

Unless the context otherwise requires, terms used in this **PINK** Form of Option Offer Acceptance shall bear the same meanings as those defined in the composite offer and response document dated 22 May 2019 (the "Composite Document") issued jointly by Mr. Chau Cheok Wa (the "Offeror") and Sage International Group Limited (the "Company").

除文義另有所指外，本**粉紅色**購股權要約接納表格所用詞彙與由周焯華先生（「要約人」）及仁智國際集團有限公司（「本公司」）於二零一九年五月二十二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。

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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**粉紅色**購股權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**粉紅色**購股權要約接納表格全部或任何部份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。

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

閣下如欲接納購股權要約，請使用本**粉紅色**購股權要約接納表格。



SAGE INTERNATIONAL GROUP LIMITED

仁智國際集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code: 8082)

(股份代號: 8082)

Websites 網址: www.sig.hk

PINK FORM OF ACCEPTANCE AND CANCELLATION OF OPTIONS ISSUED BY SAGE INTERNATIONAL GROUP LIMITED

仁智國際集團有限公司已發行之購股權之**粉紅色**接納及註銷表格

To be completed in full 每項均須填寫

The Company Secretary, Sage International Group Limited

仁智國際集團有限公司公司秘書

10/F, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong

香港九龍觀塘鴻圖道35號天星中心10樓

FOR THE CONSIDERATION stated below, the Optionholder(s) named below hereby agree(s) to accept(s) the Option Offer and cancel(s) the number of Option(s) specified below subject to the terms and conditions contained herein and in the Composite Document. 根據本表格及綜合文件載列的條款及條件，下述購股權持有人謹此同意按下列代價，接納購股權要約並註銷下列數目的購股權。		
Number of Option(s) to be cancelled (Note) 將註銷之購股權數目 (附註)	FIGURES 數目	WORDS 大寫
Optionholder(s) name(s) and address in full 購股權持有人全名及詳細地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK LETTERS) (請用打字機或正楷填寫)	Family name(s)/Company name(s): 姓氏/公司名稱	Forename(s): 名字
	Registered address: 登記地址	Telephone number: 電話號碼
CONSIDERATION 代價	HK\$0.001 for each Option at any exercise price 就任何行使價之每份購股權而言，為0.001港元	

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

購股權持有人或其代表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 _____

← ALL JOINT
SHAREHOLDERS
MUST SIGN
HERE
所有聯名股東
均須於本欄簽署

Signature(s) of Optionholder(s)/Company chop, if applicable

購股權持有人簽署/公司印鑑 (如適用)

Date of signature of this **PINK** Form of

Option Offer Acceptance

簽署本**粉紅色**購股權要約接納表格之日期

Note: Insert the total number of Options for which the Option Offer is accepted. If no number is specified or the number of Options specified in this **PINK** Form of Option Offer Acceptance is greater than the number of Options held by you, this **PINK** Form of Option Offer Acceptance will be returned to you for correction. Any corrected and valid **PINK** Form of Option Offer Acceptance must be re-submitted and received by the Company on or before the latest time of acceptance of the Option Offer in order for it to be counted towards fulfilling the acceptance condition.

附註: 請填上接納購股權要約之購股權總數。倘若本**粉紅色**購股權要約接納表格上並無註明購股權數目，或表格上註明之購股權數目多於閣下持有之購股權數目，本**粉紅色**購股權要約接納表格將退回閣下。閣下以作更正。任何經更正及有效之**粉紅色**購股權要約接納表格須於接納購股權要約之最後限期或之前向本公司再行提交且由本公司收訖，方可被視為滿足接納條件。

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

If you are in any doubt as to any aspect of this PINK Form of Option 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.

Sun International Securities is making the Option Offer on behalf of the Offeror. The making of the Option Offer to the Optionholders having registered address outside of Hong Kong may be affected by the laws of the relevant jurisdictions. If you are an **Overseas** Optionholder having registered address outside Hong Kong, you should inform yourself about and observe all 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 and regulations of the relevant jurisdictions in connection therewith, 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, cancellation or other taxes payable by you in respect of the acceptance of the Option Offer. Acceptance of the Option Offer by you will constitute a warranty by you to the Offeror, Sun International Securities and the Company that you have observed and are permitted under all applicable laws and regulations to receive and accept the Option 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, cancellation 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 **PINK** Form of Option Offer Acceptance should be read in conjunction with the Composite Document.

