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Form A
表格甲

Provisional Allotment Letter No.
暫定配額通知書號碼

IMPORTANT
重要提示

REFERENCE IS MADE TO THE PROSPECTUS (THE "PROSPECTUS") ISSUED BY NATIONAL ARTS HOLDINGS LIMITED (THE "COMPANY") DATED 5 DECEMBER 2012 IN RELATION TO THE RIGHTS ISSUE. TERMS DEFINED IN THE PROSPECTUS SHALL BEAR THE SAME MEANINGS WHEN USED HEREIN UNLESS THE CONTEXT OTHERWISE REQUIRES.

茲提述該招股章程(「本公司」)於二零一二年十二月五日就供股發行之招股章程(「招股章程」)。除文義另有指外，招股章程所界定之詞語在本通知書內具相同涵義。

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

閣下對本文件或應採取之行動如有任何疑問，或如已出售 閣下名下全部或部分股份，應諮詢 閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

This document is valuable and transferable and requires your immediate attention. The offer contained in this document and the accompanying form of application for excess Rights Shares expires at 4:00 p.m. on Wednesday, 19 December 2012.

本文件具有價值及可轉讓，務請 閣下立即處理。本文件及隨附之額外供股股份申請表格所載之供股建議之有效期於二零一二年十二月十九日(星期三)下午四時正屆滿。

Dealings in the Shares may be settled through CCASS operated by HKSCC and you should consult your 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.

股份之交易可透過香港結算管理之中央結算系統結算。有關該等結算之安排及該等安排對 閣下權利及權益可能造成之影響，應諮詢 閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Prospectus Documents having attached thereto the documents specified in the paragraph headed "Documents registered with the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, filed as with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance of Hong Kong. A copy of each of the Prospectus Documents has been, or will be, filed as soon as reasonably practicable with the Registrar of Companies in Bermuda in accordance with the requirements of the Companies Act 1981 of Bermuda. The Registrar of Companies in Hong Kong, the Securities and Futures Commission of Hong Kong, the Registrar of Companies in Bermuda and the Bermuda Monetary Authority take no responsibility as to the contents of any of the Prospectus Documents.

各份章程文件連同章程附錄三「於香港公司註冊處登記之文件」一段所指之文件，已依據香港公司條例第342C條之規定送呈香港公司註冊處登記。各份章程文件連同百慕達一九八一年公司法已或將合理可行地盡快送呈百慕達公司註冊處存檔。香港公司註冊處、香港證券及期貨事務監察委員會、百慕達公司註冊處及百慕達金融管理局對任何供股文件之內容概不負責。

The Prospectus has been prepared for the purposes of compliance with the legislative requirements applicable in respect of the Rights Issue in Hong Kong and the GEM Listing Rules.

招股章程乃為符合於香港進行供股之適用法例規定及創業板上市規則之規定而編製。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this document, 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 document.

香港交易及結算有限公司、聯交所及香港結算對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或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。

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms, both will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Rights Shares 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 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.

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以及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。聯交所參與者關於任何交易日之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統進行之一切活動均須依照不時有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。

Branch Registrar in Hong Kong:
Tricor Secretaries Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記處:
卓佳秘書商務有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓



National Arts

NATIONAL ARTS HOLDINGS LIMITED
國藝控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code: 8228)
(股份代號: 8228)

RIGHTS ISSUE OF 3,245,016,556 RIGHTS SHARES
AT HK\$0.10 EACH ON THE BASIS OF FOUR RIGHTS SHARES
FOR EVERY ONE EXISTING SHARE HELD ON THE RECORD DATE
PAYABLE IN FULL ON ACCEPTANCE
BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 19 DECEMBER 2012

供股

按於記錄日期每持有
一股現有股份獲發四股供股股份之基準按每股0.10港元之價格
發行3,245,016,556股供股股份

股款須於接納時(不遲於二零一二年十二月十九日(星期三)下午四時正)全數繳足

PROVISIONAL ALLOTMENT LETTER ("PAL")
暫定配額通知書

Registered Office of the Company:
本公司註冊辦事處:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business
in Hong Kong:
Unit B, 2/F
Jone Mutt Factory Building
169 Wai Yip Street
Kwun Tong
Kowloon
Hong Kong

