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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，並明確表示概不會就因本接納表格全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

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

閣下如欲接納收購建議請使用接納及過戶表格。

Unless the context otherwise requires, all words and expressions used in this Form of Acceptance shall bear the same meanings as defined in the composite offer and response document dated 1 September 2015 (the "Composite Document") jointly issued by Upsky Global Limited, Metro Victory Holdings Limited, Polaris Investment Management Limited and Cinderella Media Group Limited.

除文義另有所指外，本接納表格所用詞彙與立天環球有限公司、威勝控股有限公司、Polaris Investment Management Limited及先傳媒集團有限公司聯合刊發日期為二零一五年九月一日之綜合收購及回應文件（「綜合文件」）內所界定者具有相同涵義。



CINDERELLA MEDIA GROUP LIMITED

先傳媒集團有限公司*

(continued in Bermuda with limited liability)

(於百慕達繼續經營之有限公司)

(Stock code: 550)

(股份代號：550)

FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) OF HK\$0.20 EACH IN THE ISSUED SHARE CAPITAL OF CINDERELLA MEDIA GROUP LIMITED

先傳媒集團有限公司已發行股本中每股面值0.20港元之
普通股之接納及過戶表格

To be completed in full每項均須填寫

Hong Kong branch share registrar and transfer office: Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong

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1712-1716號舖

You must insert the total number of Share(s) for which the Offer is accepted.

閣下必須填上接納收購建議之股份總數。

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby accept(s) the Offer and transfer(s) to the "Transferee" named below the Share(s) of HK\$0.20 each held by the Transferor(s) specified below, upon and subject to the terms and conditions contained herein and in the accompanying Composite Document. 根據本表格及隨附之綜合文件載列之條款及條件並受其所規限，下述「轉讓人」謹此接納收購建議並按下列代價向下列「承讓人」轉讓以下所註明轉讓人持有之每股面值0.20港元之股份。		
Number of Shares to be transferred 將予轉讓之股份數目	FIGURES 數目	WORDS 大寫
Share certificate number(s) 股票號碼		
TRANSFEROR(S) name(s) and address(es) in full 轉讓人全名及詳細地址 (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK LETTERS) (請用打字機或正楷填寫)	Surname(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	HK\$2.038 in cash for each Share 每股股份現金2.038港元	
TRANSFEEE 承讓人	Company name 公司名稱: Registered address: 登記地址: Occupation 職業:	Upsky Global Limited 立天環球有限公司 P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands Corporation 公司
	Company name 公司名稱: Registered address: 登記地址: Occupation 職業:	Metro Victory Holdings Limited 威勝控股有限公司 P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands Corporation 公司
	Company name 公司名稱: Registered address: 登記地址: Occupation 職業:	Polaris Investment Management Limited Craigmuir Chambers, Road Town, Tortola, VG 1110, British Virgin Islands Corporation 公司

Signed by or on behalf of the Transferor(s) in the presence of:

由轉讓人或其代表在下列人士見證下簽署:

Signature of witness 見證人簽署

Name of witness 見證人姓名

Address of witness 見證人地址

Occupation of witness 見證人職業

ALL JOINT
REGISTERED
HOLDERS MUST
SIGN HERE

所有聯名登記持有人
均須於本欄
簽署

Signature(s) of Transferor(s)/Company chop, if applicable
轉讓人簽署/公司印鑑(如適用)

Date of submission of this Form of Acceptance and Transfer
提交本接納及過戶表格之日期

Do not complete 請勿寫本欄

Signed by or on behalf of the Transferee in the presence of:

承讓人或其代表在下列人士見證下簽署

Signature of witness 見證人簽署

Name of witness 見證人姓名

Address of witness 見證人地址

Occupation of witness 見證人職業

Date of transfer 轉讓日期

For and on behalf of
代表

Upsky Global Limited/Metro Victory Holdings Limited/Polaris Investment Management Limited
立天環球有限公司/威勝控股有限公司/Polaris Investment Management Limited
Authorised Signatory(ies)
獲授權簽署人

Signature of Transferee or its duly authorized agent(s)
承讓人或其正式授權代理簽署

PERSONAL DATA

Personal Information Collection Statement

This personal information collection statement informs you of the policies and practices of the Joint Offerors, Bridge Partners, Kingston Securities, the Company and the Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “Ordinance”).

1. Reasons for the collection of your personal data

To accept the Offer for your Share(s), 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 to under the Offer. It is important that you should inform the Joint Offerors and/or Bridge Partners, Kingston Securities and/or the Company and/or the Registrar immediately of any inaccuracies in the data supplied.

