Form A 表格甲

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 Anxian Yuan China Holdings Limited (the "Company") dated 8 July 2020 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.

茲提述安賢園中國控股有限公司(「本公司」)日期為二零二零年七月八日關於供股之供股章程(「供股章程」)。除非文義另有所指,否則供股章程所界定之詞彙於本文件使用時具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER ("PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON WEDNESDAY, 22 JULY 2020 (OR SUCH LATER DATE AS MENTIONED IN THE SECTION HEADED "EFFECT OF BAD WEATHER" IN THIS PAL).

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。本暫定配額通知書所載之要約將於二零二零年七月二十二日(星期三)(或本暫定配額通知書「惡劣天氣之影響」一節所述有關較後日期)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 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,應立即將供股章程及本暫定配額通知書送交買主或承讓人,或經手買賣或轉讓之銀行、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, have been registered with 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 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,已按香港法例第32章公司(清盤及雜項條文)條例第342C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及香港證監會對任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no 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 PAI

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。

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 Registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Wednesday, 22 July 2020. All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Anxian Yuan China Holdings Limited – Provisional Allotment Account" and crossed "ACCOUNT PAYEE ONLY".

倘 閣下擬行使 閣下之權利認購本暫定配額通知書指定之所有供股股份,則 閣下必須不遲於二零二零年七月二十二日(星期三)下午四時正按照本文件印列之指示將本暫定配額通知書連同須於接納時繳足之股款交回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54樓。所有股款須以港元支票或銀行本票繳付。支票必須由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,註明抬頭人為「Anxian Yuan China Holdings Limited - Provisional Allotment Account」,並以「只准入抬頭人賬戶」劃線方式開出。



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司) (Stock Code: 922)

(Stock Code: 922) (股份代號: 922)

RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE AT HK\$0.10 PER RIGHTS SHARE

按於記錄日期

每持有兩(2)股現有股份獲發三(3)股供股股份之基準以每股供股股份0.10港元 進行供股

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 22 JULY 2020

股款須不遲於二零二零年七月二十二日(星期三)下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Branch share registrar and transfer office in Hong Kong: Tricor Abacus Limited Level 54, Hopewell Centre 183 Queen's Road East Hong Kong

香港股份過戶登記分處: 卓佳雅柏勤有限公司 香港 皇后大道東183號 合和中心54樓 Registered office: Clarendon House 2 Church Street Hamilton HM 11 Bermuda

Head Office and principal place of business in Hong Kong: Room 1215, Leighton Centre 77 Leighton Road Causeway Bay Hong Kong

註冊辦事處: Clarendon House 2 Church Street Hamilton HM 11 Bermuda

總辦事處及香港主要營業地點: 香港 銅鑼灣 禮頓道77號 禮頓中心1215室

8 July 2020 二零二零年七月八日

Name(s) and address of the Qualifying Shareholder(s) 合資格股東之姓名/名稱及地址 ——	BOX A 甲欄	Total number of Shares registered in your name(s) on Wednesday, 24 June 2020 於二零二零年六月二十四日(星期三)已經登記於 閣下名下之股份總數
		Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Wednesday, 22 July 2020 閣下獲配發之暫定供股股份數目。股款須不遲於二零二零年七月二十二日(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 (normal rounding to nearest HK\$0.01) 應繳認購股款總額,股款須於接納時繳足(四捨五入至最接近的0.01港元)
	BOX C	HK\$
_	丙欄	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:	Provisional Allotment	
Please insert your contact telephone no.: 請在此填上 閣下之聯絡電話號碼:	Letter No. 暫定配額 通知書編號	

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情況有任何疑問,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專業意見。

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 their respective commencement dates of dealings 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 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將獲香港結算接納為合資格證券,可自其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,在中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交收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生效之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。

Dealings 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.

買賣股份可通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之影響。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR ABACUS LIMITED, AT LEVEL 54, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C IN THIS PAL SO AS TO BE RECEIVED BY THE REGISTRAR NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 22 JULY 2020. 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 "Anxian Yuan China 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.