香港主要營業地點:
九龍
觀塘
偉業街169號
中懋工業大廈
2樓B室

5 December 2012
二零一二年十二月五日

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

[Blank area for shareholder name and address]

Total Number of Shares registered in your name on Tuesday, 4 December 2012
於二零一二年十二月四日(星期二)登記於 閣下名下之股份總數

Box A
A欄

Number of Shares provisionally allotted to you, subject to payment in full on acceptance by no later than 4:00 p.m. on Wednesday, 19 December 2012
暫定配發予 閣下之股份份數。股款最遲須於二零一二年十二月十九日(星期三)下午四時正接納時繳足

Box B
B欄

Total subscription monies payable*
應繳認購股款總額*

Box C
C欄
HK\$
港幣

* Any payments for Rights Shares should be rounded down to 2 decimal points.
* 供股股份之任何付款款額應調低至兩個小數點。

Contact telephone no.:
聯絡電話號碼:

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS ORIGINAL DOCUMENT WITH THE BRANCH REGISTRAR, TRICOR SECRETARIES LIMITED AT 26TH FLOOR, TESBURY CENTRE, 28 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 ABOVE BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 19 DECEMBER 2012. 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 "NATIONAL ARTS HOLDINGS LIMITED - RIGHTS ISSUE ACCOUNT" AND MUST BE 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暫定配額，須將本文件正本連同以港元繳付上列丙欄所示數額之全部款項(以支票或銀行本票形式)，最遲於二零一二年十二月十九日(星期三)下午四時正前送交股份過戶登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。支票須由香港持牌銀行戶口開出，或銀行本票則須由香港持牌銀行發出，並註明抬頭人為「NATIONAL ARTS HOLDINGS LIMITED - RIGHTS ISSUE ACCOUNT」，並以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆之指示載於背頁。本公司將不會就該等股款發出收據。

It should be noted that the Underwriting Agreement in respect of the Rights Issue contains provisions entitling the Underwriter to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to the Latest Time For Termination (which is expected to be 4:00 p.m. on Thursday, 20 December 2012). Prior to the Latest Time For Termination: (A) the Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that any of the warranties in the Underwriting Agreement was untrue, inaccurate, misleading or breached, and in each case the same is (in the absolute opinion of the Underwriter) material in the context of the Rights Issue; or (B) there shall be: (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere; (ii) any change in local, national or international financial, political, industrial or economic conditions; (iii) any change of an exceptional nature in local, national or international equity securities or currency markets; (iv) any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict; (v) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange; (vi) any suspension in the trading of the Shares on the Stock Exchange for a continuous period of 7 trading days (as defined in the GEM Listing Rules); (vii) any change or development involving a prospective change in taxation or exchange controls in Hong Kong or elsewhere which is or are, in the absolute opinion of the Underwriter: (a) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole; or (b) likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares to be taken up; or (c) so material as to make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue, then the Underwriter may, by notice in writing given to the Company on or before the Latest Time For Termination, rescind the Underwriting Agreement and thereupon all obligations of the Underwriting resunder shall cease and determine and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save for any antecedent breaches hereof) and the Rights Issue shall not proceed.

