Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Form of Acceptance and Transfer (the "Form of Acceptance"), 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 Form of Acceptance.

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本接納及轉讓表格(「接納表格」)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,概不對因本接納表格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。

Unless the context otherwise requires, terms used in this Form of Acceptance shall bear the same meanings as those defined in the composite offer and response document dated 8 June 2012 (the "Composite Document") issued jointly by Sino Eminent Limited and Excel Technology International Holdings Limited.

除文義另有規定外,本接納表格所用詞彙與華成有限公司及志鴻科技國際控股有限公司聯合刊發日期為二零一二年六月八日之綜合要約及回應文件 (「綜合文件」)所界定者具相同涵義。

FORM OF ACCEPTANCE FOR USE IF YOU WANT TO ACCEPT THE OFFER.

接納表格在 閣下欲接納要約時適用。



## EXCEL TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED

# 志鴻科技國際控股有限公司\* (Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

(Stock Code: 8048) (股份代號: 8048)

Hong Kong branch share registrar of the Company: Computershare Hong Kong Investor Services Limited Rooms 1712-1716 17th Floor

Hopewell Centre 183 Queen's Road East Wanchai Hong Kong 本公司之香港股份過戶登記分處: 香港中央證券登記有限公司

香港 灣仔 皇后大道東183號 合和中心 17樓

17樓 1712-1716室

Note: Insert the total number of Shares for which the Offer is accepted. If no number is inserted or a number in excess of your registered holding of Shares is inserted in this Form of Acceptance and you have signed this Form of Acceptance, you will be deemed to have accepted the Offer for your entire registered holding of Shares.

FORM OF ACCEPTANCE AND TRANSFER OF SHARES
OF HK\$0.10 EACH IN THE ISSUED SHARE CAPITAL OF
EXCEL TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED
志鴻科技國際控股有限公司

已發行股本中每股面值0.10港元股份之接納及轉讓表格

To be completed in all respects 每項均須填寫

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the share(s) of HK\$0.10 each in the issued share capital of the Company held by the Transferor(s) specified below, upon and subject to the terms contained herein and in the accompanying Composite Document, and the Transferee hereby agrees to accept and hold the Share(s) subject to such terms.  下述[轉讓人]現程據及受限於本接納表格及附奉之総合文件中列明的條款,按下列代價,將以下註明轉讓人所持本公司已發行股本中每股面值0.10港元之股份轉讓予下述「承讓人」,承讓人特此同意在該等條款的規限下,接納及持有股份。						
Total number of Share(s) to be transferred ( <i>Note</i> ) 將予轉讓股份總數( <i>附註</i> )	FIGURES 数目		WORDS 大寫			
Share certificate number(s) 股票號碼						
TRANSFEROR(S) name(s) and address(es) in full 轉讓人全名及地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK CAPITALS) (用打字機或正楷填寫)	Family name(s) or company name(s): 姓氏或公司名稱:		Forename(s) 名字			
	Registered address 登記地址					
				Telephone number 電話號碼		
CONSIDERATION 代價	For each Share: HK\$0.2045 in cash 每股股份: 現金0.2045港元					
TRANSFEREE 承讓人	Name: Address: Occupation: 名稱: 地址:	Sino Eminent Limited 44th Floor, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong n: Corporation 華成有限公司 香港皇后大道中15號置地廣場公爵大廈44樓				

ALL JOINT

Signed by or for and on behalf of the Transferor(s) in the presence of: 轉讓人或代表轉讓人在下列見證人見證下簽署:  Name of witness 見證人姓名		HOLDERS MUS SIGN HER 所有聯名持有。 均須於本村 簽署
Signature of witness 見證人簽署	Signature(s) of Transferor(s)/Company chop,	- ***
Address of witness 見證人地址	if applicable 轉讓人簽署/公司印鑑(如適用)	
Occupation of witness 見證人職業	Date of submission of this Form of Acceptance 提交本接納表格之日期	_
Signed by the Transferee in the presence of:	請勿填寫本欄	
承讓人在下列見證人見證下簽署: Signature of witness 見證人簽署		
Name of witness 見證人姓名	For and on behalf of 代表 Sino Employed	
Address 地址	華成有限公司	
Occupation 職業		
Date of transfer 轉讓日期	Signature(s) of Transferee 承讓人簽署	

