

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

香港交易及結算有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本股份要約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，並明確表示概不會就因本股份要約接納表格全部或部分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。

FORM OF ACCEPTANCE AND TRANSFER FOR USE IF YOU WANT TO ACCEPT THE SHARE OFFER.

閣下如欲接納股份要約，請使用接納及轉讓表格。

Unless the context otherwise requires, all words and expressions used in this Form of Share Offer Acceptance bear the same meanings as defined in the composite offer and response document dated 16 April, 2016 (the "Composite Document") jointly issued by New Synergies Investments Company Limited and China Assets (Holdings) Limited.

除文義另有所指外，本股份要約接納表格所用詞彙與展慧投資有限公司及中國資本(控股)有限公司於二零一六年四月十六日聯合刊發之綜合要約及回應文件(「綜合文件」)內所界定者具有相同涵義。

CHINA ASSETS (HOLDINGS) LIMITED

中國資本(控股)有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code: 170)

(股份代號: 170)

FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) IN THE
ISSUED SHARE CAPITAL OF CHINA ASSETS (HOLDINGS) LIMITED

中國資本(控股)有限公司已發行股本之

普通股之接納及轉讓表格

To be completed in full 每項均須填寫

Share registrar and transfer office: Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

股份過戶登記處: 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1712-1716號舖

You must insert the total number of Share(s) for which the Share Offer is accepted. 閣下必須填上接納股份要約之股份總數。	FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby accept(s) the Share Offer and transfer(s) to the "Transferee" named below the Share(s) held by the Transferor(s) specified below, upon and subject to the terms and conditions contained herein and in the accompanying Composite Document. 根據本表格及隨附之綜合文件載列之條款及條件並受其所規限，下述「轉讓人」謹此按下列代價接納股份要約，並按下列代價向下列「承讓人」轉讓以下所註明轉讓人持有之股份。		
	Number of Shares to be transferred 將予轉讓之股份數目	FIGURES 數字	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 TYPE-WRITTEN OR WRITTEN IN BLOCK LETTERS) (請用打字機或正楷填寫)	Surname(s) or company name(s) 姓氏或公司名稱	Forename(s) 名字
		Registered address 登記地址	Telephone number 電話號碼
	CONSIDERATION 代價	HK\$4.086 in cash for each Share 每股股份現金4.086港元	
TRANSFEEE 承讓人	Company name 公司名稱: New Synergies Investments Company Limited 展慧投資有限公司 Registered address: Room 301, 3/F Tung Wah Mansion 199-203 Hennessy Road, Hong Kong 香港軒尼詩道199-203號東華大廈3樓301室 Occupation 職業: Corporation 公司		

Signed by or on behalf of the Transferor(s) in the presence of:

由轉讓人或其代表在下列人士見證下簽署:

Signature of Witness 見證人簽署:

Name of Witness 見證人姓名:

Address of Witness 見證人地址:

Occupation of Witness 見證人職業:

Signature(s) of the Transferor(s)/Company chop (if applicable)
轉讓人簽署/公司印鑑(如適用)

Date of submission of this Form of Share Offer Acceptance
提交本股份要約接納表格之日期

ALL JOINT
REGISTERED
HOLDERS MUST
SIGN HERE
所有聯名登記持有人
均須於本欄簽署

Do not complete 請勿填寫本欄

Signed by or on behalf of the Transferee in the presence of:

承讓人或其代表在下列人士見證下簽署:

Signature of witness
見證人簽署

Name of witness
見證人姓名

Address of witness
見證人地址

Occupation of witness
見證人職業

Date of signing by Transferee or its duly authorised agent(s)
承讓人或其正式授權代理簽署日期

For and on behalf of 代表

New Synergies Investments Company Limited
展慧投資有限公司

Signature of Transferee or its duly authorised agent(s)
承讓人或其正式授權代理簽署

Note: Insert the total number of Shares for which the Share Offer is accepted. If no number is inserted or a number inserted is greater or smaller than your registered holding of Share(s) or those physical Share(s) tendered for acceptance of the Share Offer and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Registrar on or before the latest time and date for acceptance of the Share Offer.

附註: 請填上接納股份要約所涉及之股份總數。倘並無填寫數目或倘所填寫之總數大或少於就接納股份要約所交回之股份數目，而閣下已簽署本表格，則本表格將退回閣下作更正及再行提交。任何經更正之表格必須於接納股份要約之最後時間及日期或之前再行提交並送交過戶處。

THIS FORM OF SHARE OFFER ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of this Form of Share Offer Acceptance 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.

