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

本接納及過戶表格在閣下欲接納股份收購建議時適用。

Unless the context otherwise requires, terms used in this form shall bear the same meanings as defined in the composite offer document dated 11 January 2007 ("Composite Offer Document") jointly issued by Moral Glory International Limited and New World Mobile Holdings Limited.

除文義另有所指外，本表格所用詞彙與Moral Glory International Limited與新世界移動控股有限公司聯合刊發日期為二零零七年一月十一日之合併收購文件（「合併收購文件」）所界定者具相同涵義。



## NEW WORLD MOBILE HOLDINGS LIMITED 新世界移動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 862

### FORM OF ACCEPTANCE AND TRANSFER OF SHARES OF HK\$1.00 EACH IN NEW WORLD MOBILE HOLDINGS LIMITED

新世界移動控股有限公司

每股面值1.00港元之股份之接納及過戶表格

This form shall be completed in full 本表格須全份填妥

Branch share registrar in Hong Kong:

Abacus Share Registrars Limited

26/F, Tesbury Centre, 28 Queen's Road East  
Wanchai, Hong Kong

香港股份過戶登記分處:

雅柏勤證券登記有限公司

香港灣仔皇后大道東28號金鐘匯中心26樓

**Note:**

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

附註：  
請填上接納股份收購建議之有關股份總數，如閣下並無在本表格上填寫數目或所填數目超過閣下所持之登記股份並已簽署本表格，則閣下將被視為已就閣下持有之全部登記股份接納股份收購建議。

**FOR THE CONSIDERATION** stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the share(s) of HK\$1.00 each in New World Mobile Holdings Limited ("Share(s)") specified below.  
下述「轉讓人」現按下列代價，將以下所列新世界移動控股有限公司每股面值1.00港元之股份（「股份」）轉讓予下述之「承讓人」。

Number of Share(s) <sup>(Note)</sup> 股份數目 (附註)	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 全名及地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK CAPITALS) (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\$0.65 in cash for each Share 每股股份為現金0.65港元	
TRANSFEEE 承讓人	Name 名稱	Moral Glory International Limited
	Correspondence address 通訊地址	25th Floor, New World Tower, 16-18 Queen's Road Central, Hong Kong 香港皇后大道中16至18號新世界大廈25樓
	Occupation 職業	Corporation 法人團體
PLEASE DO NOT DATE 請勿填上日期	SIGNED by the parties to this transfer, this _____ day of _____, 2007 由本過戶表格之有關人士於二零零七年 _____ 月 _____ 日簽署	

Signed by the Transferor(s) in the presence of:

轉讓人在下列見證人見證下簽署:

Name of Witness 見證人姓名

Signature of Witness 見證人簽署

Address 地址

Occupation 職業

Signature(s) of Transferor(s)  
轉讓人簽署

ALL JOINT  
HOLDERS MUST  
SIGN HERE  
所有聯名持有人  
均須於本欄  
個別簽署

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

承讓人或代表承讓人在下列見證人見證下簽署:

Name of Witness 見證人姓名

Signature of Witness 見證人簽署

Address 地址

Occupation 職業

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

Do not complete 請勿填寫本欄

For and on behalf of 代表

Moral Glory International Limited

## PERSONAL DATA

### Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This Personal Information Collection Statement informs you, as the data subject, of the policies and practices of the Offeror, Taifook Securities and the Registrar in relation to personal data and the Ordinance.

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

To accept the Share Offer, it is necessary for you to supply the latest correct personal data.

Failure to supply the requested data may result in delay or inability of the Offeror and/or Taifook Securities and/or the Registrar to effect your acceptance or despatch of the consideration to which you are entitled under the Share Offer. It is important that you should inform the Offeror and/or the Registrar immediately of any inaccuracies in the data supplied.