2. Purposes

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

- processing of your acceptance and verification of compliance with the terms and application procedures set out in this Form of Acceptance and the Composite Document;
- registering transfer of the Share(s) out of your name(s);
- maintaining or updating the relevant register of Shareholders(s);
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- establishing your entitlements under the Offer;
- distributing communications from the Joint Offerors and/or Bridge Partners, Kingston Securities and/or the Company or their respective agents, officers, advisers and the Registrar;
- compiling statistical code information and Shareholders 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 Joint Offerors, Bridge Partners, Kingston Securities, the Company and/or the Registrar; and

- any other incidental or associated purposes relating to the above and/or to enable the Joint Offerors and/or Bridge Partners, Kingston Securities and/or the Company to discharge their obligations to the Shareholders and/or regulators and any other purposes to which the Shareholders may from time by 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 Joint Offerors and/or Bridge Partners, Kingston Securities and/or the Company 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 Joint Offerors, Bridge Partners, Kingston Securities, the Company and/or their agents, officers, advisers and the Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Joint Offerors and/or Bridge Partners, Kingston Securities and/or the Company and/or the Registrar, in connection with the operation of their business;
- the Stock Exchange, the SFC and any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom the Joint Offerors and/or Bridge Partners, Kingston Securities and/or the Company and/or the Registrar considers 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 Joint Offerors and/or Bridge Partners, Kingston Securities and/or the Company and/or the Registrar hold your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, the Joint Offerors and/or Bridge Partners, Kingston Securities and/or the Company and/or the Registrar have the right to charge a reasonable fee for the processing of any data access requests. 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 Joint Offerors and/or Bridge Partners, Kingston Securities and/or the Company and/or the Registrar (as the case may be).

BY SIGNING THIS FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S), YOU AGREE TO ALL OF THE ABOVE.

個人資料

收集個人資料聲明

本收集個人資料聲明旨在知會閣下有關聯席要約人、寶橋及金利豐證券、本公司及過戶登記處有關個人資料及香港法例第486章個人資料(私隱)條例(「該條例」)之政策及慣例。

1. 收集閣下個人資料之原因

如閣下就股份接納收購建議，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之接納不獲受理或有所延誤。其亦可能妨礙或延誤寄發閣下根據收購建議有權享有之代價。如所提供之資料有任何不準確，閣下須即時知會聯席要約人及／或寶橋、金利豐證券及／或本公司及／或過戶登記處。

2. 用途

閣下於本接納表格提供之個人資料可能會就下列用途加以運用、持有及／或以任何方式保存：

- 處理閣下之接納及核實本接納表格及綜合文件載列之條款及申請手續之合規情況；
- 登記出讓閣下名下之股份；
- 保存或更新有關股東名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 確定閣下於收購建議項下之權利；
- 自聯席要約人及／或寶橋、金利豐證券及／或本公司或彼等各自之代理、職員、顧問及過戶登記處接收所發佈通訊；
- 編製統計代碼資料及股東簡歷；
- 按法例、規則或規例(無論法定或非法定者)作出披露；
- 披露有關資料以便索償或享有權益；
- 有關聯席要約人、寶橋、金利豐證券、本公司及／或過戶登記處業務之任何其他用途；及

- 有關上文所述任何其他臨時或關連用途及／或以便聯席要約人及／或寶橋、金利豐證券及／或本公司履行彼等對股東及／或監管機構之責任及股東不時同意或知悉之其他用途。

3. 轉交個人資料

本接納表格提供之個人資料將作為機密資料妥為保存，惟聯席要約人及／或寶橋、金利豐證券及／或本公司及／或過戶登記處為達致上述或其中任何用途，可能作出其認為必要之有關查詢，以確認個人資料之準確性，尤其可向或自下列任何及所有人士及實體披露、取得或轉交(不論於香港境內或境外)該等個人資料：

- 聯席要約人、寶橋、金利豐證券、本公司及／或彼等之代理、職員、顧問及過戶登記處；
- 向聯席要約人及／或寶橋、金利豐證券及／或本公司及／或過戶登記處就其業務經營提供行政、電訊、電腦、付款或其他服務之任何代理、承包商或第三方服務供應商；
- 聯交所、證監會及任何監管或政府機構；
- 與閣下進行交易或建議進行交易之任何其他人士或機構，例如往來銀行、律師、會計師、持牌證券交易商或註冊證券機構；及
- 聯席要約人及／或寶橋、金利豐證券及／或本公司及／或過戶登記處認為必需或適當情況下之任何其他人士或機構。

