

# How to complete the form of Approval and Acceptance.

## 如何填寫「批准及接納表格」

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Unless the context otherwise requires, terms used in this Form of Approval and Acceptance shall bear the same meanings as those defined in the composite document dated 18 January 2019 (the "Composite Document") jointly issued by Sunluck Services Limited and Midland Holdings Limited.  
原文義另有所指外，本批准及接納表格所用詞彙與 Sunluck Services Limited 及 Midland Holdings Limited 美聯集團有限公司聯合刊發日期為 2019 年 1 月 18 日之綜合契約文件「綜合契約文件」所界定者具有相同涵義。

Branch Share Registrar in Hong Kong:  
Tricor Abacus Limited

香港股份過戶登記分處：  
卓佳雅柏勤有限公司

To be completed in all respects as appropriate except the sections marked "Do not complete"  
除註明「請勿填寫本欄」之部分外，各項均須適當填寫

### FORM OF APPROVAL AND ACCEPTANCE 批准及接納表格

## Midland Holdings Limited 美聯集團有限公司\*

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock Code :1200)  
(股份代號：1200)

VOLUNTARY CONDITIONAL CASH PARTIAL OFFER BY GET NICE SECURITIES LIMITED ON BEHALF OF  
SUNLUCK SERVICES LIMITED TO ACQUIRE 57,443,680 SHARES IN THE SHARE CAPITAL OF MIDLAND HOLDINGS LIMITED  
FROM QUALIFYING SHAREHOLDERS

結好證券有限公司代表 SUNLUCK SERVICES LIMITED 提出自願附條件現金部分要約  
向合資格股東收購 MIDLAND HOLDINGS LIMITED 美聯集團有限公司 股本中 57,443,680 股股份

Level 22, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong  
香港  
皇后大道東 183 號  
合和中心 22 樓

**Note:**  
For Qualifying Shareholders who wish to approve and accept the Partial Offer, they are reminded to complete both Box A and Box B of the Form of Approval and Acceptance. To approve the Partial Offer, please put a tick "✓" here.  
註：  
合資格股東如欲批准及接納部分要約，務請填妥批准及接納表格甲欄及乙欄。如批准部分要約，請在此處填上「✓」號。

\* for identification purpose only 備供識別

#### TO APPROVE THE PARTIAL OFFER 批准部分要約

Box A 甲欄

To approve the Partial Offer, please put a tick "✓" here 批准部分要約，請在此處填上「✓」號		Number of Shares in respect of which the Partial Offer is approved 批准部分要約涉及之要約股份數目 (If you wish to approve the Partial Offer in respect of ALL of the Shares held by you, please put down "ALL" below. 如閣下欲就閣下所持有之所有股份批准部分要約，請在下面填上「全部」) _____ Shares (股)
SHAREHOLDER name(s) and address in full 股東全名及完整地址 (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或正楷填寫)	Family name(s) or company name(s) 姓氏或公司名稱 Registered address 登記地址	Forename(s) 名字 Telephone number 電話號碼

#### TO ACCEPT THE PARTIAL OFFER 接納部分要約

Box B 乙欄

FOR THE CONSIDERATION stated below the "Transferor" named below hereby transfers to the "Transferee" named below the Share(s) held by the Transferor specified below subject to the terms and conditions contained herein and in the accompanying Composite Document.  
根據本表格及隨附之綜合契約文件所載條款及條件，下列「轉讓人」現按下列代價，將以下註明轉讓人所持有之股份轉讓予下列「受讓人」。

Number of Shares tendered for acceptance 閣下擬呈接納之股份數目	(If you wish to tender ALL of the Shares held by you for acceptance of the Partial Offer, please put down "ALL" below 如閣下欲就閣下所持有之所有股份呈報接納部分要約，請在下面填上「全部」) _____ Shares (股)	
Share certificate number(s) 股票編號		
TRANSFEROR name(s) and address in full 轉讓人全名及地址 (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或正楷填寫)	Family name(s) or company name(s) 姓氏或公司名稱 Registered address 登記地址	Forename(s) 名字 Telephone number 電話號碼
CONSIDERATION 代價	HK\$2.00 in cash for each Share tendered for acceptance 以現金每股 2.00 港元呈報接納股份	
TRANSFEREE 受讓人	Name 名稱: Sunluck Services Limited Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong 通訊地址: 香港德輔道中 19 號環球大廈 25 樓 2505-8 室 Occupation 職業: Corporation 法團	