閣下如欲根據本暫定配額通知書接納全部供股股份之暫定配額,須不遲於二零二零年七月二十二日(星期三)下午四時正將本暫定配額通知書整份連同本暫定配額通知書內欄所示全數股款之港元支票或銀行本票交回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54樓。所有股款須以港元繳付,支票必須由香港持牌銀行的戶口開出,而銀行本票則須由香港持牌銀行發出,註明抬頭人為「Anxian Yuan China Holdings Limited - Provisional Allotment 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之指示載於附頁。繳款將不會獲發收據。

Each person accepting the provisional allotment specified in this PAL:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the 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.

接納本暫定配額通知書所載之暫定配額的每位人士均:

- 確認其已閱讀附頁及供股章程所載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須受香港法律監管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開出之支票或銀行本票 繳款將不會獲發收據 -This page is intentionally left blank-

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(incorporated in Bermuda with limited liability)

(Stock Code: 00922)

8 July 2020

Dear Qualifying Shareholder(s),

INTRODUCTION

In accordance with the terms and conditions of the PAL and those set out in the Prospectus and subject to the memorandum of association and bye-laws of the Company, the Company has provisionally allotted to you the number of Rights Shares indicated on Form A of the PAL on the basis of three (3) Rights Shares for every two (2) Existing Shares registered in your name in the register of members of the Company on Wednesday, 24 June 2020. Your holding of Shares as at that date is set out in Box A on Form A of the PAL and the number of Rights Shares provisionally allotted to you is set out in Box B on Form A of the PAL. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

You have the right to acquire the Rights Shares provisionally allotted to you at a price of HK\$0.10 per Rights Share payable in full on acceptance, in the manner set out below, by no later than 4:00 p.m. on Wednesday, 22 July 2020.

You may, subject to the section headed "Qualifying Shareholders and Non-Qualifying Shareholders" below, accept all or any number of the Rights Shares provisionally allotted to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer part of your rights to subscribe for the Rights Shares or to transfer your provisional allotment to more than one person, you should refer to the instructions in the section headed "Splitting" in this PAL. If you wish to transfer all of your provisional allotment, you should refer to the instructions in the section headed "Transfer" in this PAL.

RIGHTS SHARES

The Rights Shares to be allotted and issued will, subject to the memorandum of association and bye-laws of the Company, rank *pari passu* in all respects with each other, including, in particular, as to dividends, voting and capital, and with all Shares in issue as at the date of allotment and issue of Rights Shares such that holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on record date which is after the date of allotment and issue of the Rights Shares in the 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 their respective commencement dates of dealings 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.

PROCEDURES FOR ACCEPTANCE

Any person (including, without limitation, agents, custodians, nominees and trustees) outside Hong Kong wishing to take up his/her/its rights under the Rights Issue must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

Qualifying Shareholders who wish to take up their provisional allotment of Rights Shares in full must lodge the whole of the PAL intact with the Registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a remittance for the full amount payable on acceptance as shown in Box C on Form A of the PAL, so as to be received by the Registrar no later than 4:00 p.m. on Wednesday, 22 July 2020 (or, under bad weather or extreme conditions, such later time and/or date as mentioned in the section headed "Effect of bad weather" in this PAL). All remittances must be 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 "Anxian Yuan China Holdings Limited – Provisional Allotment Account" and crossed "ACCOUNT PAYEE ONLY". Such payment will constitute acceptance of the provisional allotment on the terms of the PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with the PAL should be addressed to the Registrar.

It should be noted that, unless the duly completed PAL, together with the appropriate remittance shown in Box C on Form A of the PAL, has been lodged with the Registrar as described above by 4:00 p.m. on Wednesday, 22 July 2020 (or, under bad weather conditions, such later time and/or date as mentioned in the section headed "Effect of bad weather" in this PAL), whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant person at a later stage.

