

Unless the context otherwise requires, terms used in this WHITE Form of Share Offer Acceptance shall bear the same meanings as those defined in the accompanying composite document dated 10 December 2020 (the "Composite Document") jointly issued by Gemini Investments (Holdings) Limited as the offeree company (the "Company") and Estate Spring International Limited as the offeror (the "Offeror").

除文義另有所指外，本白色股份收購建議接納表格所用詞彙與隨附由盛洋投資(控股)有限公司(作為受要約公司)(「本公司」)及置泉國際有限公司(作為收購方)(「收購方」)於二零二零年十二月十日聯合刊發之綜合文件(「綜合文件」)所界定者具有相同涵義。

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香港交易及結算有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本白色股份收購建議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白色股份收購建議接納表格全部或任何部份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。

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

閣下如欲接納股份收購建議，請使用本白色股份收購建議接納表格。



盛洋投資

Gemini Investments (Holdings) Limited

盛洋投資(控股)有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code: 174)

(股份代號: 174)

WHITE FORM OF SHARE OFFER ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) IN THE ISSUED SHARE CAPITAL OF

GEMINI INVESTMENTS (HOLDINGS) LIMITED

盛洋投資(控股)有限公司已發行股本中之普通股之白色股份收購建議接納及過戶表格

To be completed in full 每項均須填寫

Share registrar: Tricor Standard Limited ("Registrar")

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

股份過戶登記處: 卓佳標準有限公司(「過戶登記處」)

香港皇后大道東183號合和中心54樓

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the Shares held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the Composite Document. 下述「轉讓人」謹此按下列代價，向下述「承讓人」轉讓以下註明轉讓人所持有之股份，惟須遵守本表格及綜合文件內之條款及條件。		
Number of Share(s) to be transferred (Note) 將予轉讓之股份數目(附註)	FIGURES 數目	WORDS 大寫
Share certificate number(s) 股票證書號碼		
TRANSFEROR(S) name(s) and address in full 轉讓人全名及完整地址 (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK LETTERS) (請用打字機或用正楷填寫)	Family name(s)/Company name(s) 姓氏/公司名稱	Forename(s) 名字
	Registered address 登記地址	Telephone number 電話號碼
CONSIDERATION 代價	HK\$1.10 in cash for each Offer Share 每股收購股份為現金港幣1.10元	
TRANSFEEE 承讓人	Name: 名稱: Correspondence address: 通訊地址: Occupation: 職業:	Estate Spring International Limited 置泉國際有限公司 Suite 601, One Pacific Place, 88 Queensway, Hong Kong 香港金鐘道88號太古廣場一座601室 Corporation 法人團體

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

轉讓人或其代表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:

Address of Witness 見證人地址:

Occupation of Witness 見證人職業:

ALL JOINT
SHAREHOLDERS
MUST SIGN HERE
所有聯名股東
均須於本欄簽署

Signature(s) of the Transferor(s) or its duty authorised agent/
Company chop (if applicable)
轉讓人或其正式授權代理人簽署/公司印章(如適用)

Date of signing this WHITE Form of Share Offer Acceptance
本白色股份收購建議接納表格的簽署日期

Do not complete 請勿填寫本欄	
Signed by or on behalf of the Transferee in the presence of: 承讓人或其代表在下列見證人見證下簽署:	For and on behalf of 代表
Signature of Witness 見證人簽署:	Estate Spring International Limited 置泉國際有限公司
Name of Witness 見證人姓名:	Authorised Signatory(ies)
Address of Witness 見證人地址:	授權簽署人
Occupation of Witness 見證人職業:	
Date of Transfer 轉讓日期:	Signature of Transferee or its duly authorised agent(s) 承讓人或其正式授權代理人簽署

Note: Insert the total number of Shares for which the Share Offer is accepted. If no number is inserted or the number inserted is greater than your registered holding of Share(s) or is greater or smaller than that represented by the share certificate(s) tendered for acceptance of the Share Offer and you have signed this WHITE Form of Share Offer Acceptance, this WHITE Form of Share Offer Acceptance will be returned to you for correction and resubmission. Any corrected WHITE Form of Share Offer Acceptance must be resubmitted and received by the Registrar by no later than 4:00 p.m. (Hong Kong time) on the Closing Date.