務請注意，有關供股之包銷協議載有條文，倘於最後截止時間前發生以下事件，則包銷商有權於最後截止時間(預期為二零一二年十二月二十日(星期四)下午四時正)前任何時間以書面方式通知本公司以終止包銷協議：(A)包銷商知悉或有合理理由相信包銷協議所載之任何保證為失實、不確、誤導或已遭違反；而(B)包銷商絕對認為：(i)香港或其他地區之任何法院或其他具管轄權機構頒布任何新法例或法規，或更改現有法例或法規，或更改其詮釋或適用範圍；(ii)地區、國家或國際金融、政治、工業或經濟狀況出現任何變動；(iii)地區、國家或國際間發生任何戰爭或騷亂；(iv)地區、國家或國際間頒布任何法律或法規，或更改現有法例或法規，或更改其詮釋或適用範圍；(v)任何在絕對意見下，或(六)可能對本集團之整體業務、財務狀況或前景造成重大不利影響；或(七)可能對供股成功與否造成重大不利影響；或(八)影響重大以致令繼續進行供股屬不恰當、不智或不穩，則包銷商可藉於最後截止時間之前向本公司發出書面通知而終止包銷協議。其後，包銷商於包銷協議項下之所有責任將終止及終結，包銷協議之訂約各方概不得向任何其他訂約方因包銷協議產生或與之有關的任何事宜或事件(包括包銷協議事先違反之任何情況除外)提出任何申索，而供股將不會進行。

It should be noted that the Shares have been dealt with on an ex-rights basis as from Wednesday, 28 November 2012 and that dealings in such Shares and in the Rights Shares in their nil-paid form will take place whilst the conditions to which the Rights Issue is subject remain unfulfilled. Any shareholder or other person dealing in the Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled or waived (as the case may be) (which is expected to be on Thursday, 20 December 2012), or in the Rights Shares in their nil-paid form during the period from Friday, 7 December 2012 to Friday, 14 December 2012 (being the first and the last day of dealings in the nil-paid Rights Shares respectively, both days inclusive), will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any shareholder or other person contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid forms during such periods who is in any doubt about his/her position is advised to consult his/her professional adviser.

務請注意，股份已由二零一二年十一月二十八日(星期三)起按除權基準買賣，而該等股份及未繳股款供股股份之買賣將於供股之條件尚未達成前進行。任何股東或他人人士於供股之所有條件達成或豁免(視情況而定)當日(預期為二零一二年十二月二十日(星期四))前買賣股份，或於二零一二年十二月七日(星期五)至二零一二年十二月十四日(星期五)(即分別為未繳股款供股股份買賣首日及最後一日)期間(包括首尾兩日)買賣未繳股款供股股份，將因此承擔供股未能成為無條件或不進行之風險。任何關於此等期間買賣股份及/或未繳股款供股股份之股東或其他人士，如對其本身之狀況有任何疑問，務請諮詢其專業顧問。

NO RECEIPT WILL BE GIVEN. 本公司將不另發收據。

* For identification purpose only
* 備供識別



National Arts

NATIONAL ARTS HOLDINGS LIMITED

國藝控股有限公司*

(於開曼群島註冊成立並於百慕達存續之有限公司)
(股份代號：8228)

敬啟者：

緒言

茲提述國藝控股有限公司(「本公司」)於二零一二年十二月五日就供股刊發之供股章程(「供股章程」)。根據寄發予股東之供股章程內所載之條款及條件，董事已按記錄日期(二零一二年十二月四日(星期二))營業時間結束時在本公司股東名冊登記於閣下名下每一股現有股份獲發四股供股股份之基準，向閣下暫定配發供股股份。閣下於記錄日期營業時間結束時所持有之股份數目列於A欄，而暫定配發予閣下之供股股份數目則列於B欄。除文義另有所指外，供股章程所界定之詞語在本通知書內具相同涵義。

本公司將不會暫定配發未繳股款供股股份之碎股。本公司會將供股股份之全部碎股集結，而所有集結而成之未繳股款供股股份將在市場上出售，並於扣除費用後可獲得溢價之情況下，所得款項淨額歸本公司所有。任何未售供股股份碎股可供以隨附之額外申請表格額外申請。

倘扣除費用後可獲得溢價，本公司將會就供股股份作出安排，使非合資格股東原應獲暫定配發之供股股份，可於未繳股款供股股份開始買賣後於實際可行情況下盡快以未繳股款形式於市場出售。出售所得款項於扣除開支後將在可行情況下盡快以港元付予非合資格股東，惟個別金額在100港元或以下者將撥歸本公司所有。原應暫定配發予非合資格股東而未獲出售之供股股份及暫定配發而未獲合資格股東接納之供股股份將可供合資格股東以隨附之額外申請表格額外申請。

