

Unless the context otherwise requires, terms used in this Form of Acceptance shall bear the same meanings as those defined in the composite offer and response document dated 16 December 2021 (the "Composite Document") issued jointly by Tecway Technology Limited, Zhang Zhilong, Theia Vision Capital Limited and Zhicheng Technology Group Ltd.

除文義另有所指外，本要約接納表格所用詞彙與鼎域技術有限公司、張志龍、遠盈資本有限公司及Zhicheng Technology Group Ltd.於2021年12月16日聯合刊發之綜合要約及回應文件(「綜合文件」)所界定者具有相同涵義。

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 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及香港中央結算有限公司對本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，並明確表示概不對因本要約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。

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

閣下如欲接納股份要約，請使用本要約接納表格。

Zhicheng Technology Group Ltd.

志承科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8511)

(股份代號: 8511)

FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) OF US\$0.0001 EACH IN THE ISSUED SHARE CAPITAL OF ZHICHENG TECHNOLOGY GROUP LTD. ZHICHENG TECHNOLOGY GROUP LTD.已發行股本中每股面值0.0001美元之普通股之要約接納及過戶表格

All parts should be completed except the sections marked "Do not complete"

除註明「請勿填寫本欄」之部分外，每項均須填寫

Hong Kong branch share registrar and transfer office: Computershare Hong Kong Investor Services Limited

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

香港股份過戶登記分處：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

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby accept(s) the Offer and transfer(s) to the "Transferee" named below the ordinary shares of US\$0.0001 each in the issued share capital of Zhicheng Technology Group Ltd. (the "Share(s)") held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the accompanying Composite Document. 下述「轉讓人」謹此按下列代價接納股份要約，向下述「承讓人」轉讓以下註明轉讓人所持有之Zhicheng Technology Group Ltd.已發行股本中每股面值0.0001美元之普通股(「股份」)，惟須遵守本表格及隨附之綜合文件內之條款及條件。		
Number of Shares to be transferred (Note 1) 將予轉讓之股份數目(附註1)	FIGURES 數目	WORDS 大寫
Share certificate number(s) 股票號碼		
TRANSFEROR(S) name(s) and address in full 轉讓人全名及地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK LETTERS) (請用打字機或用正楷填寫)	Family name(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\$0.1875 in cash for each Share 每股股份現金0.1875港元	
TRANSFEEE 承讓人	Name 名稱：	Tecway Technology Limited 鼎域技術有限公司 / Zhang Zhilong 張志龍 / Theia Vision Capital Limited 遠盈資本有限公司
	Registered address 登記地址：	Tecway Technology Limited 鼎域技術有限公司：Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 香港灣仔皇后大道東183號合和中心54樓 Zhang Zhilong 張志龍：6F, Block 7, Huangpu Yuyuan Phase 1, Futian District, Shenzhen, Guangdong, the PRC 中國廣東省深圳市福田區黃埔雅苑一期7棟6F Theia Vision Capital Limited 遠盈資本有限公司：Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands
	Occupation 職業：	Tecway Technology Limited 鼎域技術有限公司：Corporation 法人團體 Zhang Zhilong 張志龍：Merchant 商人 Theia Vision Capital Limited 遠盈資本有限公司：Corporation 法人團體
SIGNED by the Transferor(s) to this transfer, this _____ day of _____ 由轉讓人於_____年_____月_____日簽署		

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

轉讓人或為其及代表其在下列見證人見證下簽署：

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 Transferor(s) or its duly authorised agent(s)/

Company chop, if applicable

轉讓人或其正式獲授權代理人簽署/公司印鑑(如適用)

Date of submission of this Form of Acceptance

提交本要約接納表格之日期

ALL JOINT REGISTERED SHAREHOLDERS MUST SIGN HERE
所有聯名登記股東均須於本欄簽署

The signing Shareholder(s) hereby acknowledge(s) that the Offer is conditional upon the terms and conditions contained herein and in the accompanying Composite Document, and that the signing and submission of this Form of Acceptance by the signing Shareholder(s) do not render the transfer of Shares contemplated hereunder becoming effective. The transfer of Shares contemplated hereunder shall be subject to the signing by the Transferee on the date of transfer stated below.

