000 Shares (subject to reallocation)	公開發售股份數目	: 20,000,000股股份(可予重新分配)
Number of Placing Shares	: 180,000,000 Shares (subject to reallocation and the Over-allotment Option)	配售股份數目	: 180,000,000股股份(可予重新分配及視乎超額配股權行使與否而定)
Maximum Offer Price	: HK\$0.75 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund)	最高招股價	: 每股發售股份0.75港元元，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費(須在申請時以港元繳足，多繳股款可予退還)
Nominal Value	: HK\$0.01 per Share	面值	: 每股股份0.01港元
Stock Code	: 1283	股份代號	: 1283

Please read carefully the prospectus of Accel Group Holdings Limited (the "Company") dated 27 September 2019 (the "Prospectus") (in particular, the section headed "How to Apply for Public Offer Shares" in the Prospectus) and the guidelines on the back of this Application Form before completing this Application Form. Terms used in this Application Form shall have the same meanings as those defined in the Prospectus unless defined herein.

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 Application Form, 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 this Application Form.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the section headed "Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection" in Appendix V to the Prospectus have been registered by 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) of Hong Kong. The Stock Exchange, HKSCC, the Securities and Futures Commission of Hong Kong (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed "Personal data" in the section headed "How to apply for Public Offer Shares" in the Prospectus which sets out the policies and practices of the Company and its Hong Kong Branch Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This Application Form and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this application an offer of Offer Shares for sale in the United States. The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Offer Shares may only be offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur. No public offering of the Offer Shares will be made in the United States.

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions.

The allocation of the Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed "Structure and Conditions of the Share Offer" in the Prospectus. The Joint Bookrunners (for themselves and on behalf of the Underwriters) may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Rules Governing the Listing of Securities on the Stock Exchange, the maximum total number of Offer Shares that may be reallocated under the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 40,000,000 Offer Shares).

To: Accel Group Holdings Limited
Sole Sponsor
Sole Global Coordinator
Joint Bookrunners
Joint Lead Managers
The Public Offer Underwriters

在填寫本申請表格前，請細閱高陸集團控股有限公司(「本公司」)於2019年9月27日刊登的招股章程(「招股章程」)，尤其是招股章程「如何申請公開發售股份」一節，及刊於本申請表格背面的指引。除另有界定外，本申請表格所用詞語與招股章程所界定者具相同涵義。

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」)對本申請表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本申請表格連同白色及黃色申請表格、招股章程以及招股章程附錄五「送呈香港公司註冊處處長及備查文件」一節所列的其他文件，已遵照香港法例第32章公司(清盤及雜項條文)條例第342C條的規定，送呈香港公司註冊處處長登記。聯交所、香港結算、香港證券及期貨事務監察委員會(「證監會」)及香港公司註冊處處長對任何該等文件的內容概不負責。

請閣下留意招股章程「如何申請公開發售股份」一節「個人資料」一段，當中載有本公司及香港股份過戶登記處有關個人資料及遵守《個人資料(私隱)條例》的政策和慣例。

本申請表格或招股章程所載者概不構成出售要約或要約購買的游說，亦不得在任何作出有關要約、游說或出售即屬違法的司法權區內出售任何發售股份。本申請表格及招股章程不得在美國境內直接或間接派發，而此項申請亦非在美國出售發售股份的要約。發售股份並無亦不會根據美國《證券法》或美國任何州證券法登記，且不得在美國境內發售、出售、質押或轉讓，惟根據美國《證券法》及適用美國州證券法獲豁免登記規定或並非受該等登記規定規限的交易除外。發售股份只可依據美國《證券法》S規例以及進行發售及出售所在的各司法權區適用法律於離岸交易中在美國境外提呈發售及出售。不會於美國進行發售股份的公開發售。

在任何根據有關司法權區法律不得發送、派發或複製本申請表格及招股章程之司法權區內，本申請表格及招股章程概不得以任何方式(全部或部分)發送或派發或複製。本申請表格及招股章程僅供閣下本人。概未獲授權發送或派發或複製本申請表格或招股章程(全部或部分)。如未能遵守此項指令，可能違反《證券法》或其他司法權區的適用法律。

公開發售與配售之間的發售股份分配可按招股章程「股份發售的架構及條件」一節所述重新分配。聯席賬簿管理人(為其本身及代表包銷商)可將發售股份由配售重新分配至公開發售，以滿足公開發售的需求。根據聯交所發出的指引信HKEX-GL91-18，倘有關重新分配並非根據聯交所證券上市規則第18項應用指引(即第18項應用指引)重新分配後可重新分配至公開發售的發售股份總數最多不得超過公開發售最初獲分配的發售股份總數的兩倍(即40,000,000股發售股份)。

致：高陸集團控股有限公司
獨家保薦人
獨家全球協調人
聯席賬簿管理人
聯席牽頭經辦人
公開發售包銷商

1 We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for HK eIPO White Form Applications submitted via banks/stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our HK eIPO White Forms services in connection with the Public Offer; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

吾等確認，吾等已(i)遵守電子公開發售指引、有關銀行/股票經紀提供網上白表申請的運作程序以及與吾等就公開發售提供網上白表服務有關的適用法律、規例(法定或其下)；及(ii)細閱招股章程及本申請表格所載的條款及條件以及申請程序，並同意受其約束。代表與本申請有關的每名申請人作出申請，吾等：

