

To: **LAPCO HOLDINGS LIMITED** (立高控股有限公司) (the "**Company**")

From: Tam Wai Tong (譚偉棠)

Date: 24 November 2023

Dear Sirs,

### **Irrevocable Undertaking**

I refer to the proposed Rights Issue on the basis of three Rights Shares for every one Share held on Record Date in the issued share capital of the Company at the Subscription Price of HK\$0.6 per Rights Share, details of which are set out in the draft announcement to be issued by the Company (the "**Announcement**") in relation to the Rights Issue. Unless otherwise stated, terms defined in the Announcement shall bear the same meaning in this undertaking.

1. I hereby represent and warrant to you that as at the date hereof, I am the beneficial owner of 5,980,000 Shares, representing approximately 24.92% of the issued Shares of the Company as at the date hereof.
2. I hereby irrevocably undertake to the Company that I will not to sell, dispose of or transfer, or agree to sell, dispose of or transfer, any of the Shares held by me from the date hereof to the close of business on the Record Date.
3. I hereby irrevocably and unconditionally undertake to the Company:
  - (i) subject to the Note to Rule 10.26(2) in relation to scaling down mechanism in case of an obligation to make a general offer being triggered under the Takeovers Code, to subscribe for the 17,940,000 Rights Shares which will be offered to me in respect of the 5,980,000 Shares held by me pursuant to the terms of the Rights Issue; and
  - (ii) to lodge acceptances in respect of the aforesaid Rights Shares with the Registrar or the Company, with payment in full therefor in cash (whether by cheque, bank cashier's order or such other form as the Company may approve), by no later than 4:00 p.m. on the latest date for acceptance of the Rights Shares as specified by the Company or such later date as the Company may agree.
4. In the event that I should fail to comply with the undertakings given above, I hereby irrevocably authorise the Company in its discretion to treat this undertaking as my acceptance of such of the Rights Shares allotted to me on the terms of the Prospectus Documents (save as regards the time for acceptance and payment), to allot and issue the same in my name and to procure the registration of the same in my name.
5. I hereby consent to the issue of the Announcement and subsequent issue of circular, prospectus and other public documents to be issued by the Company in connection with the Rights Issue (collectively, the "**Rights Issue Documents**") incorporating a reference to myself (or other with other Shareholders) and the content of this undertaking. I hereby confirm that all statements of fact contained in the Announcement relating to me are true and correct in all material respects

and I consent to the reproduction of any of my said information to any Rights Issue Document as the Company may deem fit.

This Undertaking is governed by and shall be construed in accordance with the laws of Hong Kong.

*[The remainder of this page is intentionally left blank]*

**Execution Page to the Irrevocable Undertaking**

**SIGNED, SEALED and DELIVERED** )  
by **TAM WAI TONG** )

whose signature(s) is / are verified by / )  
in the presence of: )



Signature of witness: \_\_\_\_\_

Name of witness: \_\_\_\_\_