

MS GROUP HOLDINGS LIMITED

萬成集團股份有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限責任公司)

SHARE OFFER

Number of Offer Shares : 50,000,000 Shares
Number of Public Offer Shares : 5,000,000 Shares (subject to reallocation)
Number of Placing Shares : 45,000,000 Shares (subject to reallocation)
Maximum Offer Price : HK\$1.36 per Offer Share (payable in full on application in Hong Kong dollars and subject to refund, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
Nominal value : HK\$0.10 per Share
Stock code : 1451

股份發售

發售股份數目 : 50,000,000股
公開發售股份數目 : 5,000,000股 (可予重新分配)
配售股份數目 : 45,000,000股 (可予重新分配)
最高發售價 : 每股發售股份1.36港元 (須於申請時以港元繳足，多繳股款可予退還，另加1.0%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)
面值 : 每股股份0.10港元
股份代號 : 1451

Application Form 申請表格

Please read carefully the prospectus of MS Group Holdings Limited (the “**Company**”) dated 21 May 2018 (the “**Prospectus**”) (in particular, the section headed “How to apply for the Public Offer Shares” in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus shall have the same meaning when used in this Application Form 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 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). The Stock Exchange, HKSCC, the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Registrar of Companies of Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed “Personal data” which sets out the policies and practices of the Company and the Hong Kong Branch Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

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 the Public 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 Shares for sale in the United States. The Public Offer Shares have not been and will not be registered under the US 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 US Securities Act and applicable US state securities laws. The Public Offer Shares may only be offered and sold outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act and the applicable laws of each jurisdiction where those offers and sales occur. No public offering of the Public 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 unauthorised. Failure to comply with this directive may result in a violation of the US Securities Act or the applicable laws of other jurisdictions.

The allocation of the Offer 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. In particular, the Offer Shares to be offered in the Public Offer and the Placing may be reallocated as between these offerings at the discretion of the Lead Manager. If such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, in accordance with Guidance Letter HKEX-GL91-18, the maximum total number of Offer Shares that may be reallocated to the Public Offer will be 10,000,000 Shares, representing 20% of the Offer Shares initially available under the Share Offer, and the final Offer Price shall be fixed at the bottom end of the indicative offer price range (that is, HK\$1.20 per Offer Share) stated in the Prospectus.

To: MS Group Holdings Limited
First Shanghai Capital Limited
First Shanghai Securities Limited
The Public Offer Underwriters

在填寫本申請表格前，請細閱萬成集團股份有限公司(「**本公司**」)於二零一八年五月二十一日刊發的招股章程(「**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。除非本申請表格另有定義，否則本申請表格所使用的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。

本申請表格副本連同**白色**及**黃色**申請表格副本、招股章程及招股章程附錄五「送呈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此等文件的內容概不負責。

閣下敬請留意「個人資料」一段，當中載有本公司及其香港股份過戶登記分處有關個人資料及遵守香港法例第486章《個人資料(私隱)條例》的政策及慣例。

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，而在任何作出有關要約、游說或出售即屬違法的司法權區內，概不得出售任何公開發售股份。本申請表格及招股章程不得在美國境內直接或間接派發，而此項申請亦並非在美國出售股份的要約。公開發售股份並無亦將不會根據美國《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、抵押或轉讓，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。公開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的各司法權區適用法例於離岸交易中在美國境外提呈發售及出售。將不會於美國進行公開發售股份的公開發售。

在任何根據有關法律不得發送、派發或複製本申請表格及招股章程的司法權區內，概不得以任何方式發送或派發或複製(全部或部分)本申請表格及招股章程。本申請表格及招股章程僅致予閣下本人，概不得發送或派發或複製本申請表格或招股章程的全部或部分。如未能遵守此項指令，可能違反美國《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將按招股章程「股份發售的架構及條件」一節所述予以調整。尤其是，透過公開發售及配售將予提呈發售的發售股份可由牽頭經辦人於該等發售之間酌情重新分配。根據指引信HKEX-GL91-18，倘並非根據《上市規則》第18項應用指引進行有關重新分配，則公開發售可予重新分配發售股份總數上限將為10,000,000股股份，相當於股份發售項下初步可供認購的發售股份的20%，而最終發售價須釐定為招股章程訂明的指示性發售價範圍的下限(即每股發售股份1.20港元)。

致：萬成集團股份有限公司
第一上海融資有限公司
第一上海證券有限公司
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 Form** 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:

