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Unless the context otherwise requires, terms used herein shall bear the same meanings as defined in the composite offer and response document dated 18 April 2008 (the "Composite Document") issued jointly by Belle Group Limited and Mirabell International Holdings Limited.

**PINK FORM OF ACCEPTANCE AND CANCELLATION FOR USE IF YOU WANT TO ACCEPT THE OPTION OFFER.**



## PINK FORM OF ACCEPTANCE AND CANCELLATION OF SHARE OPTIONS

**THIS FORM OF ACCEPTANCE AND CANCELLATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of this form of acceptance and cancellation 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.

This form of acceptance and cancellation should be read in conjunction with the Composite Document. The defined terms under the section "Definitions" in and the provisions of Appendix I to the Composite Document are incorporated into and form part of this form of acceptance and cancellation.

To accept the Option Offer made by DBS on behalf of BGL, you should complete and sign this form of acceptance and cancellation and forward this form, together with the relevant certificate(s) of the Share Option(s) stating the number of underlying Shares in respect of which the Share Option(s) is/are granted which you intend to accept the Option Offer, by post or by hand to the company secretary of Mirabell at 8/F, Wyler Centre, Phase II, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, marked "Mirabell Option Offer" on the envelope, as soon as practicable and in any event so as to reach the company secretary of Mirabell at the aforesaid address no later than 4:00 p.m. on 9 May 2008 (or such later time and/or date as BGL may announce with the consent of the Executive). No acknowledgement of receipt of any form of acceptance and cancellation and/or the relevant certificate(s) of the Share Option(s) will be given.

To: **Mirabell, DBS and BGL**

I (name) \_\_\_\_\_ of (address) \_\_\_\_\_ (1)

hereby accept the Option Offer made by DBS on behalf of BGL and agree, for the consideration of HK\$3.125 for each underlying Share under each Share Option with an exercise price of HK\$2.875 per Share and/or HK\$0.104 for each underlying Share under each Share Option with an exercise price of HK\$5.896 per Share, to the cancellation of the Share Option(s) granted to me to subscribe for Share(s), the details of which are set out below.

No. of underlying Share(s) in respect of which the Share Option(s) is/are granted (2)	Exercise price per Share (HK\$)

Certificate(s) (if any) relating to such Share Option(s) is/are enclosed herewith for Mirabell's cancellation(3).

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Signature of the  
abovementioned Mirabell Optionholder

Notes:

1. Please insert full name and address in **BLOCK CAPITALS**.
2. Please insert the number of underlying Share(s) in respect of which the Share Option(s) to subscribe is/are surrendered for cancellation.
3. If the number of underlying Share(s) in respect of the Share Option(s) surrendered for cancellation is less than the total number of underlying Shares under the Share Option(s) held by the Mirabell Optionholder, Mirabell will provide a confirmation letter in relation to the balance of the Share Option(s) to such Mirabell Optionholder.

香港聯合交易所有限公司、香港中央結算有限公司及香港證券及期貨事務監察委員會對本表格內容概不負責，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份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

除文義另有所指外，本表格所用詞語之定義與Belle Group Limited及美麗寶國際控股有限公司於二零零八年四月十八日聯合刊發之綜合要約及回應文件（「綜合文件」）所界定者具有相同涵義。

本接納及註銷粉紅色表格在閣下欲接納期權要約時適用。



### 接納及註銷股份期權粉紅色表格

本接納及註銷表格乃重要文件，請即處理。閣下如對本接納及註銷表格任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

本接納及註銷表格應與綜合文件一併閱讀。綜合文件「釋義」一節已界定之詞語及附錄一之條文已納入本接納及註銷表格並成為其中部份。

閣下如欲接納星展代表BGL提出之期權要約，應填妥並簽署本接納及註銷表格，並盡早將本表格連同列明閣下欲就接納期權要約而涉及的股份期權之相關股份數目之有關證書，以郵遞或專人盡快送交美麗寶之公司秘書，地址為香港新界葵涌大連排道200號偉倫中心第2期8樓，信封面請註明「美麗寶期權要約」，惟無論如何不得遲於二零零八年五月九日下午四時正（或BGL獲執行人員同意而可能公佈之較後時間及／或日期）送達上址。概不就接獲任何接納及註銷表格及／或股份期權相關證書而發出任何收據。

