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Unless the context otherwise requires, terms used in this WHITE Form of Share Offer Acceptance shall bear the same meanings as those defined in the Composite Document dated 22 November 2019 (the "Composite Document") jointly issued by TCL Industries Holdings Co., Ltd., T.C.L. Industries Holdings (H.K.) Limited and TCL Electronics Holdings Limited.

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

閣下如希望接受股份要約，請使用本白色股份要約接受表格。



# TCL ELECTRONICS HOLDINGS LIMITED

## TCL 電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 01070)  
(於開曼群島註冊成立的有限公司)  
(股份代號：01070)

### WHITE FORM OF SHARE OFFER ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) OF HK\$1.00 EACH IN THE ISSUED SHARE CAPITAL OF TCL ELECTRONICS HOLDINGS LIMITED

#### TCL 電子控股有限公司已發行股本中每股面值1.00港元之普通股之白色股份要約接受及過戶表格

All parts should be completed (except the section marked "Do not complete") 每項均須填妥 (除註明「請勿填寫本欄」一節外)

HONG KONG BRANCH SHARE REGISTRAR: Tricor Tengis Limited  
香港股份過戶登記分處：卓佳登捷時有限公司  
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong  
香港皇后大道東183號合和中心54樓

<b>FOR THE CONSIDERATION</b> stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the Share(s) of HK\$1.00 each held by the Transferor(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之條款及條件，下列「轉讓人」謹此按下列對價，將以下註明由其持有每股面值1.00港元之股份轉讓予下列「承讓人」。		
Number of Share(s) to be transferred (Note) 將予轉讓之股份數目 (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 轉讓人全名及地址 (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK LETTERS) (請用打字機或正楷填寫)	Surname(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 對價	(i) HK\$3.23 in cash for each Share transferred to the Transferee on or before the Record Date (net Declared Dividend of HK10.56 cents being entitlement of the Offeror) 於記錄日期或之前轉讓予承讓人的每股股份現金3.23港元 (已宣派股息淨額10.56港仙為歸屬於要約人所有的權利)	
	(ii) HK\$3.1244 in cash for each Share transferred to the Transferee after the Record Date (i.e. Share Offer Price of HK\$3.23 minus net Declared Dividend of HK10.56 cents, net Declared Dividend of HK10.56 cents being entitlement of the accepting Shareholder(s)) 於記錄日期後轉讓予承讓人的每股股份現金3.1244港元 (即股份要約價3.23港元減已宣派股息淨額10.56港仙，已宣派股息淨額10.56港仙為歸屬於接受股東所有的權利)	
TRANSFEREE 承讓人	Name: 名稱: Registered address: 登記地址: Occupation: 職業:	T.C.L. Industries Holdings (H.K.) Limited T.C.L. 實業控股 (香港) 有限公司 8th Floor, Building 22E, Phase Three, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong 香港新界白石角香港科學園第三期22E大樓8樓 Corporation 法人團體

Please SIGN BELOW ONCE in the capacity as the Transferor(s) to accept the Share Offer. All joint registered holders of the Share(s) must sign.  
Your signature(s) should be witnessed by a person aged 18 or above who is not another joint registered holder of the Share(s) and who must also sign and print his/her name and address as indicated below.  
倘閣下接受股份要約，請作為轉讓人於下方簽署一次。所有聯名登記持股份之人士均須簽署。  
閣下應在另一名並非聯名登記持有股份之人士的18歲或以上人士的見證下簽署，而該人士亦須如下所示簽署及填寫其姓名及地址。

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

ALL JOINT REGISTERED HOLDERS OF THE SHARES MUST SIGN HERE  
所有聯名登記持有股份之人士均需於本欄簽署

Signature(s) of Transferor(s) or its duly authorised agent(s) company chop, if applicable  
轉讓人或其正式授權代表簽署/公司印章 (如適用)

Date of submission of this WHITE Form of Share Offer Acceptance  
提交本白色股份要約接受表格之日期

<b>Do not complete 請勿填寫本欄</b>	
Signed by or for and 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 代表 T.C.L. Industries Holdings (H.K.) Limited T.C.L. 實業控股 (香港) 有限公司 Authorized Signatory(ies) 獲授權簽署人
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 日期	Signature of Transferee or its duly authorised agent(s) 承讓人或其正式授權代理人簽署