#### 2. Purposes

Your personal data provided in this form 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 and/or the Composite Offer Document;
- registering transfer of the Share(s) out of your name(s);
- maintaining or updating the relevant register of holder(s) of the Share(s);
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- establishing your entitlements under the Share Offer;
- distributing communication from the Offeror and/or Taifook Securities or their respective agents;
- compiling statistical information and profiles of the Shareholders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or Taifook Securities to discharge their obligations to the Shareholders and/or

regulators and any other purposes to which the Shareholders may from time by time agree.

#### 3. Transfer of personal data

The personal data provided in this form will be kept confidential but the Offeror and/or Taifook Securities and/or the Registrar may, to the extent necessary for achieving the above purposes 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 Company or its appointed agents such as financial advisers, legal advisers and the Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or Taifook Securities and/or the Registrar in connection with the operation of their business;
- the Stock Exchange, the SFC and any other regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, accountants or licensed securities dealers; and
- any other persons whom the Offeror, Taifook Securities and/or the Registrar consider(s) to be necessary or desirable in the circumstances.

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

The Ordinance provides you with rights to ascertain whether the Offeror and/or Taifook Securities and/or the Registrar hold your personal data, to obtain a copy of such data, and to correct any personal data that is inaccurate.

In accordance with the Ordinance, the Offeror and/or Taifook Securities and/or the Registrar have the right to charge a reasonable fee for the processing any data access requests. All requests for access to or correction of personal data or for information regarding policies and practices and the kinds of data held should be addressed to the Offeror and/or Taifook Securities and/or the Registrar (as the case maybe).

**By signing this form, you agree to all of the above.**

## 個人資料

### 收集個人資料聲明

個人資料(私隱)條例(「該條例」)之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有關收購者、大福證券及股份過戶登記處就個人資料及該條例所採用之政策及慣例。

#### 1. 收集閣下個人資料之原因

為接納股份收購建議，閣下須提供最新及正確之個人資料。

倘閣下未能提供所需資料，則可能導致收購者及/或大福證券及/或股份過戶登記處延遲或未能處理閣下之接納申請或向閣下寄發根據股份收購建議閣下有權收取之代價。注意：如所提供之資料不準確，閣下須即時知會收購者及/或股份過戶登記處。

#### 2. 用途

閣下在本表格提供之個人資料可能會就下列用途而被使用、持有及/或保存(以任何方式)：

- 處理閣下之接納申請及核實遵循本表格及/或合併收購文件載列之條款及申請程序；
- 以閣下名義登記進行之股份轉讓；
- 保存或更新有關股份之股東名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 確定閣下根據股份收購建議有權取得之配額；
- 自收購者及/或大福證券或彼等各自之代理人收取通訊；
- 編製統計資料及股東資料；
- 按法例、規則或規定(無論法定或其他規定)作出披露；
- 披露有關資料以便索償或享有配額；及

- 有關上文所述之任何其他有關或關連用途及/或以便收購者及/或大福證券履行彼等對股東及/或監管機構之責任，及股東不時同意之任何其他用途。

#### 3. 轉讓個人資料

本表格提供之個人資料將作為機密資料妥當保存，但收購者及/或大福證券及/或股份過戶登記處為達致上述任何用途，可能作出彼等認為必需之查詢，以確認個人資料之準確性，彼等尤其可能向或從下列任何及所有個人及實體披露、獲取或轉交(無論在香港或香港以外地區)有關個人資料：

- 本公司或其委任代理人，例如財務顧問、法律顧問及股份過戶登記處；
- 為收購者及/或大福證券及/或股份過戶登記處之業務經營提供行政、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；
- 聯交所、證監會及任何其他監管或政府機構；
- 與閣下進行交易或擬進行交易之任何其他個人或機構，例如銀行、律師、會計師或持牌證券交易商；及
- 收購者、大福證券及/或股份過戶登記處認為必需或適宜之任何其他人士。

#### 4. 查閱及更正個人資料

該條例賦予閣下權利，可向收購者及/或大福證券及/或股份過戶登記處確定是否持有閣下之個人資料，並獲取該資料副本，以及更正任何錯誤個人資料。

依據該條例之規定，收購者及/或大福證券及/或股份過戶登記處有權就查閱任何資料之要求收取合理之手續費。查閱資料或更正個人資料或查閱有關政策及慣例及所持資料類型之資料之所有要求，均應向收購者及/或大福證券及/或股份過戶登記處(視乎情況而定)提出。

