

IMPORTANT
重要提示

Reference is made to the prospectus issued by Sing Lee Software (Group) Limited (the “**Company**”) dated 25 April 2019 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.

茲提述新利軟件(集團)股份有限公司(「**本公司**」)所刊發日期為二零一九年四月二十五日有關供股的章程(「**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 FRIDAY, 10 MAY 2019 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER” 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二零一九年五月十日(星期五)(或下文「**惡劣天氣的影響**」一節所述的有關較後日期及／或時間)下午四時正屆滿。

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 “16. 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. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC 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「16.送呈公司註冊處處長的文件」一段所述的其他文件的副本，已依據公司(清盤及雜項條文)條例第342C條規定於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的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，以及有關安排對閣下的權利及權益可能構成的影響。

Subject to the granting of listing on the Stock Exchange 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 their nil-paid and fully-paid forms 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.

待供股股份(以未繳股款及繳足股款方式)獲批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，供股股份(以未繳股款及繳足股款方式)將獲香港結算接納為合資格證券，以於中央結算系統內寄存、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結算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-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.

供股將按非包銷基準進行。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。

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, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Friday, 10 May 2019. All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**SING LEE SOFTWARE (GROUP) LIMITED – RIGHTS ISSUE ACCOUNT**" 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，必須不遲於二零一九年五月十日(星期五)下午四時正，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卓佳雅柏勤有限公司，地址為香港皇后大道東183號合和中心22樓。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「**SING LEE SOFTWARE (GROUP) LIMITED – RIGHTS ISSUE ACCOUNT**」及以「**只准入抬頭人賬戶**」方式劃線開出。



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立的有限公司)

(Stock Code: 8076)

(股份代號: 8076)

**RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE
FOR EVERY TWO (2) SHARES
HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS
AT A SUBSCRIPTION PRICE OF HK\$0.06 PER RIGHTS SHARE**

按於記錄日期每持有兩(2)股股份獲發一(1)股供股股份的基準以
非包銷方式以每股供股股份0.06港元的認購價進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M.
ON FRIDAY, 10 MAY 2019**

股款須於接納時
(不遲於二零一九年五月十日(星期五)下午四時正)繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Branch share registrar in Hong Kong:

香港股份過戶登記分處:

Tricor Abacus Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong
卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心22樓

Head office and principal place

of business in Hong Kong:

總辦事處及香港主要營業地點:
32nd Floor, Morrison Plaza
5-9A, Morrison Hill Road
Wanchai
Hong Kong
香港
灣仔
摩利臣山道5-9A號
天樂廣場32樓

Registered office:

註冊辦事處:

Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

25 April 2019

二零一九年四月二十五日

* for identification purpose only
僅供識別

Name(s) and address of Qualifying Shareholder(s)

合資格股東姓名／名稱及地址

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Number of Shares registered in your name(s) on Wednesday, 24 April 2019
二零一九年四月二十四日(星期三)登記於閣下名下的股份數目

Box A
甲欄

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Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Friday, 10 May 2019

暫定配發予閣下的供股股份數目，股款須於接納時(不遲於二零一九年五月十日(星期五)下午四時正)繳足

Box B
乙欄

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Total subscription money payable:
應繳認購款項總額

Box C
丙欄

HK\$ 港元

Contact telephone no.

聯絡電話

Provisional Allotment Letter No.

暫定配額通知書編號

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It should be noted that the Rights Shares will be dealt in their nil-paid form from Monday, 29 April 2019 to Tuesday, 7 May 2019, 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) are 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 are 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，供股股份將從二零一九年四月二十九日(星期一)至二零一九年五月七日(星期二)(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「供股的條件」一段所述的條件)尚未達成及／或(如適用)未獲豁免的情況下進行買賣。因此，於供股的所有條件達成或(如適用)獲豁免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。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE BRANCH REGISTRAR, TRICOR ABACUS LIMITED AT LEVEL 22, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, 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 BRANCH REGISTRAR BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 10 MAY 2019 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" OVERLEAF). 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 "**SING LEE SOFTWARE (GROUP) LIMITED – RIGHTS ISSUE ACCOUNT**" 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，於二零一九年五月十日(星期五)下午四時正前(或於惡劣天氣情況下，則於背頁「惡劣天氣的影響」一段所述的有關較後時間或日期)交回過戶登記處卓佳雅柏勤有限公司(地址為香港皇后大道東183號合和中心22樓)並獲過戶登記處收訖。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。所有支票或銀行本票均須註明抬頭人為「**SING LEE SOFTWARE (GROUP) LIMITED – RIGHTS ISSUE ACCOUNT**」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆配額的指示載於背頁。本公司將不就有關股款另發收據。

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the section headed "Letter from the Board" in the Prospectus.

