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Unless the context otherwise requires, terms used in this Form of Option Offer Acceptance shall bear the same meanings as those defined in the composite document dated 30 September 2015 (the "Composite Document") jointly issued by Charming Future Holdings Limited and Royale Furniture Holdings Limited.

除文義另有所指外，本購股權收購表格所用詞彙與Charming Future Holdings Limited及皇朝傢俬控股有限公司於二零一五年九月三十日聯合刊登之綜合文件（「綜合文件」）所界定者具有相同涵義。

**To be completed in all respects except the sections marked "Do not complete"**  
除註明「毋須填寫」之部份外，每項均須填寫

## FORM OF OPTION OFFER ACCEPTANCE 購股權收購表格



## ROYALE FURNITURE HOLDINGS LIMITED 皇朝傢俬控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 1198)

(股份代號: 1198)

### VOLUNTARY CONDITIONAL PARTIAL CASH OFFER BY HOORAY SECURITIES LIMITED ON BEHALF OF CHARMING FUTURE HOLDINGS LIMITED TO CANCEL SHARE OPTIONS ENTITLING HOLDERS THEREOF TO SUBSCRIBE FOR UP TO 7,889,503 SHARES OF ROYALE FURNITURE HOLDINGS LIMITED FROM THE QUALIFYING OPTIONHOLDERS

好盈證券有限公司代表CHARMING FUTURE HOLDINGS LIMITED向合資格購股權持有人提出自願有條件部份現金收購  
以註銷賦予持有人權利認購最高達7,889,503股皇朝傢俬控股有限公司股份之購股權

To accept the Option Offer made by Hooray Securities for and on behalf of Charming Future Holdings Limited, you should complete and sign this Form of Option Offer Acceptance and forward this form, together with all the relevant certificate(s) and/or, where applicable, letter(s) of grant of the Share Option(s) under the Option Class you intend to tender for acceptance, stating the number of Share Options in respect of which you intend to accept the Option Offer for those Share Options in respect of the same Option Class, by post or by hand to the Company Secretary at Room 607, 6/F, Tsim Sha Tsui Centre, 66 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, in an envelope marked "Royale Furniture Holdings Limited – Option Offer", as soon as possible after receipt of this form and the Composite Document and in any event no later than 4:00 p.m. on the Final Closing Date, being Thursday, 5 November 2015 (or such other time and/or date as the Offeror may determine and announce with the consent of the Executive). If the number of Share Options as evidenced in the relevant certificate(s) and/or, where applicable, letter(s) of grant of the Share Options tendered is less than the number of Share Options stated in the Form of Option Offer Acceptance, or you fail to submit all the certificate(s) and/or, where applicable, letter(s) of grant of the Share Options tendered for acceptance within the same Option Class, your acceptance would be invalid. No acknowledgement of receipt of any Form of Option Offer Acceptance and/or the relevant certificate(s) and/or, where applicable, letter(s) of grant of the Share Option(s) will be given.

閣下如欲接納好盈證券代表Charming Future Holdings Limited提出之購股權收購，應在收悉本表格以及綜合文件後填妥及簽署本購股權收購表格，列明閣下擬就同一購股權類別之購股權接納購股權收購所涉之購股權數目，連同與閣下擬提呈接納收購屬於同一購股權類別之購股權所有相關證書及/或(如適用)授出函件以郵遞或由專人送遞方式送交公司秘書，地址為香港九龍尖沙咀東麼地道66號尖沙咀中心6樓607室，信封面請註明「皇朝傢俬控股有限公司—購股權收購」，惟無論如何不得遲於最後截止日期(即二零一五年十一月五日(星期四))下午四時正(或收購方經執行人員同意而可能決定及公佈之其他時間及/或日期)。倘所提呈購股權之相關證書及/或(如適用)授出函件所證明之購股權數目少於購股權收購表格列明之購股權數目，或閣下未有提交與該等提呈接納收購屬於同一購股權類別之購股權之所有證書及/或(如適用)授出函件，閣下之接納將為無效。概不就接獲任何購股權收購表格及/或有關之購股權證書及/或(如適用)授出函件而發出任何收據。