本表格一經簽署即表示閣下同意上述所有條款。

**THIS FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to any aspect of this form or as to the action to be taken, 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 transferred (all) your Share(s), you should at once hand this form and the accompanying composite offer document dated 11 January 2007 (the "Composite Offer Document") to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).**

**The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited does not take any responsibility for the contents of this form, which forms part of the Composite Offer Document, or makes any representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this form.**

The making of the Share Offer to the Overseas Shareholders may be prohibited or affected by the laws of the relevant jurisdictions. Overseas Shareholders should obtain appropriate legal advice on, acquaint themselves about and observe any applicable legal requirement. It is the responsibility of each Overseas Shareholder who wishes to accept the Share Offer to satisfy himself, herself or itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required to comply with the necessary formalities or legal requirements. Overseas Shareholders will be responsible for the payment of any transfer or other taxes by whomsoever payable due in respect of that jurisdiction.

#### HOW TO COMPLETE THIS FORM

**The Share Offer is unconditional.** This form should be read in conjunction with the accompanying Composite Offer Document.

To accept the Share Offer made by Taifook Securities on behalf of the Offeror, you should complete and sign this form overleaf and forward this 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 of your holding of Shares, or, if applicable, for not less than such number of Shares in respect of which you wish to accept the Share Offer, by post or by hand, marked **New World Mobile Holdings Limited – Share Offer** on the envelope to the Registrar, **Abacus Share Registrars Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong** as soon as possible after the commencement of the Share Offer, but in any event so as to reach the Registrar by **not later than 4:00 p.m. (Hong Kong time) on Thursday, 1 February 2007 or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code or as permitted by the Executive in accordance with the Takeovers Code.** The provisions of Appendix I to the Composite Offer Document are incorporated into and form part of this form.

#### FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE SHARE OFFER

To: **The Offeror and Taifook Securities**

1. My/Our execution of this form overleaf (whether or not such form is dated) shall be binding on my/our successors and assignees, and shall constitute:
  - (a) my/our irrevocable acceptance of the Share Offer made by Taifook Securities on behalf of the Offeror, as contained in the Composite Offer 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 or, if no such number is specified or a greater number is specified than I am/we are registered as the holder(s) of, in respect of all such Shares as to which I am/we are registered as the holder(s);
  - (b) my/our irrevocable instruction and authority to the Offeror and/or Taifook 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 under the terms of the Share Offer after deducting all stamp duty payable by me/us in connection with my/our acceptance of the Share Offer, by ordinary post at my/ our own risk to the person(s) named 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.  
*(Insert here the name and address of the person to whom the cheque and other documents are to be sent, if different from the registered Shareholder or the first-named of joint registered Shareholders.)*  
**Name:** (in block capitals) .....
  - (c) my/our irrevocable instruction and authority to the Offeror and/or Taifook Securities and/or the Registrar or such person or persons as it/they may direct for the purpose, on my/our behalf, to make and execute the contract note 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 Share(s) 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 on this form in accordance with the provisions of that Ordinance;
  - (d) my/our irrevocable instruction and authority to the Offeror and/or Taifook Securities or such person or persons as it/they may direct to complete, amend and execute any document on my/our behalf, including without limitation to insert a date in this form or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to insert, delete, amend or substitute the transferee in this form 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 Share(s) tendered for acceptance under the Share Offer;
  - (e) my/our irrevocable instruction and authority to the Offeror and/or Taifook Securities 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 Share(s) 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 (and/or any 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 was/they were share certificate(s) delivered to the Registrar together with this form;
  - (f) 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 Share Offer to the Offeror or such person or persons as it may direct free from all third party rights, liens, charges, claims, equities and encumbrances and together with all rights attaching thereto as at 11 January 2007, including the right to receive all dividends and distributions declared, made or paid after 11 January 2007 (save and except for the Special Dividend); and
  - (g) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or Taifook Securities 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.
2. I/We understand that acceptance to the Share Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror that the number of Share(s) specified in this form or, if no such number is specified or a greater number is specified than I am/we are registered as the holder(s), in respect of all such Shares as to which I am/we are registered as the holder(s) are sold free from all third party rights, liens, charges, claims, equities and encumbrances and together with all rights attaching thereto as at 11 January 2007, including the right to receive all dividends and distributions declared, made or paid on such Share(s) after 11 January 2007. (save and except for the Special Dividend).
3. In the event that my/our acceptance is not valid, or is treated as invalid, 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 other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof), together with this form duly cancelled, by ordinary post at my/our own risk to the person at the address stated in 1(b) 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: Where you have sent one or more transfer receipt(s) and in the meantime the relevant share certificate(s) has/have been collected by the Offeror and/or Taifook Securities or their respective agent(s) from the Company or the Registrar on your behalf, you will be sent such share certificate(s) at your own risk 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 satisfactory indemnity or indemnities required in respect thereof) for the whole or part of my/our holding of Shares which is/are to be held by you on the terms and conditions of the Share Offer. I/ We understand that no acknowledgment of receipt of any form(s) of acceptance and transfer, share certificate(s), transfer receipt(s) or 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 hereby warrant and represent to you that I am/we are the registered holder(s) of the number of Shares specified in this form 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 Share Offer.
6. I/We irrevocably undertake, represent, warrant and agree to and with the Offeror and Taifook Securities (so as to bind my/our successors and assignee) that in respect of the Shares which are accepted or deemed to have been accepted under the Share Offer, which acceptance has not been validly withdrawn, and which have not been registered in the name of the Offeror or as it may direct, to give:
  - (a) an authority to the Company and/or its agents from me/us to send any notice, circular, warrant or other document or communication which may be required to be sent to me/us as a member of the Company (including any share certificate(s) and/or other document(s) of title issued as a result of conversion of such Shares into certificated form) to the Offeror at 25th Floor, New World Tower, 16-18 Queen's Road Central, Hong Kong;
  - (b) an irrevocable authority to the Offeror or its agents to sign any consent to short notice of any general meeting of the Company on my/our behalf and/or to attend and/or to execute a form of proxy in respect of such Shares appointing any person nominated by the Offeror to attend such general meeting (or any adjournment thereof) and to exercise the votes attaching to such Shares on my/our behalf, such votes to be cast in a manner to be determined at the sole discretion of the Offeror; and
  - (c) my/our agreement not to exercise any of such rights without the consent of the Offeror and my/our irrevocable undertaking not to appoint a proxy for, or to attend any, such general meeting and subject as aforesaid, to the extent I/we have previously appointed a proxy, other than the Offeror or its nominee or appointee, for or to attend or to vote at the general meeting of the Company, I/we hereby expressly revoke such appointment.
7. I/We acknowledge that, save as expressly provided in the Composite Offer Document, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable.

本接納及過戶表格為要件，請即處理。閣下對本表格或應採取之行動如有疑問，應諮詢閣下之持牌證券交易商、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(所有)股份售出或轉讓，應立即將本表格連同隨附日期為二零零七年一月十一日之合併收購文件(「合併收購文件」)送交買主或承讓人，或送交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人，以便轉交買主或承讓人。

香港聯合交易所有限公司及香港中央結算有限公司對本表格(構成合併收購文件之一部份)之內容概不負責，對其準確性及完整性亦不發表任何聲明，並明確表示概不會就本表格全部或任何部分內容或因倚賴該等內容而引致之任何損失承擔任何責任。

向海外股東提出股份收購建議可能為有關司法權區之法例所禁止或影響。海外股東應就任何適用之法律規定取得合適之法律意見、充分了解及遵守任何適用之法律規定。有意接納股份收購建議之每位海外股東，有責任就此完全遵守有關司法權區關於股份收購建議之法例，包括取得可能為遵守正式或法律規定所需之任何政府、外匯管制或其他批准。海外股東將負責支付有關司法權區之任何過戶款項或其他應付稅項。