Note: Insert the total number of Share(s) for which the Share Offer is accepted. If no number is specified or if the total number of Share(s) specified in this WHITE Form of Share Offer Acceptance is greater than the number of Share(s) tendered and you have signed this WHITE Form of Share Offer Acceptance, your WHITE Form of Share Offer Acceptance in respect of the Share Offer will be considered to be incomplete and accordingly, your acceptance of the Share Offer will be invalid. This WHITE Form of Share Offer Acceptance will be returned to you for correction and resubmission. Any corrected WHITE Form of Share Offer Acceptance must be resubmitted and received by the Registrar on or before the latest time of acceptance of the Share Offer. If the number of Share(s) specified in this WHITE Form of Share Offer Acceptance is smaller than the Share(s) tendered by you and you have signed this WHITE Form of Share Offer Acceptance, you will be deemed to have accepted the Share Offer in respect of the Share(s) equal to the number of the Share(s) specified in this WHITE Form of Share Offer Acceptance.

附註：請填上接受股份要約所涉及之股份總數。倘並無指定數目或倘於本白色股份要約接受表格所列明之股份總數大於所交回之股份數目，而閣下已簽署本白色股份要約接受表格，則閣下有關股份要約之白色股份要約接受表格將被視為不完整，而閣下有關於股份要約之接受表格因此為無效，本白色股份要約接受表格將退回予閣下。倘閣下有關股份要約之白色股份要約接受表格必須於接受股份要約的最後期限或之前再行提交並送達過戶登記處，倘本白色股份要約接受表格所列明之股份數目少於閣下所交回之股份數目，而閣下已簽署本白色股份要約接受表格，則閣下將被視為就相等於本白色股份要約接受表格所列明股份數目之股份接受股份要約。

**THIS WHITE FORM OF SHARE OFFER ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of this WHITE Form of Share Offer Acceptance or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Share(s), you should at once hand this WHITE Form of Share Offer Acceptance and the accompanying Composite Document to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

UBS AG (Hong Kong Branch) is making the Share Offer on behalf of the Offeror. The availability of the Share Offer to any Overseas Shareholders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibilities of you who wish to accept the Share Offer to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Share Offer (including but not limited to the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required or the compliance with other necessary formalities, regulatory and/or legal requirements and the payment of any transfer or other taxes and duties due by you in respect of the acceptance of the Share Offer in such jurisdictions). The Purchaser, the Offeror, UBS AG (Hong Kong Branch), the Company, any of their respective directors and professional advisors and all persons involved in the Share Offer and any of their respective agents shall be entitled to be fully indemnified and held harmless by you for any taxes and duties as you may be required to pay.

Any acceptance of the Share Offer by you will be deemed to constitute a representation and warranty from you to the Offeror that you have observed and are permitted under all applicable laws and regulations to receive and accept the Share Offer, and any revision thereof, and that you have obtained all requisite governmental, exchange control or other consents and have made all requisite registration and filing in compliance with all necessary formalities and regulatory or legal requirements and have paid all transfer or other taxes and duties or other required payments due from you in connection with such acceptance in any relevant jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations. You should consult your professional advisers on deciding whether or not to accept the Share Offer.

This WHITE Form of Share Offer Acceptance should be read in conjunction with the Composite Document.

**HOW TO COMPLETE THIS FORM**

The Share Offer is unconditional. Shareholders are advised to read this WHITE Form of Share Offer Acceptance in conjunction with the Composite Document carefully before completing this WHITE Form of Share Offer Acceptance. To accept the Share Offer made by UBS AG (Hong Kong Branch) on behalf of the Offeror to acquire your Share(s), you should complete and sign this WHITE Form of Share Offer Acceptance overleaf and forward this entire WHITE Form of Share Offer Acceptance, together with the relevant share certificate(s) (the "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 Share(s) in respect of which you wish to accept the Share Offer, by post or by hand, marked "TCL ELECTRONICS HOLDINGS LIMITED – Share Offer" on the envelope, to Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in any event no later than 4:00 p.m. on the Closing Date or such later time and/or date as the Purchaser and the Offeror may determine and announce in accordance with the Takeovers Code. The provisions contained in Appendix I to the Composite Document are incorporated into and form part of this WHITE Form of Share Offer Acceptance.