供股須待供股章程內「董事會函件」一節「供股的條件」一段所載條件達成後，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

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，饋贈或轉讓實益擁有的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 OF TRANSFER AND NOMINATION
轉讓及提名表格

Form B (To be completed and signed only by the Qualifying Shareholder(s)
表格乙 who wish(es) to transfer all of his/her/its/their right(s) to subscribe
for the Rights Shares comprised herein)
(僅供擬將其／彼等認購本表格所列供股股份的權利全數轉讓的合資格股東填寫及簽署)

To: The Directors
Sing Lee Software (Group) Limited
致：新利軟件(集團)股份有限公司
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: _____ 2019

日期：二零一九年 _____ 月 _____ 日

**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從價印花稅。

REGISTRATION APPLICATION FORM
登記申請表格

Form C (To be completed and signed only by the person(s) to whom the rights to
表格丙 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
Sing Lee Software (Group) Limited
致：新利軟件(集團)股份有限公司
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 the 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數目以本人／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 現有股東請於此欄內填上[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。
For Chinese applicant(s), please provide your name in both English and Chinese.
中國籍申請人請填寫中英文姓名。

Name in English 英文姓名	Family name/Company name 姓氏／公司名稱 Other name(s) 名字	Name in Chinese 中文姓名	
Name(s) of joint applicant(s) (if any) 聯名申請人姓名 (如有)			
Address in English 英文地址 (Joint applicants should give the address of the first-named applicant only) (聯名申請人只須 填報排名首位的 申請人的地址)			
Occupation 職業		Telephone 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: _____ 2019

日期：二零一九年 _____ 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。



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8076)

25 April 2019

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 Share for every two (2) Shares held and registered in your name(s) on Wednesday, 24 April 2019 at the subscription price of HK\$0.06 per Rights Share. Your holding of the Shares as at 24 April 2019 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.

Any Rights Shares provisionally allotted, but not accepted by the Qualifying Shareholders or the transferees of nil-paid Rights Shares, will be placed to independent placees by the Bookrunner pursuant to under the Compensatory Arrangements in Rule 10.31(1)(b) of the GEM Listing Rules as set out under the paragraph headed "Procedures in respect of Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements" in the section headed "Letter from the Board" in the Prospectus.

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 Shareholder(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 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 and duties required to be paid in such territory or jurisdiction in connection therewith. No application for Rights Shares will be accepted from the Non-Qualifying Shareholder(s) (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.

* for identification purpose only

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully paid, will rank pari passu with the then existing Shares in issue on the date of allotment of the Rights Shares in all respects. 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 date of allotment of the Rights Shares in their fully paid form.

Subject to the granting of 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 in the Right Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as may be 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.

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 Branch Registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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 Branch Registrar not later than 4:00 p.m. on Friday, 10 May 2019 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather" below). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**Sing Lee Software (Group) Limited – Rights Issue Account**" and crossed "**Account Payee Only**". Such payment will constitute acceptance of the terms of this PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company. No receipt will be issued for sums received on application. 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, 21 May 2019.

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 Friday, 10 May 2019 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather" below), this PAL and all rights and entitlements hereunder will be deemed to have been declined and the relevant Rights Shares will be cancelled and such Rights Shares will be placed to independent placees by the Bookrunner pursuant to under the Compensatory Arrangements in Rule 10.31(1)(b) of the GEM Listing Rules as set out under the paragraph headed "Procedures in respect of Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements" in the section headed "Letter from the Board" in the Prospectus. 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 Branch Registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by not later than 4:00 p.m. on Friday, 10 May 2019 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather" 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.