4. 存取及更正個人資料

根據該條例之規定，閣下有權確認聯席要約人及／或寶橋、金利豐證券及／或本公司及／或過戶登記處是否持有閣下之個人資料，並取得該資料之副本，以及更正任何不正確資料。根據該條例之規定，聯席要約人及／或寶橋、金利豐證券及／或本公司及／或過戶登記處可就取得任何資料之要求收取合理手續費。存取資料或更正資料或取得有關政策及慣例之資料，以及所持資料類別之所有要求，須提交聯席要約人及／或寶橋、金利豐證券及／或本公司及／或過戶登記處(視情況而定)。

閣下一經簽署本普通股接納及過戶表格，即表示同意上述所有條款。

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 to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your Share(s), 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).

Bridge Partners and Kingston Securities are making the Offer for and on behalf of the Joint Offerors. The making of the Offer to the Independent Shareholders having registered addresses outside Hong Kong may be affected by the laws and regulations of the relevant jurisdictions. If you are an Overseas Shareholder, you should inform yourself about and observe all applicable legal and regulatory requirements. If you wish to accept the Offer, it is your sole responsibility to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including but not limited to the obtaining of all governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all necessary formalities, regulatory and/or legal requirements. You will also be fully responsible for the payment of any such transfer or other taxes and duties due by you in respect of the acceptance of the Offer. The Joint Offerors, Bridge Partners, Kingston Securities, the Company, any of their respective directors and professional advisors and all persons 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 and duties as you may be required to pay. Acceptance of the Offer by you will constitute a warranty by you to the Joint Offerors, Bridge Partners, Kingston Securities and the Company that you have observed and are permitted under all applicable laws and regulations to receive and accept the Offer, and any revision thereof, and that you have obtained all requisite governmental, exchange control or other consents and have made all requisite registration and filing in compliance with all necessary formalities and regulatory or legal requirements and have paid all transfer or other taxes and duties or other required payments due from you in connection with such acceptance in the relevant jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations. You are recommended to seek professional advice on deciding whether or not to accept the Offer.

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

HOW TO COMPLETE THIS FORM OF ACCEPTANCE

The Offer is unconditional. Independent Shareholders are advised to read the Composite Document before completing this Form of Acceptance. To accept the Offer made by Bridge Partners and Kingston Securities for and on behalf of the Joint Offerors to acquire your Share(s), you should complete and sign this Form of Acceptance overleaf and forward this entire form, 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), for the whole or in respect of part of your holding of Share(s) or if applicable, for not less than the number of the Shares in respect of which you intend to accept the Offer, by post or by hand, to the Registrar, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:00 p.m. on Tuesday, 22 September 2015 (Hong Kong time) or such later time(s) and/or date(s) as the Joint Offerors may determine and announce in accordance with the Takeovers Code. The provisions of Appendix I to the Composite Document are incorporated into and form part of this Form of Acceptance.

Warning: If you are holding the Shares on behalf of another person as nominee or otherwise, you should refer to the paragraph headed "1. PROCEDURES FOR ACCEPTANCE OF THE OFFER" in Appendix I to the Composite Document in particular as to the matters which you should consider.