**WHITE FORM OF SHARE OFFER ACCEPTANCE IN RESPECT OF THE SHARE OFFER**

To: The Offeror and UBS AG (Hong Kong Branch)

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

- (a) my/our irrevocable acceptance of the Share Offer made by UBS AG (Hong Kong Branch) on behalf of the Offeror, as contained in the Composite Document, for the consideration and subject to the terms and conditions therein and herein mentioned, in respect of the number of Share(s) specified in this WHITE Form of Share Offer Acceptance or, if no number is specified, 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). If the number specified in this WHITE Form of Share Offer Acceptance is smaller than the Share(s) 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), I/we shall be deemed to have accepted the Share Offer in respect of the Share(s) as shall be equal to the number of the Share(s) specified in this WHITE Form of Share Offer Acceptance, provided such number of Share(s) shall not be counted towards as validly accepted unless Note 1 to Rule 30.2 of the Takeovers Code is met;
- (b) my/our irrevocable instruction and authority to each of the Purchaser, the Offeror, UBS AG (Hong Kong Branch) and/or any of their respective agent(s) to collect from the Company or the Registrar on my/our behalf the Share Certificate(s) in respect of the Share(s) 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 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 authorise 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 delivered to the Registrar together with this WHITE Form of Share Offer Acceptance;
- (c) my/our irrevocable instruction and authority to each of the Purchaser, the Offeror, UBS AG (Hong Kong Branch) and/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 Hong Kong ad valorem stamp duty payable by me/us in connection with my/our acceptance of the Share Offer), by ordinary post at my/our own 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 seven Business Days of the date of receipt of all the relevant documents by the Registrar to render the acceptance under the Share 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 Purchaser, the Offeror and/or UBS AG (Hong Kong Branch) and/or such person or persons as any of them may direct for the purpose, on my/our behalf, to make and execute the contract note as required by 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 WHITE Form of Share Offer Acceptance form in accordance with the provisions of that Ordinance;
  - (e) my/our irrevocable instruction and authority to each of the Purchaser, the Offeror and/or UBS AG (Hong Kong Branch) and/or such person or persons as any of them may direct to complete and execute any document on my/our behalf in connection with my/our acceptance of the Share Offer and to do any other act that may be necessary or expedient for the purpose of vesting in the Offeror or such person or persons as it may direct my/our Share(s) tendered for acceptance under the Share Offer;
  - (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 Share(s) tendered for acceptance under the Share Offer to the Offeror or such person or persons as it may direct free from all liens, claims, encumbrances and all third party rights and with all rights attached thereto as at the date of the Composite Document, including the right to receive in full all dividends and other distributions, if any, declared, paid or made on or after the date of the Composite Document;
  - (g) my/our agreement to ratify each and every act or thing which may be done or effected by the Purchaser, the Offeror and/or UBS AG (Hong Kong Branch) and/or any of 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; and
  - (h) my/our appointment of the Purchaser, the Offeror and/or UBS AG (Hong Kong Branch) as my/our attorney in respect of all the Share(s) to which this WHITE Form of Share Offer Acceptance relates, such power of attorney to take effect from the date and time on which the Share Offer is made in all respects and thereafter be irrevocable.
2. I/We understand that acceptance of the Share Offer by me/us will be deemed to constitute a warranty by me/us to the Purchaser, the Offeror, UBS AG (Hong Kong Branch) and the Company that (i) the Share(s) held by me/us to be acquired under the Share Offer are sold free from all liens, claims, encumbrances and all third party rights and with all rights attached thereto as at the date of the Composite Document, including the right to receive in full all dividends and other distributions, if any, declared, paid or made on or after the date of the Composite Document; and (ii) I/we have not taken or omitted to take any action which will or may result in the Purchaser, the Offeror, its beneficial owner and parties acting in concert with any of them, the Company, UBS AG (Hong Kong Branch) or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the Share Offer or my/our acceptance thereof, and am/are permitted under all applicable laws and regulations to receive and accept the Share Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws and regulations.
3. I/We hereby warrant and represent to the Purchaser, the Offeror, UBS AG (Hong Kong Branch) and the Company that I am/we are the registered holder(s) of the Share(s) specified in this WHITE Form of Share Offer Acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of my/our Share(s) to the Offeror by way of acceptance of the Share Offer.
4. In the event that my/our acceptance is treated as invalid in accordance with the terms of the Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we authorise and request you or any one of 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 any satisfactory indemnity or indemnities required in respect thereof), together with this WHITE Form of Share Offer Acceptance 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: When you have sent one or more transfer receipt(s) and in the meantime the relevant Share Certificate(s) has/have been collected by any of the Purchaser, the Offeror or UBS AG (Hong Kong Branch) or any of their respective agent(s) from the Company or the Registrar on your behalf upon your acceptance of the Share Offer, you will be returned such Share Certificate(s) in lieu of the transfer receipt(s).