SPLITTING

If you wish to accept only part of your provisional allotment of Rights Shares without renouncing the balance of your provisional allotment hereunder, or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, or transfer all or part of your rights to more than one person (not as joint holders), the entire original PAL must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you as set out in Box B on Form A of the PAL), by no later than 4:30 p.m. on Tuesday, 14 July 2020 with the Registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, which will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the Registrar, at the above address, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

TRANSFER

If you wish to transfer all of your provisional allotment under the PAL to another person or persons as joint holders, you should complete and sign the "Form of Transfer and Nomination" (Form B) in the PAL and hand the completed and signed PAL to the person to or through whom you are transferring your provisional allotment. The transferee(s) must then complete and sign the "Registration Application Form" (Form C) in the PAL and lodge the PAL intact together with a remittance for the full amount payable on acceptance with the Registrar, at the above address, by not later than 4:00 p.m. on Wednesday, 22 July 2020.

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 reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

FRACTIONS OF RIGHTS SHARES

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number) and sold by the Company in the open market if a premium (net of expenses) can be obtained, and the Company will keep the net proceeds for its own benefit. Any unsold fractions of the Rights Shares will be aggregated and made available for excess application by the Qualifying Shareholders

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Without prejudice to the 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 and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. Completion and return of a PAL together with a cheque or cashier's order in payment for the Rights Shares accepted will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation.

SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfilment of the conditions of the Rights Issue, it is expected that share certificates for all fully-paid Rights Shares are to be posted on or before Thursday, 30 July 2020 to the allottees by ordinary post at their own risk. Each allottee, except HKSCC Nominees Limited, will receive one share certificate for all allotted Rights Shares. Refund cheques (if any) are expected to be posted on or before Thursday, 30 July 2020 by ordinary post to the applicants at their own risk.

DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS

The PAL shall only be sent to the Qualifying Shareholders.

Distribution of the PAL and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons (including, without limitation, agents, custodians, nominees and trustees) who come into possession of the PAL or any of the other Prospectus Documents should acquaint themselves with and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay. In particular, subject to certain exceptions as determined by the Company, persons in possession of the PAL and the other Prospectus Documents should not distribute, forward or transmit into or from any jurisdiction outside of Hong Kong, the Prospectus, whether with or without the PAL. The Company reserves the right to refuse to accept any application or subscripton for Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction.

The Prospectus Documents have not been and will not be registered or filed under the applicable securities or equivalent legislation of any jurisdiction other than Hong Kong.

QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS

To qualify for the Rights Issue and to accept the Rights Shares provisionally allotted under the PAL, a Shareholder must have been registered as a member of the Company on Wednesday, 24 June 2020 and be a Qualifying Shareholder.

Paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, the PAL and/or the other Prospectus Documents must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of the PAL and/or any other Prospectus Document should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer nil-paid Rights Shares to any person in, into or from, overseas. If a PAL or a credit of nil-paid Rights Shares in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL and should pay attention to the contents of this section.

No application for Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder.

EFFECT OF BAD WEATHER

The Latest Time for Acceptance and payment for the Rights Shares will be postponed if "extreme conditions" caused by super typhoons is announced by the Hong Kong Government or there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning:

- a. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance and in such event, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- b. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance and in such event, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 4:00 p.m. on the next 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 and payment for the Rights Shares are postponed in accordance with the foregoing, the dates of the events subsequent to the Latest Time for Acceptance mentioned in the section headed "Expected Timetable" in the Prospectus may be affected. An announcement will be made as soon as practicable by the Company in such event.

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this PAL, each purchaser of nil-paid Rights Shares or subscriber of Rights Shares hereby represents and warrants to the Company and to any person acting on their behalf that:

- he/she/it was a Shareholder on the Record Date, or he/she/it lawfully acquired or may lawfully acquire the nil-paid Rights Shares, directly or indirectly, from such a person; and
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Shares and/or the fully-paid Rights Shares in the jurisdiction in which he/she/it resides or is currently located.