- 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;
- enclose payment in full for the Public Offer Shares applied for, including 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee;
- 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; or 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 participate in the Placing;
- understand that these declarations and representations will be relied upon by the Company, the Directors, the Sponsor, the Bookrunner and the Lead Manager 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 the Company and/or its agent (subject to the terms and conditions set out in this Application Form) to send any share certificate(s) by ordinary post at that underlying applicant's own risk and/or any refund cheque(s) and/or e-Auto Refund payment instruction(s) (where applicable) in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- instruct and authorise the Company, the Sponsor, the Bookrunner and/or the Lead Manager (or their respective agents or nominees), as agents of the Company, to execute any documents on behalf of the underlying applicant(s) and to do on behalf of the underlying applicant(s) all things necessary to effect the registration of any Public Offer Shares allocated to the underlying applicant(s) in the name(s) of the underlying applicant(s) as required by the Articles, and otherwise to give effect to the arrangements described in the Prospectus and this Application Form;
- request that any e-Auto Refund payment instructions be despatched to the application payment 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(s) who had used multiple bank accounts to pay the application monies and to send any such refund cheque(s) 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 and application procedures set out in this Application Form and in the Prospectus and agree to be bound by them;
- represent, warrant and undertake that the underlying applicants understand that the Shares have not been and will not be registered under the US Securities Act and the underlying applicant is outside the United States (as defined in Regulation S) or is a person described in paragraph h(3) of Rule 902 of Regulation S;
- represent, warrant and undertake that the allotment of or application for the Public Offer Shares to the underlying applicant or by underlying applicant or for whose benefit this application is made would not require the Company to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong; and
- agree that the Company, the Sponsor, the Bookrunner, the Lead Manager, the Underwriters and their respective directors, advisors and agents and any other parties involved in the Share Offer are entitled to rely on any warranty, representation or declaration 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，並在細則規限下，申請以下數目的公開發售股份；

- 夾附申請公開發售股份所需的全數付款(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及同意接納該等相關申請人根據本申請所申請的公開發售股份，或該等相關申請人根據本申請獲分配的任何較少數目的香港發售股份；
- 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購；或表示有意認購或收賬或獲配售或分配(包括有條件及／或暫定)，並將不會申請或承購或表示有意認購配售的任何發售股份，亦不會參與配售；

- 明白本公司、董事、保薦人、賬簿管理人及牽頭經辦人將依賴此等聲明及陳述，以決定是否就本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；

- 授權本公司將相關申請人的姓名／名稱列入本公司股東名冊內，作為任何將配發予相關申請人的公開發售股份的持有人，而本公司及／或其代理(在符合本申請表格所載的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以普通郵遞方式寄發任何股票及／或退款支票及／或電子自動退款指示(如適用)，郵誤風險概由該相關申請人承擔；

- 指示及授權本公司、保薦人、賬簿管理人及／或作為本公司的代理牽頭經辦人(或彼等的代理或代名人)，為按照細則規定登記相關申請人以相關申請人名義獲分配的任何公開發售股份，以及為促使招股章程及本申請表格所述的安排生效，而代表相關申請人簽署任何文件及進行一切必需事宜；

- 倘申請人使用單一銀行賬戶支付申請股款，要求任何電子自動退款指示將發送至申請付款賬戶內；

- 要求任何以多個銀行賬戶繳交申請款項的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閱讀本申請表格及招股章程所載條款及條件以及申請手續，並同意受其約束；

- 聲明、保證及承諾相關申請人明白股份不會亦不會根據美國證券法登記且相關申請人身處美國境外(定義見S規例)或為S規例第902條h(3)段所述人士；

- 聲明、保證及承諾向相關申請人或由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，不會引致本公司遵從香港以外任何地區的法律或規例(不論是否具有法律效力)的任何規定；

- 同意本申請、任何對本申請的接納以及因而訂立的合約，將受香港法律管轄及按其詮釋；及

- 同意本公司、保薦人、賬簿管理人、牽頭經辦人、包銷商及彼等各自的董事、顧問及代理人以及參與股份發售的任何其他各方有權依賴吾等或相關申請人作出的任何保證、陳述或聲明。

Signature: 簽名：	Date: 日期：
Name of applicant: 申請人姓名：	Capacity: 身份：

2 We, on behalf of the underlying applicants, offer to purchase 吾等(代表相關申請人)要約購買	Total number of Shares 股份總數	Public Offer Shares on behalf of the underlying applicants whose details are contained in the read only CD-ROM submitted with this Application Form. 公開發售股份(代表相關申請人，其詳細資料載於連同本申請表格遞交的唯讀光碟)。
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3 Total of 現夾附合共	cheques 張支票	Cheque number(s) 支票編號
are enclosed for a total sum of 總金額為	HK\$ 港元	Name of bank 銀行名稱

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證號碼		
Name of contact person 聯絡人姓名		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		
		Broker's chop 經紀印章		
For bank use 此欄供銀行填寫				