5. I/We hereby warrant and represent to the Purchaser, the Offeror and the Company that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of the Company in connection with my/our acceptance of the Share Offer, including the obtaining of any governmental, exchange control or other consents and making any registration or filing which may be required in compliance with all necessary formalities, regulatory and/or legal requirements; and that I/we have paid all issue, transfer or other taxes and duties 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.
6. I/We hereby warrant and represent to the Purchaser, the Offeror and the Company that I/we shall be fully responsible for payment of any transfer or other taxes and duties payable 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 Share Offer.
7. 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 Share(s) which are to be held by you on the terms and conditions of the Share Offer. I/We understand that no acknowledgement of receipt of this WHITE Form of Share Offer 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.
8. I/We acknowledge that my/our Share(s) sold to the Offeror by way of acceptance of the Share Offer will be registered under the name of the Offeror or its nominee(s).
9. I/We irrevocably undertake, represent, warrant and agree to and with the Purchaser, the Offeror, UBS AG (Hong Kong Branch) and the Company (so as to bind my/our successors and assignees) that in respect of the Share(s) 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:
  - (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 Share(s) into certificated form) to the attention of the Offeror at the Registrar at Level 54, Hopewell Centre 183 Queen's Road East Hong Kong;
  - (b) an irrevocable authority to the Offeror 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 Share(s) appointing any person nominated by the Offeror to attend such general meeting (or any adjournment thereof) and to exercise the votes attaching to such Share(s) on my/our behalf, such votes to be cast in a manner to be determined at the sole discretion of the Offeror; and
  - (c) 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.
10. I/We acknowledge that, save as expressly provided in the Composite Document and this WHITE Form of Share Offer Acceptance, all the acceptance, instructions, authorities and undertakings hereby given shall be irrevocable and unconditional.

本白色股份要約接受表格乃重要文件，請立即處理。

閣下如對本白色股份要約接受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。

閣下如已售出或轉讓名下所有股份，應立即將本白色股份要約接受表格及隨附之綜合文件送交買方或承讓人，或經手買賣或轉讓之銀行、持牌證券交易商或註冊證券機構或其他代理商，以便轉交買方或承讓人。

UBS AG (香港分行) 代表要約人作出股份要約。向任何海外股東提出股份要約可能受其居住地之相關司法權管轄區適用法律及法規影響。海外股東務須遵守任何適用法律及監管規定，並於必要時自行徵詢專業顧問的意見。閣下如希望接受股份要約，則有責任自行全面遵守相關司法權管轄區有關接受股份要約的法律及法規(包括但不限於取得可能需要的任何政府、外匯管制或其他同意及任何登記或存檔，或遵守其他必要手續、監管及/或法律規定，以及繳付任何閣下就接受股份要約應繳之過戶或其他稅項或徵費)。買方、要約人、UBS AG (香港分行)、本公司，其各自的任何董事及專業顧問及參與股份要約的所有人士及其各自的任何代理人均有權獲全面彌償保證及毋須就閣下可能須付之任何稅項及徵費承擔任何責任。