Any Qualifying Shareholder accepting and/or transferring the PAL or requesting registration of the Rights Shares comprised therein represents and warrants to the Company that, except where proof has been provided to the satisfaction of the Company that such person's use of the PAL will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not accepting and/or transferring the PAL, or requesting registration of the relevant nil-paid Rights Shares or fully-paid Rights Shares from outside of Hong Kong; (ii) such person is not outside of Hong Kong or in any territory in which it is otherwise unlawful to make or accept an offer to acquire the nil-paid Rights Shares or the fully-paid Rights Shares or to use the PAL in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person resident in any of the jurisdictions outside of Hong Kong at the time the instruction to accept or transfer was given; and (iv) such person is not acquiring the nil-paid Rights Shares or the fully-paid Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of any such nil-paid Rights Shares or fully-paid Rights Shares into any of the jurisdictions outside of Hong Kong.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or transfer or purported transfer of, the PAL if it: (i) appears to the Company to have been executed in or despatched from jurisdiction outside of Hong Kong, and the acceptance or transfer may involve a breach of the laws of jurisdiction outside of Hong Kong or the acceptance or transfer is otherwise in a manner which may involve a breach of the laws of any jurisdiction or if the Company or its agents believe the same may violate any applicable legal or regulatory requirement; (ii) provides an address for delivery of definitive share certificates for the Rights Shares in any other jurisdiction outside Hong Kong in which it would be unlawful to deliver such certificates; or (iii) purports to exclude the representation and/ or warranty required by the paragraph immediately above.

Completion and return of the PAL by any person will constitute a warranty and representation to the Company by such person that all registration, legal and regulatory requirements in connection with such application have been or will be duly complied with by that person.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties above.

GENERAL

Lodgment of the PAL with, where relevant, the "Form of Transfer and Nomination" purporting to have been signed by the person(s) in whose favour the 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 PAL and/or the share certificates for the Rights Shares. Further copies of the Prospectus are available at the Registrar, Tricor Abacus Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

All documents, including cheques for refund, and the share certificates of the Rights Shares, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

The PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong. Nil-paid Rights Shares are expected to be traded in board lots of 10,000 (as the existing Shares are currently traded on the Stock Exchange in board lots of 10,000).

References in the PAL to times and dates are to Hong Kong times and dates unless otherwise stated.

If you have questions in relation to the Rights Issue, please address your questions to the Registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong during business hours from 9:00 a.m. to 4:30 p.m., Monday to Friday (other than Hong Kong public holidays).

By completing, signing and submitting the PAL, you agree to disclose to the Company and/or the Registrar and 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 Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the 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 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 (i) the Company, at its head office and principal place of business in Hong Kong at Room 1215, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out in this PAL.

Yours faithfully,
For and on behalf of the Board
Anxian Yuan China Holdings Limited
Shi Hua
Chairman



ANXIAN YUAN CHINA HOLDINGS LIMITED 安 腎 園 中 國 控 股 有 限 公 司 *

(於百慕達註冊成立之有限公司) (股份代號:00922)

敬啟者:

緒言

根據暫定配額通知書之條款及條件及供股章程所載者,並在本公司組織章程大綱及細則之規限下,本公司已向 閣下暫定配發暫定配額通知書表格甲所示之供股股份數目,基準為於二零二零年六月二十四日(星期三)以 閣下名義在本公司股東登記冊上登記持有每兩(2)股現有股份獲發三(3)股供股股份。 閣下於該日持有之股份列於暫定配額通知書表格甲的甲欄,而向 閣下暫定配發之供股股份數目則列於暫定配額通知書表格甲的乙欄。除非文義另有所指,否則供股章程所界定之詞彙於本文件使用時具有相同涵義。

閣下有權不遲於二零二零年七月二十二日(星期三)下午四時正根據下文所載之方式,按每股供股股份**0.10**港元之價格(股款應於接納時繳足)購買向 閣下暫定配發之供股股份。