附註:請填上接納股份收購建議所涉及之股份總數。倘並無填寫數目或倘所填之數目大於閣下登記持有之股份或大於或少於就接納股份收購建議所交回之股票內所代表的股份數目，而閣下已簽署本白色股份收購建議接納表格，則本白色股份收購建議接納表格將退回。閣下作更正及再行提交。任何經更正之白色股份收購建議接納表格必須再行提交並送達過戶登記處，惟無論如何不得遲於截止日期下午四時正(香港時間)。

THIS WHITE FORM OF SHARE OFFER ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of this WHITE Form of Share Offer 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 WHITE Form of Share Offer Acceptance and the Composite Document to the purchaser(s) or transferee(s), licensed securities dealer, registered institution in securities, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Somerley Capital Limited ("Somerley") is making the Share Offer on behalf of Estate Spring International Limited (the "Offeror"). The making of the Share Offer to the overseas Shareholders who are citizens, residents or nationals of jurisdictions outside Hong Kong may be subject to the laws or regulations of the relevant jurisdictions. The making of the Share Offer to such overseas Shareholders and their acceptances of the Share Offer may be prohibited or affected by the laws or regulations of the relevant jurisdictions. If you are an overseas Shareholder who wishes to accept the Share Offer, it is your responsibility to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including any requirement for any governmental, exchange control or other consents, any filing and registration requirements, any necessary formalities, any legal or regulatory requirements and any requirement for the payment of any transfer or other taxes payable by you in respect of the acceptance of the Share Offer in the relevant jurisdiction. Acceptance of the Share Offer by you will be deemed to constitute a representation and warranty from you to the Offeror, the Company and Somerley that all the laws and regulations of the relevant jurisdictions have been complied with and that the Share Offer can be accepted by you, lawfully under the laws and regulations of the relevant jurisdictions. You should consult your professional advisers if in doubt. The Offeror and the Offeror Concert Parties, the Company, Somerley, First Shanghai Capital Limited, the Registrar or any of their respective beneficial owners, directors, officers, advisers, associates, agents or any other persons involved in the Share Offer shall be entitled to be fully indemnified and held harmless by you for any taxes they may be required to pay.

This WHITE Form of Share Offer Acceptance should be read in conjunction with the Composite Document. The provisions of Appendix I to the Composite Document are incorporated into and form part of this WHITE Form of Share Offer Acceptance.

HOW TO COMPLETE THIS WHITE FORM OF SHARE OFFER ACCEPTANCE

The Share Offer is unconditional. To accept the Share Offer made by Somerley on behalf of the Offeror to acquire your Shares, you must deliver this duly completed and signed WHITE Form of Share Offer 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 the number of Shares for which you intend to accept the Share Offer, by post or by hand, to the Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong marked "Gemini Investments (Holdings) Limited — Share Offer" on the envelope so as to reach the Registrar as soon as possible but in any event by no later than 4:00 p.m. (Hong Kong time) on 31 December 2020 (Thursday), being the Closing Date, or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code.

Warning: If you are holding the Shares on behalf of another person as nominee or otherwise, you should refer to the sections headed "Nominee Registration" in Appendix I to the Composite Document in particular as to the matters which you should consider.

WHITE FORM OF SHARE OFFER ACCEPTANCE IN RESPECT OF THE SHARE OFFER

To: The Offeror and Somerley

1. My/Our execution of this WHITE Form of Share Offer Acceptance shall be binding on my/our successors and assignees, and shall constitute:
 - (a) my/our irrevocable acceptance of the Share Offer made by Somerley on behalf of the Offeror, as contained in the Composite Document, for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of Shares specified in this WHITE Form of Share Offer Acceptance;
 - (b) my/our irrevocable instruction and authority to each of the Offeror, Somerley 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 any other document(s) of title (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 Share Offer, as if it/they was/were delivered to the Registrar together with this WHITE Form of Share Offer Acceptance;
 - (c) my/our irrevocable instruction and authority to each of the Offeror, Somerley and/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 become entitled under the terms of the Share Offer (less seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the Share 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/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 (7) Business Days after the date of receipt of this completed WHITE Form of Share Offer Acceptance and all of the relevant documents by the Registrar to render such acceptance under the Share Offer valid;

(Note: Insert 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 joint registered Shareholders.)