閣下接受股份要約將被視為閣下向要約人作出之一項聲明及保證，表明閣下已遵守所有適用法律及法規及根據所有適用法律及法規獲允許接收及接受股份要約及其任何修訂，且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、外匯管制或其他同意及辦妥所需之登記及存檔，並已支付閣下於任何有關司法權管轄區接受股份要約而應付之所有過戶或其他稅項及徵費或其他所需款項，而該接受將根據一切適用法律及法規屬有效及具約束力。閣下於決定是否接受股份要約時應諮詢閣下的專業顧問。

本白色股份要約接受表格應與綜合文件一併閱讀。

#### 本表格填寫方法

股份要約為無條件。股東務請先一併細閱本白色股份要約接受表格及綜合文件後，方始填寫本白色股份要約接受表格。閣下如希望接受UBS AG (香港分行) 代表要約人提出之收購閣下股份之股份要約，應填妥及簽署本白色股份要約接受表格之背頁，然後將整個白色股份要約接受表格並連同不少於閣下有有意接受股份要約所涉及之股份數目之相關股票(「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之彌償保證)以郵遞或以專人送交卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心54樓，信封面請註明「TCL 電子控股有限公司—股份要約」，惟無論如何須於截止日期下午四時正(或買方及要約人根據收購守則可能釐定並公佈之較後時間及/或日期)前送達。綜合文件附錄一所載之條文已載入本白色股份要約接受表格，並構成其中一部份。

#### 有關股份要約之白色股份要約接受表格

致：要約人及UBS AG (香港分行)

1. 本人/吾等簽立本白色股份要約接受表格之背頁(不論該表格是否已註明日期)，本人/吾等之繼承人及受讓人將受此約束，並構成：

- (a) 本人/吾等按綜合文件及本白色股份要約接受表格所載代價及條款與條件，就本白色股份要約接受表格所列明之股份數目，或倘並無列明數目，則就本人/吾等按相關股票、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之彌償保證)所交回的股份數目，不可撤回地接受綜合文件所載由UBS AG (香港分行) 代表要約人提出之股份要約；倘本白色股份要約接受表格所列明數目小於按相關股票、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之彌償保證)所交回的股份數目，則本人/吾等應被視為已就相等於本白色股份要約接受表格所列明股份數目的股份接受股份要約，惟除非符合收購守則規則30.2註釋1的規定，該等股份數目不會計算為有效接受；
- (b) 本人/吾等不可撤回地分別指示並授權買方、要約人、UBS AG (香港分行) 及/或彼等各自之任何代理人，代表本人/吾等從貴公司或過戶登記處領取將根據本人/吾等已正式簽署且呈交之隨附過戶收據及/或其他所有權文件(如有)(及/或任何就此所需令人信納之彌償保證)發行予本人/吾等之股份之股票，並將有關股票送交過戶登記處，以及授權並指示過戶登記處根據股份要約之條款及條件持有有關股票，猶如有關股票乃與本白色股份要約接受表格一併送交過戶登記處無異；
- (c) 本人/吾等不可撤回地分別指示並授權買方、要約人、UBS AG (香港分行) 及/或彼等各自之任何代理人，將本人/吾等根據股份要約之條款應得之現金代價(減本人/吾等就接受股份要約應付之賣方香港從價印花稅)，以「不得轉讓—只准入抬頭人賬戶」方式劃線開出支票予本人/吾等，然後盡早無論如何於過戶登記處接獲使有關接受股份要約完整及有效之所有有關文件當日後七個營業日之內，按以下地址以普通郵遞方式寄發予下文所列人士(如有未於下欄列明姓名及地址，則按貴公司股東名冊所示之登記地址寄予本人或吾等當中之排名首位之人士(如屬聯名登記股東))，郵誤風險由本人/吾等自行承擔；

(附註：倘接收支票之人士並非登記股東或排名首位之聯名登記股東，則請在本欄填上接收支票人士之姓名及地址。)

姓名：(請用正楷填寫) .....

地址：(請用正楷填寫) .....