署名股東謹此確認股份要約受本要約接納表格及隨附之綜合文件內之條款及條件所規限，且由署名股東簽署及呈交本要約接納表格並不令據此擬進行之股份轉讓生效。據此擬進行之股份轉讓須於下文所列轉讓日期由承讓人簽署，方可作實。

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見證人見證下簽署：	For and on behalf of 為及代表
Signature of Witness 見證人簽署：_____	Tecway Technology Limited 鼎域技術有限公司 / Zhang Zhilong 張志龍 / Theia Vision Capital Limited 遠盈資本有限公司
Name of Witness 見證人姓名：_____	Authorised Signatory(ies) 獲授權簽署人
Address of Witness 見證人地址：_____	
Occupation of Witness 見證人職業：_____	Signature of Transferee or its duly authorised agent(s) 承讓人或其正式授權代理人簽署
SIGNED by the Transferor(s) to this transfer, this _____ day of _____ 由轉讓人於_____年_____月_____日簽署	

Note 1: Insert the total number of Shares for which the Offer is accepted. If no number is inserted in the box title "Number of Shares to be transferred" or a number of Shares inserted is greater than the number of Shares held by you or inserted is greater or smaller than Shares tendered as supported by the relevant share certificate(s) for acceptance of the Offer and you have signed this Form of Acceptance, your Form of Acceptance in respect of the Offer will be considered to be incomplete and accordingly, your acceptance of the Offer will be invalid. The Form of Acceptance will be returned to you for correction and resubmission. Any corrected Form of Acceptance must be resubmitted and received by the Registrar on or before the latest time for acceptance of the Offer.

附註1: 請填上接納股份要約之股份總數。倘並無於「將予轉讓之股份數目」一欄上填上股份數目或填上的股份數目大於閣下所持有的股份數目或大於或小於就接納股份要約所提交股份(以相關股票證明)而閣下已簽署本要約接納表格，則閣下有關於要約之要約接納表格將被視為並未填妥，因此，閣下之要約接納表格將無效，而要約接納表格將退還予閣下以作更正及重新提交。任何已更正之要約接納表格須於接納股份要約的最終限期或之前重新提交及由過戶登記處接獲。

* For identification purposes only

* 僅供識別

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 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 transferred all your Share(s) in Zhicheng Technology Group Ltd., you should at once hand this Form of 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 onward transmission to the purchaser(s) or transferee(s).

Forwin Securities is making the Offer available to all Independent Shareholders on behalf of the Joint Offerors. However, the Offer to persons not residing in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident. The making of the Offer to persons with a registered address outside of Hong Kong may be prohibited or limited by the laws or regulations of the relevant jurisdictions. If you are an Overseas Shareholder who is a citizen, resident or national of a jurisdiction outside Hong Kong, you should inform yourself about and observe all applicable legal or regulatory requirements and, where necessary, seek independent legal advice. If you wish to accept the Offer, it is your responsibility to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer, including the obtaining of all governmental, exchange control or other consents which may be required and the compliance with all necessary formalities and regulatory or legal requirements. You will also be fully responsible for any such issue, transfer or other taxes payable by you in respect of the acceptance of the Offer. Acceptance of the Offer by you will constitute a warranty by you to the Joint Offerors, the Company, Forwin Securities and any of their respective ultimate beneficial owners, directors, officers, agents or associates that you have observed and are permitted under all applicable laws and regulations to receive and accept the Offer, and any revision thereof, and that you have obtained all requisite governmental, exchange control or other consents in compliance with all necessary formalities and regulatory or legal requirements and have paid all issue, transfer or other taxes or other required payments due from you in connection with such acceptance in any territory, and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations.