<sup>\*</sup> For identification purpose only

僅供識別

#### THIS FORM OF ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action you should take, 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 otherwise transferred all your Shares, you should at once hand this Form of Acceptance and the accompanying Composite Document to the purchaser(s) or 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 transferee(s).

to the purchaser(s) or transferee(s).

The making of the Offer to persons with a registered address in jurisdiction outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdiction. Shareholders who are citizens or residents or nationals of jurisdictions outside Hong Kong should obtain appropriate legal advice on, acquaint themselves with and observe any applicable legal requirement. It is the responsibility of each person who wishes to accept the Offer to satisfy himself, herself or itself as to the full observance of the laws and regulations of all relevant jurisdictions in connection therewith, including the obtaining of any governmental or other consents which may be required in compliance with all necessary formalities, regulatory and/or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction. The Offeror, Goldin Equities, the Company, any of their respective directors and professional advisor and any person involved in the Offer and any of their respective agents shall be entitled to be fully indemnified and held harmless by you for any taxes that you may be required to pay. Acceptance of the Offer by you will constitute a warranty by you that you are permitted under all applicable laws to receive and accept the Offer, including any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws and regulations.

This Form of Acceptance should be read in conjunction with the accompanying Composite Document.

As the Offer price of HK\$0.2045 is of four decimal places, the remittances in respect of the cash consideration payable for the Shares to the accepting Shareholders will be rounded up to the nearest Hong Kong cents.

#### HOW TO COMPLETE THIS FORM OF ACCEPTANCE

- To accept the Offer made by Goldin Equities for and on behalf of the Offeror to acquire your Shares at the price of HK\$0.2045 per Share, you should complete and sign this Form of Acceptance overleaf and forward this entire Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of not less than the number of Shares in respect of which you intend to accept the Offer, by post or by hand marked "Excel Technology International Holdings Limited Offer" on the envelope to the Registrar. Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event so as to reach the Registrar by no later than 4:00 p.m. (Hong Kong time) on 29 June 2012 or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code. The provisions of Appendix I to and other terms and conditions contained in the Composite Document are incorporated into and form part of this Form of Acceptance. Shareholders are advised to read the Composite Document before completing this Form of Acceptance.
- Procedure for accepting the Offer

If you wish to accept the Offer, you should:

- (a) insert in the box titled "Total number of Share(s) to be transferred" the total number of Shares for which you wish to accept the Offer; and
- sign the Form of Acceptance and enclose the relevant share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof).
- If you wish to accept the Offer in respect of your entire registered holding of Shares, you do NOT have to fill in the box titled "Total number of Share(s) to be transferred".
- If you are holding Shares on behalf of another person as nominee or otherwise, you should refer to the section headed "Procedures for acceptance" in Appendix I to the Composite Document in particular as to the matters which you should consider.

#### Warnings:

- You must sign the Form of Acceptance and enclose the relevant share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof) if you wish to accept the Offer.
- If you do not insert the total number of Shares to which your acceptance relates in the box titled "Total number of Share(s) to be transferred", you will be deemed to have accepted the Offer in respect of your entire registered holding of Shares.
- If you insert a number in excess of your registered holding of Shares in the box titled "Total number of Share(s) to be transferred", you will be deemed to have accepted the Offer in respect of your entire registered holding of Shares.

