

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 **WHITE** Form of Listco Share Offer Acceptance, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss whatsoever arising from or in reliance upon the whole or any part of the contents of this **WHITE** Form of Listco Share Offer Acceptance.

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上市公司股份要約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，概不就因本白色上市公司股份要約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 **WHITE** Form of Listco Share Offer Acceptance shall bear the same meanings as those defined in the composite document dated 21 August 2018 (the "Listco Offer Document") jointly issued by Baodi International Investment Company Ltd and Techcomp (Holdings) Limited.

除文義另有所指外，本白色上市公司股份要約接納表格所用詞彙與包迪國際投資有限公司及天美(控股)有限公司於二零一八年八月二十一日共同刊發之綜合文件(「上市公司要約文件」)所界定者具有相同涵義。

WHITE FORM OF LISTCO SHARE OFFER ACCEPTANCE AND TRANSFER FOR USE IF YOU WANT TO ACCEPT THE LISTCO SHARE OFFER.
閣下如欲接納上市公司股份要約，請使用本白色上市公司股份要約接納及過戶表格。

TECHCOMP (HOLDINGS) LIMITED

天美(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)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

(香港股份代號: 1298)

(新加坡股份代號: T43)

WHITE FORM OF LISTCO SHARE OFFER ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) OF US\$0.05 EACH IN THE ISSUED SHARE CAPITAL OF TECHCOMP (HOLDINGS) LIMITED

天美(控股)有限公司

已發行股本中每股面值0.05美元之普通股之

白色上市公司股份要約接納及過戶表格

All parts should be completed (except the sections marked "Do not complete")

每項均須填妥(除註明「無需填寫」的部分)

HK Branch Registrar and transfer office: Tricor Investor Services Limited

Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

香港過戶登記分處: 卓佳證券登記有限公司

香港皇后大道東183號合和中心22樓

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the Share(s) of US\$0.05 each held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the Listco Offer Document.

根據本白色上市公司股份要約接納表格及上市公司要約文件載列之條款及條件，下列「轉讓人」現按下列代價，將以下註明由其持有每股面值0.05美元之股份轉讓予下列「承讓人」。

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(es) in full 轉讓人 全名及地址 (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\$3.267 in cash for each Share 每股股份現金3.267港元	
TRANSFEEE 承讓人	Name: 名稱: Correspondence address: 通訊地址: Occupation: 職業:	Baodi International Investment Company Ltd 包迪國際投資有限公司 Room 2006-10, 20/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong 香港灣仔港灣道26號華潤大廈20樓2006-10室 Corporation 法人團體
SIGNED by the parties to this transfer, this _____ day of _____, 2018 由轉讓雙方於二零一八年_____月_____日簽署		

PLEASE DO NOT DATE
請勿填寫日期

Signed by or for and 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

Signature(s) of Transferor(s)/company chop, if applicable or its duly authorised agent(s)

轉讓人簽署/公司印鑑(如適用)或其正式授權代理人簽署

ALL JOINT REGISTERED HOLDERS MUST SIGN HERE
所有聯名登記持有人均需於本欄簽署

The signing Shareholder(s) hereby acknowledge(s) that the Listco Share Offer is conditional upon the terms and conditions as set out in the Listco Offer Document, and that the signing and submission of this **WHITE** Form of Listco Share Offer Acceptance by the signing Shareholder(s) do not render the transfer of Shares contemplated hereunder becoming effective. The transfer of Shares contemplated hereunder shall be subject to the signing by the Transferee on the date of transfer stated below.

署名股東謹此確認要約受綜合文件所載條款及條件所規限，且由署名股東簽署及呈交本白色上市公司股份要約接納表格並不令據此擬進行之股份轉讓生效。據此擬進行之股份轉讓須於下文所列轉讓日期由承讓人簽署，方可作實。

Do not complete 請勿填寫本欄	
Signed by or for and 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: Signature of witness 見證人簽署	For and on behalf of 代表 Baodi International Investment Company Ltd
Name of witness 見證人姓名	
Address of witness 見證人地址	
Occupation of witness 見證人職業	Authorised signature(s) 授權簽署
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 Listco Share Offer is accepted. If no number is specified or the total number of Shares specified in this **WHITE** Form of Listco Share Offer Acceptance is greater than the number of Shares held by you, this **WHITE** Form of Listco Share Offer Acceptance will be returned to you for correction. Any corrected and valid **WHITE** Form of Listco Share Offer Acceptance, must be re-submitted and received by the HK Branch Registrar on or before the latest time of acceptance of the Listco Share Offer in order for it to be counted towards fulfilling the acceptance condition.