To: The Offeror and Hooray Securities

致: 收購方及好盈證券

Subject to the Option Offer becoming unconditional in all respects 待購股權收購在各方面成為無條件後，I (name)本人(姓名) \_\_\_\_\_  
of (address) (地址) \_\_\_\_\_

hereby accept the Option Offer made by Hooray Securities for and on behalf of the Offeror and agree, for the consideration set out in Note 1 of this form, to the cancellation of the Share Option(s) granted to me to subscribe for Share(s) at the exercise prices set out below.

謹此接納由好盈證券代表收購方提出之購股權收購，並同意按本表格附註1載列之代價，註銷該等授予本人可按以下行使價認購股份之購股權。

Exercise period (Option Class) 行使期 (購股權類別)	Exercise price per Share Option (HK\$) 每份購股權之行使價 (港元)	Number of Share Options you wish to tender under the relevant exercise period (i.e. that Option Class) 閣下於有關行使期欲提呈之 購股權 (即該購股權類別) 之數目	
		FIGURES 數目	WORDS 大寫

#### Notes 附註:

1. Consideration for each Share Options in respect of each Option Class with reference to the respective exercise price per Share Option  
參考每股購股權之行使價計算之各購股權類別涉及之購股權每股代價

Exercise period (Option Class) 行使期 (購股權類別)	20 July 2010 – 19 July 2019 二零一零年七月二十日 至二零一九年七月十九日	7 September 2013 – 6 September 2022 二零一三年九月七日 至二零二二年九月六日	2 January 2014 – 1 January 2023 二零一四年一月二日 至二零二三年一月一日	2 January 2015 – 1 January 2023 二零一五年一月二日 至二零二三年一月一日	17 April 2015 – 16 April 2024 二零一五年四月十七日 至二零二四年四月十六日
Exercise price per Share Option (HK\$) 每股購股權之行使價 (港元)	0.410	0.730	0.790	0.790	0.372
Consideration (HK\$) 代價 (港元)	0.020	0.001	0.001	0.001	0.058

2. The final number of Share Options tendered for acceptance which will be taken up by the Offeror under the Option Offer for cancellation will be determined in accordance with the formulae set out in the Composite Document.  
就接納所提呈之任何購股權之最終數目 (將由收購方根據購股權收購承購以便註銷) 將按照綜合文件所載之公式釐定。
3. If you accept the Option Offer in respect of a particular Option Class, you will be deemed to have tendered such Share Options proportional to the Share Options you hold for each Option Class.  
如閣下欲就任何特定購股權類別接納購股權收購，閣下將被視為就閣下於各購股權類別中持有之購股權按比例提呈接納該等購股權。
4. Your acceptance of the Option Offer will be deemed null and void if you fail to attach to this form all the corresponding certificate(s) of the Share Option(s) under each Option Class so tendered.  
如閣下未隨本表格附上所提呈接納之各購股權類別之購股權所有相關證書，閣下對於購股權收購之接納將被視為無效及失效。

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_ 2015  
於二零一五年 \_\_\_\_\_ 月 \_\_\_\_\_ 日簽署

Signature of Qualifying Optionholder  
合資格購股權持有人簽署

DO NOT COMPLETE  
請勿填寫本欄

Date of Cancellation 註銷日期 \_\_\_\_\_

本購股權收購接納表格乃重要文件，請即處理。

閣下如對本購股權收購接納表格之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。公司秘書僅會接納每名合資格購股權持有人遞交一份購股權收購接納表格。