#### FORM OF ACCEPTANCE IN RESPECT OF THE OFFER

#### To: The Offeror and Goldin Equities

- My/Our execution of this Form of Acceptance (whether or not such Form of Acceptance is dated) shall be binding on my/our successors and assignees, and shall constitute:

  (a) my/our irrevocable acceptance of the Offer, made by Goldin Equities on behalf of the Offeror, as contained in the Composite Document for the consideration and subject to the terms therein and herein mentioned (including the terms set out under the heading "How to complete this Form of Acceptance" above), in respect of the number of Shares specified in this Form of Acceptance or, if no such number is specified, or a greater number is specified than I/we am/are registered as the holder(s) thereof, in respect of all such Shares of which I/we am/are registered as the holder(s);
  - my/our irrevocable instruction and authority to each of the Offeror and/or Goldin Equities or their respective agent(s) to collect from the Company or the Registrar on my/our behalf the share certificate(s) in respect of Shares due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s) and/or other document(s) of title (if any) (and/ or any satisfactory indemnity or indemnities in respect thereof), which has/have been duly signed by me/us and to deliver the same to the Registrar in Hong Kong and to authorise and instruct the Registrar to hold such share certificate(s) subject to the terms and conditions of the Offer, as if it was/they were share certificate(s) delivered to the Registrar together with this Form of Acceptance;
  - where I/we have accepted the Offer, my/our irrevocable instruction and authority to each of the Offeror and/or Goldin Equities and/or the Registrar, Computershare Hong Kong Investor Services Limited, or its agent(s) to send a cheque crossed "Not negotiable or account payee only" drawn in my/our favour for the cash consideration to which I/we shall have become entitled under the terms of the Offer after deducting all stamp duty payable by me/us in connection with my/our acceptance of the Offer by ordinary post at my/our risk to the person(s) and address stated below or, if no name(s) and/or address is/are stated below, to me/us or the first-named of us (in the case of joint registered shareholders) at the registered address shown in the register of members of the Company as soon as possible but in any event within seven Business Days of the date of receipt of all the relevant documents by the Registrar to render the acceptance under the Offer complete and valid:

(Insert below the name and address of the person to whom the cheque is to be sent if different from the registered shareholder or the first-named of the joint registered shareholders.)

Name: (in block capitals)

Address: (in block capitals) \_

- my/our irrevocable instruction and authority to each of the Offeror and/or Goldin Equities and/or the Registrar, Computershare Hong Kong Investor Services Limited, or such person or persons as any of them may direct for the purpose, on my/our behalf, to make and execute the contract note as required by Section 19(1) of the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) to be made and executed by me/us as the seller(s) of the Shares to be sold by me/us under the Offer and to cause the same to be stamped and to cause an endorsement to be made on this Form of Acceptance in accordance with the provisions of that Ordinance;
- same to be stamped and to cause an endorsement to be made on this Form of Acceptance in accordance with the provisions of that Ortaniance; my/our irrevocable instruction and authority to any director of the Offeror and/or Goldin Equities and/or the Registrar, Computershare Hong Kong Investor Services Limited, or such person or persons as any of them may direct to complete, amend and execute any document on my/our behalf including but without limitation to insert a date in this Form of Acceptance and to duly complete this Form of Acceptance in accordance with the section titled "How to complete this Form of Acceptance" above or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to do any other act that may be necessary or expedient for the purpose of vesting in the Offeror or such person or persons as it may direct my/our Shares endered for acceptance of the Offer;
- my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our Share(s) tendered for acceptance under the Offer to the Offeror or such person or such persons as it may direct free from all third party rights, liens, charges, options, claims, adverse interest, equities and encumbrances and together with all rights attaching thereto including, without limitation, the right to receive all dividends and distributions declared, made or paid on or after the date on which the Offer is made, in respect of the Shares tendered for acceptance under the Offer;
- my/our agreement that, subject to the right to deduct from the amount payable to me/us the seller's ad valorem stamp duty, the settlement of the consideration to which I/we will be entitled under the Offer will be implemented in full in accordance with the terms of the Offer;
- my/our agreement to ratify each and every act or thing done or effected by the Offeror and/or Goldin Equities and/or the Registrar, Computershare Hong Kong Investor Services Limited, or their respective agent(s) or such person or persons as it/they may direct on the exercise of any of the authorities contained herein; and
- my/our appointment of any of the Offeror and/or Goldin Equities and/or the Registrar, Computershare Hong Kong Investor Services Limited, as my/our attorney in respect of all the Shares to which this Form of Acceptance relates such power of attorney to take effect from the date and time on which the Offer becomes unconditional in all respects and thereafter be irrevocable.
- In the event that my/our acceptance is not valid or is treated as invalid in accordance with the terms of the Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event. I/we authorise and request you to return to me/us my/our share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof), together with this Form of Acceptance duly cancelled, by ordinary post at my/our risk to the person(s) and address stated above for the receipt of any cheque or, if no name and address is stated, to me or the first-named of us (in the case of joint registered shareholders) at the address shown in the register of members of the Company.

