

Unless the context otherwise requires, capitalised terms used in this Form of Acceptance shall bear the same meanings as those defined in the Offer Document dated 24 September 2012 issued by Hontex International Holdings Company Limited (the "Company") in respect of the Repurchase Offer made by the Administrators on behalf of the Company.

除文義另有所指外，本接納表格所用詞彙與洪良國際控股有限公司（「本公司」）於2012年9月24日刊發之要約文件就管理人代表本公司作出的購回要約所界定者具有相同涵義。

This Form of Acceptance is intended to be despatched to the Shareholders of the Company whose names appear on the Company's register of members as at 4:30 p.m. on 20 June 2012 and whose name remain in the Company's register of members as at the date of the Offer Document. This Form of Acceptance is not intended to be despatched to the Shareholders of the Company whose Shares are held in the name of securities dealers, brokers, custodian banks, nominees or trustees or a name other than his/her own as at 4:30 p.m. on 20 June 2012 and also on the date of the Offer Document. Shareholders of the Company whose Shares are held in the name of securities dealers, brokers, custodian banks, nominees or trustees other than their own as at 4:30 p.m. on 20 June 2012 and also on the date of the Offer Document but want to accept the Repurchase Offer in their own name should contact their nominees to arrange for the Repurchase Share(s) to be registered in their own name through the Registrar as soon as possible so as to ensure they are eligible to accept the Repurchase Offer in their own name before the Latest Acceptance Time.

本接納表格擬送交予於2012年6月20日下午4時30分名列本公司股東名冊並於要約文件日期仍名列本公司股東名冊之本公司股東。本接納表格不擬送交予於2012年6月20日下午4時30分並於要約文件日期以證券交易商、經紀、託管銀行、代名人或受託人名義或以股東本身名義以外持有之本公司股東。於2012年6月20日下午4時30分並於要約文件日期以證券交易商、經紀、託管銀行、代名人或受託人名義（而非以股東本身名義）持有股份之本公司股東如欲以本身名義接納購回要約，請聯絡彼等代名人安排儘快透過過戶登記處將購回股份以有關股東名義登記，以確保彼等合資格於最後接納時間前以本身名義接納購回要約。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, The Securities and Futures Commission and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Form of Acceptance, make 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 of Acceptance.

香港交易及結算所有限公司、香港聯合交易所有限公司、證券及期貨事務監察委員會及香港中央結算有限公司對本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，並明確表示概不對因本接納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。



**Hontex International Holdings Company Limited**  
**洪良國際控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 946)

(股份代號：946)

**FORM OF ACCEPTANCE OF REPURCHASE SHARES**

**REPURCHASE OFFER IN CASH BY THE ADMINISTRATORS**

**ON BEHALF OF HONTEX INTERNATIONAL HOLDINGS COMPANY LIMITED TO  
 REPURCHASE UP TO 500,000,000 SHARES AT THE OFFER PRICE OF HK\$2.06 PER SHARE**

**接納購回股份表格**

管理人代表洪良國際控股有限公司提出以現金按要約價每股2.06港元購回  
 最多500,000,000股股份的購回要約

Please ONLY complete BOXES 1, 4, 6 and sign BOX 7 (Please see instructions overleaf)

只須填妥第1, 4, 6格，並於第7格簽署（請參閱背頁之指示）

Branch Share Registrar in Hong Kong  
 香港股份過戶登記分處

: Tricor Investor Services Limited (the "Registrar")  
 : 卓佳證券登記有限公司（「過戶登記處」）

26/F., Tesbury Centre,  
 28 Queen's Road East, Wanchai, Hong Kong  
 香港灣仔皇后大道東28號金鐘匯中心26樓

FOR THE CONSIDERATION stated below, the Transferor(s) named below hereby transfer(s) to the Transferee named below the Repurchase Share(s) specified in BOX 2 below, subject to the terms and conditions set out below and in the Offer Document, and the Transferee hereby agrees to accept and hold the Repurchase Shares subject to such terms and conditions.

下列轉讓人現按下列代價，謹此將以下第2格註明之購回股份轉讓予下列承讓人，惟須受下述及要約文件列明之條款及條件所限制，及承讓人謹此同意在該等條款及條件之規限下接納及持有購回股份。