HOW TO COMPLETE THIS PINK FORM OF OPTION OFFER ACCEPTANCE

The Option Offer is unconditional. Optionholders are advised to read the Composite Document before completing this **PINK** Form of Option Offer Acceptance. To accept the Option Offer made by Sun International Securities on behalf of the Offeror, you should complete and sign this **PINK** Form of Option Offer Acceptance overleaf and forward this entire form together with the relevant certificate(s) of the Options (if applicable) and/or other document(s) of title and/or satisfactory indemnity or indemnities required in respect thereof for the whole or in respect of part of your holding of Options or if applicable, for not less than the number of Options in respect of which you intend to accept the Option Offer, by post or by hand marked "Sage International Group Limited – Option Offer" to the **Company Secretary, Sage International Group Limited, at 10/F, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong no later than 4:00 p.m. on Wednesday, 12 June 2019** 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 **PINK** Form of Option Offer Acceptance.

PINK FORM OF OPTION OFFER ACCEPTANCE AND CANCELLATION OF OPTIONS

To: the Offeror and Sun International Securities

1. My execution of this **PINK** Form of Option Offer Acceptance shall be binding on my successors and assigns, and shall constitute:
 - (a) my irrevocable acceptance of the Option Offer made by Sun International Securities on behalf of the Offeror, as contained in the Composite Document, for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of Options specified in this form or, if no such number is specified or a greater number is specified than I am registered as the Optionholder of, in respect of all such Options as to which I am registered as the Optionholder;
 - (b) my irrevocable instruction and authority to each of the Offeror and/or Sun International Securities or their respective agent(s) to send a cheque crossed "Not negotiable – account payee only" drawn in my favour or in favour of my nominee named below for the cash consideration to which I shall have become entitled under the terms of the Option Offer, by ordinary post at my own risk to the registered address shown in the register of members of the Company within seven Business Days of the receipt of all the relevant documents are received by the Company to render the acceptance under the Option Offer complete and valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code;
Name: (in BLOCK LETTERS)
 - Address:** (in BLOCK LETTERS)
 - (c) my undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to cancel my Option(s) surrendered for cancellation under the Option Offer; and
 - (d) my agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or Sun International Securities and/or the Company or their respective agent(s) or such person or persons as any of them may direct on the exercise of any of the authorities contained herein.
2. I understand that acceptance of the Option Offer by me will be deemed to constitute a warranty by me to the Offeror, Sun International Securities and the Company that the number of Option(s) specified in this form or, if no such number is specified or a greater number is specified than I am registered as the Optionholder, all such Options as to which I am registered as the Optionholder, is/are hereby surrendered and renounced free from all liens, charges, encumbrances, rights of pre-emption and any other third-party rights of any nature and together with all rights attaching to them as on or after the Closing Date.
 3. In the event that my acceptance is not valid in accordance with the terms of the Option Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease, in which event, I authorise and request you to return to me this form duly cancelled, together with the option certificate(s) (if applicable), by ordinary post at my own risk to the person at the address stated in 1(b) above or, to me at the registered address maintained by the Company.
 4. I enclose the relevant option certificate(s) (if applicable) for the whole/part of my holding of Option(s) which is/are surrendered for cancellation on the terms and conditions of the Option Offer. I understand that no acknowledgement of receipt of any **PINK** Form of Option Offer Acceptance and/or Option certificate(s) (if applicable) will be given. I further understand that all documents will be sent by ordinary post at my own risk.
 5. I hereby warrant and represent to the Offeror, Sun International Securities and the Company that I am the registered holder of the number of Option(s) specified in this form and I have the full right, power and authority to surrender the Option(s) for cancellation by way of acceptance of the Option Offer.
 6. I warrant to the Offeror, Sun International Securities and the Company that I have observed and are permitted under all applicable laws and regulations where my address is located as set out in the register of Optionholders of the Company to accept the Option Offer, and any revision thereof; and that I 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 have paid all issue, cancellation or other taxes or other required payments due from me in connection with such acceptance; and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations.
 7. I warrant to the Offeror, Sun International Securities and the Company that I shall be fully responsible for payment of any cancellation or other taxes or duties payable by me in connection with my acceptance of the Option Offer.
 8. I acknowledge that, save as expressly provided in the Composite Document and this **PINK** Form of Option Offer Acceptance, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable and unconditional.
 9. I understand that no acknowledgement of receipt of any form(s) of acceptance and cancellation will be given.