#### 本購股權收購接納表格填寫方法

閣下如欲接納好盈證券代表收購方提出之購股權收購，應妥妥及簽署本購股權收購接納表格，列明閣下擬就同一購股權類別之購股權接納購股權收購所涉及之購股權數目，連同閣下擬提呈購股權類別項下之購股權之所有相關證書及／或（如適用）授出函件，於實際可行情況下盡快以郵遞或由專人送遞方式送交公司秘書，地址為香港九龍尖沙咀東麼地道66號尖沙咀中心6樓607室，信封面須註明「**皇朝傢俬控股有限公司－購股權收購**」，惟無論如何必須於二零一五年十一月五日（星期四）（即最後截止日期）下午四時正（或收購方可能決定及公佈且經執行人員同意之其他時間及／或日期）前送達。綜合文件附錄一所載之條文納入本購股權收購接納表格並構成其中部份。

#### 購股權收購之接納表格

致：貴公司

- 本人一經簽署本購股權收購接納表格（不論該表格是否已註明日期），本人之承繼人及受讓人將受此約束，並表示：
  - 本人按綜合文件所載及本購股權收購接納表格所述代價按照並遵守當中所述條款及條件，就本購股權收購接納表格所註明屬於同一購股權類別之購股權數目（可根據綜合文件所載之公式調低）接納由好盈證券代表收購方提出之購股權收購；
  - 本人不可撤回地指示及授權收購方及／或好盈證券及／或彼等各自之代理，各自就本人根據購股權收購之條款應得之現金代價，連同收購方根據購股權收購不接納之餘下購股權之證書（如有），以「不得轉讓－只准入抬頭人賬戶」方式向本人開出劃線支票，盡快且無論如何於最後截止日期之後七個營業日內以普通郵遞方式寄送以下列明之人士及地址，或如並未列明任何收件人及地址，則寄予本人，地址為香港九龍尖沙咀東麼地道66號尖沙咀中心6樓607室，郵誤風險概由本人承擔；  
**姓名：**（請用正楷填寫） \_\_\_\_\_  
**地址：**（請用正楷填寫） \_\_\_\_\_
  - 本人不可撤回地指示及授權收購方、貴公司及／或好盈證券及／或彼等任何一方可能指定之有關人士，各自代表本人填妥及簽署任何有關本人接納購股權收購之文件，以及辦理任何其他必需或權宜之手續，將根據購股權收購提呈及獲收購方承購之購股權註銷，而該等購股權將隨即註銷及不可再予行使；
  - 本人承諾於必需或合宜時簽署有關其他文件及辦理有關其他手續及事項，以將本人根據購股權收購提呈及獲收購方承購之購股權註銷，該等購股權不附帶一切第三方權利、留置權、申索權、押記、衡平權及產權負擔；及
  - 本人同意追認收購方、貴公司及／或好盈證券及／或彼等各自之代理或彼等任何一方可能指定之有關人士於行使本表格所載任何權利時可能作出或進行之各種及所有行動或事宜。
- 本人明白本人接納購股權收購，將被視為構成本人向閣下保證(i)本購股權收購接納表格所註明以提呈接納之購股權數目均不附帶一切第三方權利、留置權、申索權、押記、衡平權及產權負擔，並將連同於最後截止日期或之後累算或附帶或其後成為附帶之一切權利；及(ii)本人並無採取或不採取任何行動而將或可能致使收購方、貴公司或好盈證券或任何其他人士違反任何地區與購股權收購或本人接納有關之法律或監管規定，且本人根據所有適用法例獲准收取及接納購股權收購（及其任何修訂），而根據所有適用法例，該接納為有效及具有約束力。
- 倘按購股權收購之條款，本人之接納屬無效或被視為無效，則上文第1段所載之所有指示、授權及承諾均會失效。在此情況下，本人授權並懇請收購方、貴公司及／或好盈證券及／或彼等可能指定之有關人士盡快且無論如何於最後截止日期之後十日內，將本人就接納購股權收購所提呈之購股權相關證書及／或（如適用）授出函件連同經正式註銷之本購股權收購接納表格以普通郵遞方式一併寄予上文1(b)所列之人士及地址，或如未有列明姓名及地址，則寄至香港九龍尖沙咀東麼地道66號尖沙咀中心6樓607室予本人，郵誤風險概由本人承擔。
- 本人茲附上本人欲接納購股權收購所提呈之購股權相關證書及／或（如適用）授出函件，由收購方及／或好盈證券及／或彼等可能指定之有關人士按購股權收購之條款及條件予以保存。本人明白任何交回之購股權收購接納表格及相關之購股權證書及／或（如適用）授出函件概不獲發收據。本人亦了解以普通郵遞方式寄發所有相關文件之一切郵誤風險概由本人自行承擔。
- 本人向閣下聲明及保證，本人為本購股權收購接納表格所註明之購股權持有人，而本人有全部權利、權力及授權以接納購股權收購之方式，交出本人之購股權予以註銷。
- 本人向閣下聲明及保證，本人已遵守本人地址所在之香港關於本人接納購股權收購方面之法例，包括獲得任何所需之政府批准或其他方面之同意或存檔及登記規定，及辦理一切必須之手續或遵守法律規定。
- 本人向閣下保證，本人須就支付本人地址所在之香港關於本人就接納購股權收購應付之任何轉讓或其他稅項或徵稅（如有）承擔全部責任。
- 本人知悉，除綜合文件及本購股權收購接納表格明文規定外，據此作出之所有接納、指示、授權及承諾均不可撤回及為無條件。