If you have sold or otherwise transferred all your Share(s), you should at once hand this Form of Share Offer Acceptance and the accompanying Composite Document to the purchaser(s) or transferee(s) or to the bank, 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).

China Everbright Securities is making the Share Offer on behalf of the Offeror. The making of the Share Offer to Shareholders having registered addresses outside Hong Kong may be affected by the laws and regulations of the relevant jurisdictions. If you are an Overseas Shareholder, you should inform yourself about and observe all applicable legal and regulatory requirements. If you wish to accept the Share Offer, it is your sole responsibility to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including but not limited to the obtaining of all governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all necessary formalities, regulatory and/or legal requirements. You will also be fully responsible for the payment of any such transfer or other taxes and duties due by you in respect of the acceptance of the Share Offer. The Offeror, China Everbright Securities, the Company, their respective directors and professional advisors and all persons involved in the Share Offer and their respective agents shall be entitled to be fully indemnified and held harmless by you for any taxes and duties you may be required to pay. Acceptance of the Share Offer by you will constitute a warranty by you to the Offeror, China Everbright Securities and the Company that you have observed and are permitted under all applicable laws and regulations to receive and accept the Share Offer, and any revision thereof, and that you have obtained all requisite governmental, exchange control or other consents and have made all requisite registration and filing in compliance with all necessary formalities and regulatory or legal requirements and have paid all transfer or other taxes and duties or other required payments due from you in connection with such acceptance in the relevant jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations. You are recommended to seek professional advice before deciding whether or not to accept the Share Offer.

This Form of Share Offer Acceptance should be read in conjunction with the accompanying Composite Document.

HOW TO COMPLETE THIS FORM OF SHARE OFFER ACCEPTANCE

Shareholders are advised to read the Composite Document before completing this Form of Share Offer Acceptance. To accept the Share Offer made by China Everbright Securities on behalf of the Offeror to acquire your Share(s), you should complete and sign this Form of Share Offer Acceptance overleaf and forward this entire 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 the whole or in respect of part of your holding of Share(s) or if applicable, for not less than the number of the Shares in respect of which you intend to accept the Share Offer, by post or by hand, marked "China Assets (Holdings) Limited — Share Offer" on the envelope to the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on 9 May 2016 (Hong Kong time) or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code. The provisions of Appendix I to the Composite Document are incorporated into and form part of this Form of Share Offer Acceptance.

Warning: If you are holding the Shares on behalf of another person as nominee or otherwise, you should refer to the paragraph headed 1. PROCEDURES FOR ACCEPTANCE — 1.1 The Share Offer in Appendix I to the Composite Document in particular as to the matters which you should consider.