供股股份於繳足股款後，將在各方面彼此之間及與當時已發行股份享有同等權益，包括有權利收取於繳足股款供股股份配發及發行日期之後宣派、作出或派付之一切股息及分派。

除香港及百慕達之適用法例以外，供股章程並無根據任何司法權區之任何證券法或對等法例登記。因此，本公司並無採取任何行動，以批准在香港以外任何地區進行供股。任何人士如在香港以外任何地區接獲暫定配額通知書或額外申請表格，除非在該有關地區可合法提呈有關要約或邀請而毋須辦理任何登記手續或符合該地區之任何其他法定及監管規定，否則不可視作申請供股股份或額外供股股份之要約或邀請。受下文所述者所限，任何身處香港以外地區之人士如有意申請供股股份，在取得認購暫定配發供股股份或額外供股股份之任何權利前，必須自行遵守有關地區之法例及規例，包括取得任何政府或其他方面同意及就此繳付該地區規定須繳付之任何稅項及徵費。非合資格股東作出供股股份之申請將不會被接納。倘本公司相信接納任何供股股份或額外供股股份之認購申請會違反任何司法權區之適用證券法例或其他法例或規例，則本公司保留拒絕接納有關申請之權利。

終止包銷協議

務請注意，有關供股之包銷協議載有條文，倘於最後終止時間前發生以下事件，則包銷商有權於最後終止時間(預期為二零一二年十二月二十日(星期四)下午四時正)前任何時間以書面方式通知本公司以終止包銷協議：(A)包銷商知悉或有合理理由相信包銷協議所載之任何保證為失實、不確、誤導或已遭違反，而(包銷商絕對認為)各情況對供股而言屬重大；或(B)發生下列事件：(i)香港或其他地區之任何法院或其他具管轄權機構頒佈任何新法例或法規，或更改現有法例或法規，或更改其詮釋或適用範圍；(ii)地區、國家或國際金融、政治、工業或經濟狀況出現任何變動；(iii)地區、國家或國際股本證券或貨幣市場出現任何特別性質之變動；(iv)地區、國家或國際間爆發任何敵對事件、暴動或武裝衝突或有關事件升級；(v)聯交所全面停止或暫停證券買賣或對買賣施加重大限制；(vi)股份在聯交所暫停買賣連續7個交易日(定義見創業板上市規則)；(vii)涉及香港或其他地區之稅務或外匯管制預期變動之任何變動或發展；而包銷商絕對認為上述事件：(a)可能會對本集團之整體業務、財務狀況或前景構成重大不利影響；或(b)可能會對供股成功與否或供股股份之承購程度構成重大不利影響；或(c)影響重大以致令繼續進行供股屬不宜、不智或不應，則包銷商可藉著於最後終止時間或之前向本公司發出書面通知而撤銷包銷協議，其後，包銷商於包銷協議項下之所有責任將終止及終結，包銷協議之訂約各方概不得向任何其他訂約方就因包銷協議而產生或與之有關的任何事宜或事情(包銷協議遺事先違反之任何情況除外)提出任何申索，而供股將不會進行。

接納及付款手續

閣下如欲接納全部暫定配額供股股份，須將本暫定配額通知書整份連同丙欄所示接納時應繳之全部款項，最遲於二零一二年十二月十九日(星期三)下午四時正前送交股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款均須以港元支付，並註明抬頭人為「NATIONAL ARTS HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT」，並須以香港持牌銀行戶口開出之支票或由香港持牌銀行發出之銀行本票支付，並以「只准入抬頭人賬戶」方式劃線開出。支付有關款項將構成根據本暫定配額通知書及供股章程之條款及受本公司之持續經營組織大綱及公司細則所限接納暫定配額。本公司將不會就該等股款發出收據。

