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FORM OF ACCEPTANCE AND TRANSFER FOR USE IF YOU WANT TO ACCEPT THE SHARE OFFER.

閣下如欲接納股份要約，請使用本接納及過戶表格。

All words and expressions defined in the composite offer and response document dated 22 January 2014 (the "Composite Document") jointly issued by King Right Holdings Limited and Hing Lee (HK) Holdings Limited shall, unless the context otherwise requires, have the same meanings when used in this form. The provisions of Appendix I to the Composite Document are incorporated into and form part of this form.

除文義另有所指外，本表格所用詞彙與King Right Holdings Limited與興利(香港)控股有限公司於2014年1月22日聯合發出之綜合要約及回應文件(「綜合文件」)所界定者具相同涵義。綜合文件附錄一之條文，已收錄及成為本表格之一部分。



Hing Lee (HK) Holdings Limited  
興利(香港)控股有限公司

(Incorporated in the British Virgin Islands and re-domiciled and continued in Bermuda with limited liability)  
(於英屬處女群島註冊成立並遷冊至百慕達及於百慕達存續之有限公司)

(Stock code: 396)  
(股份代號: 396)

FORM OF ACCEPTANCE AND TRANSFER  
OF ORDINARY SHARE(S) OF HK\$0.01 EACH IN THE ISSUED SHARE CAPITAL OF  
HING LEE (HK) HOLDINGS LIMITED  
興利(香港)控股有限公司

已發行股本中每股面值0.01港元普通股之接納及過戶表格

To be completed in full 每項均須填寫

Hong Kong branch share registrar and transfer office: Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong  
香港過戶處分處: 香港中央證券登記有限公司  
香港灣仔皇后大道東183號合和中心17樓1712-1716號舖

You must insert the total number of Shares for which the Share Offer is accepted. 閣下必須填上接納股份要約之股份總數。

FOR THE CONSIDERATION stated below the "Shareholder(s)" named below does/do hereby transfer(s) to the "Transferee" named below the Share(s) of HK\$0.01 each held by the Shareholder(s) specified below subject to the terms and conditions contained herein and in the Composite Document. 下述「股東」謹此按下列代價，根據本表格及綜合文件載列之條款及條件，向下述「承讓人」轉讓以下註明股東持有每股面值0.01港元之股份。		
Number of Shares to be transferred (Note) 將予轉讓的股份數目(附註)	FIGURES 數目	WORDS 大寫
Share certificate number(s) 股票號碼		
SHAREHOLDER(S) name(s) and address(es) in full 股東全名及地址 (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 註冊地址	
		Telephone number 電話號碼
CONSIDERATION 代價	HK\$1.02 in cash for each Share 每股股份現金1.02港元	
TRANSFeree 承讓人	Name 名稱:	King Right Holdings Limited
	Correspondence Address:	Unit 1101, 11/F., Delta House, 3 On Yiu Street, Shatin, N.T., Hong Kong
	通訊地址:	香港新界沙田安耀街3號匯達大廈11樓1101室
	Occupation:	Corporation
	職業:	公司

Signed by or for and on behalf of the Shareholder(s) in the presence of:  
股東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

Signature(s) of Shareholder(s)  
Company chop, if applicable  
股東簽署/公司印鑑(如適用)

Date of submission of this form of acceptance and transfer  
提交本接納及過戶表格之日期

ALL JOINT  
HOLDERS MUST  
SIGN HERE  
所有聯名持有人  
均須於本欄  
簽署

Do not complete 請勿填寫本欄	
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: Signature of witness 見證人簽署	For and on behalf of 代表 King Right Holdings Limited
Name of witness 見證人姓名	
Address of witness 見證人地址	
Occupation of witness 見證人職業	Signature of Transferee or its duly authorised agent(s) 承讓人或其正式授權代理人簽署
Date of transfer 轉讓日期	

Note: Insert the total number of Shares for which the Share Offer is accepted. If you (i) do not insert the total number of Shares to which your acceptance relates in the box titled "Number of Shares to be transferred"; or (ii) insert a number in excess of your registered holding of Shares in the box titled "Number of Shares to be transferred", your form of acceptance and transfer in respect of the Share Offer will be considered to be incomplete and accordingly, your acceptance of the Share Offer will be invalid.

附註: 請填寫接納股份要約之股份總數。如 閣下(i)未有在「將予轉讓的股份數目」一欄填上 閣下之接納所涉及股份總數;或(ii)已在「將予轉讓的股份數目」一欄填上超出以 閣下名義登記持有股份之數目,則 閣下就股份要約之接納及過戶表格將被視為不完整,而 閣下有關於股份要約之接納將為無效。

**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 your licensed securities dealer, registered institution in securities, 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 form and the Composite Document to the purchaser(s) or 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 transferee(s).