FORM OF SHARE OFFER ACCEPTANCE IN RESPECT OF THE SHARE OFFER

To: The Offeror and China Everbright Securities

1. My/Our execution of this Form of Share Offer Acceptance shall be binding on my/our successors and assignees, and shall constitute:
 - (a) my/our irrevocable acceptance of the Share Offer made by China Everbright Securities on behalf of the Offeror, as contained in the Composite Document, for the consideration and subject to the terms and conditions therein and herein mentioned, in respect of the number of Shares specified in this Form of Share Offer Acceptance;
 - (b) my/our irrevocable instruction and authority to each of the Offeror, China Everbright Securities and/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 Shares due to be issued to me/us in accordance with, and against delivery of, the enclosed transfer receipt(s) and/or other document(s) of title (if any) (and/or 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 Share Offer, as if it/they were delivered to the Registrar together with this Form of Share Offer Acceptance;
 - (c) my/our irrevocable instruction and authority to each of the Offeror and/or China Everbright Securities 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 to under the terms of the Share Offer (less seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the Share Offer), by ordinary post at my/our risk to the person named at the address stated 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 within seven Business Days following the later of the date on which the Share Offer becomes or is declared unconditional in all respects and the date of the receipt of this completed Form of Share Offer Acceptance and all the relevant documents (which should be received no later than 4:00 p.m. on 9 May 2016 (Hong Kong time) or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code) by the Registrar to render the acceptance under the Share Offer complete and valid;
(Note: Insert name and address of the person to whom the cheque is to be sent if different from the registered Shareholders or the first-named of joint registered Shareholders.)
Name: (in BLOCK LETTERS) _____
Address: (in BLOCK LETTERS) _____
 - (d) my/our irrevocable instruction and authority to each of the Offeror and/or China Everbright Securities and/or the Registrar and/or such person or persons as any of them may direct for the purpose, on my/our behalf, to make and execute the contract note as required by 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 Share Offer and to cause the same to be stamped and to cause an endorsement to be made on this Form of Share Offer Acceptance in accordance with the provisions of that Ordinance;
 - (e) 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 Shares tendered for acceptance under the Share Offer to the Offeror or such person or persons as it may direct fully paid and free from all Encumbrances and together with all rights attaching or accruing thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made, being the date of the posting of the Composite Document; and
 - (f) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or China Everbright Securities and/or the Company and/or their respective agent(s) or such person or persons as any of them may direct on the exercise of any rights contained herein.
2. I/We understand that acceptance of the Share Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror, China Everbright Securities and the Company that (i) the Shares held by me/us to be acquired under the Share Offer are sold fully paid and free from all Encumbrances and together with all rights attaching or accruing thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made, being the date of the posting of the Composite Document; and (ii) I/we have not taken or omitted to take any action which will or may result in the Offeror, China Everbright Securities, the Company or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the Share Offer, and I am/we are permitted under all applicable laws and regulations to receive and accept the Share Offer, and any revision thereof, and such acceptance is valid and binding in accordance with all applicable laws and regulations.
3. In the event that my/our acceptance is not valid in accordance with the terms of the Share 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 any other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof), together with this Form of Share Offer Acceptance duly cancelled, by ordinary post at my/our own risk to the person and address stated in paragraph 1(c) 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: If you submit the transfer receipt(s) upon acceptance of the Share Offer and in the meantime the relevant share certificate(s) is/are collected by any of the Offeror or China Everbright Securities or any of their agent(s) from the Company or the Registrar on your behalf, you will be returned such share certificate(s) in lieu of the transfer receipt(s).
4. 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/part of my/our holding of Shares which are to be held by you on the terms and conditions of the Share Offer. I/We understand that no acknowledgement of receipt of any Form of Share Offer Acceptance, 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) will be given. I/We further understand that all documents will be sent by ordinary post at my/our own risk.
5. I/We warrant and represent to the Offeror, China Everbright Securities and the Company that I am/we are the registered Shareholders of the number of Shares specified in this Form of Share Offer Acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of my/our Shares to the Offeror by way of acceptance of the Share Offer.
6. I/We warrant to the Offeror, China Everbright Securities and the Company that I/we have observed and are permitted under all applicable laws and regulations where my/our address is located as set out in the register of members of the Company to accept the Share Offer, and any revision thereof; and that I/we have obtained all requisite governmental, exchange control or other consents and made all registration or filing required in compliance with all necessary formalities, regulatory and/or legal requirements; and that I/we have paid all issue, transfer or other taxes and duties or other required payments due from me/us in connection with such acceptance; and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations.
7. I/We warrant to the Offeror, China Everbright Securities and the Company that I/we shall be fully responsible for payment of any transfer or other taxes and duties payable by me/us in connection with my/our acceptance of the Share Offer.
8. I/We acknowledge that, save as expressly provided in the Composite Document and this Form of Share Offer Acceptance, all the acceptance, instructions, authorities and undertakings hereby given shall be irrevocable.
9. I/We acknowledge that my/our Shares sold to the Offeror by way of acceptance of the Share Offer will be registered under the name of the Offeror or its nominee.

PERSONAL DATA

Personal Information Collection Statement

This personal information collection statement informs you of the policies and practices of the Offeror, China Everbright Securities, the Company and the Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance").

1. Reasons for the collection of your personal data

To accept the Share Offer for your 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 Share Offer. It is important that you inform the Offeror and/or China Everbright Securities and/or the Company and/or the Registrar immediately of any inaccuracies in the data supplied.

2. Purposes

The personal data which you provide on this Form of Share Offer Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your acceptance and verification of compliance with the terms and application procedures set out in this Form of Share Offer Acceptance and the Composite Document;
- registering transfer of the Share(s) out of your name(s);
- maintaining or updating the relevant register of Shareholders(s);
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- establishing your entitlements under the Share Offer;
- distributing communications from the Offeror and/or China Everbright Securities and/or the Company or their respective agents, officers, advisers and the Registrar;
- compiling statistical information and Shareholders profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purpose in connection with the business of the Offeror, China Everbright Securities, the Company and/or the Registrar; and

- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or China Everbright Securities and/or the Company to discharge their obligations to the Shareholders and/or regulators and any other purposes to which the Shareholders may from time by time agree to or be informed of.