務請注意，除非已正式填妥之暫定配額通知書連同丙欄所示之應繳股款如上文所述於二零一二年十二月十九日(星期三)下午四時正前由原承配人或任何已有效讓供股股份認購權之人士送達，否則此等暫定配額及一切有關權利將被視作放棄並予以取消。本公司可全權酌情決定暫定配額通知書之有效性，並對自行或由代表遞交表格之人士具約束力(即使該等人士並未依照有關指示填妥表格)。本公司可要求有關申請人於稍後填妥未填妥之暫定配額通知書。填妥及交回本暫定配額通知書即表示向本公司作出一項保證及聲明，已經或將會全面遵守有關暫定配額通知書及任何接納暫定配額通知書之香港以外所有地區一切登記、法律及監管規定。務請注意，概不會向非合資格股東作出供股股份之暫定配額，亦不會向其寄發暫定配額通知書或額外申請表格。

轉讓

閣下如欲將根據本暫定配額通知書可認購暫定配發供股股份之全部權利轉讓他人，則必須填妥及簽署隨附之轉讓及提名表格(表格乙)，並將本暫定配額通知書交予閣下認購權之承讓人或轉讓經手人。承讓人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示須於接納時繳足之款項於二零一二年十二月十九日(星期三)下午四時正前送達股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款均須以港元支付，並須以香港持牌銀行戶口開出之支票或由香港持牌銀行發出之銀行本票支付，並以「只准入抬頭人賬戶」方式劃線開出，並註明抬頭人為「NATIONAL ARTS HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT」。務請注意，閣下將可認購有關供股股份之權利轉讓予承讓人時須支付印花稅，而承讓人接納有關權利時亦須支付印花稅。

分拆配額

閣下如只擬接納部分暫定配額，或轉讓閣下可認購暫定配發之供股股份之部分權利，或向超過一名人士轉讓閣下之權利，則最遲必須於二零一二年十二月十一日(星期二)下午四時正前將原有暫定配額通知書交回股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，彼會註銷原有暫定配額通知書，並按所需數目發出新暫定配額通知書，該等新暫定配額通知書可於閣下交回原有之暫定配額通知書後三個營業日內領取。

申請額外供股股份

閣下如欲申請認購暫定配發予閣下以外之任何供股股份，必須按隨附之額外申請表格印列之指示將其填妥及簽署，並連同所申請認購額外供股股份須另行支付之股款，最遲於二零一二年十二月十九日(星期三)下午四時正前交回股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款均須以港元支付，並須以香港持牌銀行戶口開出之港元支票或由香港持牌銀行發出之獨立銀行本票支付，並以「只准入抬頭人賬戶」方式劃線開出，並註明抬頭人為「NATIONAL ARTS HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT」。本公司將不會就該等股款發出收據。

董事將根據以下原則，按公平公正基準酌情分配額外供股股份：

- (1) 補足零碎股權成為完整買賣單位股權之申請將獲優先處理；及
- (2) 視乎根據上文第(1)項原則分配後之額外供股股份數目，本公司將參考合資格股東所申請認購之額外供股股份之數目以滑準法向彼等作出任何其他餘下之額外供股股份分配(即申請認購較少數目供股股份之合資格股東之成功申請百分比比較高，惟會收取較低數目之供股股份，而申請認購較高數目供股股份之合資格股東之成功申請百分比比較低，惟會收取較高數目之供股股份)。

倘若本公司發現若干申請可能是意圖濫用本公司優先補足不足一手股份認購申請之處理機制，本公司將按公平公正基準更改額外供股股份之分配方法。

支票及銀行本票

全部支票及銀行本票於接獲後將立即過戶，而有關款項所產生之所有利息將撥歸本公司之利益。填妥及交回本暫定配額通知書連同支付供股股份款項之支票或銀行本票後，將構成認購人之一項保證，表示該支票或銀行本票將於首次過戶時兌現。在不影響其他有關權利之情況下，倘隨附支票或銀行本票於首次過戶時未能兌現，則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，有關之暫定配額及據此給予之一切有關權利將被視作放棄並將予以取消。倘認購予以取消，認購時所付款項將於二零一二年十二月二十四日(星期一)或之前全數但不計利息以平郵方式郵寄予閣下或其他有權收取款項之人士之登記地址，郵誤風險概由閣下承擔。