本粉紅色購股權要約接納表格乃重要文件，閣下須即時處理。

閣下如對本粉紅色購股權要約接納表格的任何方面或應採取的行動有任何疑問，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。

太陽國際證券現代表要約人提出購股權要約。向登記地址位於香港境外司法權區之購股權持有人提出購股權要約或會受到有關司法權區之法例影響。倘閣下為登記地址位於香港境外之海外購股權持有人，閣下應了解並遵守所有適用之法律及監管規定。閣下如欲接納購股權要約，則有責任自行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及遵守一切必要手續及監管或法律規定。閣下亦將全權負責支付就接納購股權要約應付之任何有關發行費、註銷費或其他稅項。閣下接納購股權要約，即構成閣下向要約人、太陽國際證券及本公司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購股權要約及其任何修訂，而閣下已遵守一切必要手續及監管或法律規定取得一切所需之政府、外匯管制或其他同意，並已支付閣下於任何地區接納而應付之所有發行費、註銷費或其他稅項或其他所需款項，而有關接納根據一切適用法律及法規屬有效及具約束力。

本粉紅色購股權要約接納表格應與綜合文件一併閱讀。

本粉紅色購股權要約接納表格之填寫方法

購股權要約為無條件。購股權持有人於填寫本粉紅色購股權要約接納表格前，務請先閱讀綜合文件。閣下如欲接納太陽國際證券代表要約人所作的購股權要約，應填妥並簽署本粉紅色購股權要約接納表格背頁，並將整份表格，連同就閣下所持之所有或部份購股權或（如適用）不少於閣下擬接納購股權要約的購股權數目之有關購股權證書（如適用）及／或其他所有權文件及／或就此所需之一份或多份令人信納之任何彌償保證書一併以郵寄或專人送交方式盡快送抵仁智國際集團有限公司公司秘書，地址為香港九龍觀塘鴻圖道35號天星中心10樓，信封面請註明「仁智國際集團有限公司一購股權要約」，惟不得遲於二零一九年六月十二日（星期三）下午四時正，或要約人根據收購守則所釐定及公佈之較後時間及／或日期。綜合文件附錄一之條文已載入並構成本粉紅色購股權要約接納表格之一部份。

購股權之粉紅色購股權要約接納及註銷表格

致：要約人及太陽國際證券

1. 本人簽署本粉紅色購股權要約接納表格將對本人的繼承人及承讓人有約束力，即表示：

- (a) 本人按綜合文件及本表格所載代價及條款與條件，就本表格所列購股權數目（或倘無列明購股權數目或所列的購股權數目高於本人以購股權持有人名義登記的數目，則就本人以購股權持有人名義登記的全部購股權而言），不可撤回地接納由太陽國際證券代表要約人提出並載於綜合文件的購股權要約；
- (b) 本人不可撤回地指示並授權要約人及／或太陽國際證券或彼等各自的代理，各自就本人根據購股權要約的條款應得的現金代價以「不得轉讓—只准入抬頭人賬戶」方式向本人或以下本人的代名人開出劃線支票，於本公司接獲一切有關文件致使購股權要約項下之接納為完整及有效且符合收購守則規則30.2註釋1之日起計七個營業日內，以平郵方式寄至本公司股東名冊所示登記地址，郵誤風險概由本人自行承擔；
姓名：（請用正楷填寫）.....
地址：（請用正楷填寫）.....
- (c) 本人承諾於必要或適當時透過進一步保證簽署其他文件並作出有關行動及事宜，以註銷本人根據購股權要約交回以供註銷之購股權；及
- (d) 本人同意追認要約人及／或太陽國際證券及／或本公司或彼等各自的代理或其可能指定的任何人士於行使本表格所載任何權利時可能進行或實施的任何行動或事宜。

2. 本人明白本人接納購股權要約將被視為構成本人向要約人、太陽國際證券及本公司作出保證，表示交回及放棄本表格所列購股權數目（或倘無列明購股權數目或所列的購股權數目高於本人以購股權持有人名義登記的數目，則就本人以購股權持有人名義登記的全部購股權而言）並不附有屬任何性質的任何留置權、押記、產權負擔、優先購買權及任何其他第三方權利，並確保該等購股權可享有於截止日期或之後所附帶的一切權利。

3. 如按購股權要約的條款本人的接納為無效，則上文第1段所載的所有指示、授權及承諾均會終止。在此情況下，本人授權並要求閣下將已正式註銷的本表格連同購股權證書（如適用）退回予本人，以平郵方式按上文第1(b)段所列地址寄予有關人士，或按本人在本公司的登記地址寄予本人，郵誤風險由本人承擔。