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 4:30 p.m. on Thursday, 2 May 2019 with the Branch Registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations as required, which will be available for collection at Tricor Abacus Limited 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.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon the fulfilment, non-occurrence or waiver (as appropriate) of each of the following conditions:

- (i) the delivery to the Stock Exchange and filing and registration with the Registrar of Companies in Hong Kong respectively of one copy of each of the Prospectus Documents each duly certified by the Directors (or by their agents duly authorised in writing) on or before Posting Date in compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance (and all other documents required to be attached thereto) and otherwise complying with the requirements of the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the GEM Listing Rules;
- (ii) the posting of copies of the Prospectus Documents to the Qualifying Shareholders;
- (iii) the Listing Committee of the Stock Exchange agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms; and
- (iv) compliance with and performance of all undertakings and obligations of Goldcorp under the Irrevocable Undertaking in all material respects.

The Company shall use its reasonable endeavours to procure the fulfilment of the conditions above (to the extent it is within its power to do so), and shall do all the things required to be done by it pursuant to the Prospectus Documents or otherwise reasonably necessary to give effect to the Rights Issue. If any of the conditions referred to above are not fulfilled at or before 4:00 p.m. on Tuesday, 21 May 2019, the Rights Issue will not proceed. As the proposed Rights Issue is subject to the above conditions, it may or may 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 return 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 of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted by Tuesday, 21 May 2019 to those Shareholders entitled thereto by ordinary post at their own risk. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares, both 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 application monies received are expected to be posted by ordinary post at your own risk to your registered addresses on or before Tuesday, 21 May 2019. 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.

NO EXCESS APPLICATION IN RELATION TO THE RIGHTS SHARES

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

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot fractions of Rights Shares. All fractions of Rights Shares will be aggregated and sold in the market and, if a premium (net of expenses) can be achieved, the Company will keep the net proceeds for its own benefit. Any of these Rights Shares remain not sold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

EFFECT OF BAD WEATHER

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning: (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 10 May 2019. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 10 May 2019. Instead the latest time for acceptance of and payment for the Rights Shares 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 of and payment for the Rights Shares does not take place on or before 4:00 p.m. on Friday, 10 May 2019, the dates mentioned in the expected timetable in the prospectus may be affected. The Company will notify the Shareholders by way of announcement(s) on any changes to the expected timetable as soon as practicable in this regard.

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

It should be noted that the Shares have been dealt in on an ex-rights basis since Monday, 15 April 2019. Dealings in the Rights Shares in the nil-paid form will take place from Monday, 29 April 2019 to Tuesday, 7 May 2019 (both dates inclusive). If any of the conditions of the Rights Issue is not fulfilled (and where applicable, is not waived) on or before 4:00 p.m. on Tuesday, 21 May 2019, the Rights Issue will not proceed.

Any persons dealing in the Shares and/or the Rights Shares in their nil-paid form up to the date on which the Rights Issue has become unconditional will bear the risk that the Rights Issue may not become unconditional or may not proceed and are advised to exercise caution.

Shareholders and potential investors of the Company are recommended to consult their professional advisers if in doubt.

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 Branch Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong during normal business hours from Thursday, 25 April 2019 to Friday, 10 May 2019.

All documents, including refund cheques, will be sent by ordinary post at the risks of the relevant applicants or other persons entitled thereto to their registered addresses by the Branch Registrar on or before Tuesday, 21 May 2019. Any refund cheques will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant).

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 Branch 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 Branch 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 Branch 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 32nd Floor, Morrison Plaza, 5-9A, Morrison Hill Road, Wanchai, 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 Branch Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully
By Order of the Board
Sing Lee Software (Group) Limited
Hung Yung Lai
Chairman



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(於百慕達註冊成立的有限公司)

(股份代號：8076)

敬啟者：

緒言

根據本暫定配額通知書隨附的供股章程所載條款，董事已向閣下暫定配發供股股份，基準為於二零一九年四月二十四日(星期三)以閣下名義持有及登記的每兩(2)股股份可獲發一(1)股供股股份，認購價為每股供股股份0.06港元。閣下於二零一九年四月二十四日持有的股份列於甲欄，而閣下所獲暫定配發的供股股份數目則列於乙欄。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。

任何暫定配發而未獲合資格股東或未繳股款供股股份承讓人接納的供股股份，將由賬簿管理人根據供股章程內「董事會函件」一節「有關不獲認購供股股份及不合資格股東未售出供股股份之程序以及補償安排」一段所載之GEM上市規則第10.31(1)(b)條所載補償安排向獨立承配人配發。