Name: (in BLOCK LETTERS) _____

Address: (in BLOCK LETTERS) _____

- (d) my/our irrevocable instruction and authority to each of the Offeror, Somerley 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 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 Share Offer and to cause the same to be stamped and to cause an endorsement to be made in this WHITE Form of Share Offer 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 Share Offer to the Offeror, Somerley and/or such person or persons as they may direct free from any mortgage, charge, pledge, lien, equity, hypothecation or other encumbrance, priority or security interest, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-leaseback arrangement, rights of preemption or any other third party rights of any nature or any agreement for any of the same and together with all rights attached to them as at the date of the despatch of the Composite Document or subsequently becoming attached to them including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date of the despatch of the Composite Document;
 - (f) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror, Somerley and/or their respective agent(s) or such person or persons as any of them may direct on the exercise of any of the authorities contained herein; and
 - (g) my/our irrevocable instruction and authority to each of the Offeror, Somerley and/or such person or persons as any of them may direct to complete, amend and execute any documents on my/our behalf in connection with my/our acceptance of the Share Offer and to do any other act that may be necessary or expedient for the purpose of vesting in the Offeror, Somerley and/or such person or persons as they may direct my/our Share(s) tendered for acceptance under the Share Offer.
2. I/We understand that acceptance of the Share Offer by me/us will be deemed to constitute a representation and warranty by me/us to the Offeror and Somerley that the Shares sold by me/us to the Offeror are free from all Encumbrances and together with all rights attaching to them as at the date of the despatch of the Composite Document or subsequently becoming attached to them, including the right to receive all dividends and distributions, if any, declared, made or paid on or after the date of the despatch of the Composite Document.
 3. In the event that my/our acceptance is not valid in accordance with the terms of the Share 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 WHITE Form of Share Offer 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 Share Offer and in the meantime the relevant share certificate(s) is/are collected by any of the Offeror and/or Somerley 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 Share Offer. I/We understand that no acknowledgement of receipt of any WHITE Form of Share Offer 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 represent and warrant to the Offeror, the Company and Somerley that I am/we are the registered Shareholder(s) of the number of Shares specified in this WHITE Form of Share Offer 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 Offeror by way of acceptance of the Share Offer.
 6. I/We represent and warrant to the Offeror, the Company and their respective advisers, including Somerley, the financial adviser to Offeror in respect of the Offers, that I/we have observed and am/are permitted under all applicable laws and regulations to which I/we am/are subject to receive and accept the Share Offer, and any revision thereof; and that I/we have obtained all requisite governmental, exchange control or other consents and made all registrations or filings required in compliance with all necessary formalities and regulatory or legal requirements; and that I/we have paid all issue, transfer or other taxes or other required payments due from me/us in connection with such acceptance in any jurisdiction; and that I/we have not taken or omitted to take any action which will or may result in the Offeror, the Company and Somerley or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the Share Offer or my/our acceptance thereof and such acceptance shall be valid and binding in accordance with all applicable laws and regulations.
 7. I/We represent and warrant to the Offeror, the Company and Somerley that I/we shall be fully responsible for the payment of any issue, transfer or other taxes, duties and other required payments payable by me/us in connection with my/our acceptance of the Share Offer.
 8. I/We acknowledge that, save as expressly provided in the Composite Document and this WHITE Form of Share Offer Acceptance and as permitted under the Takeovers Code, all acceptances, instructions, authorisations and undertakings hereby given shall be irrevocable.
 9. I/We acknowledge that my/our Shares sold to the Offeror by way of acceptance of the Share Offer will be registered under the name of the Offeror or its nominee.

本白色股份收購建議接納表格乃重要文件，閣下須即時處理。

閣下如對本白色股份收購建議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。

閣下如已將名下之股份全部售出或轉讓，應立即將本白色股份收購建議接納表格連同綜合文件一併送交買主或承讓人，或經手買賣或轉讓之持牌證券交易商、註冊證券機構、銀行或其他代理人，以便轉交買主或承讓人。