- apply for the number of Public Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Articles of Association;
- enclose payment in full for the Public Offer Shares applied for, including brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%;
- confirm that the underlying applicants have undertaken and agreed to accept the Public Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;
- undertake and confirm that the underlying applicant(s) and the person for whose benefit the underlying applicant(s) is/are applying has/have not applied for or taken up, or indicated an interest for, or received or been placed or allocated (including conditionally and/or provisionally), and will not apply for or take up, or indicate an interest for, any Offer Shares under the Placing nor otherwise participate in the Placing;
- understand that these declarations and representations will be relied upon by the Company, the Directors, the Sole Sponsor, the Global Coordinator, the Joint Bookrunners and the Joint Lead Managers in deciding whether or not to make any allotment of Public Offer Shares in response to this application, and that the underlying applicants may be prosecuted if they made a false declaration;
- authorise the Company to place the name(s) of the underlying applicant(s) on the register of members of the Company as the holder(s) of any Public Offer Shares to be allotted to them, and (subject to the terms and conditions set out in this Application Form) to send any Share certificate(s) (where applicable) and/or any refund cheque(s) and/or e-Auto Refund payment instruction(s) (where applicable) by ordinary post at that underlying applicant's own risk in accordance with the procedures prescribed in this Application Form and in the Prospectus except where the underlying applicant has applied for 1,000,000 or more Public Offer Shares and that underlying applicant collects any Share certificate(s) in person in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- request that any e-Auto Refund payment instructions be dispatched to the application payment bank account where the applicants had paid the application monies from a single bank account;
- request that any refund cheque(s) be made payable to the underlying applicant who has used multiple bank accounts to pay the application monies and to send any such refund cheques by ordinary post at that underlying applicant's own risk to the address stated on the application in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- confirm that each underlying applicant has read the terms and conditions of this application and agree to be bound by them;
- represent, warrant and undertake that the allotment or application for the Public Offer Shares by the underlying applicants or by each underlying applicant for whose benefit this application is made will not require the Company to comply with any requirements under any law, statute or regulation, whether or not having the force of law) of any territory outside Hong Kong;
- agree that this application, any acceptance and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- agree that the Company, the Sole Sponsor, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers and the Underwriters and their respective directors and any other parties involved in the Share Offer are entitled to rely on any statement or representation made by us or the underlying applicants.

- 按照招股章程及本申請表格的條款及條件，並根據招股章程細則的規限下，申請以下數目的公開發售股份；
- 隨附申請公開發售股份所需的全數股款(包括1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)；
- 確認相關申請人已承諾接受接納彼等根據本申請所申請的公開發售股份，或彼等根據本申請獲分配的任何較少數目公開發售股份；
- 承諾及確認相關申請人及相關申請人為其利益而提出申請的人士並無申請或承諾或表示有意認購或收取或獲配售或分配(包括有條件及/或無條件)亦不會申請或承諾或表示有意認購)配售的任何發售股份，亦不會以其他方式參與配售；

本公司、董事、獨家保薦人、獨家全球協調人、聯席賬簿管理人及聯席牽頭經辦人將依賴此等聲明及保證，以決定就是項申請配發任何公開發售股份，及相關申請人如作出虛假聲明，可能會遭受檢控；

授權 貴公司將相關申請人的姓名/名稱列入 貴公司股東名冊內，作為任何將配發予相關申請人的公開發售股份的所有人，並(在符合本申請表格所載條款及條件的情況下)根據本申請表格及招股章程所載程序，普通郵寄方式寄發任何股票(如適用)及/或任何退款支票及/或電子自動退款指示(如適用)，郵誤風險概由申請人承擔，除非相關申請人申請1,000,000股或以上公開發售股份，並按本申請表格及招股章程所載程序親身領取任何股票；

要求將任何電子自動退款指示發送到申請人以單一銀行賬戶繳交申請款項的申請付款銀行賬戶內；

要求任何以多個銀行賬戶繳交申請款項之申請人的退款支票以相關申請人為抬頭人，並根據本申請表格及招股章程所述程序將任何有關退款支票以普通郵遞方式寄發到申請所列的地址，郵誤風險概由相關申請人承擔；

• 確認各相關申請人已細閱本申請表格及招股章程以及指定網站www.hkeipo.hk所載的條款、條件及申請程序，並同意受其約束；

• 聲明、保證及承諾向各相關申請人或由各相關申請人或為其利益而提出本申請的人士配發或申請認購公開發售股份不會引致 貴公司須遵從香港以外任何地區的任何法律或規例的任何規定(不論是具法律效力)；

• 同意本申請、對本申請的任何接納及據此訂立的合約將受香港法例管轄並按其詮釋；及

• 同意 貴公司、獨家保薦人、獨家全球協調人、聯席賬簿管理人、聯席牽頭經辦人、包銷商及彼等各自的董事以及參與股份發售的任何其他方有權倚賴我們或相關申請人作出的保證或陳述。

Date 日期:

Capacity 身份:

2 We, on behalf of the underlying applicants, offer to purchase _____ Total number of Shares 股份總數
吾等(代表相關申請人)提出認購

Public Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form.
代表相關申請人提出認購的公開發售股份(申請人的詳細資料載於連同本申請表格遞交的唯讀光碟)。

3 A total of 附附合共 _____	cheque(s) 張支票 _____	Cheque number(s) 支票編號 _____
are enclosed for a total sum of 其總金額為 _____	HKS _____	Name of bank 銀行名稱 _____
	港元	

4 Please use BLOCK letters 請用正楷填寫

Name of HK eIPO White Form Service Provider 網上白表服務供應商名稱			
Chinese Name 中文名稱	HK eIPO White Form Service Provider ID 網上白表服務供應商身份識別編碼		
Name of contact person 聯絡人士姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼	
Address 地址	For Broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交		
	Broker No. 經紀號碼		
	經紀印章		

For bank use 此欄供銀行填寫