在下文「合資格股東及不合資格股東」一節之規限下, 閣下可接納據此向 閣下暫定配發之全部或任何數目之供股股份,或出售 閣下有關該等供股股份之全部或任何權利。 閣下如欲只接納 閣下之部分暫定配額並將閣下認購供股股份之部分權利轉讓,或擬將 閣下之暫定配額轉讓予超過一人,則 閣下應參閱本暫定配額通知書「分拆」一節內之指示。 閣下如欲轉讓 閣下之全部暫定配額,則 閣下應參閱本暫定配額通知書「轉讓」一節內之指示。

供股股份

將予配發及發行之供股股份(受本公司之組織章程大綱及細則所規限)將在各方面(尤其包括股息、投票權及股本方面)彼此之間及與於配發及發行供股股份當日之所有已發行股份享有同等權益,故該等繳足股款供股股份之持有人將有權收取訂於配發及發行繳足股款供股股份日期之後的記錄日期宣派、作出或派付所有未來股息及分派。

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,且符合香港結算之股份收納規定後,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,可自其各自在聯交所開始買賣當日或香港結算決定之其他日期起,在中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交收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生效之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。

接納手續

香港境外之任何人士(包括但不限於代理人、保管人、代名人及受託人)如欲接納其於供股項下之權利,須自行確保已全面遵守有關地區之適用法律,包括取得任何必要政府或其他同意、符合任何其他所需之手續,以及繳納有關地區之任何發行、轉讓或其他税項。

合資格股東如欲悉數接納其供股股份暫定配額,必須不遲於二零二零年七月二十二日(星期三)(或在惡劣天氣或極端情況下,按本暫定配額通知書「惡劣天氣之影響」一節所述有關較後時間及/或)下午四時正將整份暫定配額通知書連同暫定配額通知書表格甲的丙欄所示須於接納時支付之全數股款交回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54樓。所有股款須以港元繳付,支票必須由香港持牌銀行的戶口開出,而銀行本票則須由香港持牌銀行發出,註明抬頭人為「Anxian Yuan China Holdings Limited – Provisional Allotment Account」,並以「只准入抬頭人賬戶」劃線方式開出。繳付股款後,即表示已按暫定配額通知書及供股章程所載之條款,及在本公司之組織章程大綱及細則之規限下接納有關的暫定配額。繳款將不會獲發收據。所有有關暫定配額通知書之查詢均須提交登記處。

謹請注意,除非由原本獲配發的人士或已經獲有效轉讓暫定配額之任何人士填妥之暫定配額通知書,連同暫定配額通知書表格甲內內欄所示之應繳股款,已按上文所述於二零二零年七月二十二日(星期三)(或在惡劣天氣或極端情況下,按本暫定配額通知書「惡劣天氣之影響」一段所述有關較後時間及/或)下午四時正之前交回過戶登記處,否則相關暫定配額及一切據此而獲得之權利及配額將視作已遭放棄而被取消。本公司可以(全權酌情)將並未遵照有關指示填妥之暫定配額通知書視作有效,且對交回之人士或其代表之人士具有約束力。本公司可能要求有關未填妥之暫定配額通知書於較後階段由相關人士妥為填寫。

分拆

閣下如欲只接納 閣下之部分供股股份暫定配額而不放棄 閣下暫定配額之餘額,或轉讓認購據此向 閣下暫定配發之供股股份之部分權利,或向超過一名人士(並非作為聯名持有人)轉讓 閣下全部或部分權利,則 閣下須不遲於二零二零年七月十四日(星期二)下午四時三十分將整份原暫定配額通知書,連同清楚註明所需要之分拆暫定配額通知書數目及每份分拆暫定配額通知書包含之未繳股款供股股份數目(兩者合共應相等於暫定配額通知書表格甲內乙欄所載向 閣下暫定配發之供股股份數目)之信件,交回及送達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54樓,以供登記處註銷原暫定配額通知書,並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交回原暫定配額通知書後第二個營業日上午九時正後於登記處(地址同上)領取。