## 如何填寫本表格

股份收購建議為無條件。本表格須與隨附之合併收購文件一併閱讀。

閣下如接納大福證券(代表收購者)提出之股份收購建議，則應填妥並簽署背頁之本表格，連同就閣下所持全部股份或(如適用)不少於閣下擬接納股份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/或就此所需之滿意賠償保證)，於股份收購建議開始後盡快郵寄或親自交回股份過戶登記處雅柏勤證券登記有限公司，信封面請註明新世界移動控股有限公司一份股份收購建議，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，而無論如何須於二零零七年二月一日星期四(香港時間)下午四時正(及/或收購者根據收購守則可能決定及公佈或根據收購守則獲執行人員同意之較後時間及/或日期)前送達。合併收購文件附錄一之條文乃納入本表格，並構成其一部分。

## 股份收購建議之接納及過戶表格

致：收購者及大福證券

1. 本人/吾等簽署背頁之本表格(無論有否填寫日期)將對本人/吾等之繼承人及承讓人有約束力，即表示：

(a) 本人/吾等不可撤回地接納由大福證券代表收購者提出並載於合併收購文件之股份收購建議以收取代價，按合併收購文件及本表格所載有關條款與條件收購本表格上所填數目之股份，如未有指定股數或指定股數較本人/吾等名下登記之股數為多，則接納收購本人/吾等名下登記持有之全部股份；

(b) 本人/吾等不可撤回地指示並授權收購者及/或大福證券或彼等各自之代理人，將本人/吾等根據股份收購建議之條款應得之現金代價(已扣除本人/吾等就本人/吾等於有關接納股份收購建議應付之所有印花稅)以「不得轉讓—只入抬頭人賬戶」劃線支票之方式按下列姓名及地址以平郵方式寄予所列人士(或如無填寫姓名及地址，則按本公司股東名冊之登記地址寄予本人或名列首位之股東(如屬聯名登記股東))，郵誤風險由本人/吾等承擔；

(如收取支票之人士及地址並非登記股東或名列首位之聯名登記股東所登記之姓名及地址，則請在本欄填上應收取支票及其他文件之人士之姓名及地址。)

姓名：(請用正楷填寫) .....

地址：(請用正楷填寫) .....

(c) 本人/吾等不可撤回地指示並授權收購者及/或大福證券及/或股份過戶登記處或其/彼等可能就此指定之人士代表本人/吾等就根據股份收購建議所出售之股份以賣方身份作出及簽署根據印花稅條例(香港法例第117章)第19(1)條指定須作出及簽署之合約，並按該條例規定繳付印花稅及於本表格背頁簽署。

(d) 本人/吾等不可撤回地指示並授權收購者及/或大福證券或其/彼等可能指定之任何人士代表本人/吾等填妥、修改及簽署任何文件，包括但不限於在本表格填上日期，或如本人/吾等或任何其他人士已填上日期，則刪去該日期而填上另一日期，並於本表格填上、刪去、修改或替換承讓人及採取任何必要或適宜之行動，使本人/吾等之股份歸收購者或根據股份收購建議表明接納之指定人士所有；

(e) 本人/吾等不可撤回地指示並授權收購者及/或大福證券或彼等各自之代理人代表本人/吾等根據隨附已由本人/吾等正式簽署之過戶收據及/或其他所有權文件(及/或所需之滿意賠償保證)向公司或股份過戶登記處領取有關股份將予發行予本人/吾等之股票，並將有關股票送交股份過戶登記處，及授權並指示股份過戶登記處按股份收購建議之條款及條件保存該等股票，猶如該等股票連同本表格一併送交股份過戶登記處；

(f) 本人/吾等承諾於必要或有需要時簽署其他文件並進行其他行動或事宜，以確保轉讓予收購者或根據股份收購建議表明接納之指定人士之股份不涉及任何第三者權益、留置權、押記、索償、股權及產權負擔，並確保該等股份可享有於二零零七年一月十一日所附帶之一切權利，包括可全數享有於二零零七年一月十一日之後宣派、派發或支付之一切股息及分派之權利(特別股息除外)；及