This Form of Acceptance should be read in conjunction with the accompanying Composite Document. In particular, your attention is drawn to Appendix I to the Composite Document.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE

The Offer is unconditional. Shareholders are advised to read the Composite Document before completing this Form of Acceptance. To accept the Offer made by Forwin Securities on behalf of the Joint Offerors to acquire your Shares at a cash price HK\$0.1875 per Share, you should duly complete and sign this Form of 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 not less than such number of Shares in respect of which you wish to accept the Offer, by post or by hand in an envelope marked "Zhicheng Technology Group Ltd. — Offer", to the Registrar, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:00 p.m. on Thursday, 6 January 2022 or such later time(s) and/or date(s) as the Joint Offerors may determine, and the Joint Offerors and the Company may jointly announce with the consent of the Executive 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 Acceptance.

Warning: If you are holding the Shares on behalf of another person as nominee or otherwise, you should refer to the paragraph headed "4. Nominee registration" in Appendix I to the Composite Document in particular as to the matters which you should consider.

FORM OF ACCEPTANCE IN RESPECT OF THE OFFER

To: The Joint Offerors and Forwin Securities

1. My/Our execution of this Form of Acceptance shall be binding on my/our successors and assignees, and shall constitute:

- (a) my/our irrevocable acceptance of the Offer made by Forwin Securities on behalf of the Joint Offerors, 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 Shares specified in this Form of Acceptance. If no number is inserted in the box title "Number of Shares to be transferred" or a number of Shares inserted is greater than the number of Shares held by you or inserted is greater or smaller than Shares tendered as supported by the relevant share certificate(s), transfer receipt(s) and/or any other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for acceptance of the Offer and I/we have signed this Form of Acceptance, my Form of Acceptance in respect of the Offer will be considered to be incomplete and accordingly, my acceptance of the Offer will be invalid. This form will be returned to me/us for correction and resubmission. Any corrected form must be resubmitted and received by the Registrar on or before the latest time of acceptance of the Offer. I understand that, if the number of Shares shown in the share certificate is not wholly accepted by me, I shall apply to the Registrar for new share certificate representing such number of Shares to be accepted and shown in this Form of Acceptance;
- (b) my/our irrevocable instruction and authority to each of the Joint Offerors, Forwin Securities and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates 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 Offer, as if it/they was/were delivered to the Registrar together with this Form of Acceptance;
- (c) my/our irrevocable instruction and authority to each of the Joint Offerors, Forwin Securities and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates 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 Offer (less seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the 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 date of receipt of all the relevant documents by the Registrar to render the acceptance under the 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 Shareholder 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 Joint Offerors, Forwin Securities, the Registrar and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates, on my/our behalf, to make and execute the contract note as required by Section 19(1) of 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 Shares to be sold by me/us under the Offer and to cause the same to be stamped and to cause an endorsement to be made on this Form of Acceptance in accordance with the provisions of that Ordinance;
 - (e) my/our irrevocable instruction and authority to each of the Joint Offerors, Forwin Securities, the Registrar and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates, amend and execute any document on my/our behalf in connection with my/our acceptance of the Offer and to do any other act that may be necessary or expedient for the purposes of vesting in the Joint Offerors or such person or persons as it may direct my/our Share(s) tendered for acceptance under the Offer, including but not limited to the insertion of a date in this Form of Acceptance where the Form of Acceptance is undated;
 - (f) 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 Offer to the Joint Offerors or such person or persons as it may direct free from all third party rights and together with all rights at any time accruing or attaching to them, including the rights to receive dividends and distributions declared, made or paid on or after the date on which the Offer is made; and