4. 本人茲附上本人所持全部／部分購股權之有關購股權證書（如適用），按照購股權要約之條款及條件交回以供註銷。本人明白將不會就任何粉紅色購股權要約接納表格及／或購股權證書（如適用）獲發收據。本人亦明白所有文件將以平郵方式寄出，郵誤風險概由本人自行承擔。

5. 本人謹此向要約人、太陽國際證券及本公司保證及聲明，本人為本表格所列明購股權數目的登記持有人，而本人有充分的權利、權力及權限透過接納購股權要約交回該等購股權以供註銷。

6. 本人向要約人、太陽國際證券及本公司保證，本人已遵守本人於本公司購股權持有人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購股權要約及其任何修訂；而本人已取得任何所需政府、外匯管制或其他方面之同意，及遵守所有必要手續及監管或法律規定作出所規定之一切登記或存檔；且本人已支付本人就該接納應付之所有發行費、註銷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。

7. 本人向要約人、太陽國際證券及本公司保證，本人須就支付關於本人接納購股權要約應付之任何註銷費或其他稅項或徵費承擔全部責任。

8. 本人明白，除綜合文件及本粉紅色購股權要約接納表格指明者外，所有特此作出的接納、指示、授權及承諾乃不可撤回及無條件。

9. 本人明白不會就任何接納及註銷表格獲發收據。

PERSONAL DATA

Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Offeror, Sun International Securities, the Company and the Registrar 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 Option Offer for your Option(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 Option Offer.

2. Purposes

The personal data which you provide on this **PINK** Form of Option Offer 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 **PINK** Form of Option Offer Acceptance and the Composite Document;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror and/or the Company and/or their respective agents, officers, advisers and the Registrar;
- establishing benefit entitlements of the Optionholders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements;
- any other purpose in connection with the business of the Offeror, 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 the Company and/or Sun International Securities to discharge its obligations to the Optionholders and/or under applicable regulations, and other purpose to which the Optionholders may from time to time agree to or be informed of.

3. Transfer of personal data

The personal data provided in this **PINK** Form of Option Offer Acceptance will be kept confidential but the Offeror and/or Sun International 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, Sun International Securities, the Company and/or any of their agents, officers, advisers and/or the Registrar;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or Sun International Securities and/or the Company and/or the Registrar;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants or licensed securities dealers or registered institution in securities; and
- any other persons or institutions whom the Offeror and/or Sun International 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 Sun International 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 Sun International Securities and/or the Company 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 Offeror, Sun International Securities, the Company or the Registrar (as the case may be).

BY SIGNING THIS PINK FORM OF OPTION OFFER 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於約人、太陽國際證券、本公司及過戶登記處以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

倘閣下欲就閣下之購股權而接納購股權要約，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購股權要約應得之代價。

2. 用途

閣下於本**粉紅色**購股權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**粉紅色**購股權要約接納表格及綜合文件載列之條款及申請手續；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 發佈要約人及/或本公司及/或彼等各自之代理、高級職員、顧問及過戶登記處之通訊；
- 確立購股權持有人之獲益權利；
- 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進行權益申索；
- 有關要約人、本公司業務及/或過戶登記處之任何其他用途；及
- 有關上述任何其他臨時或關連用途及/或令要約人及/或本公司及/或太陽國際證券得以履行其對購股權持有人及/或適用法規項下之責任，以及購股權持有人可能不時同意或知悉之其他用途。

3. 轉交個人資料

本**粉紅色**購股權要約接納表格提供之個人資料將會保密，惟要約人及/或太陽國際證券及/或本公司及/或過戶登記處為達致上述或有關任何上述之用途，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：

- 要約人、太陽國際證券、本公司及/或其任何代理、高級職員、顧問及/或過戶登記處；
- 為要約人及/或太陽國際證券及/或本公司及/或過戶登記處提供行政、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；
- 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，例如閣下之往來銀行、律師、會計師或持牌證券交易商或註冊證券機構；及
- 要約人及/或太陽國際證券及/或本公司及/或過戶登記處認為必需或適當情況下之任何其他人士或機構。

4. 獲取及更正個人資料

根據該條例之規定，閣下有權確認要約人及/或太陽國際證券及/或本公司及/或過戶登記處是否持有閣下之個人資料，獲取該資料副本，以及更正任何錯誤資料。依據該條例之規定，要約人及/或太陽國際證券及/或本公司及/或過戶登記處可就獲取任何資料之請求收取合理之手續費。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，須提交予要約人、太陽國際證券、本公司或過戶登記處(視乎情況而定)。

閣下一經簽署本**粉紅色**購股權要約接納表格即表示同意上述所有條款。