PLEASE COMPLETE THIS BOX  
 請填妥本格



BOX 1  
 第1格

**NUMBER OF SHARES HELD FOR WHICH THE REPURCHASE OFFER IS ACCEPTED (Please complete):**  
 接納購回要約接納之持有股份數目（請填寫）：

1. If you choose to accept the Repurchase Offer, please insert the number of Repurchase Shares you hold or hold on behalf of the beneficial owners. If it is marked with any number or is not completed at all, you, as the Registered Qualifying Shareholder, are deemed to have accepted the Repurchase Offer with regards to the entire number of the Repurchase Shares as supported by the Title Document(s).  
 若閣下選擇接納購回要約，請填上閣下持有或代實益擁有人持有的購回股份數目。如列出任何股份數目或無詳列數目，則閣下將（作為登記合資格股東）被視為已就相等於經所有權文件證明之全數購回股份接納購回要約。
2. Save and except for the Repurchase Shares held in the name of nominee(s) (including but not limited to CCASS/HKSCC Nominees), if you, as a Registered Qualifying Shareholder choose to accept the Repurchase Offer, you MUST accept the Repurchase Offer in full.  
 除購回股份以代名人（包括但不限於中央結算系統／中央結算代理人名義持有外，倘閣下（作為登記合資格股東）選擇接納購回要約，則必須全數接納購回要約。

PLEASE LEAVE THIS BOX BLANK  
 請勿填寫本格



BOX 2  
 第2格

<b>NUMBER OF SHARES REPURCHASED</b> 購回股份數目 (Do not complete 請勿填寫本欄)	<b>Figures 數目</b> (Do not complete 請勿填寫本欄)	<b>Words 大寫</b> (Do not complete 請勿填寫本欄)
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PLEASE LEAVE THIS BOX BLANK  
 請勿填寫本格



BOX 3  
 第3格

<b>CERTIFICATE NUMBER(S)</b> 股票號碼 (Do not complete 請勿填寫本欄)		
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PLEASE COMPLETE THIS BOX  
 請填妥本格



BOX 4  
 第4格

<b>TRANSFEROR(S) name(s) and address(es) in full</b> 轉讓人 全名及詳細地址 (Either typewritten or written in block capitals) (請用打字機或以正楷填寫)	<b>Surname(s)</b> 姓氏	<b>Other Name(s)</b> 名字
	<b>Company Name(s)</b> 公司名字	
	<b>Address(es)</b> 地址	
	<b>Telephone Number</b> 電話號碼	<b>Mobile Number</b> 流動電話號碼

PLEASE COMPLETE THIS BOX  
 請填妥本格



BOX 6  
 第6格

<b>CONSIDERATION 代價</b>	HK\$2.06 for each Repurchase Share 每股購回股份2.06港元	
<b>MODE OF ACCEPTANCE 接受方法</b>	Please tick "✓" either Box A or Box B to indicate the mode of acceptance. 請於A格或B格填上「✓」號表明接受方法	
	A <input type="checkbox"/> By registered post 掛號 (see Note 1) (見附註1)	B <input type="checkbox"/> Collect at the Registrar's office 於過戶登記處提取 (see Note 2) (見附註2)

Signed by the Transferor(s) in the presence of:  
轉讓人在下列見證人見證下簽署：  
SIGNATURE OF WITNESS 見證人簽署

ALL JOINT HOLDERS MUST SIGN HERE  
所有聯名持有人均須於本欄簽署

Name of Witness 見證人姓名

PLEASE COMPLETE THIS SECTION  
請填寫本部份



Address of Witness 見證人地址

Signature(s) of Transferor(s)  
轉讓人簽署

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

Occupation of Witness 見證人職業

DO NOT COMPLETE 請勿填寫本欄

PLEASE LEAVE THIS BOX BLANK  
請勿填寫本格



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

The Joint and Several Administrator  
For and on behalf of Hontex International Holdings  
Company Limited  
共同及各別管理人代表洪良國際控股有限公司

Name of Witness 見證人姓名

Address of Witness 見證人地址

Signature of Transferee  
承讓人簽署

Occupation of Witness 見證人職業

Date of Transfer 過戶日期

Note 1 The cheque crossed "Not negotiable – account payee only" and drawn in favour of the Transferor(s) for the cash, will be sent to the Transferor(s) at the registered address shown in the Register of Members. If the Transferor(s) wish(es) the cheque to be sent to another person and/or another address different from the Transferor(s), please insert such name and address in English on (iii)(a) on page 4 or in Chinese on (iii)(a) on page 6. If the information on (iii)(a) on page 4 and/or (iii)(a) on page 6 is insufficient or incomplete, the Administrators or their agent(s) shall have the discretion to send the cheque to the Transferor(s) at the registered address shown in the Register of Members. Although the cheque may be sent to another person and/or another address different from the Transferor(s), please note that the cheque will still only be made out to the name of the Transferor(s).

