

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this form, makes no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this form.

香港聯合交易所有限公司對本表格的內容概不負責，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表格全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

Unless the context otherwise requires, terms used in this form shall bear the same meanings as defined in the composite offer document dated 21 May 2007 ("Composite Document") jointly issued by Fortis Insurance International N.V. and Pacific Century Insurance Holdings Limited.

除文義另有所指外，本表格所用詞彙與Fortis Insurance International N.V.與盈科保險集團有限公司聯合刊發日期為二零零七年五月二十一日的綜合收購建議文件（「綜合文件」）所界定者具相同涵義。



PACIFIC CENTURY INSURANCE HOLDINGS LIMITED (盈科保險集團有限公司)*

(An investment holding company incorporated in Bermuda with limited liability)
(於百慕達註冊成立的投資控股有限公司)

(Stock Code: 65)
(股份代號: 65)

FORM OF ACCEPTANCE AND TRANSFER OF SHARES OF HK\$1.00 EACH IN PACIFIC CENTURY INSURANCE HOLDINGS LIMITED 盈科保險集團有限公司每股面值1.00港元股份的接納及轉讓表格

Branch Share Registrar in Hong Kong:
Computershare Hong Kong Investor Services Limited

Shops 1712-16, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai,
Hong Kong

股份過戶登記處香港分處：
香港中央證券登記有限公司

香港灣仔皇后大道東183號合和中心17樓1712-16室

Note: Insert the total number of Shares for which the 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 Offer for your entire registered holding of Shares. 附註： 請填上接納收購建議的股份股數。如閣下已簽署本表格但未有在本表格上填上數目，或所填數目超過閣下所持股份的登記持股量，則閣下將被視為已就閣下持有股份的全部登記持股量接納收購建議。	FOR THE CONSIDERATION stated below, the Transferor(s) named below hereby transfer(s) to the Transferee named below share(s) of HK\$1.00 each in Pacific Century Insurance Holdings Limited ("Share(s)") specified below, upon and subject to the terms and conditions contained herein and in the Composite Document. 下述的轉讓人現根據本表格和綜合文件中列明的條款和條件，按下列代價，將以下註明盈科保險集團有限公司每股面值1.00港元的股份（「股份」）轉讓予下述的承讓人。		
	Number of Share(s) ^(Note) 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 轉讓人全名及詳細地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或用正楷填寫)	Surname(s) or company name(s) 姓氏或公司名稱	Forename(s) 名字
		Registered Address 註冊地址	Telephone Number 電話號碼
	CONSIDERATION 代價	HK\$8.18 in cash for each Share 每股股份現金8.18港元	
TRANSFEREE 承讓人	Name 名稱： Correspondence address 通訊地址： Occupation 職業：	Fortis Insurance International N.V. c/o #48-06 Central Plaza Wanchai, Hong Kong 由香港灣仔中環廣場4806室轉交 Corporation 公司	
PLEASE DO NOT DATE 請勿填上日期 →	SIGNED by the parties to this transfer, this _____ day of _____ 2007 由本表格的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
REGISTERED
HOLDERS MUST
SIGN HERE
所有聯名登記持有人
均須於本欄個別簽署

Do not complete 請勿填寫本欄

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 見證人姓名

Signature of Witness 見證人簽署

Address 地址

For and on behalf of 代表

Fortis Insurance International N.V.

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

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 a 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 Shares, you should at once hand this form and the accompanying Composite Document to the purchaser(s) or transferee(s) or to a licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

This form should be read in conjunction with the Composite Document. Unless the context otherwise requires, terms used in this form shall bear the same meanings as defined in the Composite Document issued by Fortis Insurance International N.V. ("Offeror") and Pacific Century Insurance Holdings Limited.

HOW TO COMPLETE THIS FORM

To accept the Offer made by Morgan Stanley 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 all of your Shares or, if applicable, for not less than the number of Shares in respect of which you intend to accept the Offer, by hand or by post, to the Registrar at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by no later than 4:00 p.m. on Monday, 11 June 2007 (or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code). The provisions of Appendix 1 to the Composite Document are incorporated into and form part of this form.

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE OFFER

To: The Offeror and Morgan Stanley

- My/Our execution of this form overleaf (whether or not such form is dated) shall be binding on my/our successors and assigns, and shall constitute:
 - my/our irrevocable acceptance of the Offer made by Morgan Stanley 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 form, 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);
 - my/our irrevocable instruction and authority to the Offeror and/or Morgan Stanley 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 Offer after deducting all stamp duty payable by me/us in connection with my/our acceptance of the 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)
Address: (in block capitals)
 - my/our irrevocable instruction and authority to the Offeror and/or Morgan Stanley 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 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;
 - my/our irrevocable instruction and authority to the Offeror and/or Morgan Stanley 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 Offer;
 - my/our irrevocable instruction and authority to the Offeror and/or Morgan Stanley 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 Offer as if it was/they were share certificate(s) delivered to the Registrar together with this form;
 - 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) to the Offeror or such person or persons as it may direct free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at 1 March 2007, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after 1 March 2007; and
 - my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or Morgan Stanley 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.
- I/We understand that acceptance of the 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 liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at 1 March 2007, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after 1 March 2007.
- In the event that my/our acceptance is not valid, or is treated as invalid, in accordance with the terms of the Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease, in which event, I/we authorise and request you to return to me/us my/our share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any 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 Morgan Stanley 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).
- 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 or part of my/our holding of Shares which is/are to be held by you on the terms and conditions of the 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.
- 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 Offer.
- I/We irrevocably undertake, represent and warrant to and agree with the Offeror and Morgan Stanley (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 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 Offeror at c/o #48-06 Central Plaza Wanchai, 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, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable.

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, Morgan Stanley and the Registrar in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

To accept the 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 Morgan Stanley and/or the Registrar to effect your acceptance or despatch the consideration to which you are entitled under the 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 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 Offer;
- distributing communication from the Offeror and/or Morgan Stanley 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 Morgan Stanley to discharge their obligations to you and/or regulators and any other purposes to which you 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 Morgan Stanley 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 Morgan Stanley 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, Morgan Stanley 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 Morgan Stanley 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 Morgan Stanley and/or the Registrar have the right to charge a reasonable fee for 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 Morgan Stanley and/or the Registrar (as the case may be).

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