FORM OF ACCEPTANCE IN RESPECT OF THE OFFER

To: The Joint Offerors,

1. My/Our execution of this Form of Acceptance shall be binding on my/our successors and assignees, and shall constitute:
 - (a) my/our irrevocable acceptance of the Offer made by Bridge Partners and Kingston Securities for and on behalf of the Joint Offerors, as contained in the Composite Document, for the consideration and subject to the terms and conditions therein and herein mentioned, in respect of the number of Shares specified in this Form of Acceptance;
 - (b) my/our irrevocable instruction and authority to each of the Joint Offerors, Bridge Partners and Kingston Securities and/or their respective agent(s) to collect from the Company or the Registrar on my/our behalf the share certificate(s) in respect of the Shares due to be issued to me/us in accordance with, and against delivery of, the enclosed transfer receipt(s) and/or other document(s) of title (if any) (and/or satisfactory indemnity or indemnities required in respect thereof), which has/have been duly signed by me/us and to deliver the same to the Registrar 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/they were delivered to the Registrar together with this Form of Acceptance;
 - (c) my/our irrevocable instruction and authority to each of the Joint Offerors and/or Bridge Partners and Kingston Securities or their respective agent(s) to send a cheque crossed "Not negotiable — account payee only" drawn in my/our favour for the cash consideration to which I/we shall have become entitled to under the terms of the Offer (less seller's ad valorem 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 named at the address stated below or, if no name and address is stated below, to me 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 within seven Business Days of the later of the date on which the Offer becomes or is declared unconditional and the receipt of all the relevant documents by the Registrar to render the acceptance under the Offer complete and valid;
(Note: Insert name and address of the person to whom the cheque is to be sent if different from the registered Shareholders or the first-named of joint registered Shareholders.)
Name: (in BLOCK LETTERS)
Address: (in BLOCK LETTERS)
- (d) my/our irrevocable instruction and authority to each of the Joint Offerors and/or Bridge Partners and Kingston Securities and/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 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 Share(s) 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;
- (e) 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 Shares tendered for acceptance under the Offer to the Joint Offerors or such person or persons as it may direct fully paid and free from all Encumbrances and together with all rights attaching or accruing thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of this Composite Document; and
- (f) my/our agreement to ratify each and every act or thing which may be done or effected by the Joint Offerors and/or Bridge Partners and Kingston Securities and/or the Company and/or their respective agent(s) or such person or persons as any of them may direct on the exercise of any rights contained herein.
2. I/We understand that acceptance of the Offer by me/us will be deemed to constitute a warranty by me/us to the Joint Offerors, Bridge Partners and Kingston Securities and the Company that (i) the Shares held by me/us to be acquired under the Offer are sold fully paid and free from all Encumbrances and together with all rights attaching or accruing thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of this Composite Document; and (ii) I/we have not taken or omitted to take any action which will or may result in the Joint Offerors, Bridge Partners and Kingston Securities, the Company or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the Offer, and I am/we are permitted under all applicable laws and regulations to receive and accept the Offer, and any revision thereof, and such acceptance is valid and binding in accordance with all applicable laws and regulations.
3. In the event that my/our acceptance is not valid in accordance with the terms of the Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease, 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 satisfactory indemnity or indemnities required in respect thereof), together with this Form of Acceptance duly cancelled, by ordinary post at my/our own risk to the person and address stated in paragraph 1(c) above 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 registered address shown in the register of members of the Company.
Note: If you submit the transfer receipt(s) upon acceptance of the Offer and in the meantime the relevant share certificate(s) is/are collected by any of the Joint Offerors or Bridge Partners and Kingston Securities or any of their 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).
4. 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 required in respect thereof) for the whole/part of my/our holding of Shares which are to be held by you on the terms and conditions of the Offer. I/We understand that no acknowledgement or receipt of any Form of Acceptance, 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) will be given. I/We further understand that all documents will be sent by ordinary post at my/our own risk.
5. I/We warrant and represent to the Joint Offerors, Bridge Partners, Kingston Securities and the Company that I am/we are the registered Shareholders 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 my/our Shares to the Joint Offerors by way of acceptance of the Offer.
6. I/We warrant to the Joint Offerors, Bridge Partners, Kingston Securities and the Company that I/we have observed and are permitted under all applicable laws and regulations where my/our address is located as set out in the register of members of the Company to accept the Offer, and any revision thereof; and that I/we have obtained all requisite governmental, exchange control or other consents and made all registration or filing required in compliance with all necessary formalities, regulatory and/or legal requirements; and that I/we have paid all issue, transfer or other taxes and duties or other required payments due from me/us in connection with such acceptance; and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations.
7. I/We warrant to the Joint Offerors, Bridge Partners, Kingston Securities and the Company that I/we shall be fully responsible for payment of any transfer or other taxes and duties payable by me/us in connection with my/our acceptance of the Offer.
8. I/We acknowledge that, save as expressly provided in the Composite Document and this Form of Acceptance, all the acceptance, instructions, authorities and undertakings hereby given shall be irrevocable.
9. I/We acknowledge that my/our Shares sold to the Joint Offerors by way of acceptance of the Offer will be registered under the name of the Joint Offerors or their nominee.

