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, makes 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. 寄港交易及结算所有限公司, 寄港總合交易所有限公司及香港中央結算有限公司對本表格的內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示儀不就因本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的任何損失承擔任何責任。

Unless the context otherwise requires, terms used in this form shall bear the same meanings as defined in the offer document dated 11 June 2012 ("Document") issued by SJI (Hong Kong) Limited. 除文義另有所指外,本表格所用詞彙與恆星信息(香港)有限公司(「收購方」)刊發日期為二零一二年六月十一日的收購要約文件(「文件」)所界定者具相同涵義。 FORM OF ACCEPTANCE AND TRANSFER - FOR USE IF YOU WANT TO ACCEPT THE SHARE OFFER. 轉讓及接納表格 — 倘若 閣下接納股份收購要約時使用



SinoCom SINOCOM SOFTWARE GROUP LIMITED

中訊軟件集團股份有限公司 (Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立之有限公司)

(Stock Code: 00299)

(股份代號:00299)

FORM OF ACCEPTANCE AND TRANSFER OF SHARES OF HK\$0.025 EACH IN THE ISSUED SHARE CAPITAL OF SINOCOM SOFTWARE GROUP LIMITED 中訊軟件集團股份有限公司已發行股本中每股面值0.025港元股份的接納及轉讓表格

All parts should be completed 每項均須填妥

26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong

香港灣仔皇后大道東28號金鐘滙中心26樓

Share Registrar in Hong Kong: Tricor Investor Services Limited 香港股份過戶登記處: 卓佳證券登記有限公司

Note:

FOR THE CONSIDERATION stated below, the Transferor(s) named below hereby transfer(s) to the Transferee(s) named below share(s) of HK\$0.025 each ("Share(s)") in the issued share capital of SinoCom Software Group Limited specified below, upon and subject to the terms and conditions contained herein and in the accompanying Document. 下述的轉換人現根據本表格和隨附之文件中列明的條款和條件,按下列代價,將以下註明中訊軟件集團股份有限公司已發行股本中每股面 值0.025港元的股份(「股份」)轉讓予下述的承讓人。

Note: Insert the total number of Shares for which the Share Offer is accepted. If no number is inserted or a number in excess of your registered holding of Shares is inserted, you will be deemed to have accepted the Share Offer in respect of your entire registered holding of Shares. However, such acceptances will not be counted towards fulfilling the acceptance conditions unless Note 1 to Rule 30.2 of the Takeovers Code has been fully complied with. Mt i: ind takeovers Code has been fully compled with. Mt i: ind takeovers Code	FOR THE CONSIDERATION stated below, the Transferor(s) named below hereby transfer(s) to the Transferee(s) named below share(s) of HKS0.025 each ("Share(s)") in the issued share capital of SinoCom Software Group Limited specified below, upon and subject to the terms and conditions contained herein and in the accompanying Document. 下述的轉讓人現根據本表格和隨附之文件中列明的條款和條件,按下列代價,將以下註明中訊軟件集團股份有限公司已發行股本中每股面值0.025港元的股份(「股份」)轉讓予下述的承讓人。			
	Number of Share(s) (Note) 股份數目(附註)	FIGURES 數目		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 TYPEWRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或用正楷填寫)	Surname(s) or company name(s) 姓氏或公司名稱		Forename(s) 名字
		Address(es) or Registered Address(es) 地址或註冊地址		
				Telephone Number 電話號碼
	CONSIDERATION 代價	HK\$1.1 in cash for each Share 每股股份現金1.1港元		
	Number of Shares to be transferred 將予轉讓股份數目	將	Shares to 股股份轉往	SJI (Hong Kong) Limited 恆星信息 (香港) 有限公司
	TRANSFEREE(S) 承讓人	Name: 名稱:	SJI (Hong Kong) Limited 恆星信息 (香港) 有限公司	
		Correspondence Address 通訊地址:	3806, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong 香港灣仔港灣道18號中環廣場3806室	
		Occupation: 職業:	Corporation 公司	

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

Name of Witness 見證人姓名

Address 地址

Occupation 職業

Signature(s) of Transferror(s)