附註: 請填上接納上市公司股份要約所涉及之股份總數。倘並無指定數目或於本白色上市公司股份要約接納表格所列明之股份總數大於閣下持有之股份數目，則本白色上市公司股份要約接納表格將退回閣下以作更正。任何已更正上市公司股份及有效之白色要約接納表格必須於接納股份要約的最後期限或之前再行提交並送達香港過戶登記分處，否則不可當作已履行接納條件。

* For identification purpose only 僅供識別

THIS WHITE FORM OF LISTCO SHARE OFFER ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to any aspect of this **WHITE** Form of Listco 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 transferred all your Share(s) in Techcomp (Holdings) Limited, you should at once hand this **WHITE** Form of Listco Share Offer Acceptance and the Listco Offer Document to the purchaser(s) or transferee(s) or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The making of the Listco Share Offer to the Overseas Shareholders may be prohibited or affected by the laws of the relevant jurisdictions. If you are an Overseas Shareholder, you should obtain appropriate legal advice regarding the implications of the Listco Share Offer in the relevant jurisdictions or, keep yourself informed about and observe any applicable legal or regulatory requirements. It is your own responsibility if you wish to accept the Listco Share Offer to satisfy yourself as to the full observance of the laws and regulations of all relevant jurisdictions in connection therewith, including but not limited to the obtaining of any 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 shall also be fully responsible for the payment of any transfer or other taxes and duties due by you in respect of the relevant jurisdictions. The Offeror, its beneficial owners and parties acting in concert with any of them, the Company, Deloitte Corporate Finance, the HK Branch Registrar or any of their respective directors and professional advisers or any other parties involved in the Listco Share Offer and any of their respective agents shall be entitled to be fully indemnified and held harmless by you for any taxes as you may be required to pay. Acceptance of the Listco Share Offer by you will be deemed to constitute a warranty by you that you are permitted under all applicable laws and regulations to receive and accept the Listco Share Offer, and any revision thereof, and 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 Listco Share Offer.

HOW TO COMPLETE THIS FORM

Shareholders are advised to read this **WHITE** Form of Listco Share Offer Acceptance in conjunction with the Listco Offer Document before completing this **WHITE** Form of Listco Share Offer Acceptance. To accept the Listco Share Offer made by **Deloitte Corporate Finance on behalf of the Offeror to acquire your Offers Shares at cash price HK\$3.287 per Offer Share**, you should complete and sign this **WHITE** Form of Listco Share Offer Acceptance overleaf and forward this **WHITE** Form of Listco Share Offer Acceptance, together with the relevant share certificate(s) (the "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 not less than such number of Offer Shares in respect of which you wish to accept the Listco Share Offer, by post or by hand, marked "**Techcomp (Holdings) Limited – Listco Share Offer**" on the envelope, to **Tricor Investor Services Limited (the "HK Branch Registrar") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not later than 4:00 p.m. on the Listco Offers Closing Date or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code.** The provisions contained in **Appendix 1 to the Listco Offer Document are incorporated into and form part of this WHITE Form of Listco Share Offer Acceptance.**

Warning: If you are holding the Offer Shares on behalf of another person as nominee or otherwise, you should refer to the section headed "A. PROCEDURES FOR ACCEPTANCE OF THE LISTCO OFFERS FOR HONG KONG SHAREHOLDERS" in Appendix 1 to the Listco Offer Document in particular as to the matters which you should consider.

