

KEE SHING INVESTMENT (BVI) LIMITED

(Incorporated in the British Virgin Islands with limited liability)

(於英屬處女群島註冊成立之有限公司)

BOX A 甲欄	NAME(S) AND ADDRESS OF REGISTERED KSL SHAREHOLDER(S) 已登記KSL股東之姓名及地址	BOX B 乙欄	REGISTERED HOLDING OF KEE SHING SHARES OF HK\$0.05 EACH AT THE RECORD DATE ON 7 OCTOBER 2010 (equivalent to entitlement to number of KSL Shares) 於二零一零年十月七日記錄日期所登記持有之每股面值0.05港元之奇盛股份數目(相當於有權獲取之KSL股份數目)
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**FORM OF ACCEPTANCE AND TRANSFER
OF SHARE(S) OF HK\$0.05 EACH IN
THE ISSUED SHARE CAPITAL OF
KEE SHING INVESTMENT (BVI) LIMITED**
**KEE SHING INVESTMENT (BVI) LIMITED已發行股本中
每股面值0.05港元之股份之
接納及過戶表格**

**This form must be completed in full
本表格每項均須填寫**

Transfer Agent:
過戶代理:

**Tricor Investor
Services Limited**
26th Floor
Tesbury Centre
28 Queen's Road
East
Wanchai
Hong Kong
卓佳證券登記
有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

FOR THE CONSIDERATION stated below, the registered shareholder(s) named in Box A above ("Transferor(s)") hereby transfer(s) to the "Transferee" named below the share(s) of HK\$0.05 each in the issued share capital of KEE SHING INVESTMENT (BVI) LIMITED ("KSL Shares") specified below.
上文甲欄所述之登記股東(「轉讓人」)現按下列代價,將其所持有下列KEE SHING INVESTMENT (BVI) LIMITED已發行股本中每股面值0.05港元之股份(「KSL股份」)轉讓予下述之「承讓人」。

Number of KSL Share(s) (Note) KSL股份之數目(附註)	FIGURES 數目	WORDS 大寫
CONSIDERATION 代價	Cash: HK\$0.192 in cash for each KSL Share 現金: 每股KSL股份可得現金0.192港元	
TRANSFEEE 承讓人	Name 名稱	MERIT GALA LIMITED
	Correspondence address 通訊地址	4th Floor, Kee Shing Centre, 74-76 Kimberley Road, Tsimshatsui, Kowloon, Hong Kong 香港九龍尖沙咀金巴利道74-76號奇盛中心四樓
	Occupation 職業	Corporation 法團

Signed by the Transferor(s) in the presence of:
轉讓人在下列見證人見證下簽署:
Name of Witness 見證人姓名

SIGNATURE OF WITNESS 見證人簽署

Address 地址

Occupation 職業

Signature(s) of Transferor(s)
轉讓人簽署

Telephone number of Transferor(s)
轉讓人聯絡電話

Date of submission of this Form of Acceptance
提交本接納表格之日期

**ALL JOINT
HOLDERS
MUST
SIGN HERE**
所有聯名股東
均須於
本欄簽署

The signing KSL Shareholder(s) hereby acknowledge(s) that the KSL Offer is conditional upon the terms and conditions as set out in the Composite Offer Document, and that the signing and submission of this Form of Acceptance and Transfer by the signing KSL Shareholder(s) do not render the transfer of KSL Shares contemplated hereunder becoming effective. The transfer of KSL Shares contemplated hereunder shall be subject to the signing by the Transferee on the date of transfer stated below. 署名KSL股東茲確認KSL收購建議以綜合收購建議文件所載條款及條件為條件,且由署名KSL股東簽署及呈交之接納及過戶表格並不令據此進行之KSL股份轉讓生效。據此進行之KSL股份轉讓須於下文所述轉讓日期由受讓人簽署。

Do not complete 請勿填寫本欄

Signed by the Transferee 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

Signature of Witness 見證人簽署

Address 地址

Occupation 職業

Date of transfer 轉讓日期

For and on behalf of 代表
Merit Gala Limited

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

Note: Insert the total number of KSL Share(s) tendered under the KSL Offer. If no number is inserted or a number in excess of your registered holding of KSL Share(s) (as indicated in BOX B above) is inserted, you will be deemed to have tendered your entire registered holding of KSL Share(s) under the KSL Offer.