本接納表格乃重要文件，閣下須即時處理。

閣下如對本接納表格任何方面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。

閣下如已售出或另行轉讓名下全部股份，應立即將本接納表格連同隨附之綜合文件一併送交買主或承讓人，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，以便轉交買主或承讓人。

寶橋及金利豐證券代表聯席要約人提出收購建議。向登記地址位於香港境外之獨立股東提出收購建議可能受有關司法權區之法律及法規影響。倘閣下為海外股東，閣下應自行了解及遵守所有適用法律及監管規定。閣下如欲接納收購建議，須全權負責就此自行全面遵守有關司法權區之相關法律及法規，包括但不限於取得一切所需之政府、外匯管制或其他同意及任何登記或存檔，並遵守一切必要手續、監管及／或法律規定。閣下亦須就支付接納收購建議所涉及及任何有關轉讓費或其他稅項及徵費負全責。聯席要約人、寶橋、金利豐證券、本公司、任何彼等各自之董事及專業顧問及所有參與收購建議之人士以及任何彼等各自之代理均有權獲全面彌償及毋須就閣下可能須支付之任何稅項及徵費承擔任何責任。閣下接納收購建議，即構成閣下向聯席要約人、寶橋、金利豐證券及本公司保證閣下已遵守所有適用法律及法規，以及根據所有適用法律及法規獲允許接收及接納收購建議及其任何修訂，而閣下已根據一切必要手續及遵守監管或法律規定取得一切所需之政府、外匯管制或其他同意及辦妥所需之登記及存檔，並已支付閣下於相關司法權區接納而應付之所有轉讓費或其他稅項及徵費或其他所需付款，而有關接納將根據一切適用法律及法規屬有效及具約束力。閣下決定是否接納收購建議時應諮詢專業意見。

本接納表格應與隨附之綜合文件一併閱覽。

本接納表格之填寫方法

收購建議為無條件。獨立股東於填寫本接納表格前，務請先閱讀綜合文件。為接納寶橋及金利豐證券代表聯席要約人收購閣下之股份所提出之要約，閣下應填妥及簽署本接納表格背頁，並將整份表格，連同就閣下所持有全部或部分股份、或(如適用)不少於閣下有意接納收購建議之股份數目之有關股票及／或過戶收據及／或任何其他所有權文件(及／或就此所需任何令人信納之一項或多項彌償保證)，一併以郵寄或專人送交方式，送達過戶登記處，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，惟無論如何不得遲於二零一五年九月二十二日(星期二)下午四時正(香港時間)，或聯席要約人可能根據收購守則釐定及公佈之較後時間及／或日期。綜合文件附錄一之條文已載入並構成本接納表格之一部分。

重要提示：如閣下以代名人或其他身分代表另 一名人士持有股份，敬請參閱綜合文件附錄一「1.收購建議之接納程序」一段，尤其關於閣下應加以考慮之事項。

要約之接納表格

致：聯席要約人

1. 本人／吾等一經簽立本接納表格，本人／吾等之繼承人及受讓人將受此約束，並構成：

- (a) 本人／吾等不可撤回地就本接納表格上所註明之股份數目，按照綜合文件及本表格所述之代價及受其中條款及條件所規限，接納綜合文件所載由寶橋及金利豐證券代表聯席要約人提出之收購建議；
- (b) 本人／吾等不可撤回地指示及授權聯席要約人、寶橋及金利豐證券及／或彼等各自之代理，各自代表本人／吾等交付隨附經本人／吾等正式簽署之過戶收據及／或其他所有權文件(如有)(及／或就此所需任何令人信納之一項或多項彌償保證)，憑此向本公司或過戶登記處領取本人／吾等就股份應獲發之股票，並將有關股票送交過戶登記處，以及授權及指示登記處按照收購建議之條款及條件持有該等股票，猶如該等股票已連同本接納表格一併交回過戶登記處；
- (c) 本人／吾等不可撤回地指示及授權聯席要約人及／或寶橋及金利豐證券或彼等各自之代理，各自就本人／吾等根據收購建議之條款有權享有之現金代價(扣除本人／吾等有 關本人／吾等接納收購建議應付之賣方從價印花稅)，以「不得轉讓—只准入抬頭人賬戶」方式向本人／吾等開出劃線支票，並於收購建議成為或宣佈為無條件(以較後者為準)及過戶登記處接獲一切有關文件致使收購建議項下之接納為完整及有效之日起計七個營業日內，按以下地址以平郵方式寄予以下人士；如無填上姓名及地址則按本公司之股東名冊所示登記地址，寄予本人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／吾等自行承擔；

(附註：如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。)

姓名：(請用正楷填寫)

地址：(請用正楷填寫)