 - (g) my/our agreement to ratify each and every act or thing which may be done or effected by the Joint Offerors, the Company, Forwin Securities and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates on the exercise for any rights contained herein.
2. I/We understand that acceptance of the Offer by me/us will be deemed to constitute a warranty by me/us to the Joint Offerors, the Company, Forwin Securities and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates that the Shares held by me/us to be acquired under the Offer are sold free from all third party rights and together with all rights at any time accruing or attaching to them, including the rights to receive dividends and distributions declared, made or paid on or after the date on which the Offer is made.
3. In the event that my/our acceptance is not valid in accordance with the terms of the 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 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 one or more transfer receipt(s) upon acceptance of the Offer and in the meantime the relevant share certificate(s) is/are collected by any of the Joint Offerors, the Company, Forwin Securities, the Registrar and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates 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 Offer. I/We understand that no acknowledgement of receipt of any Form of 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 Joint Offerors, the Company, Forwin Securities and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates that I am/we are the registered Shareholder(s) of the number of Shares specified in this Form of 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 Joint Offerors by way of acceptance of the Offer.
6. I/We warrant to the Joint Offerors, the Company, Forwin Securities and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates 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 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 and regulatory or legal requirements; and that I/we have paid all issue, transfer or other taxes 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; and that I/we have not taken or omitted to take any action which will or may result in the Joint Offerors and its concert parties, the Company, Forwin Securities or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Offer or my/our acceptance thereof.
7. I/We warrant to the Joint Offerors, the Company, Forwin Securities and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates that I/we shall be fully responsible for payment of any transfer or other taxes and duties payable by me/us in respect of the jurisdiction where my/our address is located as set out in the register of members of the Company in connection with my/our acceptance of the Offer.
8. I/We acknowledge that, save as expressly provided in the Composite Document and this Form of Acceptance, all the acceptances, instructions, authorities and undertakings hereby given shall be irrevocable.
9. I/We acknowledge that my/our Shares sold to the Joint Offerors by way of acceptance of the Offer will be registered under the name of Joint Offerors or its nominee.
10. I/We irrevocably undertake, represent, warrant and agree to and with the Joint Offerors, the Company, Forwin Securities (so as to bind my/our successors and assignees) that in respect of the Shares which are accepted or deemed to have been accepted under the Offer, which acceptance has not been validly withdrawn, and which have not been registered in the name of the Joint Offerors or as it may direct, to give:
 - (a) an authority to the Company and/or its agents from me/us to send any notice, circular, warrant or other document or communication which may be required to be sent to me/us as a member of the Company (including any share certificate(s) and/or other document(s) of title issued as a result of conversion of such Shares into certificated form) to the attention of the Joint Offerors at the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong;
 - (b) an irrevocable authority to the Joint Offerors or its agents to sign any consent to short notice of any general meeting of the Company on my/our behalf and/or to attend and/or to execute a form of proxy in respect of such Shares appointing any person nominated by the Joint Offerors to attend such general meeting (or any adjournment thereof) and to exercise the votes attaching to such Shares on my/our behalf, such votes to be cast in a manner to be determined at the sole discretion of the Joint Offerors; and
 - (c) my/our agreement not to exercise any of such rights without the consent of the Joint Offerors and my/our irrevocable undertaking not to appoint a proxy for, or to attend any, such general meeting and subject as aforesaid, to the extent I/we have previously appointed a proxy, other than the Joint Offerors or its nominee or appointee, for or to attend or to vote at the general meeting of the Company, I/we hereby expressly revoke such appointment.

本要約接納表格乃重要文件，閣下須即時處理。

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

閣下如已將名下之Zhicheng Technology Group Ltd.股份全部售出或轉讓，應立即將本要約接納表格連同隨附之綜合文件一併送交買主或承讓人，或經手買賣或轉讓之銀行、持牌證券商、註冊證券機構或其他代理，以便轉交買主或承讓人。