Note: Where you have sent one or more transfer receipt(s) and in the meantime the relevant share certificate(s) has/have been collected by any of the Offeror and/or Goldin Equities or their respective agent(s) from the Company or the Registrar on your behalf, you will be returned such share certificate(s) in lieu of the transfer receipt(s).

- I/We enclose the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof) Two chross the retevant same certificate(s) and/or inaster receipts and/or any other documents) of the (and/or any satisfactory indemnities in respect thereof) will be given. I/We further understand that all documents will be sent by ordinary post at my/ our own risk.
- that all documents will be sent by ordinary post at my/ our own risk.

  I/We hereby warrant and represent to you that, I am/we are the registered shareholder(s) of the number of Shares specified in this Form of Acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of such Shares to the Offeror by way of acceptance of the Offer.

  I/We understand that acceptance of the Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror and/or Goldin Equities that the number of Share(s) specified in this Form of Acceptance or, if no such number is specified or a greater number is specified than I am/we are registered as the holder(s), are fully paid and will be sold free from all liens, charges, options, claims, adverse interest, third party rights, equities, encumbrances, rights of preemption and any other third party rights of any nature and together with all rights attaching thereto, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the Offer is made.
- I/We acknowledge that, save as expressly provided in the Composite Document and in this Form of Acceptance, all the acceptance, instructions, authorities and undertakings hereby given shall be unconditional and irrevocable.
- I/We hereby warrant and represent to you that I/we have satisfied the laws of the jurisdiction where my/our address is located as set out in the register of members of the Company in connection with my/our acceptance of the Offer, including the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required in compliance with all necessary formalities or regulatory or legal requirements.
- I/We hereby warrant and represent to you that I/we shall be fully responsible for payment of any transfer or other taxes and duties payable in respect of the jurisdiction where my/our address is located as set out in the register of members of the Company in connection with my/our acceptance of the Offer.
- I/We hereby acknowledge that my/our Shares sold to the Offeror by way of acceptance of the Offer will be registered under the name of the Offeror or its nominee.

本接納表格乃重要文件,請即處理。

閣下加對本接納表格之任何內容式確採取行動有任何疑問,確認詢持牌讚券交易商、許冊證券機構、銀行經理、律師、惠業會計師或其他惠業顧問。

閣下如已將名下股份全部售出或轉讓,應立即將本接納表格及隨附綜合文件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 理商,以便鑪交買主或承讓人。

向登記地址位於香港境外司法權區之人士提出要約,可能會受有關司法權區之法例禁止或影響。任何屬香港境外司法權區公民、居民或國民之股東應自行瞭解及遵守任何適用法律規定,並就此取得適當法律意見。如欲接納要約,須自行負責就此全面遵守所有有關司法權區之法律及規則,包括取得任何所需政府或其他同意、外匯管制及遵照一切必要手續、監管及/或法律規定辦理可能需要之任何登記或存檔及支付於該司法權區應付之任何過戶款項或其他稅項。要約人、高銀(證券)、本公司及其各自任何董事及專業顧問及任何參與要約之人士及各自之任何代理,均有權就 閣下可能須支付之任何稅項獲 閣下悉數彌償及毋須承擔有關責任。國下接納要約將構成 閣下之保證, 閣下根據所有適用法例獲准收取及接納要約及其任何修訂,而根據所有適用法例及規例,該接納為有效及具約束力。 本接納表格應與隨附綜合文件一併閱讀。