WHITE FORM OF LISTCO SHARE OFFER ACCEPTANCE AND TRANSFER IN RESPECT OF THE LISTCO SHARE OFFER

To: The Offeror and Deloitte Corporate Finance

- My/Our execution of this **WHITE** Form of Listco Share Offer Acceptance overleaf (which shall be dated and duly completed pursuant to Appendix 1 of the Listco Offer Document) shall be binding on my/our successors and assignees, and shall constitute:
 - my/our irrevocable acceptance of the Listco Share Offer made by Deloitte Corporate Finance on behalf of the Offeror, as contained in the Listco Offer Document, for the consideration of 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 Listco Share Offer Acceptance;
 - my/our irrevocable instruction and authority to each of the Offeror and/or Deloitte Corporate Finance and/or any of their respective agent(s) to collect from the Company or the HK Branch 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 (if any) (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 HK Branch Registrar and to authorise and instruct the HK Branch Registrar to hold such Share Certificate(s), subject to the terms and conditions of the Listco Share Offer, as if it was/they were Share Certificate(s) delivered to the HK Branch Registrar together with this **WHITE** Form of Listco Share Offer Acceptance;
 - my/our irrevocable instruction and authority to each of the Offeror and/or Deloitte Corporate Finance and/or any of 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 Listco Share Offer (less seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the Listco Share Offer), by ordinary post at my/our own 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 as soon as possible but in any event within seven Business Days after the date of receipt of all the relevant documents by the HK Branch Registrar to render the acceptance under the Listco Share 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 Shareholder or the first-named of joint registered Shareholders.)
Name: (in block letters) _____
Address: (in block letters) _____
 - my/our irrevocable instruction and authority to each of the Offeror and/or Deloitte Corporate Finance 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 Share(s) to be sold by me/us under the Listco Share Offer and to cause the same to be stamped and to cause an endorsement to be made on this **WHITE** Form of Listco Share Offer Acceptance in accordance with the provisions of that Ordinance;
 - my/our irrevocable instruction and authority to each of the Offeror and/or Deloitte Corporate Finance and/or such person or persons as any of them may direct to complete and execute any document on my/our behalf in connection with my/our acceptance of the Listco Share Offer 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 Listco Share 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 Listco Share Offer to the Offeror or such person or persons as it may direct free from all liens, charges, options, claims, equities, adverse interests, third party rights or encumbrances whatsoever and together with all rights accruing or attaching thereto on or after the date on which the Listco Share Offer is made, including, without limitation, the right to receive all future dividends and other distributions declared, paid or made, if any, on or after the date on which the Listco Share Offer is made, in respect of the Share(s) tendered for acceptance under the Listco Share Offer;
 - my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or Deloitte Corporate Finance and/or any of 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
 - my/our appointment of the Offeror and/or Deloitte Corporate Finance as my/our attorney in respect of all the Share(s) to which this **WHITE** Form of Listco Share Offer Acceptance relates, such power of attorney to take effect from the date and time on which the Listco Share Offer becomes unconditional in all respects and thereafter be irrevocable.
- I/We understand that acceptance of the Listco Share Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror and Deloitte Corporate Finance that (i) the Shares held by me/us to be acquired under the Listco Share Offer are sold free from all third party rights, liens, charges, equities, options, claims, adverse interests and encumbrances and together with all rights accruing or attaching thereto on or after the date on which the Listco Share Offer is made or subsequently becoming attached to them, including, without limitation, the rights to receive all future dividends and other distributions declared, paid or made, if any, on or after the date on which the Listco Share Offer is made; and (ii) I/we have not taken or omitted to take any action which will or may result in the Offeror, its beneficial owner and parties acting in concert with any of them, the Company, Deloitte Corporate Finance or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Listco Share Offer or his/her acceptance thereof, and is permitted under all applicable laws and regulations to receive and accept the Listco Share Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws and regulations.
- I/We hereby warrant and represent to the Offeror, Deloitte Corporate Finance and the Company that I/we am/are the registered holder(s) of the Share(s) specified in this **WHITE** Form of Listco Share Offer Acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of my/our Share(s) to the Offeror by way of acceptance of the Share Offer.
- In the event that my/our acceptance is treated as invalid in accordance with the terms of the Listco Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we authorise and request you or any one of 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 required in respect thereof), together with this **WHITE** Form of Listco 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: When 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 Deloitte Corporate Finance and/or any of their respective agent(s) from the Company or the HK Branch Registrar on your behalf upon your acceptance of the Listco Share Offer, you will be returned such Share Certificate(s) in lieu of the transfer receipt(s).
- I/We hereby warrant and represent to the Offeror, Deloitte Corporate Finance and the Company that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of the Company in connection with my/our acceptance of the Listco Share Offer, including the obtaining of any 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.
- I/We hereby warrant and represent to the Offeror, Deloitte Corporate Finance and the Company 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 Listco Share Offer.
- 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 Share(s) which are to be held by you on the terms and conditions of the Listco Share Offer. I/We understand that no acknowledgment or receipt of this **WHITE** Form of Listco 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.
- I/We acknowledge that my/our Share(s) sold to the Offeror by way of acceptance of the Listco Share Offer will be registered under the name of the Offeror or its nominee.
- I/We irrevocably undertake, represent, warrant and agree to and with the Offeror, Deloitte Corporate Finance and the Company (so as to bind my/our successors and assignees) that in respect of the Shares which are accepted under the Listco 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:
 - 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 attention of the Offeror at the HK Branch Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong;
 - 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
 - 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.
- I/We acknowledge that, save as expressly provided in the Composite Document and this **WHITE** Form of Listco Share Offer Acceptance, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable and unconditional.