- (d) 本人/吾等不可撤回地分別指示並授權買方、要約人及/或UBS AG (香港分行) 及/或彼等任何一方可能就此指定之一名或多名人士代表本人/吾等以根據股份要約出售股份賣方之身份，訂立及簽立香港法例第117章印花稅條例所規定須由本人/吾等訂立及簽立之買賣單據，並安排按該條例之條文加蓋印花及在本白色股份要約接受表格背書證明；
- (e) 本人/吾等不可撤回地分別指示並授權買方、要約人及/或UBS AG (香港分行) 及/或彼等任何一方可能指定之一名或多名人士代表本人/吾等就本人/吾等接受股份要約填妥並簽立任何文件，並作出任何其他必需或適當行動，以使本人/吾等根據股份要約提交以供接受之股份轉歸要約人或其可能指定之該名或該等人士所有；
- (f) 本人/吾等承諾於可能屬必要或適當時簽立其他文件並作出有關行動及事宜，以進一步確保本人/吾等根據股份要約提交以供接受之股份轉歸予要約人或其可能指定之該名或該等人士，而上述股份將不附帶一切留置權、申索、產權負擔及一切第三方權利，但附帶於綜合文件日期所附帶之一切權利，包括悉數收取於綜合文件日期或之後宣派、派付或作出之一切股息及其他分派(如有)之權利；
- (g) 本人/吾等同意追認買方、要約人及/或UBS AG (香港分行) 及/或彼等各自之任何代理人或彼等任何一方可能指定之一名或多名人士於行使本白色股份要約接受表格所載任何授權時可能作出或進行之各種行動或事宜；及
- (h) 本人/吾等委任買方、要約人及/或UBS AG (香港分行) 為本人/吾等就本白色股份要約接受表格有關之全部股份之委任代理人，該授權於股份要約在各方面獲提呈之日期及時間起生效，且隨後不得撤回。

2. 本人/吾等明白本人/吾等接受股份要約將被視為構成本人/吾等向買方、要約人、UBS AG (香港分行) 及貴公司保證，(i) 本人/吾等所持有並將根據股份要約獲收購之股份於出售時將不附帶一切留置權、申索、產權負擔及一切第三方權利，但附帶於綜合文件日期所附帶之一切權利，包括悉數收取於綜合文件日期或之後宣派、派付或作出之一切股息及其他分派(如有)之權利；及(ii) 本人/吾等並無採取或遺漏採取任何行動，而將會或可能導致買方、要約人、其資產擁有人及與其一致行動的人士、貴公司、UBS AG (香港分行) 或任何其他人士違反任何司法權管轄區與股份要約或本人/吾等接受股份要約有關之法律或監管規定，且本人/吾等根據一切適用法律及法規獲准接收及接受股份要約及其任何修訂，而該接受將根據一切適用法律及法規屬有效及具約束力。

3. 本人/吾等謹此向買方、要約人、UBS AG (香港分行) 及貴公司保證及聲明，本人/吾等為本白色股份要約接受表格所列明股份之登記持有人，而本人/吾等具有充分權利、權力及授權以接受股份要約之方式，向要約人出售及移交本人/吾等之股份之所有權及擁有權。

4. 倘根據股份要約之條款，本人/吾等之接受被視為無效，則上文第1段所指一切指示、授權及承諾將告終止，在此情況下，本人/吾等授權並要求閣下或其中任何一方以普通郵遞方式將本人/吾等之股票及/或過戶收據及/或任何其他所有權文件(及/或任何就此所需令人信納之彌償保證)，連同已正式註銷之本白色股份要約接受表格一併寄回上文第1(c)段所指人士及地址，或如姓名及地址欄內空白，則按貴公司股東名冊所示登記地址寄回本人或吾等當中之排名首位之人士(如屬聯名登記股東)，郵誤風險概由本人/吾等自行承擔。

附註：倘閣下寄發一份或以上過戶收據而買方、要約人或UBS AG (香港分行) 及/或彼等各自之任何代理人任何一方同時於閣下接受股份要約後代表閣下從本公司或過戶登記處領取相關股票，則閣下將獲交還股票而非過戶收據。

5. 本人/吾等謹此向買方、要約人及貴公司保證及聲明，本人/吾等符合本人/吾等於貴公司股東名冊所列地址所在司法權管轄區關於本人/吾等接受股份要約方面之法律，包括遵守所有必要之正式手續、監管及/或法例規定取得可能需要的任何政府、外匯管制或其他方面之同意及作出任何登記或存檔；本人/吾等已就該接受支付應付之所有發行、過戶或其他稅項及徵費或其他所需款項；及該接受將根據一切適用法律及法規屬有效及具約束力。