- (d) 本人／吾等不可撤回地指示及授權聯席要約人及／或寶橋及金利豐證券及／或彼等其中任何一方可能就此指定之一名人士或多名人士，各自代表本人／吾等以將根據要約出售股份之賣方身分，訂立及簽立香港法例第117章印花稅條例所規定須訂立及簽署之成交單據，並根據該條例規定為其加蓋印章及在本接納表格背書證明；
- (e) 本人／吾等承諾於必需或適當時簽立有關其他文件並採取有關行動及事宜，以進一步確保本人／吾等根據收購建議之接納轉讓予聯席要約人或其可能指定之該名或該等人士之股份，乃已繳足及不附帶任何產權負擔，但連同所附帶或產生之一切權利，包括全數收取作出收購建議當日(即綜合文件日期)或之後所宣派、作出或派付之一切股息或其他分派之權利；及
- (f) 本人／吾等同意追認聯席要約人及／或寶橋及金利豐證券及／或本公司及／或彼等各自之代理或彼等任何一方可能指定之該名或該等人士，於行使本表格所載任何權利時所作出或進行之任何行動或事宜。

2. 本人／吾等明白本人／吾等接納收購建議，將被視為表示本人／吾等向聯席要約人、寶橋及金利豐證券及本公司保證，(i)本人／吾等所持將根據收購建議被收購之股份，於出售時乃已繳足及不附帶任何產權負擔，但連同所附帶或產生之一切權利，包括全數收取作出收購建議當日(即綜合文件日期)或之後所宣派、作出或派付之一切股息或其他分派之權利；及(ii)本人／吾等並無採取或不採取任何行動而將引致或可能引致聯席要約人、寶橋及金利豐證券、本公司或任何其他人士違反任何司法權區與收購建議有關之法律或監管規定，且本人／吾等根據所有適用法例及法規獲准收取及接納收購建議及其任何修訂，而根據所有適用法例及法規，該接納為有效及具有約束力。

3. 倘若根據收購建議之條款本人／吾等之接納為無效，則上文第1段所載一切指示、授權及承諾均告終止，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／或就此所需任何令人信納之一項或多項彌償保證)，連同已正式註銷之本接納表格一併寄回上文第1(c)段列明之人士及地址；如無填上姓名及地址，則按本公司股東名冊所示登記地址，以平郵方式寄回本人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／吾等自行承擔。

附註：若閣下於接納收購建議時提交過戶收據，而任何聯席要約人或寶橋及金利豐證券或彼等之任何代理已從代表閣下之本公司或過戶登記處收取有關股票，則閣下將獲發還有關股票而並非上述過戶收據。

4. 本人／吾等謹此附奉本人／吾等所持全部／部分股份之有關股票及／或過戶收據及／或任何其他所有權文件(及／或就此所需任何令人信納之一項或多項彌償保證)，由閣下按照收購建議之條款及條件予以保存。本人／吾等明白將不會就任何接納表格、股票及／或過戶收據及／或任何其他所有權文件(及／或就此所需任何令人信納之一項或多項彌償保證)獲發收據。本人／吾等亦明白所有文件將以平郵方式寄出，郵誤風險概由本人／吾等自行承擔。

5. 本人／吾等向聯席要約人、寶橋、金利豐證券及本公司保證及表明，本人／吾等為本接納表格指定股份數目之登記股東，而本人／吾等擁有全部權利、權力及權限，透過接納收購建議之方式向聯席要約人出售及轉讓本人／吾等所持股份之所有權及擁有權。

6. 本人／吾等向聯席要約人、寶橋、金利豐證券及本公司保證，本人／吾等已遵守本人／吾等於本公司股東名冊所列地址所有適用法律及法規，以及根據所有適用法律及法規獲允許接納收購建議及其任何修訂；而本人／吾等已取得任何所需政府、外匯管制或其他方面之同意，作出所有必要手續或遵守監管及／或法律規定所規定之一切登記或存檔；且本人／吾等已支付本人／吾等就該接納應付之所有發行費、轉讓費或其他稅項及徵費或其他所需款項；而有關接納將根據一切適用法律及法規屬有效及具約束力。

7. 本人／吾等向聯席要約人、寶橋、金利豐證券及本公司保證，本人／吾等須就支付關於本人／吾等接納收購建議應付之任何轉讓費或其他稅項及徵費承擔全部責任。

8. 本人／吾等確認，除非綜合文件及本接納表格有明文規定，否則本表格所作出一切接納、指示、授權及承擔均不可撤回。

9. 本人／吾等確認以接納收購建議之方式售予聯席要約人之本人／吾等之股份將以聯席要約人或其各自代名人義登記。