新百利融資有限公司(「新百利」)正代表置泉國際有限公司(「收購方」)提出股份收購建議。向身為香港境外司法權區的公民、居民或國民的海外股東提出股份收購建議，或須受到有關司法權區之法律或法規所規限。向該等海外股東提出股份收購建議及彼等對股份收購建議之接納，或會因有關司法權區之法律或法規而被禁止或受影響。倘閣下為欲接納股份收購建議之海外股東，閣下有責任全面遵守與此相關之有關司法權區之法律及法規，包括須取得任何政府、外匯管制或其他方面之同意、遵守任何備案及登記規定、任何所需手續、任何法定或監管規定，以及閣下須在有關司法權區內接納股份收購建議應付任何轉讓付款或其他稅項之規定。閣下接納股份收購建議，將被視作構成閣下向收購方、本公司及新百利聲明及保證，所有有關司法權區之法律及法規已獲遵守，且閣下根據有關司法權區之法律及法規可合法接納股份收購建議。如有疑問，閣下應諮詢閣下的專業顧問。收購方及收購方一致行動人士、本公司、新百利、第一上海融資有限公司、過戶登記處或彼等各自的任何實益擁有人、董事、高級人員、顧問、聯繫人、代理人或參與股份收購建議的任何其他人士，將有權就彼等可能須支付之稅項獲閣下全面彌償及免受損害。

本白色股份收購建議接納表格應連同綜合文件一併閱覽。綜合文件附錄一之條文已載入並構成本白色股份收購建議接納表格之一部份。

本白色股份收購建議接納表格之填寫方法

股份收購建議屬無條件。閣下如欲接納新百利代表收購方收購閣下之股份所提出的股份收購建議，閣下必須將已填妥及簽署的**白色**股份收購建議接納表格連同就閣下擬根據股份收購建議接納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份或多份彌償保證書)，以郵寄或專人送交之方式盡快送抵過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心54樓，信封面註明「盛洋投資(控股)有限公司—股份收購建議」以送達過戶登記處，惟無論如何不得遲於二零二零年十二月三十一日(星期四)(即截止日期)下午四時正(香港時間)，或收購方根據收購守則可能釐定及公佈之較後時間及/或日期。

注意事項：如閣下以代名人或其他身份代表另一位人士持有股份，敬請閱覽綜合文件附錄一「代名人登記」等節，尤其關於閣下應加以考慮的事項。

股份收購建議之白色股份收購建議接納表格

致：收購方及新百利

1. 本人/吾等簽立本白色股份收購建議接納表格將對本人/吾等之承繼人及受讓人有約束力，並表示：

- 本人/吾等不可撤回地接納由新百利代表收購方提出並載於綜合文件的股份收購建議以收取代價，並按綜合文件及本表格所載有關條款及條件收購本白色股份收購建議接納表格上所列明之股份數目；
- 本人/吾等不可撤回地指示及授權收購方、新百利及/或彼等各自之代理人，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/或任何其他所有權文件(及/或就此所需任何令人信納之一份或多份彌償保證書)，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，以及授權及指示過戶登記處按照及根據股份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白色股份收購建議接納表格一併交回過戶登記處；
- 本人/吾等不可撤回地指示及授權收購方、新百利及/或彼等各自之代理人，各自就本人/吾等根據股份收購建議之條款應得之現金代價(扣除本人/吾等有關於本人/吾等接納股份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，於過戶登記處接獲已填妥之本白色股份收購建議接納表格連同一切有關文件致使股份收購建議項下之有關接納為有效之日後七(7)個營業日內，按以下地址以平郵方式寄予以下人士；或如無於下欄填上姓名及地址，則按本公司股東名冊所示登記地址，寄予本人/吾等當中所列首位者(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) _____

- 本人/吾等不可撤回地指示及授權收購方、新百利及/或彼等任何一方可能就此指示一名或多名人士，代表本人/吾等以根據股份收購建議出售股份之賣方身份，訂立及簽立香港法例第117章印花稅條例第19(1)條所規定須訂立及簽立之成交單據，並根據該條例規定在本白色股份收購建議接納表格加蓋印花及背書證明；
- 本人/吾等承諾於必需或適當時簽立其他文件並作出其他行動或事宜，以進一步確保本人/吾等根據股份收購建議之接納轉讓予收購方，新百利及/或彼等可能指示之一名或多名人士之股份，乃免除任何按揭、抵押、質押、留置權、股權、押貨預支或其他產權負擔、優先權或擔保權益、遞延購買、所有權保留、租賃、售後購回或售後租回安排、優先購買權或任何其他第三方的任何性質的權利或就任何以上各項所訂立的任何協議，並連同其於綜合文件寄發日期附帶之一切權利或其後其附帶之一切權利，包括全數收取於綜合文件寄發日期或之後所宣派、作出或派付之所有股息及其他分派(如有)之權利；
- 本人/吾等同意追認收購方、新百利及/或彼等各自之代理人或彼等任何一方可能指定之一名或多名人士，於行使本表格所載任何授權時所作出或進行之任何行動或事宜；及
- 本人/吾等不可撤回地指示及授權收購方、新百利及/或彼等任何一方可能指示的一名或多名人士，各自代表本人/吾等填妥、修改及簽立任何有關本人/吾等接納股份收購建議的文件，並採取任何其他可能屬必要或權宜的行動，以便將本人/吾等根據股份收購建議之接納交回之股份歸屬予收購方、新百利及/或其可能指示的一名或多名人士。

