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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 10 February 2012 (the "Composite Document") issued jointly by the Offeror and Cosway Corporation Limited.

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



COSWAY CORPORATION LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 288)

**IRREDEEMABLE CONVERTIBLE UNSECURED LOAN SECURITIES
DUE 2019 CONVERTIBLE INTO ORDINARY SHARES OF COSWAY CORPORATION LIMITED**

(Stock Code: 4314)

**PINK FORM OF ACCEPTANCE AND CANCELLATION OF SHARE OPTIONS
ISSUED BY COSWAY CORPORATION LIMITED**

THIS PINK FORM OF ACCEPTANCE AND CANCELLATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this PINK Form of Acceptance or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

This PINK Form of Acceptance should be read in conjunction with the Composite Document. The provisions of Appendix I to the Composite Document are incorporated into and form part of this PINK Form of Acceptance.

To accept the Option Offer made by CCBI on behalf of the Offeror, you should complete and sign this PINK Form of Acceptance and cancellation and forward this form, together with the relevant certificate(s) or the letter(s) of grant of the relevant Share Options (if any) stating the number of Offer Options in respect of the Share Option(s) which you intend to accept, by post or by hand to the company secretary of CCL at Unit 1701, 17th Floor, Austin Plaza, 83 Austin Road, Jordan, Kowloon, Hong Kong, marked "Cosway Corporation Limited – Option Offer" on the envelope, as soon as possible and in any event no later than 4:00 p.m. on Friday, 2 March 2012 (or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code). No stamp duty will be deducted from the amount paid to the Optionholders who accept the Option Offer. 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. If the Option Offer is withdrawn or lapses, the Offeror shall, as soon as possible, but in any event within 10 calendar days thereof, return by ordinary post the certificate(s) of the Share Options lodged with this PINK Form of Acceptance.

The making of the Option Offer to certain persons resident in 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 or obtain appropriate legal advice regarding the implications of the Option Offer in the relevant jurisdictions and observe any applicable regulatory or legal requirements. It is your responsibility if you wish to accept the Option 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 consents which may be required or the compliance with other necessary formalities, regulatory or legal requirements and the payment of any transfer or cancellation or other taxes due in respect of such jurisdiction. The Offeror, CCBI and any person involved in the Option Offer shall be entitled to be fully indemnified and held harmless by you for any taxes as may be required to be paid in respect of the acceptance of the Option Offer by you. Acceptance of the Option Offer by you will constitute a warranty by you to the Offeror and the Company that you are permitted under all applicable laws to accept the Option Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

To: CCL, CCBI and the Offeror

I (name) _____ of (address) _____

_____ ⁽¹⁾
hereby accept the Option Offer made by CCBI on behalf of the Offeror and agree, for the consideration of HK\$0.000005 for each underlying Share under each Share Option with an exercise price of HK\$1.10 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⁾

Certificate(s) (if any) or letter(s) of grant relating to such Share Option(s) is/are enclosed herewith for CCL's cancellation.

Dated this _____ day of _____, 2012.

Signature of the
abovementioned 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 Optionholder, will provide a confirmation letter in relation to the balance of the Share Option(s) to such Optionholder.

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本粉紅色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粉紅色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。

除文義另有所指外，本表格所用詞彙與收購方及科士威集團有限公司聯合刊發日期為二零一二年二月十日之綜合收購建議及回應文件（「綜合文件」）所界定者具有相同涵義。

本粉紅色接納及註銷表格在閣下欲接納購股權收購建議時適用。



科士威集團有限公司

(於香港註冊成立之有限公司)

(股份代號：288)

可轉換為科士威集團有限公司普通股之不可贖回可轉換股無抵押債券（於二零一九年到期）
(股份代號：4314)

科士威集團有限公司授出之購股權之粉紅色接納及註銷表格

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

本粉紅色接納表格應與綜合文件一併閱覽。綜合文件附錄一之條文納入並構成本粉紅色接納表格之一部分。

閣下如欲接納建銀國際代表收購方提出之購股權收購建議，應填妥及簽署本粉紅色接納及註銷表格，連同註明閣下欲接納購股權之收購購股權數目之相關證書或相關購股權之授予函件（如有），以郵遞方式或由專人盡快送交科士威之公司秘書，地址為香港九龍佐敦柯士甸道83號柯士甸廣場17樓1701室，信封面請註明「科士威集團有限公司 - 購股權收購建議」，惟無論如何不得遲於二零一二年三月二日（星期五）下午四時正（或收購方根據收購守則可能決定及公佈之較後日期及／或時間）送達。向接納購股權收購建議之購股權持有人支付之款項將毋須扣除印花稅。概不就接獲任何接納及註銷表格及／或購股權相關證書而發出任何收據。倘購股權收購建議遭撤銷或失效，則收購方將盡快（惟於任何情況下不得遲於十個曆日）以平郵方式將連同本粉紅色接納表格一併遞交之購股權相關證書發還。

向居住於香港以外司法權區之若干人士提出購股權收購建議可能會受有關司法權區之法例影響。倘閣下為香港以外司法權區之市民或居民或國民，應自行了解購股權收購建議於有關司法權區之限制或尋求適當之法律意見，並遵守任何適用監管或法律規定。閣下如欲接納購股權收購建議，須自行負責就此全面遵守有關司法權區之法例，包括取得任何可能規定之政府、外匯管制或其他同意，或遵守其他必要手續、監管或法律規定，及支付於有關司法權區應付之任何轉讓稅、註銷稅或其他稅項。收購方、建銀國際及任何參與購股權收購建議之人士均有權獲悉數彌償及毋須就閣下接納購股權收購建議而可能須支付之任何稅項向閣下承擔任何責任。閣下接納購股權收購建議將構成閣下向收購方及本公司保證，閣下根據所有適用法例獲准收取及接納購股權收購建議（及其任何修訂），而根據所有適用法例，該接納為有效及具約束力。

