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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。



Media Partners International Holdings Inc.

媒體伯樂集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8072)

(股份代號: 8072)

FORM OF ACCEPTANCE AND TRANSFER OF SHARE(S) OF HK\$0.10 EACH IN THE ISSUED SHARE CAPITAL OF MEDIA PARTNERS INTERNATIONAL HOLDINGS INC.

媒體伯樂集團有限公司
已發行股本中每股面值0.10港元股份
之股份接納及過戶表格

To be completed in all respects 每項均須填寫

Branch registrar in Hong Kong: Tengis Limited
G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong
香港股份過戶登記分處: 登捷時有限公司
香港灣仔告士打道56號東亞銀行港灣中心地下

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, you will be deemed to have accepted the Share Offer in respect of your entire registered holding of Shares.

請填上接納股份收購建議之股份總數，如無填寫數目或如填寫之數目超過閣下登記持有之股份，則視為閣下就名下全部登記持有之股份接納股份收購建議論。

FOR THE CONSIDERATION stated below the "Independent Shareholder(s)" named below does/do hereby transfer(s) to the "Transferee" named below the share(s) of HK\$0.10 each in the issued share capital of Media Partners International Holdings Inc. ("Share(s)") held by the Shareholder(s) specified below.
下述「股東」謹此按下列代價，向下述「承讓人」轉讓以下註明其持有媒體伯樂集團有限公司已發行股本中每股面值0.10港元之股份（「股份」）。

Number of Shares to be transferred 將予轉讓股份數目	FIGURES 數目	WORDS 大寫
Certificate number(s) 股票號碼		
SHAREHOLDER(S) name(s) and address in full 股東 全名及地址 (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或正楷填寫)	Surname(s) 姓氏	Other name(s) 名字
	Registered address 登記地址	Telephone number 電話號碼
CONSIDERATION 代價	HK\$1.141 in cash for each Share 每股股份現金1.141港元	
TRANSFeree 承讓人	Name 名稱 : JCDecaux Pearl & Dean Ltd Correspondence 通訊地址 : 22/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong 香港夏愨道18號海富中心第2座22樓	
PLEASE DO NOT DATE 請勿填寫日期 SIGNED by the parties to this transfer, this _____ day of _____ 2005 轉讓雙方簽署日期: 二零零五年_____月_____日		

PLEASE DO NOT DATE

請勿填寫日期

Signed by the Shareholder(s) in the presence of:
股東在下列見證人見證下簽署:

Signature of Witness
見證人簽署

Address 地址

Occupation 職業

Signature(s) of Shareholder(s)
股東簽署

Signed by the Transferee in the presence of:
承讓人在下列見證人見證下簽署:

Name of Witness 見證人簽署

Address 地址

Occupation 職業

Do not complete 請勿填寫本欄

For and on behalf of
代表

JCDecaux Pearl & Dean Ltd

Signature of Transferee
承讓人簽署

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

THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this form 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 shares of HK\$0.10 each in Media Partners International Holdings Inc. ("Company"), you should at once hand this **WHITE** Form of Acceptance and the accompanying composite document dated 31 October 2005 (the "Composite Document") to the purchaser(s) or other transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s). The making of the cash share offer (the "Share Offer") by CLSA Limited, on behalf of JCDecaux Pearl & Dean Ltd (the "Offeror") to persons who are citizens, residents or nationals of jurisdictions outside Hong Kong may be affected by the laws of the relevant jurisdictions. If you are a citizen or resident or national of a jurisdiction outside Hong Kong, you should inform yourself about and observe any applicable legal requirements. It is your responsibility if you wish to accept the Share Offer to satisfy yourself 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 consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due in respect of such jurisdiction. You will also be responsible for any such transfer or other taxes by whomsoever payable and the Offeror, CLSA Limited and any person acting on their behalf shall be entitled to be fully indemnified and held harmless by you for any such transfer or other taxes as you may be required to pay. Acceptance of the Share Offer by you will constitute a warranty by you that you are permitted under all applicable laws to receive and accept the Share Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