Note 2 The Administrators or their agent(s) will contact the Transferor(s) in advance before the cheque is ready for collection at the telephone number and/or the mobile number provided under Box 4. If an authorized representative is instructed, please provide the name, daytime telephone number and mobile number in English on (ii)(b) on page 4 or in Chinese on (iii)(b) on page 6. If no information on (ii)(b) on page 4 and/or (iii)(b) on page 6 is provided or provided with insufficient or incomplete information, the Administrators or their agent(s) shall have the discretion to send the cheque to the Transferor(s) by registered post at the registered address shown in the Register of Members instead.

附註1 現金以「不得轉讓—只准入抬頭人賬戶」劃線方式開出予轉讓人之支票按股東名冊所示的登記地址寄予轉讓人。倘轉讓人欲將支票寄予另一位人士及/或與轉讓人不同的另一個地址，請於第4頁(iii)(a)以英文填寫姓名及地址，或於第6頁(iii)(a)以中文填寫。倘第4頁(iii)(a)及/或第6頁(iii)(a)的資料不充分或不完整，管理人或其代理人可酌情將支票按股東名冊所示的登記地址寄予轉讓人。儘管支票或會寄往轉讓人以外之其他人士及/或其他地址，務請注意，支票將僅以轉讓人之名義作出。

附註2 管理人或其代理人在支票可領取前將按第4格所提供的電話號碼及/或流動電話號碼預先聯絡轉讓人。倘已指示授權代表，請於第4頁(ii)(b)以英文填寫或第6頁(iii)(b)以中文填寫提供姓名、日間電話號碼及流動電話號碼。倘於第4頁(iii)(b)及/或第6頁(iii)(b)並無提供資料或提供不充分或不完整資料，管理人或其代理人可酌情將支票按股東名冊所示的登記地址寄予轉讓人。

**THIS FORM OF ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this Form of Acceptance or the Repurchase Offer or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other independent professional adviser.**

**This Form of Acceptance should be read in conjunction with the Circular and the accompanying Offer Document.** The definitions used in the Offer Document apply to this Form of Acceptance, unless the context otherwise requires. The provisions of the Appendix to the Offer Document are deemed to be incorporated into and form part of this Form of Acceptance and should be read carefully by each Registered Qualifying Shareholder.

The Repurchase Offer will be made by the Administrators on behalf of the Company to the Qualifying Shareholders only. If you have become a Shareholder of the Company after 4:30 p.m. on 20 June 2012, you will not be eligible to receive any money from the Shares Repurchase notwithstanding you are the Shareholder(s) of the Company as at the date of the Offer Document and have duly accepted the Offer within the Repurchase Offer Period.

The making of the Repurchase Offer to Overseas Shareholders may be prohibited or affected by the laws of the relevant jurisdiction. If you are an Overseas Shareholder, you should obtain appropriate legal advice regarding the implications of the Repurchase Offer in the relevant jurisdiction with a view to observing any applicable legal or regulatory requirements. It is your responsibility if you wish to accept the Repurchase Offer to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including but not limited to the obtaining of any governmental, exchange control or other consents which may be required and the compliance with other necessary formalities or regulatory or legal requirements. You will also be fully responsible for the payment of any transfer or other taxes and duties by whomsoever payable in respect of all relevant jurisdiction. The Company and any person involved in the Repurchase Offer shall be entitled to be fully indemnified and held harmless by you for any taxes as you may be required to pay. Acceptance of the Repurchase Offer by you will constitute a warranty by you that you are permitted under all applicable laws to receive and accept the Repurchase Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

**WARNINGS: You should read carefully the instructions before completing this Form of Acceptance.**

**NO ACCEPTANCES RECEIVED DURING THE OFFER PERIOD ARE ENTITLED TO BE WITHDRAWN.**

**THIS SHARES REPURCHASE IS AN EXEMPT SHARE REPURCHASE AND THEREFORE IT IS NOT SUBJECT TO THE TAKEOVERS AND REPURCHASE CODE.**

**THE REPURCHASE OFFER WILL BE MADE TO QUALIFYING SHAREHOLDERS ONLY.**

**THE ACCEPTING SHAREHOLDER HAS TO ACCEPT THE REPURCHASE OFFER IN FULL FOR ALL THEIR SHARES IN THE COMPANY AND CANNOT ACCEPT THE REPURCHASE OFFER FOR PART OF THEIR SHARES ONLY. FOR THE AVOIDANCE OF DOUBT, ANY NOMINEE (INCLUDING BUT NOT LIMITED TO CCASS/HKSCC NOMINEES) MAY ACCEPT THE REPURCHASE OFFER WITH RESPECT TO A LESSER NUMBER OF THE SHARES REGISTERED ON THE REGISTER OF MEMBERS OR IN THE RECORD OF CCASS PROVIDED THAT HE REPRESENTS AND WARRANTS TO THE COMPANY, CCASS, THE REGISTRAR AND THE ADMINISTRATORS THAT THE ACCEPTANCE HE IS MAKING ON BEHALF OF THE BENEFICIAL OWNER OF THE SHARES IS RELATED TO ALL THE SHARES HELD BY SUCH BENEFICIAL OWNER UNDER HIS NAME.**