轉讓

閣下如欲轉讓 閣下在暫定配額通知書下之全部暫定配額予其他一名人士或多名人士(作為聯名持有人), 則 閣下應填妥及簽署暫定配額通知書內之「轉讓及提名表格」(表格乙),並將填妥及簽妥之暫定配額通知書 轉交 閣下之暫定配額之承讓人或經手辦理轉讓之人士。承讓人其後須填妥及簽署暫定配額通知書內之「登記申請表格」(表格丙),並不遲於二零二零年七月二十二日(星期三)下午四時正將整份暫定配額通知書連同於接納時應繳之全部款項交回登記處(地址同上)。

謹請注意, 閣下轉讓有關供股股份之認購權予承讓人時須繳付香港印花税,而承讓人於接納有關權利時亦須繳付香港印花税。倘本公司相信 閣下作出的轉讓或會違反適用法律或監管規定,則本公司保留權利拒絕受理以任何人士為受益人之任何轉讓登記。

零碎供股股份

本公司將不會暫定配發及將不會接納任何零碎供股股份之申請。所有零碎供股股份將予以彙集(並下調至最接近之整數),而倘扣除開支後可獲得溢價,則本公司將於公開市場上出售,所得款項淨額將撥歸本公司所有。任何未出售之零碎供股股份將予以彙集,並可供合資格股東進行額外申請。

支票及銀行本票

所有支票及銀行本票將於收訖後過戶,而就有關款項賺取之全部利息(如有)將由本公司保留,收益歸本公司所有。倘暫定配額通知隨附之支票或銀行本票如未能於首次過戶時兑現,在不影響本公司其他有關權利之情況下, 本公司保留拒絕受理任何暫定配額通知書之權利,在此情況下,相關暫定配額通知書項下之暫定配額及所有權 利及配額將視作已遭拒絕及將予以註銷。填妥及交回暫定配額通知書連同所接納供股股份之付款支票或銀行本票,將構成申請人之一項保證,表示該支票或銀行本票於首次過戶時可獲兑現。

供股之股票及退款支票

待供股發行之條件獲達成後,預期所有繳足股款供股股份之股票將於二零二零年七月三十日(星期四)或之前以平郵方式寄發予承配人,郵誤風險概由彼等自行承擔。每位承配人(香港中央結算(代理人)有限公司除外)將就所有獲配發之供股股份收到一張股票。預期退款支票(如有)將於二零二零年七月三十日(星期四)或之前以平郵方式寄發予申請人,郵誤風險概由彼等自行承擔。

派發本暫定配額通知書及其他章程文件

暫定配額通知書只向合資格股東寄發。

於香港以外之司法管轄區派發暫定配額通知書及其他章程文件可能受法律限制。收到暫定配額通知書或任何其他章程文件之人士(包括但不限於代理人、保管人、代名人及受託人)須自行了解並遵守任何有關限制。未能遵守該等限制可能構成違反任何有關司法管轄區的證券法律。任何股東或實益擁有人如對其有關情況有任何疑問,應盡快諮詢合適之專業顧問。尤其是,除本公司指定之若干例外情況外,管有暫定配額通知書及其他章程文件之人士不應向或由香港以外之司法管轄區派發、送交或送呈供股章程(不論是否連同暫定配額通知書)。倘本公司相信准許接納任何申請或認購供股股份會違反任何司法管轄區之適用證券法例或其他法律或規例,則本公司保留拒絕接納任何申請或認購供股股份之權利。

章程文件並無及將不會根據香港以外任何司法管轄區之適用證券或同等法例登記或存檔。

合資格股東及不合資格股東

為符合資格參與供股及接納根據暫定配額通知書所暫定配發之供股股份,股東必須於二零二零年六月二十四日 (星期三)已經登記成為本公司之股東,且為合資格股東。 收到暫定配額通知書及/或任何其他章程文件或中央結算系統股份賬戶存入未繳股款供股股份並不(亦將不會) 構成在提呈要約屬違法之該等司法管轄區提呈要約,在該等情況下,暫定配額通知書及/或其他章程文件須視 為僅供參考處理,亦不應複製或轉發。任何人(包括但不限於代理人、保管人、代名人及受託人)如收到暫定配 額通知書及/或任何其他章程文件,不應(就供股而言)將其在、向或由香港以外地區派發或寄發或在、向或由 香港以外地區向任何人士轉讓未繳股款供股股份。倘任何人在任何有關地區收到,或其代理或代名人收到暫定 配額通知書或中央結算系統存入未繳股款供股股份,其不可尋求接納暫定配額通知書內所述之權利或轉讓暫定 配額通知書,且應注意本節內容。