致： 美麗寶、星展及BGL

本人(姓名) \_\_\_\_\_，地址為(地址) \_\_\_\_\_  
\_\_\_\_\_ (1)

謹此接納由星展代表BGL提出之期權要約，並同意以每份股份期權（行使價為每股2.875港元）項下每股相關股份3.125港元及／或每份股份期權（行使價為每股5.896港元）項下每股相關股份0.104港元之代價，註銷授予本人認購股份之股份期權，詳情載列如下。

已授出股份期權所涉之相關股份數目 <sup>(2)</sup>	每股股份 行使價(港元)

隨附有關該等股份期權之證書(如有)，以供美麗寶註銷<sup>(3)</sup>。

日期：二零零八年\_\_\_\_\_月\_\_\_\_\_日

\_\_\_\_\_  
上述美麗寶期權持有人簽署

附註：

- 請以正楷填寫全名及地址。
- 請填上交回供註銷的股份期權所涉之相關股份數目。
- 倘交回供註銷之股份期權所涉之相關股份數目少於美麗寶期權持有人所持股份期權項下之相關股份總數，則美麗寶將向該美麗寶期權持有人發出有關股份期權餘額之確認函件。

## Form of acceptance and cancellation of Share Options

To: Mirabell, DBS and BGL

- My execution of this form of acceptance and cancellation shall constitute:
  - my acceptance of the Option Offer made by DBS on behalf of BGL, 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 underlying Share(s) in respect of which the Share Option(s) is/are granted specified in this form of acceptance and cancellation or, if no such number is specified or a number in excess of my registered holding of Share Option(s) is specified, I shall be deemed to have accepted the Option Offer in respect of my entire holding of Share Option(s);
  - my 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 cancel my Share Option(s) tendered for cancellation under the Option Offer;
  - my irrevocable instruction and authority to BGL and/or DBS or their respective agent(s) to send a cheque crossed "Not negotiable – account payee only" drawn in my favour for the cash consideration to which I shall have become entitled under the terms of the Option Offer by ordinary post at my own risk to the person and the address stated below or, if no name and address is stated below to me at the registered address shown in the register of Mirabell Optionholders:  
*(Insert name and address of the person to whom the cheque is to be sent if different from the registered Mirabell Optionholder.)*  
Name: (in block capitals) \_\_\_\_\_  
Address: (in block capitals) \_\_\_\_\_
  - my irrevocable instruction and authority to BGL, DBS or such person or persons as they may direct to complete and execute any document on my behalf and to do any other act that may be necessary or expedient for the purposes of cancelling the Share Option(s) tendered for cancellation under the Option Offer; and
  - my agreement to ratify each and every act or thing which may be done or effected by BGL, DBS or their respective agents or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
- I understand that my acceptance of the Option Offer will constitute a warranty and undertaking by me to BGL and DBS that the Share Option(s) specified in this form of acceptance and cancellation is/are free from all third party rights, liens, charges, equities, adverse interests and encumbrances whatsoever and renounced together with all rights accruing or attaching thereto on or after the Joint Announcement Date or subsequently becoming attached to them and that I surrender to Mirabell all of my existing rights, if any, in respect of the Share Option(s), following which such Share Option(s) will be cancelled and extinguished.
- I understand that if my registered address is located in a jurisdiction outside Hong Kong, acceptance of the Option Offer by me will constitute a warranty by me to BGL and DBS that I have fully observed the laws of all relevant jurisdictions, obtained all requisite governmental, exchange control or other consents, complied with all necessary formalities or legal requirements and paid any such cancellation or other taxes by whomsoever payable, that I have not taken or omitted to take any action which will or may result in Mirabell, BGL, Belle or DBS or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the Option Offer or my acceptance thereof, and am permitted under all applicable laws to receive and accept the Option Offer, and that such acceptance is valid and binding in accordance with all applicable laws.
- In the event that my acceptance is not valid, or is treated as invalid, in accordance with the terms of the Option Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I authorise and request you or any one of you to return my certificate(s) for the Share Option(s), together with this form of acceptance and cancellation duly cancelled, by ordinary post at my own risk to the person and address stated in paragraph 1(c) above or if no name and address is stated, to me at the registered address shown in the register of Mirabell Optionholders.
- I enclose the relevant certificate(s) for the Share Option(s) for the whole or part of my holding of outstanding Share Option(s) which is/are to be held by you on the terms and conditions of the Option Offer. I understand that no acknowledgement of receipt of any form(s) of acceptance and cancellation and relevant certificate(s) for the Share Option(s) will be given.