本白色上市公司股份要約接納表格乃重要文件，請即處理。閣下如對本白色上市公司股份要約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。

閣下如已將名下之天美(控股)有限公司股份全部售出或轉讓，應立即將本白色上市公司股份要約接納表格及綜合文件送交買主或承讓人或經手買賣或轉讓之持牌證券商或註冊證券機構或其他代理商，以便轉交予買主或承讓人。

向海外股東提出上市公司股份要約或會受有關司法管轄區之法例所禁止或影響。倘閣下為海外股東，則應自行就有關上市公司股份要約於相關司法管轄區之影響徵詢適當之法律意見，或瞭解及遵守任何適用法例或監管規定。閣下如欲接納上市公司股份要約，則有責任自行確保就此全面遵守所有有關司法管轄區之法例及法規，包括但不限於取得可能所需之任何政府、外匯管制或其他方面之同意及任何登記或存檔，以及遵守所有必要之正式手續、監管及/或法例規定。閣下亦須全面負責支付閣下就相關司法管轄區應付之任何轉讓費或其他稅項及徵費。要約方、其實益擁有人及與其一致行動的人士、本公司、德勤企業財務、登記處或彼等各自之任何董事及專業顧問及所有涉及上市公司股份要約之人士以及彼等各自之任何代理人均有權就閣下可能須行任何稅項獲閣下全面彌償及毋須就此承擔任何責任。閣下接納上市公司股份要約將被視為構成閣下保證，表示閣下根據一切適用法例及法規獲准收到及接納上市公司股份要約及其任何修訂，而該接納將根據一切適用法例及法規屬有效及具約束力。閣下決定是否接納上市公司股份要約時，應諮詢專業意見。

本表格填寫方法

股東務請先一併閱讀本白色上市公司股份要約接納表格及綜合文件後始填寫本白色上市公司股份要約接納表格。閣下如欲接納德勤企業財務代表要約方以現金每股股份3.267港元之價格收購閣下所持股份提出之上市公司股份要約，應填妥及簽署本白色上市公司股份要約接納表格之背頁，然後將本白色上市公司股份要約接納表格並連同不少於閣下有意接納上市公司股份要約所涉及之股份數目之相關股票(「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)儘早以郵遞或以專人送交卓佳證券登記有限公司(「登記處」，地址為香港皇后大道東183號合和中心22樓，信封面請註明「天美(控股)有限公司上市公司股份要約」，惟無論如何須於截止日期下午四時正(或要約方根據收購守則可能釐定並公佈之較後日期及/或時間)前送達。綜合文件附錄一所載之條文已載入本白色上市公司股份要約接納表格，並構成其中一部分。