## PERSONAL DATA

### Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Offeror, Hooray Securities and the Company 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 Share 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 Form of Option Offer Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification or compliance with the terms and application procedures set out in this Form of Option Offer Acceptance and the Composite Document;
- cancelling the Share Option(s) in your name;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror and/or its agents such as financial advisers, and/or the Company;
- compiling statistical information and Optionholder profiles;
- establishing benefit entitlements of the Optionholders;
- disclosing relevant information to facilitate claims on entitlements;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- any other purpose in connection with the business of the Offeror or the Company; and
- any other incidental or associated purposes relating to the above 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 Form of Option Offer Acceptance will be kept confidential but the Offeror and/or Hooray Securities and/or the Company 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, Hooray Securities, any of their agents and the Company;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or Hooray Securities and/or the Company, in connection with the operation of their businesses;
- 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 institutions in securities; and
- any other persons or institutions whom the Offeror and/or Hooray Securities and/or the Company 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 Hooray Securities and/or the Company holds 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 Hooray Securities and/or the Company has 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, Hooray Securities or the Company (as the case may be).

**BY SIGNING THIS 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收購方、好盈證券及本公司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

如閣下就所持有之購股權接納購股權收購，閣下須提供所需之個人資料，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收購應得之代價。

#### 2. 用途

閣下於本購股權收購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或遵循本購股權收購接納表格及綜合文件載列之條款及申請手續；
- 註銷以閣下名義登記之購股權；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 自收購方及/或其代理(例如財務顧問)及/或本公司發佈通訊；
- 編製統計資料及購股權持有人資料；
- 確立購股權持有人之獲益權利；
- 披露有關資料以方便進行權益申索；
- 按法例、規則或規例規定(無論法定或其他規定)作出披露；
- 有關收購方或本公司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

本購股權收購接納表格提供之個人資料將會保密，惟收購方及/或好盈證券及/或本公司為達致上述或有關於任何上述之用途，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個人及實體披露、獲取或轉交(無論在香港境內或香港境外地區)該等個人資料：

- 收購方、好盈證券、其任何代理及本公司；
- 為收購方及/或好盈證券及/或本公司之業務經營提供行政、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個人或機構，例如閣下之銀行、律師、會計師或持牌證券交易商或註冊證券機構；及
- 收購方及/或好盈證券及/或本公司認為必需或適當情況下之任何其他個人或機構。

#### 4. 獲取及更正個人資料

根據該條例之規定，閣下可確認收購方及/或好盈證券及/或本公司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，收購方及/或好盈證券及/或本公司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，須提交予收購方、好盈證券或本公司(視情況而定)。

閣下一經簽署本購股權收購接納表格即表示同意上述所有條款