2. 本人/吾等明白本人/吾等接納股份收購建議，將被視為表示本人/吾等向收購方及新百利聲明及保證，本人/吾等向收購方出售之股份乃免除一切產權負擔，並連同其於綜合文件寄發日期附帶之一切權利或其後其附帶之一切權利，包括收取於綜合文件寄發日期或之後所宣派、作出或派付之所有股息及分派(如有)之權利。

3. 倘若根據股份收購建議之條款，本人/吾等之接納無效，則上文第1段所載一切指示、授權及承諾均告失效，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份或多份彌償保證書)，連同已正式註銷之本白色股份收購建議接納表格寄回上述第1(c)段列明之人士及地址；或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所列首位者(如屬聯名登記股東)，郵誤風險概由本人/吾等自行承擔。

附註：如閣下於接納股份收購建議時提交過戶收據，而與此同時任何收購方及/或新百利或彼等任何代理人已代表閣下向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，而並非上述過戶收據。

- 本人/吾等茲附上本人/吾等所持全部/部份股份之有關股票及/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份或多份彌償保證書)，由閣下按照股份收購建議之條款及條件予以保存。本人/吾等明白不會就任何白色股份收購建議接納表格、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份或多份彌償保證書)獲發收訖通知書。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。
- 本人/吾等向收購方、本公司及新百利聲明及保證，本人/吾等為本白色股份收購建議接納表格所列明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，透過接納股份收購建議之方式向收購方出售及轉讓本人/吾等所持股份之所有權及擁有權。
- 本人/吾等向收購方、本公司及彼等各自的顧問(包括新百利(收購方關於收購建議之財務顧問))聲明及保證，本人/吾等已遵守本人/吾等所受管轄之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股份收購建議及其任何修訂；而本人/吾等已取得所有所需政府、外匯管制或其他方面之同意，及作出所有必要手續或遵守監管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/吾等就該接納於任何司法權區應付之所有發行、轉讓或其他稅項或其他所需付款；而本人/吾等並無採取或遺漏採取任何行動而將會或可能致使收購方、本公司及新百利或任何其他人士違反任何司法權區有關股份收購建議或本人/吾等接納股份收購建議之法律或監管規定，及有關接納將根據一切適用法律及法規屬有效及具約束力。
- 本人/吾等向收購方、本公司及新百利聲明及保證，本人/吾等須就支付關於本人/吾等接納股份收購建議應付之任何發行、轉讓或其他稅項、徵費及其他所需付款承擔全部責任。
- 本人/吾等確認，除綜合文件及本白色股份收購建議接納表格指明者及收購守則所允許者外，所有藉此作出的一切接納、指示、授權及承諾均不可撤回。
- 本人/吾等確認以接納股份收購建議之方式售予收購方之本人/吾等之股份將以收購方或其代名人義登記。

PERSONAL DATA

Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Offeror, the Company, Somerley 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 Share 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 under the Share Offer.

2. Purposes

The personal data which you provide in this **WHITE** Form of Share Offer 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 **WHITE** Form of Share Offer Acceptance and the Composite Document;
- registering transfers of the Share(s) out of your name(s);
- maintaining or updating the relevant register of Shareholders;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from the Offeror and/or the Company and/or their respective agents, officers and advisers, and the Registrar;
- compiling statistical information and profile(s) of Shareholders;
- establishing benefit entitlements of the Shareholders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise) or as requested by any governmental or regulatory body which has jurisdiction over the Offeror and/or the Company and/or their respective agents, officers and advisers, and the Registrar;
- disclosing relevant information to facilitate claims on entitlements;
- any other purpose in connection with the business of the Offeror, the Company, Somerley or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror, the Company and/or Somerley to discharge its obligations to the Shareholders and/or under applicable regulations, and any other purposes 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 **WHITE** Form of Share Offer Acceptance will be kept confidential but the Offeror, the Company, Somerley 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, the Company, Somerley and/or any of their respective agents, officers and advisers and the Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror, the Company, Somerley and/or the Registrar in connection with the operation of their 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, the Company, Somerley and/or the Registrar consider(s) to be necessary or desirable in the circumstances.