股票

預期所有繳足股款供股股份之股票將於二零一二年十二月二十四日(星期一)或之前，由股份過戶登記分處卓佳秘書商務有限公司以平郵方式郵寄予有權收取股票之人士，郵誤風險概由彼等承擔。閣下將會就所有獲配發及發行繳足股款之供股股份及/或額外供股股份(如有)收取一張股票。

一般事項

將本暫定配額通知書連同(如適用)已由獲發本暫定配額通知書之人士簽署之轉讓及提名表格一併交回，即已確實證明交回上述文件之人士有權處理本暫定配額通知書，並有權收取分拆配額函件及/或供股股份股票。供股章程可於股份過戶登記分處卓佳秘書商務有限公司索取，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

所有文件(包括退款支票)將以平郵方式郵寄予有關申請人士或有權收取文件之人士，郵誤風險概由收件人承擔。

暫定配額通知書及所有對其所載建議之接納均受香港法例管轄並按其詮釋。

此致

列位合資格股東 台照

代表
國藝控股有限公司
行政總裁
羅寶兒
謹啟

二零一二年十二月五日

* 僅供識別

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARES, 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 ENTITLEMENTS TO THE RIGHTS SHARES REPRESENTED BY THIS DOCUMENT.

在轉讓認購供股股份之權利時，每項買賣雙方均須繳付從價印花稅。除出售之外，饋贈或轉讓實際擁有之權益亦須繳付從價印花稅。在本文件所指之任何供股股份轉讓權登記之前，須出示已繳付從價印花稅之證明。

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/their right(s) to the Rights Shares comprised herein)
(僅供擬將其／彼等於本表格所列供股股份之權利全數轉讓之合資格股東填寫及簽署)

To: The Directors
National Arts Holdings Limited
致：國藝控股有限公司
列位董事 台照

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／吾等謹將本暫定配額通知書所列本人／吾等認購供股股份之全部權利轉讓予接受此權利並簽署下列登記申請表格（表格丙）之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) (all joint Shareholders must sign)
簽署（所有聯名股東均須簽署）

Date 日期：_____, 2012

Stamp duty of HK\$5.00 and Ad valorem stamp duty are payable by the transferor(s) in connection with the transfer of your rights to subscribe for the Rights Shares.
轉讓人轉讓有關供股股份之認購權時須支付5.00港元之印花稅以及支付從價印花稅。

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 has been transferred)
(僅供承讓認購供股股份權利之人士填寫及簽署)

To: The Directors
National Arts Holdings Limited
致：國藝控股有限公司
列位董事 台照

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 memorandum of continuance and bye-laws of the Company.
敬啟者：
本人／吾等謹請 閣下將表格甲中乙欄所列數目之供股股份登記於本人／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之條款，並在 貴公司之公司組織章程大綱及組織章程細則之規限下接納此等股份。

Existing Shareholder(s)
Please mark X in this box
現有股東請在欄內填上「X」號

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To be completed in **BLOCK LETTERS in ENGLISH**. Joint applicants should give the address of the first-named applicant only.
請用英文大楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。

Name of applicant in English 申請人英文姓名	Family name or Company name 姓氏或公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Name continuation and/or name(s) of joint applicants in English (if applicable) 申請人英文續姓名及／或聯名申請人英文姓名（如適用）			
Address in English (joint applicant should give one address only) 英文地址（聯名申請人只需填寫一個地址）			
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 no. 銀行戶口號碼
			BANK 銀行 BRANCH 分行 ACCOUNT 戶口

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicants (all joint applicants must sign)
申請人簽署（所有聯名申請人均須簽署）

Date 日期：_____, 2012

Ad valorem stamp duty is payable by the transferee(s) in connection with the acceptance of the rights to subscribe for the Rights Shares.
承讓人接納有關供股股份之認購權時須支付從價印花稅。

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。