轉讓人簽署

Date of submission of this Form of Acceptance and Transfer 提交本接納及過戶表格之日期

Do not complete 請勿填寫本欄

Signed by the Transferees in the presence of: 承讓人在下列見證人見證下簽署 Name of Witness 見證人姓名

Address of Witness 見證人簽署

Address 地址

Occupation 職業:

Date of transfer 過戶日期

For and on behalf of 代表 SJI (Hong Kong) Limited 恆星信息(香港)有限公司

> Signature of Transferees or their duly authorized agent(s) 承讓人或其正式授權代表簽署

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

This page is blank 此乃白頁 THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this form or as to the action to be taken, you should consult a

In potential determined on the other and the second and the second

This form should be read in conjunction with the Document. Unless the context otherwise requires, terms used in this form shall bear the same meanings as defined in the Document issued by the Offeror

HOW TO COMPLETE THIS FORM

To accept the Share Offer made by Haitong Securities on behalf of the Offeror, you should complete and sign this form overleaf and forward this 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 all of your Shares or, if applicable, for not less than the number of Shares in respect of which you intend to accept the Share Offer, by hand or by post, to the Registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, marked "SinoCom Software Group Limited – Cash Offer" on the envelope by no later than 4:00 p.m. on Monday, 9 July 2012 (or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code). The provisions of Appendix I to the Document are incorporated into and form part of this form.

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE SHARE OFFER

To: The Offeror and Haitong Securities

Address: (in block capitals)

My/Our execution of this form overleaf (whether or not such form is dated) shall be binding on my/our successors and assigns, and shall constitute: 1.

- my/our irrevocable acceptance of the Share Offer made by Haitong Securities on behalf of the Offeror, as contained in the 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 or, if no such number is specified or a greater number is specified than I am/we are registered as the holder(s) of, in respect of all such Shares as to which I am/we are registered as the holder(s); (a)
- registered as the holder(s) of, in respect of all such Shares as to which I am/we are registered as the holder(s); my/our irrevocable instruction and authority to each of the Offeror and/or Haitong Securities or any of 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 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 as soon as possible but in any event within 7 business days of the later of the date on which I/we come or are declared unconditional in all respects and the date of receipt of this completed form and all the relevant documents (which should be received no later than 4:00 p.m. on the closing date or such later time and date as determined and announced by the Offeror with the consent of the Executive) by the Share Registrar from me accepting the Share Offer; (Insert here the name and address to the whom the chaque and other documents are to be east if different from the emistered Charles the term of the state of the other to the state of the person to whom the charge and other documents are to be east if different from the emistered Charles the term of the person to whom the charge and other documents are to be east if different from the emistered Charles the term of the state of the person to whom the charge and other documents are to be east if different from the emistered Charles the term of the person to whom the charge and other documents are to be east if different from the emission of the person to whom the charge and other documents are to be east if different from the emissed Charles the term of (b)

(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 Shareholder or the first-named of joint registered Shareholders.) Name: (in block capitals)

