

KEE SHING INVESTMENT (BVI) LIMITED

(Incorporated in the British Virgin Islands with limited liability)

(於英屬處女群島註冊成立之有限公司)

BOX A 甲欄	NAME(S) AND ADDRESS OF REGISTERED KSL SHAREHOLDER(S) 已登記KSL股東之姓名及地址	BOX B 乙欄	REGISTERED HOLDING OF KEE SHING SHARES OF HK\$0.05 EACH AT THE RECORD DATE ON 7 OCTOBER 2010 (equivalent to entitlement to number of KSL Shares) 於二零一零年十月七日記錄日期所登記持有之每股面值0.05港元之奇盛股份數目(相當於有權獲取之KSL股份數目)
--------------------	--	--------------------	--

**FORM OF ACCEPTANCE AND TRANSFER
OF SHARE(S) OF HK\$0.05 EACH IN
THE ISSUED SHARE CAPITAL OF
KEE SHING INVESTMENT (BVI) LIMITED**
**KEE SHING INVESTMENT (BVI) LIMITED已發行股本中
每股面值0.05港元之股份之
接納及過戶表格**

This form must be completed in full
本表格每項均須填寫

Transfer Agent:
過戶代理:

Tricor Investor Services Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong
卓佳證券登記有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

FOR THE CONSIDERATION stated below, the registered shareholder(s) named in Box A above ("Transferor(s)") hereby transfer(s) to the "Transferee" named below the share(s) of HK\$0.05 each in the issued share capital of KEE SHING INVESTMENT (BVI) LIMITED ("KSL Shares") specified below.
上文甲欄所述之登記股東(「轉讓人」)現按下列代價,將其所持有下列KEE SHING INVESTMENT (BVI) LIMITED已發行股本中每股面值0.05港元之股份(「KSL股份」)轉讓予下述之「承讓人」。

Number of KSL Share(s) (Note) KSL股份之數目(附註)	FIGURES 數目	WORDS 大寫
CONSIDERATION 代價	Cash: HK\$0.192 in cash for each KSL Share 現金: 每股KSL股份可得現金0.192港元	
TRANSFEEE 承讓人	Name 名稱	MERIT GALA LIMITED
	Correspondence address 通訊地址	4th Floor, Kee Shing Centre, 74-76 Kimberley Road, Tsimshatsui, Kowloon, Hong Kong 香港九龍尖沙咀金巴利道74-76號奇盛中心四樓
	Occupation 職業	Corporation 法團

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

Telephone number of Transferor(s)
轉讓人聯絡電話

Date of submission of this Form of Acceptance
提交本接納表格之日期

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

The signing KSL Shareholder(s) hereby acknowledge(s) that the KSL Offer is conditional upon the terms and conditions as set out in the Composite Offer Document, and that the signing and submission of this Form of Acceptance and Transfer by the signing KSL Shareholder(s) do not render the transfer of KSL Shares contemplated hereunder becoming effective. The transfer of KSL Shares contemplated hereunder shall be subject to the signing by the Transferee on the date of transfer stated below. 署名KSL股東茲確認KSL收購建議以綜合收購建議文件所載條款及條件為條件,且由署名KSL股東簽署及呈交之接納及過戶表格並不令據此進行之KSL股份轉讓生效。據此進行之KSL股份轉讓須於下文所述轉讓日期由受讓人簽署。

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

Occupation 職業

Date of transfer 轉讓日期

For and on behalf of 代表
Merit Gala Limited

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

Note: Insert the total number of KSL Share(s) tendered under the KSL Offer. If no number is inserted or a number in excess of your registered holding of KSL Share(s) (as indicated in BOX B above) is inserted, you will be deemed to have tendered your entire registered holding of KSL Share(s) under the KSL Offer.

附註: 請填上 閣下於KSL收購建議下交回之KSL股份總數,如無詳列數額或如所填上之數額乃超過 閣下已登記持有之KSL股份數量(如乙欄所顯示),則 閣下將被視為就KSL收購建議將名下登記持有之KSL股份全部交回論。

本表格乃要件，請即處理

閣下如對本表格任何方面或應採取之行動有任何疑問，應諮詢持牌證券交易商或註冊證券機構、銀行經理、專業會計師或其他專業顧問。

閣下如已出售或轉讓名下所有KEE SHING INVESTMENT (BVI) LIMITED (「KSL」)已發行股本中每股面值0.05港元之股份(「KSL股份」)，應立即將此接納及過戶表格連同隨附於二零一零年十月二十一日或前後刊發之收購建議及回應文件(「綜合收購建議文件」)交予買主或承讓人，或經手買賣或轉讓之銀行、持牌證券交易商或註冊證券機構或其他代理，以便轉交買主或承讓人。