富榮證券代表聯合要約人向所有獨立股東提出股份要約。然而，向並非香港居民的人士作出股份要約可能受到彼等屬居民的相關司法權區法律影響。向登記地址位於香港境外司法權區的人士作出股份要約，可能被相關司法權區的法律或法規禁止或限制。倘閣下為海外股東（位於香港境外司法權區的公民、居民及國民），閣下應自行了解及遵守所有適用法律或監管規定，並在必要時尋求獨立法律意見。閣下如欲接納股份要約，須就接納股份要約自行信納全面遵守有關司法權區之相關法律及法規，包括獲得一切所需之政府、外匯管制或其他同意，以及遵守一切所需手續及監管或法律規定。閣下將須負責支付就接納股份要約應付之任何有關發行費、轉讓費或其他稅項。閣下接納股份要約，即構成閣下向聯合要約人、本公司、富榮證券及彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人保證，閣下已遵守所有適用法律及法規以及根據所有適用法律及法規獲允許接收及接納股份要約及其任何修訂，而閣下已根據一切必要手續及遵守監管或法律規定取得一切所需之政府、外匯管制或其他方面之同意，並已支付閣下於任何地區接納而應付之所有發行費、轉讓費或其他稅項或其他所需款項，而有關接納將根據一切適用法律及法規屬有效及具約束力。

本要約接納表格應連同隨附之綜合文件一併閱覽。尤其是，閣下須垂注綜合文件附錄一。

本要約接納表格之填寫方法

股份要約不附帶條件。股東於填寫本要約接納表格前，務請先閱讀綜合文件。如欲接納富榮證券代表聯合要約人以現金每股股份0.1875港元之價格收購閣下之股份所提出的股份要約，應填妥及簽署背頁之本要約接納表格，並將整份表格，連同不少於就閣下擬接納股份要約的有關數目股份的有關股票及/或過戶收據及/或任何其他所有權文件(及/或任何就此所需令人信納的一份或多份彌償保證書)，一併以郵寄或專人送交方式送抵過戶登記處，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖，信封面標註「Zhicheng Technology Group Ltd. 一股份要約」，惟無論如何不得遲於2023年1月6日(星期四)下午四時正，或聯合要約人在執行人員同意下根據收購守則所釐定及聯合要約人及本公司聯合公佈之較後時間及/或日期。綜合文件附錄一之條文已載入並構成本要約接納表格之一部分。

注意事項：如閣下以代名人或其他身份代表另一位人士持有股份，敬請閱覽綜合文件附錄一「4.代名人登記」一段，尤其關於閣下應加以考慮的該等事項。

股份要約之要約接納表格

致：聯合要約人及富榮證券

1. 本人/吾等一經簽立本要約接納表格，本人/吾等之承繼人及受讓人將受此約束，並表示：

- 本人/吾等不可撤回地就本要約接納表格上所註明數目之股份，按照及根據綜合文件及本要約接納表格所述之代價、條款及條件接納綜合文件所載由富榮證券代表聯合要約人提出之股份要約。倘並無於「將予轉讓之股份數目」一欄上填上有關股份數目或填上的股份數目大於閣下所持所有權文件(及/或任何就此所需令人信納的一份或多份彌償保證書)所交回的股份數目，而本人/吾等已簽署本要約接納表格，則本人有關要約之要約接納表格將被視為並未填妥，因此，本人之要約接納表格會無效。本表格將退還予本人/吾等以作更正及重新提交。任何已更正表格將須於接納股份要約的最終限期或之前重新提交及由過戶登記處接獲。本人知悉，若股票所示之股份數目並非由本人悉數接納，則本人應向過戶登記處申請新股票，以代表將予接納並於本要約接納表格上列示的有關股份數目；
- 本人/吾等不可撤回地指示及授權聯合要約人、富榮證券及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人各人，代表本人/吾等交付隨附經本人/吾等正式簽署之過戶收據及/或其他所有權文件(如有)(及/或就此所需令人信納的一份或多份彌償保證書)，憑此向本公司或過戶登記處領取本人/吾等就股份應獲發之股票，並將有關股票送交過戶登記處，以及授權及指示過戶登記處按照及根據股份要約之條款及條件持有該等股票，猶如該等股票已連同本要約接納表格一併交回過戶登記處論；
- 本人/吾等不可撤回地指示及授權聯合要約人、富榮證券及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人各人，就本人/吾等根據股份要約之條款應得之現金代價(扣除本人/吾等有關於本人/吾等接納股份要約應付之賣方從價印花稅)，以「不得轉讓—只准入抬頭人賬戶」方式向本人/吾等開出劃線支票，然後於過戶登記處接獲一切有關文件致使股份要約項下之接納為完整及有效之日起計七個營業日內，按以下地址以平郵方式寄予以下人士；如下欄並無填上姓名及地址，則按本公司之股東名冊所示登記地址，寄予本人或吾等當名名列首位者(如屬聯名登記股東)，郵誤風險概由本人/吾等自行承擔；