- (c)
- my/our irrevocable instruction and authority to the Offeror and/or Haitong Securities or such person or persons as it/they 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) 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 in accordance with the provisions of that Ordinance; (d)
- sold by merus under ine share Offer and to cause the same to be stamped and to cause an endorsement to be made on this form in accordance with the provisions of than Ordinance; my/our investigation authority to the Offeror and/or Haitong Securities or their respective agent(s) to collect from the Company or the Registrar on my/our behalef the share certificate(s) in respect of the Share(s) due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s) and/or other document(s) of till (and/or any 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 authorize and instruct the Registrar to hold such share certificate(s) subject to the terms and conditions of the Share Offer as if it was/they were share certificate(s) delivered to the Registrar together with this form; 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 Share(s) to the Offeror or such person or persons as it may direct free from all liens, charges, encumbrances, rights of pre-emption and on ther third party rights of any nature and together with all rights attaching to them as at 11 June 2012; and my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or Haitong Securities or their respective agent(s) or such person or persons as it/ they may direct on the exercise of any of the authorities considered herein. (e)
- (f)
- they may direct on the exercise of any of the authorities contained herein. 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 that the number of Share(s) specified in this form or, if no such
- 2 number is specified or a greater number is specified than 1 am/we are registered as the holder(s), in respect of all such Shares as to which 1 am/we are registered as the holder(s), are sold 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 at 11 June 2012, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after 11 June 2012.
- to receive in full all dividends and other distributions, if any, declared, made or paid on or after 11 June 2012.
 In the event that my/our acceptance is not valid, or is treated as invalid, in accordance with the terms of the Share Offer, all instructions, authorisations and undertakings contained in paragraph I 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 other document(s) of the 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 at the address stated in 1(b) 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: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 Offeror and/or Haitong Securities or their respective agent(s) from the Company or the Registrar on your behalf, you will be sent such share certificate(s) at your own risk in lieu of the transfer receipt(s).
 I/We enclose the relevant share certificate(s) and/or transfer receipt(s) and/or transfer receipt(s) and/or the address of the form and conditions of the Share Offer. I/We understand that no acknowledgment of receipt of any form(s) of acceptance and transfer, Share certificate(s), transfer receipt(s) or 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.
- 4.
- I/We hereby warrant and represent to you that I am/we are the registered holder(s) of the number of Shares specified in this form and I/we have the full right, power and authority to sell and pass the title and ownership of such Shares to the Offeror by way of acceptance of the Share Offer.
- I/We irrevocably undertake, represent and warrant to and agree with the Offeror and Haitong Securities (so as to bind my/our successors and assignee) that in respect of the Shares which are accepted or deemed to have been accepted under the Share Offer, which acceptance has not been validly withdrawn, and which have not been registered in the name of the Offeror or as it may direct, to give:
 - 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 Offeror at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong; (a)
 - an irrevocable authority to the Offeror or their 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 Offeror 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 Offeror; and (b)
 - my/our agreement not to exercise any of such rights without the consent of the Offeror 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 Offeror 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. (c)
- 7 I/We acknowledge that, save as expressly provided in the Document, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable.

Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This Personal Information Collection Statement informs you, as the data subject, of the policies and practices of the Offeror, Haitong Securities and the Registrar in relation to personal data and the Ordinance.

PERSONAL DATA

Reasons for the collection of your personal data

To accept the Share Offer, it is necessary for you to supply the latest correct personal data. Failure to supply the requested data may result in delay or inability of the Offeror and/or Haitong Securities and/or the Registrar to effect your acceptance or despatch the consideration to which you are entitled under the Share Offer. It is important that you should inform the Offeror and/or the Registrar immediately of any inaccuracies in the data supplied. Purposes

- 2.
 - Your personal data provided in 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 and/or the Document;
 - registering transfer of the Share(s) out of your name(s);
 - maintaining or updating the relevant register of holder(s) of the Share(s);
 - conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
 - establishing your entitlements under the Share Offer;
 - distributing communication from the Offeror and/or Haitong Securities or their respective agents;
 - compiling statistical information and profiles of the Shareholders;
 - making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
 - disclosing relevant information to facilitate claims or entitlements; and

any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or Haitong Securities to discharge their obligations to you and/or regulators and any other purposes to which you may from time by time agree.

3. Transfer of personal data

4.

The personal data provided in this form will be kept confidential but the Offeror and/or Haitong Securities and/or the Registrar may, to the extent necessary for achieving the above purposes 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 or its appointed agents such as financial advisers, legal 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 Haitong Securities and/or the Registrar in connection with the operation of their business;
- the Stock Exchange, the SFC and any other regulatory or governmental bodies; any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, accountants or licensed securities dealers; and
- any other persons whom the Offeror, Haitong Securities and/or the Registrar consider(s) to be necessary or desirable in the circumstances.
- Access to and correction of personal data
- The Ordinance provides you with rights to ascertain whether the Offeror and/or Haitong Securities and/or the Registrar hold your personal data, to obtain a copy of such data, and to correct any personal data that is inaccurate.