HOW TO COMPLETE THIS FORM

Shareholders are advised to read the Composite Document before completing this form. To accept the Share Offer made by **CLSA Limited on behalf of the Offeror to acquire your Shares at a cash price of HK\$1.141 per Share**, you should complete and sign this **WHITE** Form of Acceptance overleaf and forward this entire form, 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 satisfactory indemnity or indemnities in respect thereof), for not less than such number of Shares in respect of which you accept the Share Offer, by post or by hand, marked "**Media Partners Share Offer**" to **Tengis Limited (the "Registrar") at G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible, but in any event so as to reach the Registrar by not later than 4:00 p.m. on Monday, 21 November 2005 or such later time and/or date as the Offeror shall determine and announce with the consent of the Executive**. All words and expressions defined in the Composite Document shall, unless the context otherwise requires, have the same meanings when used in this form. The provisions of Appendix I to the Composite Document are incorporated into and form part of this **WHITE** Form of Acceptance.

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE SHARE OFFER

To: The Offeror and CLSA Limited

1. My/Our execution of this **WHITE** Form of Acceptance overleaf (whether or not such form is dated) shall be binding on my/our successors and assigns, and shall constitute:
 - (a) my/our acceptance of the Share Offer made by CLSA Limited 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 the **WHITE** Form of Acceptance or, if no such number is specified, or a greater number is specified than I/we am/are registered as the holder(s) of, in respect of all such Shares as to which I/we am/are registered as the holder(s);
 - (b) my/our irrevocable instruction and authority to each of the Offeror and/or CLSA Limited and/or any of 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 surrender of, the enclosed transfer receipt(s) and/or other document(s) of title (if any) (and/or satisfactory indemnity or indemnities 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) on and subject to the terms and conditions of the Share Offer, as if it was/they were Share Certificate(s) delivered to them together with this form of acceptance and transfer;
 - (c) my/our irrevocable instruction and authority to each of the Offeror and/or CLSA Limited 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 Share Offer (less seller's ad valorem stamp duty payable by me/us), by 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;
(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 CAPITALS)
Address:
 - (d) my/our instruction and authority to each of the Offeror and/or CLSA Limited or such person or persons as any of them may direct for the purpose, on my/our behalf, to make and execute the contract note as required by Section 19(1) of the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) to be made and executed by me/us as the seller(s) of the Shares to be sold by me/us under the Share Offer and to cause the same to be stamped and to cause an endorsement to be made on this **WHITE** Form of Acceptance in accordance with the provisions of that Ordinance;
 - (e) my/our instruction and authority to each of the Offeror and/or CLSA Limited or such person or persons as any of them may direct to complete, amend and execute any document on my/our behalf in connection with my/our acceptance of the Share Offer including, without limitation, to insert a date in the form of acceptance and transfer 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 the form of acceptance and transfer and to do any other act that may be necessary or expedient for the purpose of vesting in the Offeror or such person or persons as it may direct my/our Shares;
 - (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 Shares to the Offeror or such person or persons as it may direct free from all third party rights, liens, claims, charges, equities and encumbrances and together with all rights attaching thereto including the right to receive all dividends and/or other distributions, declared, made or paid on the Shares on or after the date of commencement of the Share Offer, in respect of the Shares tendered pursuant to the Share Offer; and
 - (g) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror or CLSA Limited or any of their agent(s) or such person or persons as any of them may direct on the exercise for any rights contained herein.
2. I/We understand that acceptance of the Share Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror and CLSA Limited that the Shares held by me/us to be acquired under the Share Offer are sold free from all third party rights, liens, charges, equities and encumbrances and together with all rights attaching thereto including the right to receive all dividends and distributions declared, made or paid on such Shares on or after the date of Announcement.
 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 any other document(s) of title (and/or satisfactory indemnity or indemnities requested in respect thereof), together with this form duly cancelled, by post at my/our own risk to the person named 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: Where you have sent one or more transfer receipt(s) and in the meantime the relevant Share Certificate(s) has/have been collected by any of the Offeror and/or CLSA Limited or any of their agent(s) from the Company or the Registrar on your behalf, you will be sent 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 satisfactory indemnity or indemnities 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 form of acceptance and transfer, Share Certificate(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