6. 本人/吾等謹此向買方、要約人及貴公司保證及聲明，本人/吾等將全面負責支付本人/吾等於貴公司股東名冊所列地址所在司法權管轄區就本人/吾等接受股份要約應付之任何過戶或其他稅項及徵費。

7. 本人/吾等茲附上本人/吾等持有之全部/部份股份之相關股票及/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之彌償保證)，由閣下按股份要約之條款及條件予以持有。本人/吾等了解所交回之本白色股份要約接受表格、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之彌償保證)概不獲發收據。本人/吾等亦了解以普通郵遞方式寄發所有文件之郵誤風險概由本人/吾等自行承擔。

8. 本人/吾等知悉以接受股份要約之方式向要約人出售本人/吾等之股份，將以要約人或其代名人之名義登記。

9. 本人/吾等就股份要約所涉及已接受或被視為已接受股份，而其接受並未被有效撤回及並無以要約人之名義或按其指示登記，向買方、要約人、UBS AG (香港分行) 及貴公司不可撤回地承諾、聲明、保證及同意(以約束本人/吾等之繼承人及受讓人)：

- (a) 本人/吾等授權貴公司及/或其代理人將可能須向本人/吾等作為貴公司股東寄發之任何通告、通函、通知書或其他文件或通訊(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(地址為香港皇后大道東183號合和中心54樓)予要約人；
- (b) 不可撤回地授權要約人或其代理人代表本人/吾等簽署任何同意書，同意縮短貴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，而該等投票權將以要約人全權酌量釐定之方式作出投票；及
- (c) 本人/吾等協定，在末得要約人之同意下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/吾等以往已就貴公司股東大會委任代表(而該代表並非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。

10. 本人/吾等確認，除綜合文件及本白色股份要約接受表格明文規定外，在此作出之所有接受、指示、授權及承諾均為不可撤回及為無條件。

## PERSONAL DATA

### Personal Information Collection Statement

This personal information collection statement informs you of the policies and practices of the Offeror, UBS AG (Hong Kong Branch) and the Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Privacy Ordinance").

#### 1. Reasons for the collection of your personal data

To accept the Share 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 Share Offer. It is important that you should inform the Offeror and/or UBS AG (Hong Kong Branch) and/or the Company and/or the Registrar immediately of any inaccuracies in the data supplied.

#### 2. Purposes

The personal data which you provide on this **WHITE** Form of Share Offer Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your acceptance and verification of compliance with the terms and application procedures set out in this **WHITE** Form of Share Offer Acceptance and the Composite Document;
- registering transfers of the Share(s) out of your name(s);
- maintaining or updating the relevant register of holders of Share(s);
- conducting or assisting to conduct signature verifications, and any other verifications or exchange of information;
- establishing your entitlements under the Share Offer;
- distributing communications from the Offeror, UBS AG (Hong Kong Branch) and/or the Company or their respective agents, officers, advisers and the Registrar;
- compiling statistical information and Shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purpose in connection with the business of the Offeror, UBS AG (Hong Kong Branch) and/or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror, UBS AG (Hong Kong Branch) and/or the Company to discharge their obligations to the Shareholders and/or regulators and other purpose to which the Shareholders may from time by time agree to or be informed of.

#### 3. Transfer of personal data

The personal data provided in this **WHITE** Form of Share Offer Acceptance will be kept confidential but the Offeror, UBS AG (Hong Kong Branch), 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, UBS AG (Hong Kong Branch) and/or their respective agent(s), officers, advisers and the Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror, UBS AG (Hong Kong Branch), the Company 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 bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom the Offeror, UBS AG (Hong Kong Branch), the Company and/or the Registrar consider(s) to be necessary or desirable in the circumstances.

#### 4. Retention of personal data

The Offeror, UBS AG (Hong Kong Branch) and/or the Registrar will keep the personal data provided in this **WHITE** Form of Share Offer 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 Privacy Ordinance.