附註: 請填上 閣下於KSL收購建議下交回之KSL股份總數,如無詳列數額或如所填上之數額乃超過 閣下已登記持有之KSL股份數量(如乙欄所顯示),則 閣下將被視為就KSL收購建議將名下登記持有之KSL股份全部交回論。

THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares of HK\$0.05 each ("KSL Shares") in the issued share capital of KEE SHING INVESTMENT (BVI) LIMITED ("KSL"), you should at once hand this form of acceptance and transfer and the accompanying offer and response document dated 21 October 2010 or around that date (the "Composite Offer Document") to the purchaser or the transferee, or to the bank or the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

HOW TO COMPLETE THIS FORM

You should read the Composite Offer Document before completing this form. To accept the voluntary unconditional cash offer for the KSL Shares (the "KSL Offer") made by Optima Capital Limited ("Optima Capital") on behalf of Merit Gala Limited ("Merit Gala") to acquire your KSL Shares at a cash price of HK\$0.192 each, you should duly complete and sign this form and forward this entire form by post or by hand, marked "KSL Offer" on the envelope, to, which should also reach, Tricor Investor Services Limited (the "Transfer Agent") at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Thursday, 11 November 2010 or such later date as stated in the Composite Offer Document. All words and expressions defined in the Composite Offer Document shall, unless the context otherwise requires, have the same meanings when used in this form.

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE KSL OFFER

To: **Optima Capital and Merit Gala**

1. My/Our execution of this form overleaf shall be binding on my/our successors and assignees, and shall constitute:
 - (i) my/our irrevocable acceptance of the KSL Offer made by Optima Capital on behalf of Merit Gala as contained in the Composite Offer Document for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of KSL Shares specified in this form or, if no such number is specified, in respect of all KSL Shares in respect of which I/we am/are registered as the holder(s);
 - (ii) my/our irrevocable instruction and authority to Merit Gala and/or Optima Capital and/or their respective agent(s), in relation to the number of KSL Shares tendered under the KSL Offer, to send a cheque crossed "**Not Negotiable — Account Payee Only**" drawn in my/our favour for the consideration to which I/we shall have become entitled under the terms of the KSL Offer, by ordinary post at my/our risk to the person named below or, if no name and/or address is stated below, to me/to the first-named KSL Shareholder of joint registered holders of KSL Shares at the address shown in the register of members of KSL;
(Here insert name and address of the person to whom the cheque is to be sent if different from the registered KSL Shareholder or the first-named KSL Shareholder of joint registered holders of KSL Shares.)
Name: (in block capitals) _____
Address: (in block capitals) _____
 - (iii) my/our irrevocable instruction and authority to Merit Gala or Optima Capital or such person or persons as any of Merit Gala or Optima Capital may direct to complete and execute any document on my/our behalf that may be necessary or expedient for the purpose of vesting my/our KSL Shares in Merit Gala;
 - (iv) 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 KSL Shares tendered under the KSL Offer to Merit Gala or such person or persons as it may direct free from all rights of pre-emption, options, liens, claims, charges, encumbrances, equities and third party rights and together with all rights attaching or accruing thereto including the right to receive all dividends and distributions declared, made or paid on or after the date of the issue of my/our KSL Shares; and
 - (v) my/our agreement to ratify each and every act or thing which may be done or effected by Merit Gala or Optima Capital or their respective agent(s) or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
2. In the event of the KSL Offer lapsing or in the event that my/our acceptance is not valid in accordance with the terms of the KSL Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we hereby irrevocably authorise and request you to return to me/us this form duly cancelled, by ordinary post at my/our risk to the person named in paragraph 1(ii) above or, if no name and/or address is stated above, to me or the first-named KSL Shareholder (in the case of joint registered holders of KSL Shares) at the address shown in the register of members of KSL.
3. I/We understand and agree that cheque(s) issued for acceptance of the KSL Offer not presented for payment within six months from the date of issue of the relevant cheques will not be honoured and be of no further effect, in such circumstances, I/we should contact Merit Gala for payment.
4. I/We hereby warrant that I/we have the full right, power and authority to sell and pass the title and ownership of such KSL Shares to Merit Gala by way of acceptance of the KSL Offer.
5. I/We hereby warrant and undertake to Merit Gala and/or Optima Capital that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of KSL in connection with my/our acceptance of the KSL Offer, including the obtaining of any governmental, exchange control or other consent which may be required to comply with other necessary formalities or legal requirements.
6. I/We undertake to Merit Gala and/or Optima Capital that I/we shall be responsible for the payment of any transfer or other taxes payable by me/us in respect of the jurisdiction where my/our address is located as set out in the register of members of KSL.
7. I/We acknowledge that, save as expressly provided in the Composite Offer Document and in this form, all acceptances, instructions, authorities and undertaking hereby given shall be irrevocable.
8. I/We understand that no acknowledgement of receipt of this form by the Transfer Agent will be given.