如何填寫本表格

閣下務請細閱綜合收購建議文件後，方填寫本表格。閣下如接納由創越融資有限公司(「創越融資」)代表Merit Gala Limited(「Merit Gala」)就KSL股份提出之自願性無條件現金收購建議(「KSL收購建議」)，以每股0.192港元之現金價格收購閣下之KSL股份，則應填妥並簽署本表格，並最遲須於二零一零年十一月十一日(星期四)或綜合收購建議文件所述之較後日期下午四時正前將整份表格寄抵或送達卓佳證券登記有限公司(「過戶代理」)，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，信封面請註明「KSL收購建議」。除非文義另有所指，否則綜合收購建議文件所界定之所有文字及詞彙與本表格所採用者具有相同涵義。

KSL收購建議之接納及過戶表格

致：創越融資及Merit Gala

1. 本人／吾等簽立本表格背頁，本人／吾等之承繼人及承讓人亦將受此約束，並構成：

- (i) 本人／吾等不可撤回地接納由創越融資代表Merit Gala提出並載於綜合收購建議文件中之KSL收購建議，以所載代價並按綜合收購建議文件及本表格所載有關條款及條件並在其限制下收購本表格上所填數目之KSL股份，如未有指定股數，則接納收購本人／吾等名下登記持有之全部KSL股份；
- (ii) 本人／吾等不可撤回地指示並授權Merit Gala及／或創越融資及／或彼等各自之代理就根據KSL收購建議交回之KSL股份數目，將本人／吾等按KSL收購建議之條款應得之代價，以「不得轉讓一只准入抬頭人賬戶」方式開出劃線支票予本人／吾等，然後按下列姓名及地址以普通郵遞方式寄予所列人士，或如未於下欄列明姓名及／或地址，則按KSL股東名冊所示地址寄予本人／吾等名列首位之KSL股份聯名登記KSL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KSL登記股東或名列首位之KSL股份聯名登記股東所登記之姓名及地址，則請在本欄填上收取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) _____

- (iii) 本人／吾等不可撤回地指示並授權Merit Gala或創越融資或任何Merit Gala或創越融資之指定人士，代表本人／吾等填寫及簽立任何必要或權宜之文件，使本人／吾等之KSL股份轉歸Merit Gala所有；
 - (iv) 本人／吾等承諾於有需要或適當時簽立其他文件，並辦理其他行動及事宜，以進一步確保本人／吾等就KSL收購建議交回以轉歸予Merit Gala或由其指定之人士之KSL股份不受任何優先購買權、購股權、留置權、索償、押記、產權負擔、衡平權益及第三方權益所限制，並確保KSL股份可享有於發行本人／吾等之KSL股份之日或之後所附帶或累計之一切權利，包括獲派於該日或之後所宣派、作出或派付一切股息及其他分派之權利；及
 - (v) 本人／吾等同意追認Merit Gala或創越融資或彼等各自之代理或其／彼等可能指定之人士就行使本表格所載任何授權而可能作出或進行之各項行動或事宜。
2. 倘KSL收購建議失效或倘根據KSL收購建議之條款，本人／吾等之接納為無效，則上文第1段所載之所有指示、授權及承諾皆將終止，在此情況下，本人／吾等謹此不可撤回地授權並要求閣下將已有效註銷之本表格以普通郵遞方式寄予上文1(ii)段所列人士，或如上文未有列明姓名及／或地址，則按KSL股東名冊列明之地址寄予本人或名列首位之KSL股東(如屬KSL股份聯名股東)，郵誤風險概由本人／吾等承擔。
3. 本人／吾等明白並同意，就接納KSL收購建議而開立之支票如在相關支票開立日期後六個月內未獲提兌將不獲兌現，且再無效力，在此情況下，本人／吾等應就付款聯絡Merit Gala。
4. 本人／吾等謹此保證本人／吾等擁有一切權利、權力及授權，以透過接納KSL收購建議之方式出售及轉交該等KSL股份之所有權及擁有權予Merit Gala。
5. 本人／吾等謹此向Merit Gala及／或創越融資保證及承諾，本人／吾等已就本人／吾等接納KSL收購建議遵守本人／吾等於KSL股東名冊列明之地址所處司法權區之法律，包括取得任何政府、外匯管制或為遵守其他必要手續或法律規定之其他批准。
6. 本人／吾等向Merit Gala及／或創越融資承諾，本人／吾等須就本人／吾等按KSL股東名冊列明之地址所處司法權區，支付任何應付之過戶稅或其他稅項。
7. 本人／吾等知悉，除綜合收購建議文件及本表格明確規定者外，所作出之一切接納、指示、授權及承諾均為不可撤回。
8. 本人／吾等知悉，交回本表格概不會獲過戶代理發出收據。