#### 5. Access to and correction of personal data

The Privacy Ordinance provides you with rights to ascertain whether the Offeror, UBS AG (Hong Kong Branch), the Company and/or the Registrar hold(s) your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Privacy Ordinance, the Offeror, UBS AG (Hong Kong Branch), the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access requests. 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, UBS AG (Hong Kong Branch), the Company and/or the Registrar (as the case may be) at the respective addresses provided on this **WHITE** Form of Share Offer Acceptance and/or the Composite Document.

**BY SIGNING THIS FORM, YOU AGREE TO ALL OF THE ABOVE.**

## 個人資料

### 個人資料收集聲明

本個人資料收集聲明旨在知會閣下有關於約人、UBS AG (香港分行) 及過戶登記處有關個人資料及香港法例第486章個人資料(私隱)條例(「私隱條例」)之政策及慣例。

#### 1. 收集閣下個人資料之理由

倘閣下希望就所持之股份接受股份要約，則須提供所需之個人資料。倘閣下未能提供所需資料，則可能會導致閣下之接受遭拒絕或延誤處理。這亦可能妨礙或延誤寄發閣下根據股份要約應得之代價。注意：如所提供的資料不準確，閣下須即時知會約人及/或UBS AG (香港分行) 及/或本公司及/或過戶登記處。

#### 2. 用途

閣下於本白色股份要約接受表格所提供之個人資料可能會就下列用途加以運用、持有及/或保存(以任何方式)：

- 處理閣下之接受及核實遵從本白色股份要約接受表格及綜合文件載列之條款及申請程序；
- 登記將股份從閣下名下轉讓；
- 保存或更新相關之股份持有人名冊；
- 核實或協助核實簽名，以及對任何其他資料進行核實或交換；
- 確定閣下根據股份要約應得之配額；
- 自要約人、UBS AG (香港分行) 及/或本公司或其各自之代理人、職員、顧問及過戶登記處收取通訊；
- 編製統計資料及股東概覽；
- 遵照法例、規則或規例(無論法定或非法定)之要求作出披露；
- 披露有關資料以便申索或享有配額；
- 與要約人、UBS AG (香港分行) 及/或過戶登記處業務有關之任何其他用途；及
- 與上文所述有關之任何其他附帶或相關用途及/或以便要約人、UBS AG (香港分行) 及/或本公司履行彼等對股東及/或監管機構之責任及股東可能不時同意或獲悉之其他用途。

#### 3. 轉交個人資料

本白色股份要約接受表格所提供之個人資料將會保密，但要約人、UBS AG (香港分行)、本公司及/或過戶登記處可能會作出彼等認為必要之查詢以確定個人資料之準確性，以便資料可達致上述或任何有關之用途，尤其可能會向下列任何及所有人士及實體披露、取得或轉交該等個人資料(不論在香港境內或境外)：

- 要約人、UBS AG (香港分行) 及/或其各自之代理人、職員、顧問及過戶登記處；
- 為要約人、UBS AG (香港分行)、本公司及/或過戶登記處之業務經營向彼等提供行政、電訊、電腦、付款或其他服務之任何代理人、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，例如往來銀行、律師、會計師、持牌證券交易商或註冊證券機構；及
- 要約人、UBS AG (香港分行)、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. 保留個人資料

要約人、UBS AG (香港分行) 及/或過戶登記處將按收集個人資料之用途需要保留本白色股份要約接受表格內提供之個人資料。無需保留之個人資料將會根據私隱條例銷毀或處理。

#### 5. 查閱及更正個人資料

私隱條例賦予閣下權利確定要約人、UBS AG (香港分行)、本公司及/或過戶登記處是否持有閣下之個人資料，索取該等資料副本及更正任何不正確資料。根據私隱條例，要約人、UBS AG (香港分行)、本公司及過戶登記處均有權就處理任何查閱資料之要求收取合理費用。所有關於查閱資料或更正資料或詢問關於政策及慣例及所持資料類別之要求，應按本白色股份要約接受表格及/或綜合文件所提供相關地址向要約人、UBS AG (香港分行)、本公司及/或過戶登記處(視乎情況而定)提出。

閣下簽署本表格，即表示同意上述所有條款。