上市公司股份要約之白色上市公司股份要約接納表格

致：要約方及德勤企業財務

- 本人/吾等簽立本白色上市公司股份要約接納表格之背頁(表格須根據綜合文件附錄一註明日期及填妥)，本人/吾等之繼承人及受讓人將受此約束，並構成：
 - 本人/吾等按綜合文件及本白色上市公司股份要約接納表格所載代價及條款與條件，就本白色上市公司股份要約接納表格所列明之股份數目，不可撤回地接納綜合文件所載由德勤企業財務代表要約方提出之上市公司股份要約；
 - 本人/吾等不可撤回地分別指示並授權要約方及/或德勤企業財務及/或彼等各自之任何代理人，代表本人/吾等從 貴公司或登記處領取將根據本人/吾等已正式簽署且呈交之隨附過戶收據及/或其他所有權文件(如有)(及/或任何就此所需令人信納之彌償保證)發行予本人/吾等之股份之股票，並將有關股票送交登記處，以及授權並指示登記處根據上市公司股份要約之條款及條件持有有關股票，猶如有關股票乃與本白色上市公司股份要約接納表格一併送交登記處；
 - 本人/吾等不可撤回地分別指示並授權要約方及/或德勤企業財務及/或彼等各自之任何代理人，將本人/吾等根據上市公司股份要約之條款應得之現金代價(減本人/吾等就接納上市公司股份要約應付之賣方從價印花稅)，以「不得轉讓—只准入抬頭人賬戶」方式劃線開出支票予本人/吾等，然後儘早惟無論如何於登記處接獲有關接納上市公司股份要約完整及有效之所有有關文件當日起計七個營業日內，以平郵方式寄發予下文所列人士及地址(如未有於下欄列明姓名及地址，則按 貴公司股東名冊所示之登記地址寄予本人或吾等當中排名首位(如屬聯名登記股東))，郵誤風險由本人/吾等自行承擔；
(附註：倘接收支票之人士並非登記股東或排名首位之聯名登記股東，則請在本欄填上接收支票人士之姓名及地址。)