PERSONAL DATA

Personal Information Collection Statement

This personal information collection statement informs you of the policies and practice of Merit Gala and the Transfer Agent in relation to personal data and the Personal Data (Privacy) Ordinance of Hong Kong (the “Privacy Ordinance”).

1. Reasons for the collection of your personal data

To accept the KSL Offer for your KSL Shares, 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 your acceptance and verification of compliance with the terms and application procedures set out in this form;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from Merit Gala and/or its subsidiaries or agents such as Optima Capital and the Transfer Agent;
- 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 purposes in connection with the business of Merit Gala or the Transfer Agent; and
- any other incidental or associated purposes relating to the above and/or to enable Merit Gala and/or Optima Capital to discharge their obligations to KSL Shareholders and/or under applicable regulations, and any other purposes to which KSL Shareholders may from time to time agree or be informed of.

3. Transfer of personal data

The personal data provided in this form will be kept confidential but Merit Gala, Optima Capital and/or the Transfer Agent 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:

- Merit Gala and/or its subsidiaries or agents such as Optima Capital and the Transfer Agent;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Transfer Agent 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, professional accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom Merit Gala, Optima Capital and/or the Transfer Agent consider(s) to be necessary or desirable in the circumstances.

4. Access and correction of personal data

The Privacy Ordinance provides you with the rights to ascertain whether Merit Gala, Optima Capital and/or the Transfer Agent 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, Merit Gala, Optima Capital and the Transfer Agent have the right to charge a reasonable fee for the processing of any data access request. 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 Merit Gala, Optima Capital or the Transfer Agent (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會閣下有關於Merit Gala及過戶代理就有關個人資料及香港之個人資料(私隱)條例(「私隱條例」)之政策及實務做法。

1. 收集閣下個人資料之原因

倘閣下欲就閣下之KSL股份接納KSL收購建議，則閣下須提供所需之個人資料。若未能提供所需資料，可能會導致閣下之接納不予受理或遭延誤。

2. 資料用途

閣下於本表格所提供之個人資料可以任何方式被採用、持有及/或保存，以作下列用途：

- 處理閣下之接納及核實是否遵守本表格所呈列之條款及申請程序而作出；
- 進行或協助進行核對簽名，以及核對或交換任何其他資料；
- 送遞Merit Gala及/或其附屬公司或代理(例如創越融資及過戶代理)所發出之通訊；
- 編製統計資料及股東資料；
- 遵照法例、規則或規例(不論法定或在其他方面)之要求作出披露；
- 披露有關資料以便進行申索或獲得所有權；
- 與Merit Gala或過戶代理之業務有關之任何其他用途；及
- 與上述有關之任何其他附帶或相關用途及/或令Merit Gala及/或創越融資得以履行彼等對KSL股東及/或適用法規項下之責任，以及KSL股東可能不時同意或獲知會之任何其他用途。

3. 向他人提供個人資料

本表格所載之個人資料將會保密，但Merit Gala、創越融資及/或過戶代理可作出必要之查詢以確定個人資料之準確性，以便資料可作任何上述用途，尤其可能會向下列任何及所有人士及實體披露、取得或提供該等個人資料(不論在香港或香港以外地方)：

- Merit Gala及/或其附屬公司或代理(例如創越融資及過戶代理)；
- 任何向過戶代理提供與其業務運作有關之行政、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；
- 與閣下有業務往來或將有業務往來之任何其他人士或機構，例如銀行、律師、專業會計師、持牌證券交易商或註冊證券機構；及
- Merit Gala、創越融資及/或過戶代理在該情況下認為必需或適當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Merit Gala、創越融資及/或過戶代理是否持有閣下之個人資料，索取資料副本及更正任何不確資料。根據私隱條例，Merit Gala、創越融資及過戶代理有權就處理任何查閱資料之查詢收取合理費用。所有關於查閱資料或更正資料或查閱關於政策及實務做法及所持之資料類別之查詢，應向Merit Gala、創越融資或過戶代理(視乎情況而定)提出。

閣下簽署本表格即表示同意上述各項