由於要約價0.2045港元為小數點後四個位,就股份應付接納股東之現金代價匯款將調整至最接近港仙。

#### 本接納表格埴寫方法

- 1. 閣下如欲接納由高銀(證券)就及代表要約人作出以每股股份0.2045港元之價格收購 閣下之股份之要約,應填妥及簽署本接納表格背頁,並將本接納表格整份連同不少於 閣下擬接納要約之股份數目之相關股票及/或過戶收據及/或其他所有權文件(及/或任何就此所需令人信納之彌償保證),放入信封面註明「志鴻科技國際控股有限公司。數世為香港灣仔皇后大道東183號合和中心17樓1712-1716室,惟無論如何必須於二零一二年六月二十九日香港時間下午四時正(或要約人根據收購守則可能決定及公佈之較後時間及了或日期)前,送達過戶登記處。綜合文件附錄一所載條文以及綜合文件所載其他條款及條件納入本接納表格並構成其中部分。股東填寫本接納表格前務請細閱綜合文件。
- 2. 要約之接納手續

閣下如欲接納要約,應:

- (a) 於「將予轉讓股份總數」一欄填上 閣下欲接納要約之股份總數;及
- (b) 簽署接納表格,並附上相關股票、過戶收據及/或任何其他所有權文件(及/或任何就此所需令人信納之彌償保證)。
- 3 閣下如欲就以 閣下名義登記持有之全部股份接納要約,則毋須填寫「將予轉讓股份總數 |一欄。
- 4. 閣下如作為代名人或其他身份代表他人持有股份,則應參閱綜合文件附錄一「接納程序」一節,尤其有關 閣下須予考慮之事宜。

重要提示:

- (1) 倘 閣下欲接納要約, 閣下必須簽署本接納表格,並附上相關股票、過戶收據及/或任何其他所有權文件(及/或任何就此所需令人信納之彌償保證)。
- (2) 閣下如未有在「將予轉讓股份總數」一欄填上 閣下之接納所涉及股份總數,則 閣下將被視作就以 閣下名義登記持有之全部股份接納要約。
- (3) 閣下如已在「將予轉讓股份總數」一欄填上超出以 閣下名義登記持有股份之數目,則 閣下將被視作就以 閣下名義登記持有之全部股份接納 要約。

#### 要約之接納表格

#### 致:要約人及高銀(證券)

- 1. 本人/吾等經簽立本接納表格(不論該接納表格是否已註明日期),本人/吾等之承繼人及受讓人將受此約束,並構成:
  - (a) 本人/吾等按綜合文件所述代價並遵守當中及本接納表格所述條款(包括上文「本接納表格填寫方法」所載條款),就本接納表格註明之股份數目,不可撤回地接納綜合文件所載由高銀(證券)代表要約人提出之要約,或如未有註明有關數目或註明之數目超過本人/吾等以登記持有人名義持有之數目,則就本人/吾等以登記持有人名義持有之全部有關股份數目不可撤回地接納要約;
  - (b) 本人/吾等不可撤回地指示及授權要約人及/或高銀(證券)或其各自之代理、根據要約之條款及條件、代表本人/吾等自本公司或過戶登記處、領取本人/吾等依照及憑出示經本人/吾等正式簽署之隨附過戶收據及/或其他所有權文件(如有)(及/或任何就此所需令人信納之獨償保證)而應發行予本人/吾等之股份股票,並將該等股票送呈本公司在香港之過戶登記處,另授權及指示過戶登記處存管該等股票,猶如有關股票已連同本接納表格送呈過戶登記處,
  - (c) 倘本人/吾等接納要約,即本人/吾等不可撤回地指示及授權要約人及/或高銀(證券)及/或過戶登記處香港中央證券登記有限公司或其代理,各自就本人/吾等根據要約之條款應得之現金代價(扣除本人/吾等就本人/吾等接納要約應付之所有印花税),以「不得轉讓一只准入拾頭人賬戶」方式向本人/吾等開出劃線支票,並盡早以平郵按下列地址寄交下列人士,惟無論如何於過戶登記處接獲所有有關文件致使接納要約完成及有效之日起計七個營業日內寄出,或如無於下欄列明姓名及地址,則按本公司股東名冊所示登記地址以平郵寄予本人/吾等或吾等當中名列首位者(如屬聯名登記股東),郵誤風險概由本人/吾等承擔;