(附註：如收取支票之人士並非登記股東或名列首位之聯名登記股東，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/吾等不可撤回地指示及授權聯合要約人、富榮證券、過戶登記處及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人各人，代表本人/吾等以根據股份要約將予出售股份之賣方身份，訂立及簽立香港法例第117章印花稅條例第19(1)條所規定須訂立及簽立之買賣單據，並根據該條例規定在本要約接納表格上加蓋印花及背書證明；
- 本人/吾等不可撤回地指示及授權聯合要約人、富榮證券、過戶登記處及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人各人，代表本人/吾等修訂及簽立與本人/吾等接納股份要約有關的任何文件，以及採取任何其他必須或合理的行動，以使本人/吾等提交接納股份要約的股份歸屬於聯合要約人或其可能指定的一名或多名人士所有，包括但不限於在並無註明日期的本要約接納表格加上日期；
- 本人/吾等承諾於必需或合宜時簽立其他文件並作出其他行動及事宜，以進一步確保本人/吾等根據股份要約之接納轉讓予聯合要約人或其可能指定之該名或該等人士之股份，並不附帶所有第三方權利，並連同任何時候應計及附帶的所有權利，包括享有作出要約當日或之後宣派、作出或派付的所有股息及分派的權利；及
- 本人/吾等同意追認聯合要約人、本公司、富榮證券及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人，於行使本表格所載任何權利時所作出或進行之任何行動或事宜。

2. 本人/吾等明白本人/吾等接納股份要約，將被視為構成本人/吾等向聯合要約人、本公司、富榮證券及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人保證，本人/吾等所持將根據股份要約被收購之股份，於出售時並不附帶所有第三方權利，並連同任何時候應計及附帶的所有權利，包括享有作出要約當日或之後宣派、作出或派付的所有股息及分派的權利。

3. 倘若根據股份要約之條款，本人/吾等之接納為無效，則上文第1段所載一切指示、授權及承諾均會終止，在此情況下，本人/吾等授權並要求閣下將本人/吾等之股票及/或過戶收據及/或任何其他所有權文件(及/或就此所需令人信納的一份或多份彌償保證書)，連同已予正式註銷之本表格，以平郵方式一併寄回名列上述第1(c)段之人士及地址；如上欄並無填上姓名及地址，則按本公司之股東名冊所示登記地址寄回予本人或吾等當名名列首位者(如屬聯名登記股東)，郵誤風險概由本人/吾等自行承擔。

附註：如閣下於接納股份要約時提交一份或多份過戶收據，而與此同時聯合要約人、本公司、富榮證券、過戶登記處及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人中任何一方已代表閣下領取有關股票，則閣下將獲發還有關股票，而非上述過戶收據。

4. 本人/吾等謹此附上本人/吾等所持全部/部分股份之有關股票及/或過戶收據及/或任何其他所有權文件(及/或就此所需令人信納的一份或多份彌償保證書)，由閣下按照股份要約之條款及條件予以保存。本人/吾等明白將不會就任何要約接納表格、股票及/或過戶收據及/或任何其他所有權文件(及/或任何就此所需令人信納的一份或多份彌償保證書)獲發收據。本人/吾等亦明白所有文件將以平郵方式寄出，郵誤風險概由本人/吾等自行承擔。

5. 本人/吾等謹此向聯合要約人、本公司、富榮證券及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人保證及聲明，本人/吾等為本要約接納表格指定股份數目之登記股東，而本人/吾等擁有全部權利、權力及權限，透過接納股份要約之方式向聯合要約人出售及轉讓本人/吾等所持股份之所有權及擁有權。