In accordance with the Ordinance, the Offeror and/or Haitong Securities and/or the Registrar have the right to charge a reasonable fee for processing any data access requests. All requests for access to or correction of personal data or for information regarding policies and practices and the kinds of data held should be addressed to the Offeror and/or Haitong Securities and/or the Registrar (as the case may be).

By signing this form, you agree to all of the above.

閣下須即時處理。 閣下如對本表格的任何方面或應採取的行動有任何疑問,應諮詢 閣下的持牌證券交易商或註冊證券機構、銀行經理、律師、 本表格乃重要文件, 專業會計師或其他專業顧問。 閣下如已將名下所有股份售出或轉讓,應立即將本表格連同隨附文件送交買方或承讓人,或送交經手買賣或轉讓的持牌證券交易商、註冊證券機構或其他代理商,以便 轉交買方或承讓人。

本表格應與文件一併閱讀。除文義另有所指外,本表格所用詞彙與收購方刊發的文件所界定者具相同涵義。

加何填窎本表格

閣下如欲接納海通證券代表收購方所作的股份收購要約,則應填妥並簽署本表格背頁,然後將本表格連同有關 閣下所持全部股份或(如適用)不少於 閣下擬接納股份 收購要約的股份數目的股票及/或轉讓收據及/或任何其他所有權文件(及/或就此所需的令人滿意的賠償保證)親自交回或郵寄回股份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號金鐘滙中心26樓,信封上註明「中訊軟件集團股份有限公司一現金收購要約」且無論如何須不遲於二零一二年七月九日星期一下午四時正(或 收購方根據收購守則可能決定及公佈的較後時間及/或日期)送達。文件附錄一的條文收錄於本表格並構成本表格的 一部份