姓名：(請用正楷填寫) _____

地址：(請用正楷填寫) _____

 - 本人/吾等不可撤回地分別指示並授權要約方及/或德勤企業財務及/或彼等任何一方可能就此指定之一名或多名人士代表本人/吾等以根據上市公司股份要約出售股份賣方之身份，訂立及簽立香港法例第117章印花稅條例第19(1)條所規定須由本人/吾等訂立及簽立之買賣單據，並安排按該條例之條文加蓋印花及在本白色上市公司股份要約接納表格背書證明；
 - 本人/吾等不可撤回地分別指示並授權要約方及/或德勤企業財務及/或彼等任何一方可能指定之一名或多名人士代表本人/吾等就本人/吾等接納上市公司股份要約填妥並簽立任何文件，並作出任何其他必需或適當行動，以使本人/吾等根據上市公司股份要約提交以供接納之股份轉歸要約方或其可能指定之該名或該等人士所有；
 - 本人/吾等承諾於可能屬必要或適當時簽立其他文件並作出有關行動及事宜，以進一步確保本人/吾等根據上市公司股份要約提交以供接納之股份轉讓予要約方或其可能指定之該名或該等人士，而上述股份將不帶有任何留置權、押記、購股權、申索、衡平權、不利權益、產權負擔，但連同於提出上市公司股份要約當日或之後所應計或附帶之所有權利，包括但不限於收取於提出上市公司股份要約當日或之後就根據要約提交以供接納之股份宣派、派付或作出之所有日後股息(如有)之權利；
 - 本人/吾等同意追認要約方及/或德勤企業財務及/或彼等各自之任何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白色上市公司股份要約接納表格所載任何授權時可能作出或進行之各種行動或事宜；及
 - 本人/吾等委任要約方及/或德勤企業財務為本人/吾等就本白色上市公司股份要約接納表格有關之全部股份之委任代理人，該授權於上市公司股份要約在各方面成為無條件之日期及時間起生效，且隨後不得撤回。
 - 本人/吾等明白本人/吾等接納上市公司股份要約將被視為構成本人/吾等向要約方及德勤企業財務保證，(i)本人/吾等所持有並根據上市公司股份要約獲收購之股份於出售時將不帶有任何第三方權利、留置權、押記、衡平權、選擇權、申索、不利權益及產權負擔，但連同於提出上市公司股份要約當日或之後所應計或附帶或其後所附帶之所有權利，包括但不限於收取於提出上市公司股份要約當日或之後宣派、派付或作出之所有日後股息及其他分派(如有)之權利；及(ii)本人/吾等並無採取或遺漏採取任何行動，而將會或可能導致要約方、其實益擁有人及與其一致行動的人士、德勤企業財務、貴公司或任何其他人士違反任何地區與上市公司股份要約或其接納上市公司股份要約有關之法例或監管規定，且其根據一切適用法例及法規獲准收到及接納上市公司股份要約及其任何修訂，而該接納將根據一切適用法例及法規屬有效及具約束力。
 - 本人/吾等謹此向要約方、德勤企業財務及 貴公司保證及聲明，本人/吾等為本白色上市公司股份要約接納表格所列明股份之登記持有人，而本人/吾等有十足權利、權力及授權以接納上市公司股份要約之方式，向要約方出售及移交本人/吾等之股份之所有權及擁有權。
 - 倘根據上市公司股份要約之條款，本人/吾等之接納被視作無效，則上文第1段所載一切指示、授權及承諾將告終止，在此情況下，本人/吾等授權並要求閣下或其中任何一方以平郵方式將本人/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白色上市公司股份要約接納表格一併寄回上文第1(c)段所指人士及地址，或如姓名及地址欄內空白，則按 貴公司股東名冊所示登記地址寄回本人或吾等當中排名首位(如屬聯名登記股東)，惟郵誤風險概由本人/吾等自行承擔。
- 附註： 倘閣下寄發一份或以上過戶收據而要約方及/或德勤企業財務及/或彼等各自之任何代理人任何一方同時於閣下接納要約後代表閣下，從本公司或登記處領取相關股票，則閣下將獲交還股票而並非過戶收據。
- 本人/吾等謹此向要約方、德勤企業財務及 貴公司保證及聲明，本人/吾等符合本人/吾等於 貴公司股東名冊所列地址所在司法管轄區關於本人/吾等接納要約方面之法例，包括取得可能所需之任何政府、外匯管制或其他方面之同意及任何登記或存檔，以及遵守所有必要之正式手續、監管及/或法例規定。
 - 本人/吾等謹此向要約方、德勤企業財務及 貴公司保證及聲明，本人/吾等將全面負責支付本人/吾等於 貴公司股東名冊所列地址所在司法管轄區就本人/吾等接納上市公司股份要約應付之任何過戶或其他稅項及徵費。
 - 本人/吾等茲將本人/吾等持有之全部或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)，由閣下按上市公司股份要約之條款及條件予以持有。本人/吾等瞭解所交回之本白色上市公司股份要約接納表格、股票及/或過戶收據及/或任何其他所有權文件(及/或就此所需令人信納之彌償保證)概不獲發收據。本人/吾等亦瞭解以平郵方式寄發所有文件之郵誤風險概由本人/吾等自行承擔。
 - 本人/吾等知悉以接納上市公司股份要約之方式向要約方出售本人/吾等之股份，將以要約方或其代名人之名義登記。
 - 本人/吾等就已接納股份上市公司股份要約所涉及之股份，而其接納並未被有效撤回及並無以要約方之名義或按其指示登記，向要約方、德勤企業財務及 貴公司不可撤回地承諾、聲明、保證及同意(以約束本人/吾等之繼承人及受讓人)：
 - 本人/吾等授權 貴公司及/或其代理人將可能須向本人/吾等作為 貴公司股東寄發之任何通告、通函、認股權證或其他文件或通訊(包括任何股票及/或因將該等股份轉為證書形式而發出之其他所有權文件)送交登記處(地址為香港皇后大道東183號合和中心22樓)予要約方；
 - 不可撤回地授權要約方或其代理人代表本人/吾等簽署任何同意書，同意縮短 貴公司任何股東大會通知期及/或出席及/或簽立有關該等股份之代表委任表格，以委任要約方提名之任何人士出席相關股東大會(或其任何續會)，以及代表本人/吾等行使該等股份所附帶之投票權，而該等投票權將以要約方全權酌情釐定之方式作出投票；及
 - 本人/吾等協定，在未取得要約方之同意下不會行使任何相關權利，以及本人/吾等不可撤回地承諾不會就任何股東大會委任代表，或親身出席股東大會，及在上文所規限下，如本人/吾等以往已就 貴公司股東大會委任代表(而該代表並非要約方或其代名人或獲委任人士)出席該等大會或作出投票，則本人/吾等謹此聲明撤回有關委任。
 - 本人/吾等確認，除綜合文件及本白色上市公司股份要約接納表格明文規定外，在此作出之所有接納、指示、授權及承諾均為不可撤回及為無條件。

PERSONAL DATA

Personal Information Collection Statement

This personal information collection statement informs you of the policies and practices of the Offeror, Deloitte Corporate Finance, the Company and the HK Branch Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Privacy Ordinance").

1. Reasons for the collection of your personal data

To accept the Listco 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 Listco Share Offer.