3. Transfer of personal data

The personal data provided in this Form of Share Offer Acceptance will be kept confidential but the Offeror and/or China Everbright Securities and/or the Company 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 Offeror, China Everbright Securities, the Company and/or their agents, officers, 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 China Everbright Securities and/or the Company and/or the Registrar, in connection with the operation of their business;
- the Stock Exchange, the SFC and any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom the Offeror and/or China Everbright Securities and/or the Company and/or the Registrar considers to be necessary or desirable in the circumstances.

4. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether the Offeror and/or China Everbright Securities and/or the Company 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 Ordinance, the Offeror and/or China Everbright Securities and/or the Company and/or the Registrar have the right to charge a reasonable fee for the processing of any data access requests. 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 Offeror and/or China Everbright Securities and/or the Company and/or the Registrar (as the case may be).

BY SIGNING THIS FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S), YOU AGREE TO ALL OF THE ABOVE.

個人資料

收集個人資料聲明

本收集個人資料聲明旨在知會閣下有關於約人、中國光大證券、本公司及過戶處有關個人資料及香港法例第486章個人資料(私隱)條例(「該條例」)之政策及慣例。

1. 收集閣下個人資料之原因

如閣下就股份接納股份要約，閣下須提供所需個人資料。倘閣下未能提供所需資料，則可能導致閣下之接納不獲受理或有所延誤。其亦可能妨礙或延誤寄發閣下根據股份要約有權享有之代價。如所提供之資料有任何不準確，閣下須即時知會約人及/或中國光大證券及/或本公司及/或過戶處。

2. 用途

閣下於本股份要約接納表格提供之個人資料可能會用作、持有及/或保存(以任何方式)作下列用途：

- 處理閣下之接納及核實本股份要約接納表格及綜合文件載列之條款及申請手續之合規情況；
- 登記閣下名下股份之轉讓；
- 保存或更新有關股東名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 確定閣下於股份要約項下之權利；
- 發佈要約人及/或中國光大證券及/或本公司或彼等各自之代理、高級職員、顧問及過戶處之通訊；
- 編製統計資料及股東簡歷；
- 按法例、規則或規例(無論法定或其他)作出披露；
- 披露有關資料以便處理申索或確定應得權益；
- 有關要約人、中國光大證券、本公司及/或過戶處業務之任何其他用途；及

- 有關上文所述任何其他臨時或關連用途及/或以便要約人及/或中國光大證券及/或本公司履行彼等對股東及/或監管機構之責任及股東不時同意或知悉之任何其他用途。

3. 轉交個人資料

本股份要約接納表格提供之個人資料將保密，惟要約人及/或中國光大證券及/或本公司及/或過戶處為達致上述或其中任何用途，可能作出其認為必要之查詢，以確認個人資料之準確性，尤其可向或自下列任何及所有人士及實體披露、獲取或轉交(不論於香港境內或境外)該等個人資料：

- 要約人、中國光大證券、本公司及/或其代理、高級職員、顧問及過戶處；
- 向要約人及/或中國光大證券及/或本公司及/或過戶處提供與其業務經營有關之行政、電訊、電腦、付款或其他服務之任何代理、承包商或第三方服務供應商；
- 聯交所、證監會及任何監管或政府機構；
- 與閣下進行交易或建議進行交易之任何其他人士或機構，例如銀行、律師、會計師、持牌證券交易商或註冊證券機構；及
- 要約人及/或中國光大證券及/或本公司及/或過戶處認為必需或適當情況下之任何其他人士或機構。

4. 存取及更正個人資料

根據該條例之規定，閣下有權確認要約人及/或中國光大證券及/或本公司及/或過戶處是否持有閣下之個人資料，並取得該資料之副本，以及更正任何不正確資料。根據該條例之規定，要約人及/或中國光大證券及/或本公司及/或過戶處可就取得任何資料之要求收取合理手續費。存取資料或更正資料或取得有關政策及慣例之資料，以及所持資料類別之所有要求，須提交要約人及/或中國光大證券及/或本公司及/或過戶處(視情況而定)。

閣下一經簽署本普通股接納及轉讓表格，即表示同意上述所有條款。