(g) 本人/吾等同意認可收購者及/或大福證券或彼等各自之代理人或其指定人士可能進行或實施之任何行動或事宜或執行當中有關之授權。

2. 本人/吾等明白本人/吾等接納股份收購建議將被視為構成本人/吾等向收購者作出保證，表示本表格所列數目之股份(或倘無列明股份數目或所列之股份數目高於本人/吾等以持有人名義登記的數目，則就本人/吾等以持有人名義登記之所有該等股份而言)並不附有第三者權益、留置權、押記、索償、股權及產權負擔，以及可享有於二零零七年一月十一日所附帶之一切權利，包括就該等股份可全數享有於二零零七年一月十一日之後宣派、派發或支付之一切股息及分派之權利(特別股息除外)。

3. 如按股份收購建議之條款本人/吾等之接納為無效或被視為無效，則上文第1段所載之所有指示、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/吾等名下有關之股票及/或過戶收據及/或其他所有權文件(及/或就此所需之滿意賠償保證)，連同已註銷之本表格以平郵方式按上文第1(b)段所列地址寄予有關人士，如未有列明姓名及地址者，則按本公司股東名冊之登記地址寄予本人或名列首位之股東(如屬聯名登記股東)，郵誤風險由本人/吾等承擔。

附註：如閣下交出一份或以上過戶收據而收購者及/或大福證券或彼等各自之代理人已代閣下向本公司或股份過戶登記處領取有關股票，則發還閣下者將為該等股票(郵誤風險概由閣下承擔)，而非原來之過戶收據。

4. 本人/吾等謹此附上閣下就按股份收購建議之條款及條件將持有之全部或部份本人/吾等股份之有關股票及/或過戶收據及/或任何其他所有權文件(及/或就此所需之滿意賠償保證)。本人/吾等明白不會獲發有關接納及過戶表格、股票、過戶收據或其他所有權文件(及/或就此所需之滿意賠償保證)之收據。本人/吾等亦明白所有文件均將以普通郵遞方式寄發，郵誤風險概由本人/吾等承擔。

5. 本人/吾等謹此向閣下保證及聲明，本人/吾等為本表格所列明股份數目之登記持有人，而本人/吾等有全部權利、權力及授權透過接納股份收購建議向收購者出售及轉讓該等股份之所有權及擁有權。

6. 本人/吾等謹此向收購者及大福證券(本人/吾等之繼承人或受讓人亦受此約束)承諾、聲明及同意根據股份收購建議就被接納或已被視為接納之股份、接納尚未被有效撤回之股份，以及尚未於收購者或其指定人士之名下登記之股份，作出：

(a) 授權本公司及/或其代理人向本人/吾等寄發任何作為收購者之本公司股東所需之通告、通函、保證書或其他文件或通訊(包括因兌該等股份成為證券形式之任何股票及/或其他所有權文件)，地址為香港皇后大道中16至18號新世界大廈25樓；

(b) 不可撤回地授權收購者或其代理人代表本人/吾等簽署任何在短時間內召開任何本公司股東大會之同意書及/或就收購者提名委任任何人士之該等股份以出席有關股東大會(或其任何續會)簽立代表委任表格及代表本人/吾等就該等股份附帶之投票權進行表決，有關點票方式乃由收購者全權決定；及

(c) 在未獲得收購者同意前本人/吾等不得行使任何有關權利之協議，本人/吾等亦作出不可撤回承諾，不得委任代表或出席任何有關股東大會。在上述規限下，倘若本人/吾等先前已委任一名收購者、其代名人或獲委任人士以外之代表，以出席本公司股東大會或在會上投票，本人/吾等謹此表明撤回有關委任。

7. 本人/吾等明白除合併收購文件指明者外，所有接納、指示、授權及承諾乃不可撤回。