不合資格股東的供股股份申請將不被接納。

惡劣天氣之影響

倘於下列時間香港政府就超強颱風引致之「極端情況」作出公告或懸掛八號或以上熱帶氣旋警告信號或「黑色」 暴雨警告,則供股股份之最後接納時限及繳付股款最後時限將會延後:

- a. 於最後接納時限當日中午十二時正之前(香港當地時間)懸掛但於中午十二時正之後取消,於該情況下則 供股股份之最後接納時限及繳付股款之最後時限將延至同一營業日下午五時正;或
- b. 於最後接納時限當日中午十二時正至下午四時正期間(香港當地時間)懸掛,於該情況下則供股股份之最後接納時限及繳付股款之最後時限將延至下一個於上午九時正至下午四時正期間之任何時間香港並無懸掛上述警告訊號之營業日下午四時正。

倘供股股份之最後接納時限及繳付股款之最後時限根據上文所述延後,則供股章程「預期時間表」一節所述最後接納時限後各項事件之日期可能會受到影響。在該情況下,本公司將在切實可行情況下盡快作出公告。

聲明及保證

倘填妥、簽署及交回本暫定配額通知書,即表示每名有關的未繳股款供股股份之買方或供股股份之認購人據此 向本公司及代表彼等之其他人士作出以下聲明及保證:

- 彼於記錄日期為股東,或彼已依法或可依法從有關人士直接或間接取得未繳股款供股股份;及
- 彼可合法在其居住或目前身處之司法管轄區獲提呈、接納、取得、認購及收取未繳股款供股股份及/或繳 足股款供股股份。

倘任何合資格股東接納及/或轉讓暫定配額通知書或要求登記暫定配額通知書內的供股股份,即表示除非已提供令本公司信納的證據,證明有關人士使用暫定配額通知書將不會違反任何司法管轄區的任何適用法律規定,有關人士等同已向本公司聲明及保證:(i)有關人士並非在任何香港以外地區接納及/或轉讓暫定配額通知書,或要求登記有關的未繳股款供股股份或繳足股款供股股份;(ii)有關人士並非身在香港以外地區,或身在任何地區導致其作出或接納要約以收購未繳股款供股股份或繳足股款供股股份乃屬違法,或該人士曾經或將以任何方式使用暫定配額通知書乃屬違法行為;(iii)於作出接納或轉讓指示時該人士並非以非全權委託形式為居於香港以外司法管轄區之人士行事;及(iv)有關人士並非為直接或間接提呈、出售、配發、接納、行使、轉售、放棄、抵押、轉讓、交付或分派任何有關未繳股款供股股份或繳足股款供股股份至香港以外任何司法管轄區而購買未繳股款供股股份或繳足股款供股股份。

倘出現下列情況,本公司可視任何接納或聲稱接納暫定配額通知書內的供股股份的配額,或轉讓或聲稱轉讓暫定配額通知書為無效:(i)本公司認為其為於香港以外司法權區簽立或寄發及接納或轉讓可能涉及違反香港以外司法權區的法律或接納或轉讓有可能違反任何司法管轄區的法律,或倘本公司或其代理人相信,二者可能違反任何適用法律或監管規定:(ii)或就供股股份之交付正式股票所提供的地址位於香港境外且交付該等股票乃屬違法的任何其他司法管轄區:或(iii)聲稱拒絕上一段所規定的聲明及/或保證。