**PERSONS OR CORPORATIONS WHO HOLD THE SHARES ON BEHALF OF THE BENEFICIAL OWNERS INCLUDING BUT NOT LIMITED TO SECURITIES DEALERS, BROKERS, CUSTODIAN BANKS, NOMINEES AND TRUSTEES SHALL AT ONCE NOTIFY THE BENEFICIAL OWNERS OF THE SHARES SO THAT THE NON-REGISTERED QUALIFYING SHAREHOLDERS HAVE SUFFICIENT TIME TO CONSIDER AND, IF THOUGHT FIT, ACCEPT THE REPURCHASE OFFER THROUGH THE SECURITIES DEALERS, BROKERS, CUSTODIAN, BANKS, NOMINEES OR TRUSTEES OR IN THEIR OWN NAME BY THE LATEST ACCEPTANCE TIME. BEFORE ACCEPTING THE REPURCHASE OFFER ON BEHALF OF THE BENEFICIAL OWNERS OF THE SHARES, THE SECURITIES DEALERS, BROKERS, CUSTODIAN BANKS, NOMINEES AND TRUSTEES ARE REMINDED TO OBTAIN VERIFICATION AND CONFIRMATION FROM THE BENEFICIAL OWNERS OF THE SHARES SO AS TO ENSURE THEY ARE THE QUALIFYING SHAREHOLDERS AND HAVE ACCEPTED THE REPURCHASE OFFER IN FULL.**

## **HOW TO COMPLETE THIS FORM OF ACCEPTANCE**

To accept the Repurchase Offer made by the Administrators on behalf of the Company, you, as the Registered Qualifying Shareholder, should complete and sign the Form of Acceptance overleaf and forward this entire Form of Acceptance, **together with the Title Document(s)** for the Shares by post or by hand, to the Registrar, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in an envelope marked "Hontex International Holdings Company Limited – Repurchase Offer" as soon as possible but in any event so as to reach the Registrar's office no later than 4:00 p.m. on Monday, 29 October 2012 (or no later than 4:00 p.m. on Monday, 26 November 2012 if the SFC and the Administrators direct the Company to extend the Offer Period for 28 days). Should any Registered Qualifying Shareholder require any assistance in completing the Form of Acceptance or have any queries regarding the procedures for acceptance and settlement or any other aspect in respect of the Repurchase Offer, he/she may contact the Registrar at (852) 2980 1333 or the Administrators' office at (852) 2846 9649/ (852) 2846 9851/(852)2846 9029 or by e-mail at hontex@hk.ey.com during the period from the date of the Offer Document to the Latest Acceptance Time (29 October 2012) (both days inclusive) between 10:00 a.m. to 5:00 p.m. from Monday to Friday (other than Hong Kong public holidays).

Further, the Company and the Administrators will jointly organize a total of 30 Guiding Sessions at the Administrators' office at 60/F., One Island East, 18 Westlands Road, Island East, Hong Kong on 27 September 2012 and 62/F., One Island East, 18 Westlands Road, Island East, Hong Kong on 8, 15, 18, 19 and 27 October 2012 to assist the Registered Qualifying Shareholders to complete this Form of Acceptance. Please refer to the notice of Guiding Sessions for further information and enrollment of the Guiding Sessions.

## **FORM OF ACCEPTANCE IN RESPECT OF THE REPURCHASE OFFER**

**To: the Administrators and the Company**

1. My/Our execution of the Form of Acceptance overleaf (which shall be binding on my/our personal representatives, heirs, successors and assigns) shall constitute:
  - (i) my/our irrevocable acceptance of the Repurchase Offer made by the Administrators on behalf of the Company and contained in the Offer Document on and subject to the terms therein and herein mentioned, in respect of the number of Repurchase Shares specified in BOX 1 of the Form of Acceptance or, (i) if Box 1 of the Form of Acceptance is marked with any number or is not completed at all, I/we am/are deemed to have accepted the Repurchase Offer in regard to such number of Shares as shall be equal to the number of the Repurchase Shares tendered by me/us, as supported by the Title Document(s); and (ii) if the total number of Repurchase Shares inserted in Box 1 of the Form of Acceptance is greater than the Repurchase Shares tendered by me/us as supported by the Title Documents, I/we will be deemed to have accepted the Repurchase Offer in regard to such number of Repurchase Shares as shall be equal to the number of the Repurchase Shares tendered by me/us;