股份收購要約的接納及轉讓表格

致:收購方及海通證券

- 本人/吾等簽署本表格背頁(無論有否填寫日期)將對本人/吾等的繼承人及承讓人有約束力,即表示: 1.
 - (a)
- (2) 言等或者华农悟自負(無調有台環為自例)/所到华人/2言等的繼承人及年龄人有約朱力, 帥衣尔, 本人/吾等不可撤回地接執由海通證券代表收購方提出並載於文件的股份收購要約以收取代價,按文件及本表格所載有關條款與條件收購本表格上所填數目的 股份,如未有指定股數或指定股數較本人/吾等名下登記的股數為多,則接納收購本人/吾等名下登記持有的全部股份; 本人/吾等不可撤回地指示及授權收購方及/或海通證券或彼等各自之代理,就本人/吾等根據股份收購要約之條款應得之現金代價(扣除本人/吾等就接 納股份收購要約應付之所有賣方從價印花稅),以「不得轉讓一只准人抬頭人賬了方式向本人/吾等根據股份收購要約之條款應得之現金代價(扣除本人/吾等就接 於下欄填上姓名及地址,則按股東名冊所列之登記地址郵寄予本人或(偷屬聯名登記股東)吾等中排名首位者),郵誤風險概由本人/吾等承擔,惟無論如何須 於收購要約在各方面成為或被宣佈為無條件之日或股份過戶登記處收訖本人已填妥之本表格及所有相關文件(最遲須於截止日期下午四時正或收購方獲得執行 人員同意後可能決定及公佈之較後時間及日期前收到有關文件)表示接執股份收購要約之日(以兩者中之較後日期為準)起計7個營業日內; (b) (如收取支票人士的姓名及地址並非登記股東或名列首位的聯名登記股東所登記的姓名及地址,則請在本欄填上應收取支票及其他文件的人士的姓名及地址。)
 - 姓名:(請用正楷填寫).....
 - 地址:(請用正楷填寫)..... (c)
 - (d)
 - 吧班·(雨用止帽填局).
 本人/吾等不可撤回地指示並授權收購方及/或海通證券或其/彼等可能就此指定的人士代表本人/吾等就根據股份收購要約所出售的股份以賣方身份作出及簽署根據印花稅條例(香港法例第117章)第19(1)條指定須作出及簽署的成交單據,並按該條例的條文促使在該單據上加蓋印花及於本表格背頁簽署;
 本人/吾等不可撤回地指示並授權收購方及/或海通證券或彼等各自的代理代表本人/吾等愿出示隨附已由本人/吾等正式簽署的轉讓收據及/或其他所有權文件(及/或就此所需的令人滿意的賠償保證),向該公司或股份過戶登記處領取根據上述收據及/或文件而將予發行予本人/吾等的有關股份的股票,並將有
 關股票送交股份過戶登記處,及授權並指示股份過戶登記處按股份收購契約的條款及條件保存該等股票,猶如該等股票連同本表格一並送交股份過戶登記處;
 本人/吾等承諾於必要或有合宜時簽署其他文件並進行其他行動或事宜,以進一步保證轉讓予收購方或其指定人士的股份不涉及任何留置權、押記、產權負擔、優先購買權及任何其他性質的第三者權益,並確保該等股份可享有於二零一二年六月十一日所附帶的一切權利,包括可全數享有於二零一二年六月十一日或之後宣派,派發或支付的一切股息及其他分派的權利;及 (e)
 - (f)
- 本人/吾等明白本人/吾等我執股份收購要約將被視為構成本人/吾等向收購方作出保證,表示本表格所列出售的數目股份(或倘無列股份數目或所列的股份數 目高於本人/吾等以持有人名義登記的數目,則就本人/吾等以持有人名義登記的所有該等股份而言)並不附有任何留置權、押記、產權負擔、優先購買權及任何 其他性質的第三者權益,並確保該等股份可享有於二零一二年六月十一日所附帶的一切權利,包括可全數享有於二零一二年六月十一日或之後宣派、派發或支付的 2. 切股息及其他分派的權利
- 如按股份收購要約的條款本人/吾等的接納為無效或被視為無效,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/吾等授權並要求閣下 將本人/吾等名下有關的股票及/或轉讓收據及/或其他所有權文件(及/或就此所需的令人滿意的賠償保證),連同已正式註銷的本表格以普通郵遞方式按上文第 1(b) 段所列地址寄予有關人士,如未有列明姓名及地址者,則按該公司股東名冊的登記地址寄予本人或名列首位的股東(如屬聯名登記股東),郵誤風險由本人/吾 等承擔。
 - /或海通證券或彼等各自的代理已代閣下向該公司或股份過戶登記處領取有關股票,則發還閣下者將為該等股票 附註:如閣下交出-·份或以上轉讓收據而收購方及。 (郵誤風險概由閣下承擔),而非原來的轉讓收據。
- 本人/吾等謹此附上 閣下就按股份收購要約的條款及條件將本人/吾等持有的全部或部份股份的有關股票及/或轉讓收據及/或任何其他所有權文件(及/或就此所需的令人滿意的賠償保證)。本人/吾等明白不會獲發有關接納及轉讓表格、股票、轉讓收據或其他所有權文件(及/或就此所需的令人滿意的賠償保證)的收據。 本人/吾等亦明白所有文件均將以普通郵遞方式寄發,郵誤風險概由本人/吾等承擔。 本人/吾等謹此向 閣下保證及聲明,本人/吾等為本表格所列明股份數目的登記持有人,而本人/吾等有充分的權利、權力及授權透過接納股份收購要約向收購 方出售及轉讓該等股份的所有權及擁有權。
- 5.
- 本人/音響謎此向收購方及海通證券(本人/吾等的繼承人及受讓人亦受此約束)承諾、聲明、保證及同意根據股份收購要約就被接納或已被視為接納的股份、接納尚未被有效撤回的股份,以及尚未於收購方或其指定人士的名下登記的股份,作出: 6.
 - 授權該公司及/或其代理向本人/吾等寄發任何作為收購方的該公司股東所需的通告、通函、保證書或其他文件或通訊(包括因該等股份轉成為證書形式而簽 發的任何股票及/或其他所有權文件),由香港灣仔皇后大道東28號金鐘滙中心26樓轉交; (a)
 - 录的记问成宗众/或其他所有權文件/,出省检查作至而入短来25% 查理邮件心26候等及, 不可撤回地授權收購方或其代理代表本人/吾等簽署任何在短時間內召開任何該公司股東大會的同意書及/或就該等股份簽立代表委任表格以委任由收購方提 名的任何人士出席有關股東大會(或其任何續會)及代表本人/吾等行使該等股份附帶的投票權,而上述的投票將以收購方全權決定的方式進行;及 在未獲得收購方同意前本人/吾等不得行使任何有關權利的協議,本人/吾等亦作出不可撤回承諾,不得委任代表或出席任何有關股東大會。在上述規限下, 倘若本人/吾等先前已委任一名收購方、其代名人或獲委任人士以外的代表,以出席該公司股東大會或在會上投票,本人/吾等謹此表明撤回有關委任。 (b)
- 本人/吾等明白除文件指明者外,所有特此作出的接納、指示、授權及承諾乃不可撤回。 7