2. Purposes

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

- processing of your acceptance and verification or compliance with the terms and application procedures set out in this White Form of Listco Share Offer and the Listco Offer Document;
- registering transfers of the Share(s) out of your name;
- maintaining or updating the relevant register of Shareholders;
- conducting or assisting to conduct signature verifications, and any other verifications or exchange of information;
- establishing your entitlements under the Listco Share Offer;
- distributing communications from the Offeror, Deloitte Corporate Finance, the Company or agents and the HK Branch Registrar;
- compiling statistical 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, Deloitte Corporate Finance, the Company or the HK Branch Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror, Deloitte Corporate Finance, the Company and/or the HK Branch Registrar to discharge their obligations to the Shareholders and/or regulators and other purpose 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 **WHITE** Form of Listco Share Offer Acceptance will be kept confidential but the Offeror, Deloitte Corporate Finance, the Company and/or the HK Branch 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, Deloitte Corporate Finance, the Company and/or agent(s) and the HK Branch Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror, Deloitte Corporate Finance, the Company and/or the HK Branch 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 bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom the Offeror, Deloitte Corporate Finance, the Company and/or the HK Branch Registrar consider(s) to be necessary or desirable in the circumstances.

4. Access to and correction of personal data

The Privacy Ordinance provides you with rights to ascertain whether the Offeror, Deloitte Corporate Finance, the Company and/or the HK Branch Registrar hold(s) your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Privacy Ordinance, the Offeror, Deloitte Corporate Finance, the Company and the HK Branch 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 Offeror, Deloitte Corporate Finance, the Company and/or the HK Branch Registrar (as the case may be).

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

個人資料

個人資料收集聲明

本個人資料收集聲明旨在知會閣下有關要約方、德勤企業財務、天美(控股)及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(「私隱條例」)之政策及慣例。

1. 收集閣下個人資料之理由

倘閣下欲就所持有之股份接納上市公司股份要約，則須提供所需之個人資料。倘閣下未能提供所需資料，則可能會導致閣下之接納遭拒絕或延誤處理。這亦可能妨礙或延誤寄發閣下根據上市公司股份要約應得之代價。

2. 用途

閣下於本**白色**上市公司股份要約接納表格所提供之個人資料可能會就下列用途加以運用、持有及/或保存(以任何方式)：

- 處理閣下之接納及核實或遵從本**白色**上市公司股份要約接納表格及綜合文件載列之條款及申請手續；
- 登記將股份從閣下名下轉讓；
- 保存或更新相關之股份持有人名冊；
- 核實或協助核實簽名，以及對任何其他資料進行核實或交換；
- 確立閣下根據上市公司股份要約應得之配額；
- 自要約方、德勤企業財務、天美(控股)或代理人及登記處收取通訊；
- 編製統計資料及股東概況；
- 遵照法例、規則或規例(無論法定或非法定)之要求作出披露；
- 披露有關資料以便申索或享有配額；
- 與要約方、德勤企業財務、天美(控股)或登記處業務有關之任何其他用途；及
- 與上文所述有關之任何其他附帶或相關用途及/或以便要約方、德勤企業財務、天美(控股)及/或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悉之其他用途。

3. 轉交個人資料

本**白色**上市公司股份要約接納表格所提供之個人資料將會保密，但要約方、德勤企業財務、天美(控股)及/或登記處可能會作出彼等認為必要之查詢以確定個人資料之準確性，以便資料可達致上述或任何有關之用途，尤其可能會向下列任何及所有人士及實體披露、取得或轉交該等個人資料(不論在香港境內或境外)：

- 要約方、德勤企業財務、天美(控股)及/或代理人及登記處；
- 為要約方、德勤企業財務、天美(控股)及/或登記處之業務經營向彼等提供行政、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；
- 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、持牌證券商或註冊證券機構；及
- 要約方、德勤企業財務、天美(控股)及/或登記處認為必需或適當情況下之任何其他人士或機構。

4. 查閱及更正個人資料

私隱條例賦予閣下權利確定要約方、德勤企業財務、天美(控股)及/或登記處是否持有閣下之個人資料，索取該等資料副本及更正任何不正確資料。根據私隱條例，要約方、德勤企業財務、天美(控股)及登記處有權就處理任何查閱資料之要求收取合理費用。所有關於查閱資料或更正資料或詢問關於政策及慣例及所持資料類別之要求，應向要約方、德勤企業財務、天美(控股)及/或登記處(視乎情況而定)提出。

閣下簽署本表格，即表示同意上述所有條款。