PERSONAL DATA

Personal Information Collection Statement

This personal information collection statement informs you of the policies and practice of Merit Gala and the Transfer Agent in relation to personal data and the Personal Data (Privacy) Ordinance of Hong Kong (the “Privacy Ordinance”).

1. Reasons for the collection of your personal data

To accept the KSL Offer for your KSL Shares, 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.

2. Purposes

The personal data which you provide on 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;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from Merit Gala and/or its subsidiaries or agents such as Optima Capital and the Transfer Agent;
- 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 purposes in connection with the business of Merit Gala or the Transfer Agent; and
- any other incidental or associated purposes relating to the above and/or to enable Merit Gala and/or Optima Capital to discharge their obligations to KSL Shareholders and/or under applicable regulations, and any other purposes to which KSL Shareholders may from time to time agree or be informed of.

3. Transfer of personal data

The personal data provided in this form will be kept confidential but Merit Gala, Optima Capital and/or the Transfer Agent 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:

- Merit Gala and/or its subsidiaries or agents such as Optima Capital and the Transfer Agent;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Transfer Agent in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, professional accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom Merit Gala, Optima Capital and/or the Transfer Agent consider(s) to be necessary or desirable in the circumstances.

4. Access and correction of personal data

The Privacy Ordinance provides you with the rights to ascertain whether Merit Gala, Optima Capital and/or the Transfer Agent 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, Merit Gala, Optima Capital and the Transfer Agent 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 Merit Gala, Optima Capital or the Transfer Agent (as the case may be).

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會閣下有關於Merit Gala及過戶代理就有關個人資料及香港之個人資料(私隱)條例(「私隱條例」)之政策及實務做法。

1. 收集閣下個人資料之原因

倘閣下欲就閣下之KSL股份接納KSL收購建議，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不予受理或遭延誤。

2. 資料用途

閣下於本表格所提供之個人資料可以任何方式被採用、持有及/或保存，以作下列用途：

- 處理閣下之接納及核實是否遵守本表格所呈列之條款及申請程序而作出；
- 進行或協助進行核對簽名，以及核對或交換任何其他資料；
- 送遞Merit Gala及/或其附屬公司或代理(例如創越融資及過戶代理)所發出之通訊；
- 編製統計資料及股東資料；
- 遵照法例、規則或規例(不論法定或在其他方面)之要求作出披露；
- 披露有關資料以便進行申索或獲得所有權；
- 與Merit Gala或過戶代理之業務有關之任何其他用途；及
- 與上述有關之任何其他附帶或相關用途及/或令Merit Gala及/或創越融資得以履行彼等對KSL股東及/或適用法規項下之責任，以及KSL股東可能不時同意或獲知會之任何其他用途。

3. 向他人提供個人資料

本表格所載之個人資料將會保密，但Merit Gala、創越融資及/或過戶代理可作出必要之查詢以確定個人資料之準確性，以便資料可作任何上述用途，尤其可能會向下列任何及所有人士及實體披露、取得或提供該等個人資料(不論在香港或香港以外地方)：

- Merit Gala及/或其附屬公司或代理(例如創越融資及過戶代理)；
- 任何向過戶代理提供與其業務運作有關之行政、電訊、電腦、付款或其他服務之代理、承包商或第三方服務供應商；
- 任何監管或政府機構；
- 與閣下有業務往來或將有業務往來之任何其他人士或機構，例如銀行、律師、專業會計師、持牌證券交易商或註冊證券機構；及
- Merit Gala、創越融資及/或過戶代理在該情況下認為必需或適當之任何其他人士或機構。

4. 查閱及更正個人資料

私隱條例賦予閣下權利確定Merit Gala、創越融資及/或過戶代理是否持有閣下之個人資料，索取資料副本及更正任何不確資料。根據私隱條例，Merit Gala、創越融資及過戶代理有權就處理任何查閱資料之查詢收取合理費用。所有關於查閱資料或更正資料或查閱關於政策及實務做法及所持之資料類別之查詢，應向Merit Gala、創越融資或過戶代理(視乎情況而定)提出。

閣下簽署本表格即表示同意上述各項