SW Securities is making the Share Offer on behalf of the Offeror. The making of the Share Offer to persons with a registered address in a jurisdiction outside Hong Kong may be prohibited or limited by the laws and regulations of the relevant jurisdiction. Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibility of Overseas Shareholders who wish to accept the Share Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with acceptance of the Share Offer (including the obtaining of any governmental, exchange control or other consent which may be required or the compliance with other necessary formalities and/or legal requirements and the payment of any transfer or other taxes due by such Overseas Shareholders in respect of such jurisdictions). The Offeror, SW Securities, SW Capital, the Company, any of their respective directors and professional advisers and all persons involved in the Share Offer shall be entitled to be fully indemnified and held harmless by the Overseas Shareholders for any taxes as they may be required to pay. Acceptance of the Share Offer by you will be deemed to constitute a warranty by you that you are permitted under all applicable laws and regulations to receive and accept the Share Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws and regulations. You are recommended to seek professional advice on deciding whether to accept the Share Offer.

### HOW TO COMPLETE THIS FORM

Shareholders are advised to read this form in conjunction with the Composite Document before completing this form. To accept the Share Offer made by SW Securities on behalf of the Offeror to acquire your Shares at a cash price of HK\$1.02 per Share, you should complete and sign this form overleaf and forward this form, 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 Shares in respect of which you wish to accept the Share Offer, by post or by hand, to Computershare Hong Kong Investor Services Limited (the “Registrar”) at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, marked “Hing Lee (HK) Holdings Limited — Share Offer” on the envelope as soon as possible, but in any event so as to reach the Registrar not later than 4:00 p.m. on 12 February 2014 or such later time and/or date as the Offeror may determine and announce with the consent of the Executive.

### FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE SHARE OFFER

#### To: The Offeror and SW Securities

- My/Our execution of this form overleaf shall be binding on my/our successors and assigns, and shall constitute:
  - my/our acceptance of the Share Offer made by SW Securities 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 Shares specified in this form;
  - my/our irrevocable instruction and authority to each of the Offeror and/or SW Securities 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 Shares 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 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) and subject to the terms and conditions of the Share Offer, as if it was/were Share certificate(s) delivered to them together with this form;
  - my/our irrevocable instruction and authority to each of the Offeror and/or SW 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 from the date on which all the relevant documents are received by the Registrar to render such acceptance 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 capitals) .....

Address: (in block capitals) .....

- my/our irrevocable instruction and authority to each of the Offeror and/or SW Securities or such person or persons as any of them may direct for the purpose, on my/our behalf, to make, execute and deliver the contract note as 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 Shares 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 and to make, execute and deliver any other document or instrument in a form specified by the Stock Exchange as may be necessary to effect valid transfer of such Shares under the bye-laws of the Company and to make endorsement on it under that Ordinance;
  - my/our irrevocable instruction and authority to any director of the Offeror, SW Securities 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 purposes of vesting in the Offeror or such person or persons as it may direct my/our Shares tendered for acceptance of the Share Offer;
  - 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 Shares to the Offeror or such person or persons as it may direct free from all liens, claims and encumbrances and together with all rights attaching and accruing thereto including the right to receive future dividends or other distributions, if any, declared, paid or made on the Shares on or after the date on which the Share Offer is made; and
  - my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror or SW Securities 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.
- I/We understand that acceptance of the Share Offer by me/us will be deemed to constitute a warranty by me/us that all Shares sold by me/us under the Share Offer are sold free from all liens, claims and encumbrances and together with all rights attaching and accruing thereto including the right to receive all future dividends or other distributions, if any, declared, paid or made on the Shares on or after the date of despatch of the Composite Document.
  - I/We hereby warrant and represent to you that I/we am/are the registered holder(s) of the Shares specified in this form and I/we have the full right, power and authority to sell and pass the title and ownership of my/our Shares to the Offeror absolutely by way of acceptance of the Share Offer under the name of the Offeror or its nominee.
  - In the event that my/our acceptance is not valid in accordance with the terms of the Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 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 any other document(s) of title (and/or any 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 named 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 or branch 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 the Offeror and/or SW Securities 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).
  - I/We warrant to the Offeror, SW Securities 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 consent and any registration or filing which may be required in compliance with all necessary formalities, legal and/or regulatory requirements.
  - I/We warrant to the Offeror, SW Securities 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.
  - 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 Shares which are to be held by you on the terms and conditions of the Share Offer. I/We understand that no acknowledgement of receipt for any form of acceptance and transfer, 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.
  - I/We acknowledge that my/our Shares sold to the Offeror by way of acceptance of the Share Offer will be registered under the name of the Offeror or its nominee.
  - I/We irrevocably undertake, represent, warrant and agree to and with the Offeror, SW Securities and the Company (so as to bind my/our successors and assignees) 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 Unit 1101, 11/F, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong;
    - 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 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 subject to the Takeovers Code; and
    - 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.
  - I/We acknowledge that, save as expressly provided in the Composite Document and this form, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable.