本表格乃重要文件，請即處理。如閣下對本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證券註冊機構、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已售出或轉讓所有名下之媒體伯樂集團有限公司(「本公司」)每股面值港幣0.10元之股份，應立即將本白色接納及過戶表格連同隨附日期為二零零五年十月三十一日之綜合文件(「綜合文件」)，送交買主或其他承讓人，或經手買賣或轉讓之銀行、持牌證券交易商或其他代理，以便轉交買主或承讓人。由里昂證券有限公司代表JCDecaux Pearl & Dean Ltd(「收購方」)向香港境外司法權區之公民、居民或國民提出現金股份收購建議(「股份收購建議」)或會受有關司法權區之法例影響。倘閣下為香港境外司法權區之公民、居民或國民，務請自行瞭解並遵守任何適用法例規定。閣下如欲接納股份收購建議，則有責任完全遵守有關司法權區之法例，包括取得任何可能必要之政府、外匯管制或其他同意或辦理其他必要之正式手續，以及支付該司法權區之任何應付轉讓費或其他稅項。閣下亦須負責支付任何人士任何上述轉讓費或其他稅項，而收購方及里昂證券有限公司及任何代其行事之人士均有權獲悉數賠償及毋須就閣下可能須付之任何上述轉讓費或其他稅項承擔任何責任。閣下接納股份收購建議，即表示閣下保證閣下根據所有適用法例可收取及接納股份收購建議(包括任何有關修訂)，而有關接納根據所有適用法例為有效及具約束力。

本表格填寫方法

股東務請先閱讀綜合文件後始填寫本表格。如欲接納里昂證券有限公司代表收購方以現金每股股份港幣1.141元之價格收購閣下所持股份提出之股份收購建議，閣下應填妥及簽署背頁之白色接納表格，並連同不少於閣下接納股份收購建議之股份數目之有關股票證書(「股票證書」)及/或過戶收據及/或任何其他所有權文件(及/或就此所需任何滿意彌償保證)(封面須註明「媒體伯樂股份收購建議」)，盡快郵寄或交回登捷時有限公司(「股份過戶登記處」)，地址為香港灣仔告士打道56號東亞銀行香港中心地下，惟無論如何不得遲於二零零五年十一月二十一日星期一下午四時正或收購方可能決定及公佈之較後日期及/或時間)交回股份過戶登記處。除文義另有所指外，本表格採用之所有詞彙與綜合文件所界定者具有相同涵義。綜合文件附錄一之條文納入本白色接納表格其中部分。