6. 本人/吾等向聯合要約人、本公司、富榮證券及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人保證，本人/吾等已遵守本人/吾等於本公司之股東名冊所列地址所有適用法律及法規以及根據所有適用法律及法規獲允許接納股份要約及其任何修訂；而本人/吾等已取得任何所需政府、外匯管制或其他方面之同意，及作出所有必要手續或遵守監管或法律規定所規定之一切登記或存檔；且本人/吾等已支付本人/吾等就該接納應付之所有發行費、轉讓費或其他稅項或其他所需款項；而有關接納將根據一切適用法律及法規屬有效及具約束力；且本人/吾等並無採取或遺漏任何行動而將會或可能致使聯合要約人及其一致行動人士、本公司、富榮證券或任何其他人士違反任何地區與股份要約或本人/吾等接納股份要約有關之法律或監管規定。

7. 本人/吾等向聯合要約人、本公司、富榮證券及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人保證，本人/吾等須就支付本公司之股東名冊所示本人/吾等之地址所在司法權區關於本人/吾等接納股份要約應付之任何轉讓費或其他稅項及徵費承擔全部責任。

8. 本人/吾等明白，除非綜合文件及本要約接納表格有明文規定，藉本表格所規定的一切接納、指示、授權及承諾均不可予撤回。

9. 本人/吾等明白本人/吾等以接納股份要約之方式售予聯合要約人之股份將以聯合要約人或其代名人名義登記。

10. 本人/吾等就根據股份要約已接納或被視為已接納而其接納並未被有效撤回及並無以聯合要約人或其所指定人士之名義登記之股份，向聯合要約人、本公司、富榮證券不可撤回地承諾、聲明、保證及同意(以約束本人/吾等之繼承人及受讓人)：

- 本人/吾等授權本公司及/或其代理人將可能須向本人/吾等(作為本公司股東)寄發之任何通告、通函、認股權證或其他文件或通訊(包括任何股票及/或因將該等股份轉為證書形式而發出之其他所有權文件)送交過戶登記處(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)以轉交聯合要約人；
- 不可撤回地授權聯合要約人或其代理人代表本人/吾等簽署任何同意書，同意縮短本公司任何股東大會通知期及/或出席及/或簽立有關該等股份之代表委任表格，以委任聯合要約人提名之任何人士出席相關股東大會(或其任何續會)，以及代表本人/吾等行使該等股份所附帶之投票權，而該等投票權將以聯合要約人全權酌情釐定之方式作出投票；及
- 本人/吾等協定，未得聯合要約人同意，不會行使任何相關權利，以及本人/吾等不可撤回地承諾不會就任何股東大會委任代表，或親身出席股東大會，及在上文所規限下，如本人/吾等以往已就本公司之股東大會委任代表(而該代表並非聯合要約人或其代名人或獲委任人士)出席該等大會或作出投票，則本人/吾等謹此明示撤回有關委任。

PERSONAL DATA

Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Joint Offerors, the Company, Forwin Securities, the Registrar and any of their respective ultimate beneficial owners, directors, officers, agents or associates and 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 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 Offer.

2. Purposes

The personal data which you provide on this Form of Acceptance 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 Composite Document;
- registering transfers of the Share(s) out of your name(s);
- maintaining or updating the relevant register of Shareholders;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Joint Offerors, the Company and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates and the Registrar;
- compiling statistical information and Shareholders profile;
- establishing benefit entitlements of the Shareholders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims and entitlements;
- any other purpose in connection with the business of the Joint Offerors, the Company or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable and/or the Joint Offerors, the Company, Forwin Securities and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates to discharge its 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 Joint Offerors, the Company, Forwin Securities, the Registrar and/or any of their respective ultimate beneficial owners, directors, officers, agents or