致：科士威、建銀國際及收購方

本人（姓名）_____ 寓所（地址）_____

(1)

謹此接納由建銀國際代表收購方提出之購股權收購建議，並同意按每份購股權所涉及之相關股份0.000005港元之代價（購股權之行使價為每股1.10港元），註銷授予本人以認購股份之購股權，詳情載列如下。

已授出購股權所涉及之相關股份數目 ⁽²⁾

隨附有關該等購股權之證書（如有）或授予函件，以供科士威註銷。

日期：二零一二年_____月_____日。

上述購股權持有人簽署

附註：

- 請以正楷填寫全名及地址。
- 請填上交回供註銷之購股權所涉及及可認購之相關股份數目。
- 倘交回供註銷之購股權所涉及之相關股份數目少於購股權持有人持有之購股權項下之相關股份總數，則將向該購股權持有人發出有關購股權剩餘數目之確認函件。

Form of acceptance and cancellation of Share Options

To: CCBI, the Offeror and CCL

- My execution of this form of acceptance and cancellation shall constitute:
 - my irrevocable acceptance of the Option Offer made by CCBI 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 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 greater number is specified than I am registered as the Optionholder of, in respect of all such Share Options as to which I am registered as the Optionholder;
 - 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 the Offeror and/or CCBI 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 Optionholders:
(Insert name and address of the person to whom the cheque is to be sent if different from the registered Optionholder.)
Name: (in block capitals) _____
Address: (in block capitals) _____
 - my irrevocable instruction and authority to the Offeror, CCBI or such person or persons as they may direct to complete, amend and execute any document on my behalf and to do any other act that may be necessary or expedient for the purpose 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 the Offeror, CCBI 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 the Offeror and CCBI 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 attaching thereto as at the date of the Joint Announcement or subsequently becoming attached to them and that I surrender to CCL all of my existing rights, if any, in respect of the Share Option(s), following which such Share Option(s) will be cancelled, renounced 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 the Offeror and CCBI 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, regulatory or legal requirements and paid any such transfer, cancellation or other taxes by whomsoever payable, that I have not taken or omitted to take any action which will or may result in CCBI, the Offeror and CCL 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 the Option Offer lapses or is withdrawn, 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 Optionholders.
- I enclose the relevant certificate(s), letter(s) of grant 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.

接納及註銷購股權表格

致：建銀國際、收購方及科士威

- 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購股權所涉之相關股份數目，不可撤回接納由建銀國際代表收購方提出並載於綜合文件中之購股權收購建議，或如未有列明數目或列明之數目超過本人以登記購股權持有人名義持有之數目，則就本人名下登記持有之所有該等購股權接納購股權收購建議；
 - 本人承諾於必要或適當時簽署其他文件並辦理其他手續，以註銷本人根據購股權收購建議而交回註銷之購股權；
 - 本人不可撤回地指示並授權收購方及／或建銀國際或彼等各自之代理人以普通郵遞方式將本人按購股權收購建議之條款應得現金代價以「不得轉讓－只准入抬頭人賬戶」方式劃線開出支票予本人，然後寄予下欄所列人士及地址（如未有於下欄列明姓名及地址，則按購股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：
(倘收取支票之人士並非登記購股權持有人，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：（請用正楷填寫） _____
 - 本人不可撤回地指示並授權收購方、建銀國際或彼等就此指定之人士，代表本人填妥、修改及簽署任何文件，並採取任何其他必要或權宜之行動，以註銷本人根據購股權收購建議而交回註銷之購股權；及
 - 本人同意追認收購方、建銀國際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項行動或事宜。
- 本人明白本人接納購股權收購建議將構成本人向收購方及建銀國際保證及承諾，本接納及註銷表格所列之購股權概不附帶一切任何性質之第三方權利、留置權、押記、衡平權、不利權益及產權負擔，並將會連同於聯合公佈日期所附帶或其後成為附帶的所有權利一併放棄，本人亦會向科士威交還有關購股權之全部現有權利（如有），而該等購股權將隨之被註銷、放棄及終止。
- 本人明白倘本人之登記地址位於香港以外之司法權區，本人接納購股權收購建議將構成本人向收購方及建銀國際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，遵守一切必要之手續、監管或法律規定，以及繳付任何人士應付之任何轉讓稅、註銷稅或其他稅項，且並無採取或遺漏採取任何行動致使建銀國際、收購方及科士威或任何其他人士就購股權收購建議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購股權收購建議，而根據所有適用法例，該接納乃屬有效及具約束力。
- 倘購股權收購建議失效或遭撤回，按購股權收購建議之條款本人之接納屬無效或視為無效，則上文第1段所載之所有指示、授權及承諾均會終止。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購股權證書連同已正式註銷之本接納及註銷表格以普通郵遞方式一併寄回上文1(c)段所列人士及地址，或如未有列明姓名及地址，則按購股權持有人名冊所示的登記地址寄回本人，郵誤風險概由本人承擔。
- 本人茲附上本人持有之全部或部份尚未行使購股權之購股權相關證書及授予函件，由 閣下按購股權收購建議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購股權相關證書概不獲發收據。