(倘收取支票之人士並非登記股東或名列首位之聯名登記股東,則請在本欄填上該名人士之姓名及地址。)

	<b>名</b> :(請以止憎項爲)	
地	址:(請以正楷填寫)	

- (d) 本人/吾等不可撤回地指示及授權要約人及/或高銀(證券)及/或過戶登記處香港中央證券登記有限公司或其任何一方可能就此指定之有關人士,各自代表本人/吾等訂立及簽立香港法例第117章印花稅條例第19(1)條規定本人/吾等作為賣方根據要約出售股份所須訂立及簽立之成交單據,並按該條例之規定安排該單據加蓋釐印及安排在本接納表格背書證明;
- (e) 本人/吾等不可撤回地指示及授權要約人,以及/或高銀(證券)及/或過戶登記處香港中央證券登記有限公司或其任何一方可能指定之有關人士,代表本人/吾等填妥、修訂及簽立任何文件,包括但不限於在本接納表格填上日期及按照上文「本接納表格填寫方法」一節填妥本接納表格,或如本人/吾等或任何其他人士已填上日期,則刪去該日期,然後填上另一日期,以及辦理任何其他就要約而言屬必需或合宜之事宜,以將本人/吾等就接納要約交出之股份轉歸要約人或其可能指定之有關人士所有;
- (f) 本人/吾等以進一步保證形式承諾於必需或合適時簽立有關其他文件及進行有關其他行動及事項,以將本人/吾等就接納要約交出之股份過戶至要約人或其可能指定之有關人士,該等股份不附帶一切第三方權利、留置權、押記、購股權、申索權、不利權益、衡平權益及產權負擔,連同就接納要約交出之股份附帶之一切權利,包括但不限於收取於提呈要約日期或之後宣派、作出或派付之一切股息及分派之權利;
- (g) 本人/吾等同意,除自應向本人/吾等支付之款項扣除賣方從價印花税之權利外,本人/吾等根據要約有權獲取之代價將按照要約之條款全數支付;
- (h) 本人/吾等同意追認要約人及/或高銀(證券)及/或過戶登記處香港中央證券登記有限公司或其各自之代理或其可能指定之有關人士於行使本接納表格所載任何權力時作出或進行之各種及所有行動或事宜;及
- (i) 本人/吾等就本接納表格有關之所有股份委任要約人及/或高銀(證券)及/或過戶登記處香港中央證券登記有限公司作為本人/吾等之授權代表。本接納表格涉及之該授權書自要約在所有方面成為無條件之日期及時間起生效,其後不可撤回。
- 2. 倘本人/吾等之接納按要約之條款屬無效或被視為無效,則上文第1段所載一切指示、授權及承諾均會終止。在此情況下,本人/吾等授權並要求 閣下將本人/吾等之股票及/或過戶收據及/或任何其他所有權文件(及/或任何就此所需令人信納之彌償保證) 連同已正式註銷之本接納表格,以平郵一併按上列收取支票之人士及地址寄出,歸還本人/吾等或如未有列明姓名及地址,則按本公司股東名冊所示地址寄予本人或吾等當中名列首位者(如為聯名登記股東),郵談風險概由本人/吾等承擔。

