

To be valid, the whole of this Provisional Allotment Letter must be returned.

本暫定配額通知書必須整份交還，方為有效。

IMPORTANT

重要提示

Reference is made to the prospectus issued by Chen Xing Development Holdings Limited (the “**Company**”) dated Wednesday, 13 February 2019 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.

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“EAF”) EXPIRES AT 4:00 P.M. ON WEDNESDAY, 27 FEBRUARY 2019.

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

A copy of the Prospectus, together with copies of this PAL, the EAF and other documents specified in the section headed “General Information — 14. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong pursuant to 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 SFC take no responsibility as to the contents of any of the documents referred to above.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and 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.

The Underwriter has the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriter has the right to terminate the Underwriting Agreement are set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus.

The Rights Issue is conditional upon the fulfillment or waiver (as the case may be) of the conditions set out under the section headed “Letter from the Board — The Rights Issue — Conditions of the Rights Issue” in the Prospectus. If the conditions are not fulfilled (or waived) or the Underwriting Agreement is terminated pursuant to its terms, the Rights Issue will not proceed. If the Rights Issue does not become unconditional, the Rights Issue will not proceed.

Shareholders should note that the Shares have been dealt in on an ex-rights basis on the Stock Exchange from Tuesday, 29 January 2019. The nil-paid Rights Shares will be dealt in from Friday, 15 February 2019 to Friday, 22 February 2019 (both dates inclusive).

Any dealings in the Shares up to the date on which the conditions to which the Rights Issue is subject are fulfilled (or waived as applicable) (which is currently expected to be 4:00 p.m. on Thursday, 28 February 2019), or in the nil-paid Rights Shares on the Stock Exchange during the period in which they may be traded in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

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.

THIS PAL IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES. THE RIGHTS SHARES (IN BOTH NIL-PAID AND FULLY-PAID FORMS), THIS PAL AND THE EAF HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES.

Subject to the granting of the 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 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 in the Rights Shares in their nil-paid and fully-paid forms 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.

Dealings in the Shares may be settled through CCASS and you should consult your stockbroker, other licensed securities dealer, 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.

茲提述辰興發展控股有限公司(「本公司」)於二零一九年二月十三日(星期三)就供股刊發的供股章程(「招股章程」)。除非文義另有所指，否則供股章程所界定的詞彙與本通知書所採用者具有相同涵義。

本暫定配額通知書(「暫定配額通知書」)乃有價值及可轉讓的表格，並應即時處理，本暫定配額通知書及隨附的額外申請表格(「額外申請表格」)所載的供股要約將於二零一九年二月二十七日(星期三)下午四時正截止。

閣下如對本暫定配額通知書或應採取的行動有任何疑問或如閣下已出售閣下名下全部或部分本公司的股份，應諮詢閣下的股票經紀、其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

供股章程連同本暫定配額通知書、額外申請表格及供股章程附錄三「一般資料 — 14.送呈香港公司註冊處處長文件」一節內所指明的其他文件，已遵照《公司(清盤及雜項條文)條例》(香港法例第32章)第342C條的規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對上文所述任何文件的內容概不負責。

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的任何損失承擔任何責任。

根據包銷協議，包銷商有權在包銷協議內所載的若干情況下，於最後終止時限前，隨時向本公司發出通知終止包銷協議。包銷商有權終止包銷協議的情況詳情，載於供股章程「終止包銷協議」一節內。

供股須待供股章程所載「董事會函件 — 供股 — 供股的條件」一節所載條件達成或獲豁免(視乎情況而定)後，方告作實。倘條件未獲達成(或獲豁免)或包銷協議按其條款被予以終止，則供股將不會進行。倘供股並無成為無條件，則供股將不會進行。

股東務須注意，股份已由二零一九年一月二十九日(星期二)起於聯交所按除權基準買賣。未繳股款供股股份將於二零一九年二月十五日(星期五)至二零一九年二月二十二日(星期五)(包括首尾兩日)止期間內買賣。

截至供股的所有條件達成或獲豁免(如適用)當日(目前預期為二零一九年二月二十八日(星期四)下午四時正)止的任何股份買賣，或於未繳股款供股股份方式進行買賣的期間在聯交所買賣未繳股款供股股份將須承受供股未必成為無條件或未必會繼續進行的風險。

投資者如對彼等的狀況有任何疑問，應諮詢彼等顧問有關於該等期間買賣股份或未繳股款供股股份的專業意見。

本暫定配額通知書不可直接或間接在或向美國刊發、發放或派發。未繳股款及繳足股款供股股份、本暫定配額通知書及額外申請表格尚未且不會根據《美國證券法》或美國任何州或者其他司法權區的證券法例進行登記。除根據《美國證券法》及美國任何州或者其他司法權區的適用證券法例豁免登記要求以外，不得在美國境內直接或間接進行要約、出售、接納、行使、轉售、放棄、轉讓或交付。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，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，可自未繳股款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的其他日期起，在中央結算系統記存、結算及交收。聯交所參與者間於任何交易日進行的交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統的一切活動均須依照不時有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進行。