### 接納及註銷股份期權表格

致：美麗寶、星展及BGL

- 本人簽署本接納及註銷表格即表示：
  - 本人按綜合文件及本表格所載代價及條款與條件，就本接納及註銷表格所列明之已授出股份期權所涉之相關股份數目（或如未有列明數目或所列數目多於本人為登記持有之股份期權項下之數目，則為本人名下全部股份期權），接納由星展代表BGL提出並載於綜合文件中之股份期權要約；
  - 本人承諾於必要或適當時簽署其他文件並辦理其他手續，以註銷本人就接納股份期權要約而提呈之股份期權；
  - 本人不可撤回地指示並授權BGL及/或星展或彼等各自之代理人以普通郵遞方式將本人按股份期權要約之條款應得現金代價以「不得轉讓—只入抬頭人賬戶」方式劃線開出支票予本人，然後寄予下文所列人士及地址（如未有於下欄列明姓名及地址，則按美麗寶期權持有人名冊所登記之地址寄予本人），郵誤風險由本人承擔：  
*(倘收取支票之人士不同於登記美麗寶期權持有人，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) \_\_\_\_\_  
地址：(請用正楷) \_\_\_\_\_
  - 本人不可撤回地指示並授權BGL、星展或彼等就此指定之人士，代表本人填妥及簽署任何文件，並採取任何必要或權宜之行動，以註銷本人就接納股份期權要約而提呈之股份期權；及
  - 本人同意追認BGL、星展或彼等各自之代理人或彼等指定人士於行使本表格所載任何授權時可能作出或進行之各種行動或事宜。
- 本人明白本人接納股份期權要約將構成本人向BGL及星展保證及承諾，本接納及註銷表格所列之股份期權概不附帶一切任何性質之第三方權利、留置權、抵押、衡平權、不利權益及產權負擔，並將會連同於聯合公告日當日或其後所累積或附帶或其後成為附帶的所有權利一併註銷及放棄，本人亦會向美麗寶交還有關股份期權之全部現有權利（如有），而該等股份期權將隨之被註銷及終止。
- 本人明白倘本人之註冊地址位於香港以外之司法權區，本人接納股份期權要約將構成本人向BGL及星展保證本人已全面遵守所有相關司法權區之法例、取得一切必要之政府、外匯管制或其他方面之許可、遵守所有必需之手續或法例規定，以及繳付任何人士應付之任何該註銷或其他稅項，且並無採取或遺漏採取任何行動致使美麗寶、BGL、百麗或星展或任何其他人士就股份期權要約或本人之接納行動違反任何司法權區之法例或規管規定，以及獲所有適用法例之許可收取及接納股份期權要約，而根據所有適用法例，該接納乃屬有效及具約束力。
- 倘按股份期權要約之條款本人之接納屬無效或被視為無效，則上文第1段所載之所有指示、授權及承諾均會失效。在此情況下，本人授權並懇請閣下或閣下任何一位將本人之股份期權證書（如有）連同已正式註銷之本接納及註銷表格以普通郵遞方式送回上文1(c)段所列人士及地址，或倘並無列出姓名及地址，則送到本人於美麗寶期權持有人名冊上所登記的地址，郵誤風險由本人承擔。
- 本人茲附上本人持有之全部或部份尚未行使股份期權之股份期權相關證書，由閣下按股份期權要約之條款及條件予以保存。本人明白任何交回的接納及註銷表格及股份期權相關證書概不獲發收據。

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