- (ii) my/our instruction and authority to the Company or the Administrators and their respective agent(s) to collect from the Company or the Registrar on my/our behalf the Share certificate(s) in respect of the Repurchase Shares due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s) (if any), 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 of the Repurchase Offer, as if it/they were Share certificate(s) delivered to the Registrar together with this Form of Acceptance;
- (iii) my/our instruction and authority to the Company or its agent(s) or the Administrators or the Registrar (as applicable) 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 Repurchase Offer

(a) by registered post at my/our risk or in favour of the person named below or, if no name and address is stated below, to the first-named of the joint Registered Qualifying Shareholder at the registered address shown in the Register of Members; or

*(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 Qualifying Shareholder or the first-named of joint Registered Qualifying Shareholders.)*

**Name:** (in block capitals) .....

**Address:** .....

(b) collect the cheque in person or by my/our authorized representative during the office hours from 9:00 a.m. to 4:30 p.m. at the Registrar, Tricor Investor Services Limited's office at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. The Administrators or their agent(s) will contact you at the telephone number and/or the mobile number as provided under Box 4 or your authorized representative by the telephone number as provided in below in advance for collection of the cheque within 7 business days from the receipt of the duly completed Form of Acceptance. If the cheque is to be collected by your authorized representative, such authorized representative must provide the Administrators, the Registrar or their respective agent(s) a duly signed authorization letter by the Qualifying Shareholder(s) which contains the name and Identity Card number of the authorized representative. The authorized representative must produce the duly signed authorization letter and his/her Identity Card to the Registrar in order to collect the cheque on your behalf.

Name of authorized representative: (in block capitals).....

Day time telephone number of authorized representative:.....

Mobile number of authorized representative:.....

- (iv) my/our instruction and authority to the Administrators or such person or persons as it 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), if applicable to be made and executed by me/us as the seller(s) of the Repurchase Shares to be sold by me/us under the Repurchase Offer and to cause the same to be stamped and to cause an endorsement to be made on the Form of Acceptance in accordance with the provisions of that Ordinance if applicable;
- (v) my/our instruction and authority to the Administrators or such person or persons as they may direct for the purpose to complete and execute any document (including, without limitation, any consolidated Share transfer form) on my/our behalf including without limitation to insert a date in the form of transfer or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to do any other act that may be necessary or expedient for the purpose of transferring to the Company or such person or persons as it may direct my/our Repurchase Shares;
- (vi) my/our instruction and authority to the Administrators or such person or persons as they may direct for the purpose to insert in BOX 2 the number of Repurchase Shares to be repurchased by the Company or, if I/we or any other person shall have inserted a number, to delete such number and insert another number, provided that such number shall not exceed the number inserted, or deemed to be inserted, in BOX 1 and to insert in BOX 3 the corresponding Share certificate number(s) or if I/we or any other person shall have inserted an incorrect number, to delete such number and insert the correct number; and
- (vii) my/our undertaking to execute any further documents, take any further action and give any further assurances which may be required in connection with my/our acceptance of the Repurchase Offer as the Administrators on behalf of the Company may consider necessary, expedient or desirable including, without limitation, to complete the repurchase of any Repurchase Shares in respect of which I/we have accepted or am/are deemed to have accepted the Repurchase Offer free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the date of their cancellation and/or to perfect any of the authorities expressed to be given under this Form of Acceptance or the Offer Document.

2. In the event that my/our acceptance is treated as invalid in accordance with the terms of the Repurchase 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 Title Documents, together with this Form of Acceptance duly cancelled, by post at my/our risk to the person named above or, if no name and address is stated, to me or the first-named of us (in the case of joint Registered Qualifying Shareholders) at the registered address shown in the Register of Members.

*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 Company or its agent(s) from the Registrar on your behalf, you will be sent such Share certificate(s) in lieu of the transfer receipt(s).*

- 3. I/We enclose the Title Document(s) for the whole/part of my/our holding of Repurchase Shares which are to be held by you on the terms of the Repurchase Offer. I/We understand that no acknowledgement of receipt of any Form of Acceptance and Title Document(s) will be given. I/We further understand that if documents are to be sent by ordinary post, it will be at my/our own risk.
- 4. I/We warrant to the Company, the Administrators and any person involved in the Repurchase Offer that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the Register of Members in connection with my/our acceptance of the Repurchase Offer, including the obtaining of any governmental, exchange control or other consent and any registration or filing which may be required in compliance with all necessary formalities, legal or regulatory requirements.
- 5. I/We warrant to the Company, the Administrators and any person involved in the Repurchase Offer that I/we shall be fully responsible for payment of any transfer or other taxes or duties payable in respect of the jurisdiction where my/our address is located as set out in the Register of Members.