附註: 倘 閣下交出一份或以上過戶收據,而要約人及/或高銀(證券)或其各自之代理已代表 閣下從本公司或過戶登記處領取有關股票,則 閣下將獲發還有關股票而 非過戶收據。

- 3. 本人/吾等附上本人/吾等所持全部/部分股份之相關股票及/或過戶收據及/或任何其他所有權文件(及/或任何就此所需令人信納之彌償保證),有關股份 將由 閣下按要約之條款持有。本人/吾等明白任何交出之接納表格或股票及/或任何其他所有權文件(及/或任何就此所需令人信納之彌償保證)概不獲發收 據。本人/吾等亦瞭解所有文件將以平郵寄發,郵談風險概由本人/吾等自行承擔。
- 4. 本人/吾等向 閣下保證及聲明,本人/吾等為本接納表格所註明股份數目之登記股東,而本人/吾等有充分權利、權力及授權以接納要約之形式,向要約人 出售及移交該等股份之所有權及擁有權。
- 5. 本人/吾等明白,本人/吾等接納要約,將被視作構成本人/吾等向要約人及/或高銀(證券)保證,本接納表格所註明股份數目或倘無註明有關數目或該註明數目超出本人/吾等以登記持有人名義持有之股份數目,則就本人/吾等以登記持有人名義持有之所有有關股份,均為繳足股款,且出售不附帶一切留置權、押記、購股權、申索權、不利權益、第三方權利、衡平權益、產權負擔、優先認購權及任何其他性質的第三方權利,連同並本人/吾等以登記持有人名義持有之所有有關股份附帶之一切權利,包括悉數收取於提呈要約日期或之後宣派、作出或派付之一切股息及分派(如有)。
- 6. 本人/吾等確認,除綜合文件及本接納表格明文規定者外,就此作出之一切接納、指示、授權及承諾均為無條件及不可撤回。
- 7. 本人/吾等向 閣下保證及聲明,本人/吾等已就接納要約遵守在本公司股東名冊上列示本人/吾等地址所在司法權區之法例,包括獲取任何所需之政府、外匯管制或其他同意,及遵照一切必要手續或監管或法律規定辦理任何可能需要之登記或存檔。
- 8. 本人/吾等向 閣下保證及聲明,本人/吾等須全面負責就接納要約支付在本公司股東名冊所載本人/吾等地址所在司法權區應付之任何過戶或其他稅項及徵費。
- 9. 本人/吾等確認,本人/吾等透過接納要約方式售予要約人之股份將以要約人或其代名人之名義登記。

#### PERSONAL DATA

## **Personal Information Collection Statement**

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This personal information collection statement informs you of the policies and practices of the Offeror and the Registrar in Hong Kong in relation to personal data and the Ordinance.

## 1. Reasons for the collection of your personal data

To accept the Offer for your Shares, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed. It may also prevent or delay the despatch of the consideration to which you are entitled under the Offer.

#### 2. Purposes

The personal data which you provide in this Form of Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification of compliance with the terms and application procedures set out in this Form of Acceptance and the Composite Document;
- · registering transfers of the Shares out of your name;
- maintaining or updating the relevant register of holders of the Shares;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from the Offeror and/or its subsidiaries or agents such as Goldin Equities and the Registrar
- compiling statistical code information and Shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purpose in connection with the business of the Offeror or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or its subsidiaries or agent(s) such as Goldin Equities and the Registrar to discharge their obligations to the Shareholders and/or regulators and any other purposes to which the Shareholders may from time to time agree to or be informed of.

#### 3. Transfer of personal data

The personal data provided in this Form of Acceptance will be kept confidential but the Offeror and/or the Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- the Offeror, its subsidiaries and/or agent(s), such as Goldin Equities and the Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror, its subsidiaries and/or agent(s) such as Goldin Equities and the Registrar in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom the Offeror, its subsidiaries and/or agent(s) such as Goldin Equities and the Registrar consider(s) to be necessary or desirable in the circumstances.