## PERSONAL DATA

### Personal Information Collection Statement

The main provision of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This personal information collection statement informs you of the policies and practices of the Offeror, SW Securities, the Company and the Registrar in relation to personal data and the 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 inform the Offeror, SW Securities, the Company and/or the Registrar immediately of any inaccuracies in the data supplied.

#### 2. Purposes

The personal data which you provide in this form may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your acceptance and verification or compliance with the terms and application procedures set out in this form and the Composite Document;
- registering transfers of the Share(s) out of your name;
- maintaining or updating the relevant register of holders 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 communications from the Offeror and/or the Company and/or their respective agents, officers and 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, the Company, SW Securities or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror, the Company and/or SW Securities and/or the Registrar 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 form will be kept confidential but the Offeror, the Company and/or SW Securities 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, the Company, SW Securities and/or any of their respective agent(s) and advisers, the Registrar and overseas principal registrar (if any);
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or SW Securities and/or the Company and/or the Registrar, in connection with the operation of its 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, licensed securities dealers or registered institution in securities; and
- any other persons or institutions whom the Offeror and/or SW Securities and/or the Company and/or the Registrar 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 SW Securities and/or the Company and/or the Registrar 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 SW Securities and/or the Company and/or 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 and/or SW Securities and/or the Company and/or the Registrar (as the case may be).

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

## 個人資料

### 收集個人資料聲明

香港法例第486章個人資料(私隱)條例(「該條例」)之主要條文已於1996年12月20日在香港生效。本收集個人資料聲明旨在知會閣下有關要約人、申銀萬國證券、本公司及過戶處有關個人資料及該條例之政策及慣例。

#### 1. 收集閣下個人資料之原因

如閣下就本身之股份接納股份要約，閣下須提供所需個人資料。倘閣下未能提供所需資料，則可能導致閣下之接納不獲受理或有所延誤，亦可能妨礙或延遲寄發閣下根據股份要約應得之代價。倘閣下提供之資料有任何不準確之處，閣下務須立刻通知要約人、申銀萬國證券、本公司及／或過戶處。

#### 2. 用途

閣下於本表格提供之個人資料可能會就下列用途加以運用、持有及／或以任何方式保存：

- 處理閣下之接納及核實或遵循本表格及綜合文件載列之條款及申請手續；
- 登記以閣下名義轉讓股份；
- 保存或更新有關股份之股東名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 確定閣下根據股份要約有權取得的配額；
- 自要約人及／或本公司及／或彼等各自之代理、員工及顧問以及過戶處發佈通信；
- 編製統計資料及股東簡歷；
- 按法例、規則或規例(無論法定或非法定者)作出披露；
- 披露有關資料以便索償或享有配額；
- 有關要約人、本公司、申銀萬國證券或過戶處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／或以便要約人、本公司及／或申銀萬國證券及／或過戶處履行彼等對股東及／或監管機構的責任及股東不時同意或獲悉之其他用途。

#### 3. 轉交個人資料

本表格提供之個人資料將作為機密資料妥當保存，惟要約人、本公司及／或申銀萬國證券及／或過戶處為達致上述或其中任何用途，可能作出其認為必需之查詢，以確認個人資料之準確性，尤其可向或自下列任何及所有人士及實體披露、獲取或轉交(無論在香港境內外)該等個人資料：

- 要約人、本公司、申銀萬國證券及／或彼等各自之代理及顧問以及過戶處及海外主要股份登記處(如有)；
- 向要約人及／或申銀萬國證券及／或本公司及／或過戶處就其業務經營提供行政、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；
- 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、持牌證券交易商或證券註冊機構；及
- 要約人及／或申銀萬國證券及／或本公司及／或過戶處認為必需或適當情況下之任何其他人士或機構。

#### 4. 存取及更正個人資料

根據該條例之規定，閣下可確認要約人及／或申銀萬國證券及／或本公司及／或過戶處是否持有閣下之個人資料，並獲取該資料副本，以及更正任何不正確資料。依據該條例之規定，要約人及／或申銀萬國證券及／或本公司及／或過戶處可就獲取任何資料之要求收取合理手續費。存取資料或更正資料或獲取有關政策及慣例以及所持資料類別之所有要求，須提交要約人及／或申銀萬國證券及／或本公司及／或過戶處(視情況而定)。

閣下一經簽署本表格，即表示同意上述所有條款。