本接納表格乃重要文件，請即處理。閣下如對本接納表格或購回要約之任何方面或對應採取之行動有任何疑問，應諮詢持牌證券交易商或其他註冊證券商、銀行經理、律師、專業會計師或其他獨立專業顧問。

本接納表格須與該通函及隨附之要約文件一併閱覽。除文義另有所指外，要約文件所用之釋義亦適用於本接納表格。要約文件附錄之條文亦被視為已載入及構成本接納表格之一部份，各登記合資格股東務須小心省閱。

購回要約僅將由管理人代表本公司向合資格股東提呈。儘管閣下於要約文件日期為本公司股東並於要約期間內正式接納要約，倘閣下於2012年6月20日下午4時30分後成為本公司股東，則閣下將不合資格收取股份購回之任何款項。

向海外股東購回要約之提呈或會受到有關司法管轄權區之法律禁止或影響。倘閣下為海外股東，閣下應就購回要約於有關司法管轄權區之影響尋求適當法律意見，以遵守任何適用法律或監管規定。閣下如欲接納購回要約，須有責任自行信納全面遵守有關司法管轄權區的有關法例及規例，包括(但不限於)獲得任何所需政府、外匯管制或其他所需之同意，並遵守其他所需手續、監管或法律規定。閣下亦須完全負責任何過戶費用或其他稅項及所有有關司法管轄權區徵收而應付之稅款。本公司及參與購回要約之任何人士有權就閣下可能需要繳付之任何稅項獲全數賠償及毋須為此承擔任何責任。閣下接納購回要約，將構成閣下保證，閣下根據一切適用法例獲准接受及接納購回要約及任何有關修訂，而此接納根據所有適用法例為有效及具約束力。

**警告：** 閣下於填寫本接納表格前，應小心閱讀指示。

於要約期間收取之接納無權被撤回。

本股份購回為獲豁免股份購回，因此並不受收購守則及購回守則限制。

購回要約僅向合資格股東提呈。

接納股東必須就其於全部本公司股份全數接納購回要約，不得僅就其部分股份接納購回要約，為免生疑，任何代名人(包括但不限於中央結算系統/中央結算代理人)可就登記於股東名冊或中央結算系統紀錄之較少股份數目接納購回要約，惟彼向本公司、中央結算系統、過戶登記處及管理人聲明並保證，接納乃代表股份實益擁有人作出並與該實益擁有人名義持有之全部股份有關。

代表實益擁有人持有股份之人士或商號(包括但不限於證券交易商、經紀、託管銀行、代名人及受託人)，須立即儘快通知股份實益擁有人，以便非登記合資格股東有足夠時間考慮及酌情於最後接納時間前透過證券交易商、經紀、託管銀行、代名人或受託人或以本身名義接納購回要約。於代表股份實益擁有人接納購回要約前，證券交易商、經紀、託管銀行、代名人及受託人務須取得股份實益擁有人之(並須核實)確認，以確保彼等為合資格股東並已須全數接納購回要約。

### 填寫本接納表格之辦法

閣下，作為登記合資格股東，如接納由管理人代表本公司提出之購回要約，應填妥及簽署背頁之接納表格，並將整份接納表格，連同股份之所有權文件，以郵寄或專人儘快交回過戶登記處，卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，信封註明「洪良國際控股有限公司一購回要約」，惟無論如何須於2012年10月29日(星期一)下午4時正或如證監會與管理人指示本公司延長要約時間28日，須於2012年11月26日(星期一)下午4時正前交回過戶登記處。倘任何登記合資格股東在填寫接納表格時需要任何協助，或對接納及交收手續或購回要約任何其他方面有任何疑問，可由要約文件日期至最後接納時間(2012年10月29日)(包括首尾兩天)止期間內，於星期一至五(香港公眾假期除外)上午10時正至下午5時正，聯絡過戶登記處(電話為(852) 2980 1333)或聯絡管理人(電話為(852) 2846 9649/(852) 2846 9851/(852) 2846 9029)或電郵至hontex@hk.ey.com。

此外，本公司及管理人將於2012年9月27日於管理人辦事處(地址為香港港島東華蘭路18號港島東中心60樓)及於2012年10月8, 15, 18, 19及27日於管理人辦事處(地址為香港港島東華蘭路18號港島東中心62樓)聯合舉辦合共30節指引環節，協助登記合資格股東填妥本接納表格。請參閱購回要約指引環節通知有關指引環節的進一步資料及報名。