任何人士填妥及交回暫定配額通知書將構成該位人士對本公司作出之一項保證及聲明,表示該位人士已妥為遵 照或將妥善遵照有關申請之所有登記、法律及監管規定。

為免產生疑慮,香港結算及香港中央結算(代理人)有限公司概不受上述任何聲明及保證所限。

一般事項

暫定配額通知書連同(如相關)聲稱由獲發暫定配額通知書人士所簽署之「轉讓及提名表格」一經交回,即確證 交回之人士(一名或多名)有權處理暫定配額通知書及收取分拆之暫定配額通知書及/或供股股份之股票。如 需要額外之供股章程,可於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54樓)索取。

所有文件(包括退款支票及供股股份之股票)將以平郵方式寄予有關申請人或其他應得之人士,郵誤風險概由 收件人自行承擔。

暫定配額通知書及所有接納其中所載之要約均須受香港法律監管及根據香港法律詮釋。預期未繳股款供股股份將以10,000股為每手買賣單位進行買賣(現有股份目前以10,000股為每手買賣單位在聯交所進行買賣)。

除另有説明者外,暫定配額通知書內所提及之日期及時間均為香港日期及時間。

倘 閣下對供股有任何疑問,請於星期一至星期五(香港公眾假期除外)上午九時正至下午四時三十分之營業時間內將 閣下的問題提交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54樓。

倘填妥、簽署及交回暫定配額通知書,即表示 閣下同意向本公司及/或登記處及彼等各自之顧問及代理披露個人資料及彼等所需而有關 閣下或 閣下為其利益而接納暫定配發之供股股份的人士之任何資料。《個人資料(私隱)條例》給予證券持有人權利可確定本公司或登記處是否持有其個人資料,索取有關資料之副本,以及更正任何不準確之資料。根據《個人資料(私隱)條例》,本公司及登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或索取有關政策及慣例以及持有資料種類之資料的所有要求,應寄往(i)本公司之總辦事處及香港主要營業地點,地址為香港銅鑼灣禮頓道77號禮頓中心1215室或根據適用法律不時通知之地點並以本公司公司秘書為收件人;或(ii)(視乎情況而定)於本暫定配額通知書所示地址之登記處收。

此 致

列位合資格股東 台照

代表董事會

Anxian Yuan China Holdings Limited 安腎園中國控股有限公司*

主席

施華

謹啟

二零二零年七月八日

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税。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税。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之合資格股東填寫及簽署)

To: The Directors,

Anxian Yuan China Holdings Limited

致: 安賢園中國控股有限公司

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) in this PAL. 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本暫定配額通知書所載登記申請表格(表格丙)之人士。

1	2	3	4		
		g Shareholder(s) (all joint Sh b東簽署(所有聯名股東均須		gn)	
			Date:		2020
		日期:二	_零二零年	月	目

NOTE: Hong Kong stamp duty is payable in connection with the transfer of the rights to subscribe for the

Rights Share(s).

附註: 轉讓認購供股股份之權利須繳付香港印花稅。

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之人十填寫及簽署)

To: The Directors,

Anxian Yuan China Holdings Limited

致: 安賢園中國控股有限公司*

列位董事

Dear Sirs.

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。

	To be completed in BLOCK LET 請用英文大楷填寫	TTERS in English.					
	請用英文大楷填緊	in o					
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				
Full name(s) of joint applicant(s) (if required) 聯名申請人全名/名稱 (如有需要)							
(如有需要)							
Address in English (joint applicants should give the address of the first-							
named applicant only) 英文地址 (聯名申請人只 須填報排名首位的申請人							
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 銀行戶口類別					
		Bank account no. 銀行戶口號碼					
L		<u>'</u>					
1	2 3						
	Signature(s) of applicant(s) (all joint 申請人簽署(所有聯名申請	applicants must sig 人均須簽署)	gn)				
		Da	ate: 2020				
		日期:二零二零年	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。

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一此乃白頁 特意留空一

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一此乃白頁 特意留空一