章程文件並無亦不會根據香港以外的任何司法權區的適用證券法例登記。除供股章程內「董事會函件」一節「海外股東的權利」一段所述外，本公司概無採取任何行動以批准於香港以外任何地區或司法權區提呈供股股份或派發供股章程或暫定配額通告書或額外申請表格。

於香港以外任何地區或司法權區接獲供股章程或暫定配額通知書的人士，不得視之為申請供股股份的要約或邀請，除非有關要約或邀請可於有關司法權區合法地作出而毋須遵照任何登記或其他法律或監管規定則除外。任何擬在香港以外地區為其自身利益申請供股項下供股股份的人士，須自行遵守所有相關司法權區的法例及規例(包括取得任何政府或其他同意)，並繳付有關地區或司法權區就此而規定繳付的任何稅項及徵稅。本公司將不會接納不合資格股東(如有)的供股股份認購申請。倘本公司相信接納任何供股股份認購申請會觸犯香港以外任何司法權區的適用證券或其他法例或規例，則本公司保留權利拒絕接納有關申請。

* 僅供參考

供股股份

供股股份一經配發、發行及繳足，將與於配發供股股份當日已發行的當時現有股份在所有方面享有同等地位。繳足股款供股股份的持有人將有權收取於繳足股款供股股份配發日期或以後可能宣派、作出或派付的所有未來股息及分派。

倘未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算的證券收納規定，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，自未繳股款及繳足股款供股股份於聯交所的各自開始買賣日期或於香港結算可能釐定的有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間的任何交易必須於其後第二個交易日於中央結算系統交收。於中央結算系統進行的所有活動均須依據不時有效的《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。

申請及繳付股款的手續

閣下如欲承購全部供股股份的暫定配額，必須不遲於二零一九年五月十日(星期五)下午四時正前(或於惡劣天氣情況下，則於下文「惡劣天氣的影響」一節所述的有關較後日期及／或時間)，按照本文件印備的指示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送交過戶登記分處卓佳雅柏勤有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款須以港元繳付。支票須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，當中註明抬頭人為「**Sing Lee Software (Group) Limited – Rights Issue Account**」，並劃線註明「**只准入抬頭人賬戶**」。繳付股款即表示接納本暫定配額通知書及供股章程的條款，並受本公司組織章程大綱及組織章程細則規限。本公司將不就申請時收訖的股款另發收據。因申請獲接納而配發的任何供股股份的股票將於二零一九年五月二十一日(星期二)或之前按本文件所示地址以平郵方式寄發予合資格股東(倘為聯名合資格股東，則寄發予排名首位的合資格股東)，郵誤風險概由彼等自行承擔。

務請留意，本暫定配額通知書連同丙欄所示應繳股款須不遲於二零一九年五月十日(星期五)下午四時正(或於惡劣天氣情況下，則於下文「惡劣天氣的影響」一節所述的有關較後日期及／或時間)按上述方式送交過戶登記處，否則，本暫定配額通知書及其項下的一切權利及配額將被視作放棄而相關供股股份將予以註銷。有關供股股份將由賬簿管理人根據供股章程內「董事會函件」一節「有關不獲認購供股股份及不合資格股東未售出供股股份之程序以及補償安排」一段所載之GEM上市規則第10.31(1)(b)條所載補償安排向獨立承配人配發。即使暫定配額通知書並未遵照相關指示填妥，本公司仍可(全權酌情決定)視暫定配額通知書為有效，並對遞交暫定配額通知書的人士或其代表具有約束力。

填妥及交回本暫定配額通知書將構成有關人士向本公司作出聲明及保證，表示其已經或將會就暫定配額通知書及其任何接納妥為遵守香港以外所有相關司法權區的一切登記、法律及監管規定。倘本公司相信接納任何供股股份申請會違反任何司法權區的適用證券法例或其他法例或規例，則本公司保留權利拒絕接納有關申請。為免生疑問，香港結算或香港中央結算(代理人)有限公司將概不受上述任何聲明或保證規限。