### 購回要約之接納表格

致：管理人及 貴公司

1. 本人/吾等簽署背頁之接納表格(對本人/吾等之個人代表、承繼人、接任人及承讓人將具有約束力)，即表示：
  - (i) 本人/吾等根據要約文件及本表格所載及所述之條款，就接納表格第1格所註明之股份數目，以不可撤回方式接納由管理人代表 貴公司提出之購回要約；或(ii)如果於接納表格第1格列出任何數目或並未曾填寫，則本人/吾等會被當作已就相等於本人/吾等交出之股份數目(按隨附之所有權文件所示)接納購回要約；及(iii)如果接納表格第1格所填上之股份總數超過交出之股份數目(按隨附之所有權文件所示)，則本人/吾等會被當作已就相等於本人/吾等交出之股份數目接納購回要約；



- (ii) 本人/吾等指示及授權 貴公司或管理人及其各自之代理,代表本人/吾等憑出示隨附經本人/吾等正式簽署之轉讓收據(如有),向 貴公司或過戶登記處領取本人/吾等就股份應獲發、交出之股票,並將有關股票送交過戶登記處,且授權及指示過戶登記處根據購回要約之條款持有該等股票,猶如該等股票已連同本接納表格一併交回過戶登記處;
- (iii) 本人/吾等指示及授權 貴公司或其代理或管理人或過戶登記處(如適用),將本人/吾等根據購回要約之條款應得之現金代價,以「不得轉讓—只准入抬頭人賬戶」劃線支票方式開出予本人/吾等

(a) 以掛號郵遞方式寄予下列人士,須自行承擔風險,或如下文未列明姓名及地址,則寄予股東名冊所示的登記地址的排名首位的聯名登記合資格股東;或

(如收取支票及其他文件之人士並非登記合資格股東或名列首位之聯名登記合資格股東,則請在本欄填上收取該等文件之人士之姓名及地址。)

姓名(請用正楷填寫): .....

地址: .....

(b) 本人/吾等於辦公時間上午9時正至下午4時30分於過戶登記處卓佳證券登記有限公司辦事處(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)親身或由授權代表領取支票。管理人或其代理會根據 閣下於第4格提供的電話號碼及/或流動電話號碼或下文所提供其授權代表的電話號碼預先聯絡 閣下或其授權代表,以於收到填妥接納表格起計7個營業日內收取支票。倘 閣下由授權代表領取支票,該授權代表須向管理人或過戶登記處或其各自代理代表提供由合資格股東正式簽署的授權函件,當中須載列該授權代表之姓名及身份證號碼。授權代表須向過戶登記處出示授權函件及其身份證,方可代 閣下領取支票。

授權代表的姓名(請用正楷填寫): .....

授權代表的日間電話號碼: .....

授權代表的流動電話號碼: .....

- (iv) 本人/吾等指示及授權管理人或其就此可能指定之其他人士,代表本人/吾等根據購回要約作為賣方出售股份,根據香港法例第117章印花稅條例第19(1)條所規定而訂立及簽署之合約票據(如適用),並按該條例之規定繳付印花稅及安排批註接納表格(如適用);
- (v) 本人/吾等指示及授權管理人或其就此可能指定之其他人士,代表本人/吾等填妥及簽署任何文件(包括但不限於任何綜合股份轉讓表格),包括但不限於在轉讓表格上填上日期,或如本人/吾等或任何其他人士已填上日期,則刪去該日期,並填上另一日期,以及辦理任何其他必需或適當之手續,將本人/吾等之購回股份轉讓予 貴公司或其可能指定之人士;
- (vi) 本人/吾等指示及授權管理人或其就此可能指定之其他人士,在第2格填上將由 貴公司購回之股份數目,或倘本人/吾等或任何其他人士已填上購回股份數目,則刪除並填上另一個股份數目,惟該等股份數目不得超過第1格所填或被視為已填寫之購回股份數目,並於第3格填上相應之股票號碼,或倘本人/吾等或任何其他人士填上不正確號碼,則刪除該號碼並填上正確之號碼;及
- (vii) 本人/吾等承諾就本人/吾等接納購回要約,簽署任何其他文件,採取進一步行動及提供任何進一步保證(均為管理人代表 貴公司認為屬必需、適當或合宜),包括(但不限於)完成由管理人代表 貴公司購回本人/吾等已接納或被視為已接納購回要約之股份,該等股份並不附帶任何留置權、押記、產權負擔、衡平權益、優先購買權或任何性質之其他第三者權利,以及連同於註銷日期當日或及之後所附帶之一切權利,及/或履行本接納表格或要約文件所列明之任何授權。

2. 倘根據購回要約之條款,本人/吾等之接納被視作無效,則上文第1段所載之一切指示、授權及承諾均告終止,而本人/吾等授權並懇請 閣下將本人/吾等之所有權文件,連同已正式註銷之本接納表格一併寄回上述人士,或如無填上姓名及地址,則按股東名冊所示的登記地址寄予本人或吾等中名列首位之人士(如屬聯名登記合資格股東),有關之郵誤風險概由本人/吾等承擔。