4. Retention of Personal Data

The Offeror, the Company, Somerley and/or the Registrar will keep the personal data provided in this **WHITE** Form of Share Offer Acceptance for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance and other applicable law.

5. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether the Offeror, the Company, Somerley 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 other applicable law, you may have the right to request for any other information required under other applicable law or the deletion of personal data that the Registrar no longer have any lawful ground for use. In accordance with the Ordinance, the Offeror, the Company, Somerley and/or the Registrar have the right to charge a reasonable fee for the processing of any data access request. However, the Registrar shall not charge any fee for the processing under applicable law. 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 Offeror, the Company, Somerley or the Registrar (as the case may be).

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

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收購方、本公司、新百利及過戶登記處就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

倘閣下欲就閣下之股份接納股份收購建議，則閣下須提供所需之個人資料。若未能提供所需資料，可能會導致閣下之接納申請被拒或受到延誤。這亦可能妨礙或延遲寄發予閣下根據股份收購建議應得之代價。

2. 用途

閣下於本**白色**股份收購建議接納表格提供之個人資料可能會(以任何方式)用作、持有及/或保存作下列用途：

- 處理閣下之接納申請及核實遵循本**白色**股份收購建議接納表格及綜合文件載列之條款及申請手續；
- 登記閣下名下股份之轉讓；
- 保存或更新有關股東名冊；
- 核實或協助核實簽署，以及進行任何其他資料核實或交換；
- 發佈收購方及/或本公司及/或彼等各自之代理人、高級人員及顧問以及過戶登記處之通訊；
- 編製統計資料及股東之資料；
- 確立股東之獲益權利；
- 按法例、規則或法規規定(無論法定或其他規定)或根據對收購方及/或本公司及/或彼等各自之代理人、高級人員、顧問及過戶登記處有管轄權的任何政府或監管機構的要求作出披露；
- 披露有關資料以方便進行權益申索；
- 有關收購方、本公司、新百利或過戶登記處業務之任何其他用途；及
- 有關上述任何其他附帶或關連用途及/或令收購方、本公司及/或新百利得以履行其對股東及/或適用法規項下之責任，以及股東可能不時同意或知悉之其他用途。

個人資料

3. 轉交個人資料

本**白色**股份收購建議接納表格提供之個人資料將會保密，惟收購方、本公司、新百利及/或過戶登記處為達致上述或有關任何上述之用途，可能作出彼等認為必需之查詢，以確認個人資料之準確性，尤其彼等可能向或自下列任何及所有人士及實體披露、獲取、轉交(無論在香港境內或香港境外地區)該等個人資料：

- 收購方、本公司、新百利及/或彼等各自之代理人、高級人員及顧問及過戶登記處；
- 為收購方、本公司、新百利及/或過戶登記處提供與其業務營運有關的行政、電訊、電腦、付款或其他服務之任何代理人、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之任何其他人士或機構，例如閣下之銀行、律師、會計師、持牌證券交易商或註冊證券機構；及
- 收購方、本公司、新百利及/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. 保留個人資料

收購方、本公司、新百利及/或過戶登記處將按收集個人資料所需之用途保留本**白色**股份收購建議接納表格所收集的個人資料。無需保留的個人資料將會根據該條例及其他適用法律銷毀或處理。

5. 存取及更正個人資料

根據該條例之規定，閣下有權確認收購方、本公司、新百利及/或過戶登記處是否持有閣下之個人資料，獲取該資料副本，以及更正任何錯誤資料。閣下有權根據其他適用法律要求取得其他適用法律所需的任何其他資料或刪除過戶登記處不再有任何合理理由使用的個人資料。依據該條例之規定，收購方、本公司、新百利及/或過戶登記處有權就處理任何資料之存取要求收取合理之手續費。然而，過戶登記處不可收取任何適用法律不容許的費用。存取資料或更正資料或獲取有關政策及慣例及所持資料類型之資料之所有要求，須提交予收購方、本公司、新百利或過戶登記處(視乎情況而定)。

閣下一經簽署本白色股份收購建議接納表格即表示同意上述所有條款。