轉讓及分拆

閣下如欲轉讓根據本文件暫定配發予閣下的全部供股股份認購權，須填妥及簽署「轉讓及提名表格」(表格乙)並將本暫定配額通知書交予閣下欲轉讓權利的人士或經手轉讓權利的人士。然後，承讓人必須填妥及簽署「登記申請表格」(表格丙)，並將本暫定配額通知書整份連同丙欄所載於接納供股股份時應繳的全數股款，於二零一九年五月十日(星期五)下午四時正前(或於惡劣天氣情況下，則於下文「惡劣天氣的影響」一節所述的有關較後日期及／或時間)交回過戶登記分處卓佳雅柏勤有限公司，地址為香港皇后大道東183號合和中心22樓。謹請注意，閣下轉讓有關供股股份的認購權而承讓人接納該等權利須繳付香港印花稅。倘閣下為海外股東，敬請參閱供股章程內「董事會函件」的「海外股東的權利」一段所述可能適用於閣下的限制的詳情。

閣下如欲接納部分暫定配額，或轉讓根據本文件暫定配發予閣下的供股股份的部分認購權，或向超過一名人士轉讓閣下全部或部分權利，則閣下須於二零一九年五月二日(星期四)下午四時三十分前，將此份原暫定配額通知書交回過戶登記分處卓佳雅柏勤有限公司(地址為香港皇后大道東183號合和中心22樓)，就此，過戶登記處會註銷原暫定配額通知書，並按所需數目發出新的暫定配額通知書，其將可於閣下交出原暫定配額通知書當日後第二個營業日上午九時正後於卓佳雅柏勤有限公司領取。謹請注意，閣下轉讓有關供股股份的認購權予承讓人而承讓人接納該等權利須繳付香港印花稅。即使暫定配額通知書並未遵照有關指示填妥，本公司仍可(全權酌情決定)視暫定配額通知書為有效，並對遞交暫定配額通知書的人士或其代表具有約束力。

供股的條件

供股須待以下各項條件達成、未發生或獲豁免(如適用)後，方為作實：

- (i) 根據公司(清盤及雜項條文)條例，將一份由董事(或由彼等以書面正式授權之代理人)簽署證明之章程文件(及所有其他須附奉之文件)於章程寄發日期或之前分別送呈聯交所以及向香港公司註冊處處長存檔及登記，並另行遵守公司(清盤及雜項條文)條例及GEM上市規則之規定；
- (ii) 向合資格股東寄發章程文件；
- (iii) 聯交所上市委員會同意批准未繳股款及繳足股款的供股股份上市及買賣，且並無撤回或撤銷有關批准；及
- (iv) Goldcorp一直在所有重大方面遵守及履行不可撤回承諾項下的全部承諾及責任。

本公司將盡其合理努力促使上述條件得到履行(在其有權這樣做的範圍內)，並應根據章程文件或其他合理必要的要求履行其要求的所有事項。若上述任何條件未能於二零一九年五月二十一日(星期二)下午四時或之前達成，供股將不會進行。由於建議供股受限於上述條件，故其不一定會進行。

支票及銀行本票

所有支票及銀行本票將於收取後隨即過戶，而自有關款項產生的所有利息(如有)將撥歸本公司所有。填妥並交回暫定配額通知書連同繳付所申請供股股份的股款的支票或銀行本票(不論由合資格股東或任何指名承讓人交回)，將構成申請人作出保證，代表支票或銀行本票將於首次過戶時獲兌現。倘支票或銀行本票於首次過戶時未能兌現，在不影響本公司其他權利的情況下，本公司保留拒絕受理任何暫定配額通知書的權利，且於該情況下，供股股份的有關暫定配額及其項下一切權利及配額將視作已遭放棄而被註銷。閣下必須於申請供股股份時繳付實際應繳的金額，任何未繳足股款的申請將不獲受理。倘繳付過多款額，則在款額為100港元或以上時方會向閣下發出退款支票(不計利息)。概不會就所接獲的任何暫定配額通知書及／或相關股款發出收據。

供股股份的股票及退款支票

待供股條件達成後，所有繳足股款供股股份的股票預期將於二零一九年五月二十一日(星期二)或之前以平郵方式寄發予該等股東，郵誤風險概由彼等自行承擔。閣下(不包括香港中央結算(代理人)有限公司)將會就配發及發行予閣下的所有供股股份及(均為繳足股款)獲發一張股票。

倘供股未能成為無條件或進行，則已收取的申請股款(不計利息)的退款支票預期將於二零一九年五月二十一日(星期二)或之前以平郵方式寄發至閣下的登記地址，郵誤風險概由閣下自行承擔。退款支票(劃線註明「只准入抬頭人賬戶」)將寄發至有關供股股份申請人的登記地址，郵誤風險概由有關申請人自行承擔。