股份收購建議之接納及過戶表格

致：收購方及里昂證券有限公司

- 本人/吾等一經簽署背頁之白色接納表格(無論該表格是否已註明日期)，本人/吾等之承繼人及受讓人將受此約束，並表示：
 - 本人/吾等就白色接納表格上所註明數目之股份，按及受制於綜合文件及本表格所載代價與有關條款及條件，接納由里昂證券有限公司代表收購方提出之綜合文件所述股份收購建議，如未有填上數目或填上之數額超過本人/吾等以登記持有人名義持有之數額，則接納收購本人/吾等名下登記持有之全部股份；
 - 本人/吾等不可撤回地指示及授權收購方及/或里昂證券有限公司及/或其各自之代理，各自代表本人/吾等交回隨附經本人/吾等正式簽署之過戶收據及/或其他所有權文件(如有)(及/或就此所需任何滿意彌償保證)，憑此向本公司或股份過戶登記處領取本人/吾等就股份應獲發之股票，並將有關股票送交股份過戶登記處，且授權及指示股份過戶登記處依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接納及過戶表格一併交回股份過戶登記處論；
 - 本人/吾等不可撤回地指示及授權收購方及/或里昂證券有限公司或彼等各自之代理，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/吾等應付之所有賣方從價印花稅)，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，然後按以下地址寄予以下人士，或如無填上姓名及地址，則按本公司之名冊所示登記地址，寄予本人或吾等當中之名列首位者(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：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：
 - 本人/吾等指示及授權收購方及/或里昂證券有限公司或任何其可能指定之人士，各自代表本人/吾等以根據股份收購建議出售股份賣方之身分，訂立及簽署香港法例第117章印花稅條例第19(1)條所規定須訂立及簽署之買賣單據，並按該條例之規定繳付印花稅及安排在白色接納表格背書證明；
 - 本人/吾等指示及授權收購方及/或里昂證券有限公司或任何其可能指定之人士，各自代表本人/吾等填妥、修改及簽署與本人/吾等接納股份收購建議有關之任何文件，包括但不限於在接納及過戶表格填上日期，或如本人/吾等或任何其他人士已填上日期，則刪去該日期，然後填上另一日期，並填上、刪去、修改或替換接納及過戶表格上之承讓人，以及辦理任何其他必需或適當之手續，將本人/吾等之股份轉歸收購方或其可能指定之人士所有；
 - 本人/吾等承諾於必需或適當時簽署其他文件及辦理其他手續及事項，以確保就股份收購建議交出轉讓予收購方或其可能指定人士之股份不受所有優先購買權、期權、留置權、申索、衡平權、抵押、產權負擔及第三方權利所限制，並享有股份所附帶一切權利，包括收取於股份收購建議開始日期或之後就股份宣派、作出或派付之所有股息及/或其他分派之權利；及
 - 本人/吾等同意追認收購方或里昂證券有限公司或其任何代理或可能指定之人士，各自行使本表格所載任何權力時所作出或進行之任何行動或事宜。
- 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/吾等向收購方及里昂證券有限公司保證根據建議出售之本人/吾等所持有股份不附有任何第三方權利、留置權、抵押、衡平權及產權負擔，並享有該等股份所附帶一切權利，包括收取公告日期當日或之後就股份宣派、作出或派付之所有股息及分派之權利。
 - 倘根據股份收購建議之條款，本人/吾等之接納無效或被視作無效，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/或就此所需任何滿意彌償保證)，連同已正式註銷之本表格一併寄回上述第1(c)段所指人士或，如無填上姓名及地址，則按本公司名冊所示登記地址寄回本人或吾等當中之名列首位者(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：倘閣下交回一份或以上過戶收據，而同時收購方及/或里昂證券有限公司或其任何代理已代表閣下，向股份過戶登記處領取有關股票，則閣下將獲發股票而並非過戶收據。
 - 本人/吾等茲附上本人/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/或就此所需任何滿意彌償保證)，由閣下依照及根據股份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及過戶表格、股票及/或任何其他所有權文件(及/或就此所需任何滿意彌償保證)獲發收據。

PERSONAL DATA

Personal Information Collection Statements

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

2. Purposes

The personal data which you provide on this form 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 form;
- registering transfers of the Share(s) out of your name;
- maintaining or updating the relevant register of holders of the Share(s);
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror and/or its subsidiaries or agents such as its financial adviser and the Registrar;
- compiling statistical code information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- any other purpose in connection with the business of the Offeror or the Registrar; and
- any other incidental or associated purposes relating to the above and 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 form will be kept confidential but the Offeror and the Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

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

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

個人資料

收集個人資料聲明

香港法例第486章個人資料(私隱)條例(「該條例」)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方及股份過戶登記處有關個人資料及該條例之政策及慣例。

1. 收集閣下個人資料之原因

如閣下就本身之股份接納股份收購建議，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。

2. 用途

閣下於本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或遵循本表格載列之條款及申請手續；
- 登記以閣下名義轉讓股份；
- 保存或更新有關股份持有者之登記冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 自收購方及/或其附屬公司或代理(例如財務顧問及股份過戶登記處)收取通信；
- 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；
- 有關收購方或股份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股東不時同意或獲悉之其他用途。

3. 轉交個人資料

本表格提供之個人資料將作為機密資料妥當保存，惟收購方及股份過戶登記處為達致上述或其中任何用途，可能作出其認為必需之查詢，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、獲取或轉交(無論在香港境內外)該等個人資料：

- 收購方、其代理、顧問及股份過戶登記處；
- 為股份過戶登記處就業務經營提供行政、電訊、電腦、付款或其他服務之代理、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，例如其往來銀行、律師、會計師或股票經紀；及
- 收購方或股份過戶登記處認為必需或適當情況下之任何其他人士。

4. 存取及更正個人資料

根據該條例之規定，閣下可確認收購方或股份過戶登記處是否持有閣下之個人資料，並獲取該資料副本，以及更正任何不正確資料。依據該條例之規定，收購方及股份過戶登記處可就獲取任何資料之要求收取合理手續費。存取資料或更正資料或獲取有關政策及慣例以及所持資料類別之所有要求，須提交收購方公司秘書或股份過戶登記處(視情況而定)。

閣下一經簽署本表格即表示同意上述所有條款。