

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, 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 document.

This document is the Form of Acceptance referred to in the scheme document addressed to the Scheme Shareholders and the Optionholders dated 31 March, 2017 (the "Scheme Document") for use by the Optionholders to declare their choice in respect of the Option Offer. You should read it in conjunction with the Scheme Document and the Option Offer Letter sent by CICC dated 31 March, 2017 on behalf of the Joint Offerors in relation to the Option Offer.

If you fail to sign and return this Form of Acceptance in accordance with the instructions set out in this Form of Acceptance, you will be treated as if you had returned a duly executed Form of Acceptance with the "Accept" box ticked in respect of all Share Options held by you as at the Share Option Record Date.

Terms defined in the Scheme Document have the same meanings in this Form of Acceptance.

**ALIBABA INVESTMENT  
LIMITED**

(incorporated in British Virgin Islands with limited liability)

**INTIME INTERNATIONAL  
HOLDINGS LIMITED**

(incorporated in the Cayman Islands with limited liability)



**銀泰商业**

**INTIME RETAIL (GROUP) COMPANY LIMITED**

銀泰商業(集團)有限公司

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 1833)

**PROPOSED PRIVATISATION OF INTIME RETAIL (GROUP) COMPANY LIMITED  
BY THE JOINT OFFERORS  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW)  
OPTION OFFER FORM OF ACCEPTANCE**

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer, or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisor.

You should return the completed Form of Acceptance to the Joint Offerors, care of Intime Retail (Group) Company Limited at 1063-3 Creative Culture Industrial Park, Sihui East Road, Chaoyang District, Beijing, China, for the attention of the Human Resources Department of the Company and marked "Intime Retail (Group) Company Limited – Option Offer", by no later than 4:30 p.m. on Wednesday, 31 May 2017 (or such other date and time as may be notified to you by the Joint Offerors, CICC and the Company or by way of joint announcement by the Joint Offerors and the Company on the website of the Stock Exchange).

Before returning the Form of Acceptance to the Human Resources Department of the Company, please ensure that you have completed and signed the Form of Acceptance and that your signature has been witnessed.

To: **The Joint Offerors, the Company and CICC**

With reference to the Option Offer made by CICC dated 31 March 2017 on behalf of the Joint Offerors, I hereby declare my choice in respect of the Option Offer by ticking the relevant box below in respect of ALL the Share Options that I hold as at the Share Option Record Date on the terms and subject to the conditions set out in the Option Offer <sup>(Note 1)</sup>:

<b>ACCEPT</b>	
<b>REJECT*</b>	

\* Please note that the Joint Offerors may take steps to ensure that the Company becomes wholly-owned by the Joint Offerors, Shen Group (excluding Shen Offeror) and Chen Group on and from the Effective Date by, for example, amending the terms of the articles of association of the Company to ensure that Optionholders are not entitled to receive any Shares. Accordingly, you should note that there is no certainty that you will receive any consideration for your Share Options if you reject the Option Offer. Please see paragraph (B) of the section headed "Courses of Action Available to Holders of Share Options" in the Option Offer Letter for further details.

By signing and returning this Form of Acceptance, I:

- confirm that I have read, understood and agreed to the terms and conditions of the Option Offer (including, without limitation, those set out in the Option Offer Letter and this Form of Acceptance), and that I have received the Scheme Document and the Option Offer Letter;
- confirm that each Share Option in respect of which I accept the Option Offer is valid and subsisting, free from all liens, charges, mortgages and third party interests of any nature whatsoever;
- acknowledge that I cease to have any rights or obligations, and waive all rights and claims against any party (including the Joint Offerors and the Company), in respect of such Share Option (including any Share Option for which I am only entitled to receive a nominal amount of cash consideration of HK\$0.05 per 500 Share Options (or part thereof), because the exercise price of the relevant Share Option exceeds the Cancellation Price) I hold in respect of which I accept the Option Offer, and I agree that all rights and obligations under all Share Options held by me in respect of which I accept the Option Offer will be cancelled;
- confirm that any acceptance of the Option Offer cannot be withdrawn or altered;
- authorise the Company and the Joint Offerors, jointly and severally, or any director or officer of the Company or the Joint Offerors or any agent of such person to do all acts and things and to execute any document as may be necessary or desirable to give effect to or in consequence of my acceptance of the Option Offer, and I hereby undertake to execute any further assurance that may be required in respect of such acceptance (including consenting to the Company, the Board or the Joint Offerors, as applicable, exercising its rights to amend the terms of my Share Options such that they may be transferred to the Joint Offerors); and
- undertake to confirm and ratify any action properly or lawfully taken on my behalf by any attorney or agent appointed by or pursuant to the Option Offer Letter or this Form of Acceptance.

This Form of Acceptance shall be governed by and construed in accordance with the laws of Hong Kong.

Signature of Optionholder: \_\_\_\_\_ <sup>(Note 2)</sup>

Witness' Signature: \_\_\_\_\_ <sup>(Note 3)</sup>

Name of Optionholder: \_\_\_\_\_

Witness' Name: \_\_\_\_\_

Employee Number: \_\_\_\_\_

Witness' Identity Card Number: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

- This Form of Acceptance is subject to the terms and conditions of the Option Offer as set out in the Option Offer Letter sent by CICC dated 31 March 2017 on behalf of the Joint Offerors in relation to the Option Offer. The Option Offer is made in respect of your (i) unvested Share Options that you hold as at the Share Option Record Date and (ii) vested Share Options that you hold as at the Share Option Record Date, in respect of which the underlying Shares are not registered in your name (or in the name of your nominee holding for your behalf) as at the Scheme Record Date.
- Please sign at the place indicated to signify your choice in respect of the Option Offer and/or insert the date of signing. If you fail to sign and return the Form of Acceptance to the Joint Offerors as instructed above, you will be treated as not having accepted the Option Offer in respect of all of the Share Options you hold as at the Share Option Record Date notwithstanding completion of the other parts of this Form of Acceptance.
- The witness must be physically present when you sign this Form of Acceptance. The witness should be an individual but should not be a close relative of yours, a minor, a bankrupt or a person of unsound mind.
- You are recommended to consult your professional adviser if you are in any doubt as to the taxation implications of the Option Offer and, in particular, whether the receipt of the consideration under the Option Offer will make you liable to taxation in Hong Kong or in other jurisdictions. If you are not resident in Hong Kong, the acceptance of the Option Offer or the receipt of the consideration for acceptance of the Option Offer may be subject to the laws of the relevant jurisdiction in which you are located. You should inform yourself about and observe any applicable legal and regulatory requirements. If you wish to accept the Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws of your own jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.