並無額外申請認購供股股份

有關供股並無額外申請安排。

零碎配額

本公司將不會暫定配發零碎供股股份。倘扣除開支後可獲得溢價，所有零碎供股股份將予彙集並於市場上出售，而所得款項淨額將撥歸本公司所有。本公司概不會發行任何該等於市場上仍未出售之供股股份，而供股規模亦將相應縮減。

惡劣天氣的影響

倘於下列時間懸掛八號或以上熱帶氣旋警告訊號，或「黑色」暴雨警告訊號，則接納供股股份並繳付股款之最後時限將不會落實：(i)於香港當地時間二零一九年五月十日(星期五)中午十二時正之前但於中午十二時正之後取消，接納供股股份並繳付股款之最後時限將延至同一營業日下午五時正；或(ii)於香港當地時間二零一九年五月十日(星期五)中午十二時正至下午四時正期間，接納供股股份並繳付股款之最後時限將改為下一個於上午九時正至下午四時正期間的任何時間並無懸掛上述警告訊號的營業日下午四時正。

倘接納供股股份並繳付股款之最後時限並非二零一九年五月十日(星期五)下午四時正或之前，則本供股章程預期時間表所述的日期可能會受到影響。倘預期時間表出現任何變動，本公司將於實際可行情況下盡快就此作出公佈以知會股東。

有關買賣股份及未繳股款供股股份的風險警示

敬請留意，股份已自二零一九年四月十五日(星期一)起以除權基準買賣。未繳股款供股股份將於二零一九年四月二十九日(星期一)至二零一九年五月七日(星期二)(包括首尾兩日)期間買賣。倘供股的任何條件於二零一九年五月二十一日(星期二)下午四時正或之前未能達成及(如適用)未能獲豁免，供股將不會進行。

任何人士於供股成為無條件當日止買賣股份及／或未繳股款供股股份，均須承擔供股或未能成為無條件或不一定進行的風險，因此謹請審慎行事。

本公司股東及潛在投資者如有疑問，務請諮詢彼等的專業顧問。

一般事項

本暫定配額通知書連同(如適用)宣稱由獲發本暫定配額通知書的人士所簽署的「轉讓及提名表格」(表格乙)一經交回，即確證交回的人士有權處理本暫定配額通知書及收取分拆配額函件及／或供股股份的股票。

閣下如需要額外的供股章程，可於二零一九年四月二十五日(星期四)至二零一九年五月十日(星期五)正常辦公時間內在過戶登記分處卓佳雅柏勤有限公司索取，地址為香港皇后大道東183號合和中心22樓。

所有文件(包括退款支票)將由過戶登記分處於二零一九年五月二十一日(星期二)或之前以平郵方式寄發至有關申請人或其他應得人士的登記地址，郵誤風險概由收件人承擔。任何退款支票均會以本表格上填上的姓名作為抬頭人(或如屬聯名申請人，則以排名首位的申請人為抬頭人)。

本暫定配額通知書及其中所載的所有要約接納均須受香港法例監管，並按其詮釋。

收集個人資料－暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附的表格，即表示閣下同意向本公司、過戶登記分處及／或彼等各自的顧問及代理披露個人資料及上述各方所要求有關閣下或閣下為其利益而接納暫定配發的供股股份的人士的任何資料。香港法例第486章《個人資料(私隱)條例》賦予證券持有人權利，可查證本公司或過戶登記分處是否持有其個人資料、索取有關資料的副本及更正任何不準確的資料。根據《個人資料(私隱)條例》，本公司及過戶登記分處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料的所有要求，或索取有關政策及常規以及所持資料類型的資料的所有要求，應當寄往本公司的香港主要營業地點(地址為香港灣仔摩理臣山道5-9A號天樂廣場32樓)或根據適用法律不時通知的地址，並以本公司的公司秘書為收件人；或(視情況而定)寄往過戶登記分處卓佳雅柏勤有限公司(地址為香港皇后大道東183號合和中心22樓)，並以私隱事務主任為收件人。

此 致

列位合資格股東 台照

承董事會命
新利軟件(集團)股份有限公司
主席
熊融禮

二零一九年四月二十五日