Note:  
Please refer to the section headed "HOW TO COMPLETE THIS FORM OF APPROVAL AND ACCEPTANCE" on the second page of this Form of Approval and Acceptance for further instructions for filling in Box A and Box B of this Form of Approval and Acceptance.  
有關填寫本批准及接納表格中甲欄及乙欄之進一步指示，請查閱本批准及接納表格之第三頁題為「本批准及接納表格填寫方法」一節。

Subject to the Partial Offer becoming unconditional in all respects, the total number of Shares taken up by the Offeror from you will be determined by the total number of Shares tendered for acceptance in accordance with the formula set out in the Composite Document. Fractions of Shares will not be taken up under the Partial Offer. The number of Shares to be taken up from you by the Offeror in respect of your acceptance will be rounded up or down to the nearest whole number at the discretion of the Offeror.  
倘若部分要約在各方面成為無條件後，要約方自閣下承購之股份總數將根據呈報轉讓之股份總數按載於綜合契約文件之公式釐定。股份的分數將不根據閣下要約的總數承購。要約方就閣下之接納將向閣下承購的股數目，將由要約方決定向上或下捨整至最近之整數。

If you have voted in Box A to approve the Partial Offer and/or accepted the Partial Offer in Box B of this Form of Approval and Acceptance, please SIGN BELOW ONCE in the capacity as Qualifying Shareholder to approve the Partial Offer and/or as the Transferor to accept the Partial Offer (as the case may be).  
如果你已投票在 Box A 以批准部分要約及/或在 Box B 中接受部分要約，請在合資格股東/轉讓人身份下，在下方表格簽署一次，以批准或接受部分要約及/或轉讓部分要約(視情況而定)。  
閣下接納部分要約，閣下應在並非另一名聯名持有人的 18 歲或以上人士之見證下簽署，而該人士亦須知如下所簽署及填寫其姓名、地址及職業。所有聯名持有人均須簽署。

Sign by the Transferor in the presence of:  
轉讓人從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 HOLDERS MUST SIGN HERE  
所有聯名持有人均須於本欄簽署

Signature(s) of Qualifying Shareholder/Transferor  
Company chop, if applicable  
合資格股東/轉讓人簽署  
公司印鑑(如適用)

Do not complete 請勿填寫本欄

Signed by or on behalf of the Transferee in the presence of:  
受讓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 \_\_\_\_\_  
Date of Transfer 轉讓日期 \_\_\_\_\_

For and on behalf of 代表  
Sunluck Services Limited  
Correspondence address: Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong  
通訊地址: 香港德輔道中 19 號環球大廈 25 樓 2505-8 室  
Occupation 職業: Corporation 法團  
Authorised Signatory(ies):  
授權簽署人: \_\_\_\_\_  
Signature of Transferee  
受讓人簽署

**Note:**  
To approve the Partial Offer in respect of ALL of the Shares held by you, please put down "ALL" in this box.  
註：  
如閣下就閣下所持有之所有股份批准部分要約，請在此處填上「全部」。

**Note:**  
Please provide the contact telephone number.  
註：  
請提供聯絡電話號碼。

**Note:**  
To tender All of the Shares held by you for acceptance of the Partial Offer, please put down "ALL" in this box.  
註：  
如閣下呈報所持有之所有股份以接納部分要約，請在此處填上「全部」。

**Note:**  
Please provide the contact telephone number of the Transferor.  
註：  
請提供轉讓人的聯絡電話號碼。

**Note:**  
Signature of the Qualifying Shareholder(s)/Transferor (Company chop if applicable).  
註：  
合資格股東/轉讓人簽署(公司印鑑(如適用))。