associates 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 Joint Offerors, the Company, Forwin Securities, the Registrar and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates and overseas principal registrar (if any);
- any agents, contractors or third parties service providers who offer administrative, telecommunications, computer, payment or other services to the Joint Offerors, the Company, Forwin Securities, the Registrar and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates and/or the Registrar in connection with the operation of their business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as their bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom Joint Offerors, the Company, Forwin Securities, the Registrar and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates consider(s) 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 Joint Offerors, the Company, Forwin Securities, the Registrar and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates 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 Joint Offerors, the Company, Forwin Securities, the Registrar and/or any of their respective ultimate beneficial owners, directors, officers, agents or associates 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 Joint Offerors, the Company, Forwin Securities, the Registrar or any of their respective ultimate beneficial owners, directors, officers, agents or associates (as the case may be).

5. Retention of Personal Data

The Joint Offerors, the Company, Forwin Securities, the Registrar will keep the personal data provided in this Form of Acceptance for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

BY SIGNING THIS FORM OF ACCEPTANCE, 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聯合要約人、本公司、富榮證券、過戶登記處及彼等各自的最終實益擁有人、董事、高級管理人員、代理人或聯繫人及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

倘閣下欲就閣下之股份而接納股份要約，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申請被拒或受到延誤。這亦可能妨礙或延遲寄發閣下根據股份要約應得之代價。

2. 用途

閣下於本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：

- 處理閣下之接納申請及核實遵循本要約接納表格及綜合文件載列之條款及申請手續；
- 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；
- 發佈聯合要約人、本公司及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人及過戶登記處之通訊；
- 編製統計資料及股東之資料；
- 確立股東之獲益權利；
- 按法例、規則或規例規定(無論法定或其他規定)作出披露；
- 披露有關資料以方便提出主張及進行權益申索；
- 有關聯合要約人、本公司或過戶登記處業務之任何其他用途；及
- 有關上述的任何其他臨時或關連用途及/或令聯合要約人、本公司、富榮證券及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人得以履行其對股東及/或適用法規項下之責任，以及股東可能不時同意或知悉之其他用途。

3. 轉交個人資料

本要約接納表格提供之個人資料將會保密，惟聯合要約人、本公司、富榮證券、過戶登記處及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人為達致上述或當中任何用途，

可能作出彼等認為必需之查詢，以確認個人資料之準確性，尤其彼等可能向或自下列任何及所有人士及實體披露、獲取、轉交(無論在香港境內或香港境外地區)該等個人資料：

- 聯合要約人、本公司、富榮證券、過戶登記處及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人及海外總登記處(如有)；
- 向聯合要約人、本公司、富榮證券、過戶登記處及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人及/或過戶登記處提供與其業務營運有關的行政、電訊、電腦、支付或其他服務之任何代理、承包商或第三方服務供應商；
- 任何監管或政府機構；
- 已或擬與閣下進行交易之任何其他人士或機構，例如彼等之往來銀行、律師、會計師或持牌證券交易商或註冊證券機構；及
- 聯合要約人、本公司、富榮證券、過戶登記處及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人認為必需或適當之情況下之任何其他人士或機構。

4. 獲取及更正個人資料

該條例賦予閣下權利確定聯合要約人、本公司、富榮證券、過戶登記處及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人是否持有閣下之個人資料、獲取該資料的副本，以及更正任何錯誤資料。依據該條例，聯合要約人、本公司、富榮證券、過戶登記處及/或彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人有權就獲取任何資料之請求收取合理費用。獲取資料或更正資料或獲取有關政策及慣例及所持資料類型之資料之所有請求，須提交予聯合要約人、本公司、富榮證券、過戶登記處及彼等各自的最终實益擁有人、董事、高級管理人員、代理人或聯繫人(視乎情況而定)。

5. 保留個人資料

聯合要約人、本公司、富榮證券、過戶登記處將按收集個人資料所需用途保留本要約接納表格所載的個人資料。無需保留的個人資料將根據該條例銷毀或處置。

閣下一經簽署本要約接納表格即表示同意上述所有條款。