附註: 倘 閣下交回一份或多份轉讓收據,而同時本公司或其代理已代表 閣下向過戶登記處領取有關股票,則 閣下將獲發還此等股票而非轉讓收據。

3. 本人/吾等茲附上本人/吾等持有之全部/部份購回股份之所有權文件,可由 閣下按購回要約之條款持有。本人/吾等明白將不會就任何接納表格及所有權文件獲發收訖通知書。本人/吾等亦明白若文件以平郵方式寄出,郵誤風險概由本人/吾等自行承擔。
4. 本人/吾等向 貴公司、管理人及參與購回要約之任何人士保證,本人/吾等已符合本人/吾等於股東名冊所列地址所處司法管轄權區有關本人/吾等接納購回要約之法例規定,包括取得任何政府、外匯管制或其他同意,以及遵循一切必需法律手續、法律或監管規定而可能須遵守之任何登記或存檔。
5. 本人/吾等向 貴公司、管理人及參與購回要約之任何人士保證,本人/吾等將就支付任何過戶費用或其他稅項或本人/吾等於股東名冊所載司法管轄權區徵收而應付之稅款承擔全部責任。

## Personal Data

### Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Privacy 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 Company, the Administrators and the Registrar in relation to personal data and the Privacy Ordinance.

#### 1. Reasons for the collection of your personal data

To accept the Repurchase Offer for your Repurchase 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. It may also prevent or delay the despatch of the consideration to which you are entitled under the Repurchase Offer.

#### 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 of Acceptance and the Offer Document;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from the Company, the Administrators and/or their agents;
- 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 incidental or associated purposes relating to the above and/or to enable the Company and/or the Administrators to discharge its/their obligations to Shareholders and/or under applicable regulations, and any other purposes to which Shareholders may from time to time agree or be informed of.

#### 3. Transfer of personal data

The personal data provided in this Form of Acceptance will be kept confidential but the Company and/or the Administrators and/or 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 Company, the Administrators, the Registrar and/or their agents;
- any regulatory or governmental bodies; and
- any other persons or institutions with which you have or propose to have dealings, such as their bankers, solicitors, accountants or licensed securities dealers.

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

#### 4. Access and correction of personal data

The Privacy Ordinance provides you with rights to ascertain whether the Company, the Administrators and/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 Privacy Ordinance, the Company, the Administrators and/or the Registrar 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 the Company, the Administrators or the Registrar (as the case may be).

## 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(「私隱條例」)之主要條文已於1996年12月20日在香港生效。本個人資料收集聲明知會閣下有關本公司、管理人及過戶登記處就有關個人資料及私隱條例之政策及實務做法。

#### 1. 收集閣下個人資料之原因

倘閣下欲就閣下之購回股份接納購回要約，則閣下須提供所需個人資料。若未能提供所需資料，可能會導致閣下之接納不予受理或有所延誤。這亦可能阻礙或延遲寄發閣下根據購回要約應得之代價。

#### 2. 資料用途

閣下於本表格提供之個人資料可以任何方式採用、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接納表格及要約文件載列之條款及申請手續；
- 核對或協助核對簽名，以及核對或交換任何其他資料；
- 送遞本公司、管理人及／或彼等之代理發出之通訊；
- 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；
- 披露有關資料以便加快進行申索或獲得所有權；

- 與上述有關之任何其他附帶或相關用途及／或令本公司及／或管理人得以履行彼／彼等對股東及／或適用法規項下之責任，以及股東可能不時同意或接獲通知之任何其他用途。

#### 3. 轉交個人資料

本接納表格所載個人資料將會保密，惟本公司及／或管理人及／或過戶登記處可能會作出必要之查詢以確定個人資料之準確性，以便資料可作上述或上述任何用途，尤其可能會向下列任何及所有人士及實體披露、取得或轉交該等個人資料(不論在香港或香港以外地方)：

- 本公司、管理人、過戶登記處及／或彼等之代理；
- 任何監管或政府機構；及
- 現時或擬與閣下有業務往來之任何其他人士或機構，例如銀行、律師、會計師或持牌證券經紀。

閣下簽署本接納表格即表示同意上述各項。

#### 4. 查閱及更正個人資料

私隱條例賦予閣下權利確定本公司、管理人及／或過戶登記處是否持有閣下之個人資料，並索取資料副本及更正任何不確資料。根據私隱條例，本公司、管理人及／或過戶登記處有權就處理任何查閱資料之要求收取合理費用。所有關於查閱資料或更正資料或詢問關於政策及實務做法及所持資料類別之要求，應向本公司、管理人或過戶登記處(視乎情況而定)提出。