股份的買賣可通過中央結算系統結算。閣下應諮詢閣下的股票經紀、其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解結算安排詳情以及有關安排可能如何影響閣下的權利及權益。



Form A
表格甲

Hong Kong Share Registrar
and Transfer Office:
Computershare Hong Kong
Investor Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處：
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓
1712-1716號舖



CHEN XING

Chen Xing Development Holdings Limited
辰興發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

(Stock Code: 2286)
(股份代號: 2286)

Registered office:
註冊辦事處：
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and
Principal Place
of Business in the PRC:
18 Anning Street
Yuci District, Jinzhong City
Shanxi Province
The PRC

Principal Place of
Business in Hong Kong:
40th Floor, Sunlight Tower
248 Queen's Road East
Wanchai
Hong Kong

中國辦事處及主要營業地點：
中國
山西省
晉中市榆次區
安寧大街18號

香港主要營業地點：
香港灣仔
皇后大道東248號
陽光中心40樓

13 February 2019
二零一九年二月十三日

**RIGHTS ISSUE OF 99,999,989 RIGHTS SHARES ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY FIVE EXISTING SHARES
HELD ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE OF HK\$1.50 PER RIGHTS SHARE**
按於記錄日期每持有五股現有股份可獲發一股供股股份的基準
按認購價每股供股股份1.50港元以供股方式發行**99,999,989**股供股股份
**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON Wednesday, 27 February 2019**
股款須不遲於二零一九年二月二十七日(星期三)下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

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

Name(s) and address of Qualifying Shareholder(s)
合資格股東姓名/名稱及地址

Total number of Shares registered in your name(s) on Monday, 11 February 2019
於二零一九年二月十一日(星期一)登記於閣下名下的股份總數

BOX A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than
4:00 p.m. on Wednesday, 27 February 2019
閣下獲暫定配發的供股股份數目，股款須不遲於二零一九年二月二十七日(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
應繳認購股款總額，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
number:
支票/銀行本票號碼：

Please insert your contact telephone
number here:
請在此填上閣下的聯絡電話：



IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM HONG KONG 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 HONG KONG STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG 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的認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有的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 his/her/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)
(只供擬轉讓彼/彼等載於表格甲內乙欄的全部供股股份認購權的合資格股東填寫及簽署)

To: The Directors
Chen Xing Development Holdings Limited
致：辰興發展控股有限公司
列位董事

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/吾等的供股股份的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)的人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of Qualifying Shareholders (all joint Shareholders must sign)
合資格股東簽署(所有聯名股東均須簽署)

Date: _____ 2019 日期：二零一九年 _____ 月 _____ 日

Ad valorem Hong Kong stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.

填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利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)
(只供承讓供股股份認購權的人士填寫及簽署)

To: The Directors
Chen Xing Development Holdings Limited
致：辰興發展控股有限公司
列位董事

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 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的供股股份數目，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，以及在貴公司的組織章程細則規限下，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. 請用英文正楷填寫。聯名申請人只須填報排名首位的申請人地址。					
Names of Chinese applicants must be given both in English and in Chinese characters. 華裔申請人須填寫中英文姓名。					
Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名		
Name continuation and/or name(s) of joint applicant(s) (if required) 續姓名及/或聯名申請人姓名(如有需要)					
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人僅須填寫排名首位的申請人地址)					
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	
			BANK 銀行	BRANCH 分行	ACCOUNT 賬戶
			Bank account type 銀行賬戶類型		

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicants (all joint applicant(s) must sign)
申請人簽署(所有聯名申請人均須簽署)

Date: _____ 2019 日期：二零一九年 _____ 月 _____ 日

Ad valorem Hong Kong stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.

填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港從價印花稅。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON WEDNESDAY, 27 FEBRUARY 2019. 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 "Chen Xing Development Holdings Limited – Rights Issue Account" AND CROSSED "Account Payee Only". INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN AN ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

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.

閣下如欲根據本暫定配額通知書接納供股股份的暫定配額，須將本暫定配額通知書整份連同表格甲丙欄所示的港元全數股款（以支票或銀行本票）送達登記處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖），最遲於二零一九年二月二十七日（星期三）下午四時正前交回本公司的登記處，所有股款須以港元繳付，並以在香港持牌銀行戶口開出的支票或以香港持牌銀行發出的銀行本票支付，並須註明抬頭人為「**Chen Xing Development Holdings Limited – Rights Issue Account**」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆供股配額的指示載於隨附文件。本公司將不另發股款收據。

接納本文件所載的暫定配額的每位人士均：

- 確認彼已閱讀所附表格及供股章程所載的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的合約須受香港法律規限及根據香港法律詮釋。

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份申請須隨附獨立的支票或銀行本票
本公司將不另發股款收據