#### 4. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether the Offeror, its subsidiaries and/or agent(s) such as Goldin Equities and the Registrar hold your personal data, to obtain a copy of such data, and to correct any data that is incorrect. In accordance with the Ordinance, the Offeror, its subsidiaries and/or agent(s) such as Goldin Equities 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 the policies and practices and the kinds of data held should be addressed to the Offeror, its subsidiaries and/or agent(s) such as Goldin Equities and the Registrar (as the case may be).

BY SIGNING THIS FORM OF ACCEPTANCE, YOU AGREE TO ALL OF THE ABOVE.

## 個人資料

## 收集個人資料聲明

香港法例第486章個人資料(私隱)條例(「該條例」)的主要條文已於一九九六年十二月二十日在香港生效。本收集個人資料聲明旨在知會 閣下要約人及在香港之過戶登記處有關個人資料及該條例的政策及慣例。

## 1. 收集 閣下個人資料的原因

如就 閣下的股份接納要約, 閣下須提供所需個人資料。 倘 閣下未能提供所需資料,則可能導致 閣下的接納被拒或受 到延誤,且亦可能妨礙或延遲發出 閣下根據要約應得之代價。

## 2. 用途

閣下於本接納表格提供的個人資料可能會用作、持有及/或保存 (以任何方式)作下列用途:

- 處理 閣下的接納申請及核實遵循本接納表格及綜合文件載列的條款及申請程序;
- 登記以 閣下名義進行的股份轉讓;
- 保存或更新有關股份的股東名冊;
- 核實或協助核實簽名,以及進行任何其他資料核實或交換;
- 自要約人及/或其附屬公司或代理(例如高銀(證券))及過 戶登記處收取涌訊;
- 編製統計代碼資料及股東資料;
- 按法例、規則或規例(無論法定或其他類別規定)作出披露;
- 就申索或權益披露有關資料;
- 有關要約人或過戶登記處業務的任何其他用途;及
- 有關上文所述任何其他附帶或關連用途及/或容許要約人及/ 或其附屬公司或代理(如高銀(證券))及過戶登記處履行彼 等對股東及/或監管機構之責任及股東可能不時同意或獲知 會的任何其他用餘。

## 3. 轉讓個人資料

本接納表格提供的個人資料將作為機密資料妥當保存,惟要約人及/或過戶登記處可能為達致上述任何用途作出必需的查詢,以確認個人資料的準確性,彼等尤其可能披露、獲取或轉交(無論在香港或香港境外地區)該等個人資料予或從下列任何及所有個人及實體獲得該等個人資料:

- 要約人、其附屬公司及/或代理(如高銀(證券))及過戶登 記處;
- 任何為要約人、其附屬公司及/或代理(如高銀(證券))及 過戶登記處的業務經營提供行政、電訊、電腦、付款或其他 服務的任何代理商、承包商或第三方服務供應商;
- 任何監管或政府機構;
- 與 閣下進行交易或建議進行交易的任何其他個人或機構, 例如 閣下的銀行、律師、會計師、持牌證券交易商或註冊 證券機構;及
- 要約人、其附屬公司及/或代理(如高銀(證券))及過戶登 記處認為必需或適當情況下的任何其他個人或機構。

## 4. 索取及更正個人資料

根據該條例的規定, 閣下可確認要約人、其附屬公司及/或代理(如高銀(證券))及過戶登記處是否持有 閣下的個人資料,並獲取該資料副本,以及更正錯誤資料。依據該條例的規定,要約人、其附屬公司及/或代理(如高銀(證券))及過戶登記處可就要求獲取任何數據收取合理的手續費。索取資料或更正資料或索取有關政策及慣例及所持資料類型的資料的所有請求,須提交要約人、其附屬公司及/或代理(如高銀(證券))及過戶登記處(視情況而定)。

閣下簽署本接納表格即表示同意上述所有條款。