個人資料

個人資料收集聲明

個人資料(私隱)條例(「該條例」)的主要條文已於一九九六年十二月二十日在香港生效。本個人資料收集聲明旨在知會 閣下有關收購方、海通證券及股份過戶登記處就 個人資料及該條例所採用的政策及慣例。

- 收集 閣下個人資料的原因
 - 為接納股份收購要約, 閣下須提供最新及正確的個人資料。

倘 閣下未能提供所需資料,則可能導致收購方及/或海通證券及/或股份過戶登記處延遲或未能處理 閣下的接納申請,或向 閣下寄發根據股份收購要約 閣 下有權收取的代價。注意:如所提供的資料不準確, 閣下須即時知會收購方及/或股份過戶登記處。 倘

用途 2

3.

- 閣下在本表格提供的個人資料可能會以任何方式被使用、持有及/或保存,從而:
- 處理 閣下的接納申請及核實遵循本表格及/或文件載列的條款及申請程序;
- 登記從 閣下名下轉至他人的股份轉讓;
- 保存或更新有關股份的股東名冊;
- 核實或協助核實簽名,並進行任何其他資料核實或交換;
- 確定 閣下根據股份收購要約可享有之權利;
- 分發自收購方及/或海通證券或彼等各自的代理的通訊;
- 編制統計資料及股東資料;
- 按法例、規則或規定(無論是法定還是其他規定)作出披露;
- 披露有關資料以便索償或享有配額;及
- 有關上文所述的任何其他附帶或相關的用途及/或以便收購方及/或海通證券履行彼等對 閣下及/或監管機構的責任,及 閣下不時同意的任何其他用途。 轉交個人資料

本表格提供的個人資料將作為機密資料妥當保存,但收購方及/或海通證券及/或股份過戶登記處為達致上述任何用途,可能作出彼等認為必需的查詢,以確認個 人資料的準確性,彼等尤

其可能向或從下列任何及所有人士及實體披露、獲取或轉交(無論在香港或香港以外地區)有關個人資料:

- 該公司或其委任代理,例如財務顧問、法律顧問及股份過戶登記處;
- 為收購方及/或海通證券及/或股份過戶登記處的業務經營提供行政、電訊、電腦、付款或其他服務的任何代理、承包商或第三方服務供應商;
- 聯交所、證監會及任何其他監管或政府機構;
- 與 閣下進行交易或擬進行交易的任何其他人士或機構,例如銀行、律師、會計師或持牌證券交易商;及 收購方、海通證券及/或股份過戶登記處認為必需或適宜的任何其他人士。
- 查閲及更正個人資料

該條例賦予 閣下權利,可向收購方及/或海通證券及/或股份過戶登記處確定是否持有 閣下的個人資料,並獲取該資料副本,以及更正任何錯誤的個人資料。 依據該條例的規定,收購方及/或海通證券及/或股份過戶登記處有權就查閱任何資料的要求收取合理的手續費。查閱資料或更正個人資料,或查閱有關政策、慣 例及所持資料類型的資料,應向收購方及/或海通證券及/或股份過戶登記處(視乎情況而定)提出。

本表格一經簽署即表示 閣下同意上述所有條款。