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香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本接納及過戶表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對因本接納及過戶表格全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Unless the context otherwise requires, terms used in this Form of Acceptance and Transfer shall bear the same meanings as those defined in the composite document dated 1 June 2012 (the "Composite Document") issued jointly by Success Well Investments Limited and Tonic Industries Holdings Limited.

除文義另有所指外，本接納及過戶表格所用詞彙與Success Well Investments Limited及東力實業控股有限公司於二零一二年六月一日刊發之綜合文件(「綜合文件」)所界定者具有相同涵義。

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

接納及過戶表格在 閣下欲接納收購建議時適用。

## TONIC INDUSTRIES HOLDINGS LIMITED 東力實業控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code : 978)

(股份代號 : 978)

### FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARES OF HK\$0.01 EACH IN THE ISSUED SHARE CAPITAL OF TONIC INDUSTRIES HOLDINGS LIMITED

東力實業控股有限公司

已發行股本中每股面值港幣0.01元之普通股之接納及過戶表格

All parts should be completed

每項均須填寫

Hong Kong branch share registrar and transfer office: Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (the "Hong Kong Branch Share Registrar")

香港股份過戶登記分處：卓佳登捷時有限公司，香港灣仔皇后大道東28號金鐘匯中心26樓(「香港股份過戶登記分處」)

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the Share(s) held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the accompanying Composite Document.  
根據本表格及隨附綜合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「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 in full 轉讓人全名及地址 (EITHER TYPEWRITTEN 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：	Forename(s): 名字：
	Registered address: 登記地址：	Telephone Number: 電話號碼：
CONSIDERATION 代價	HK\$0.50 in cash for each Share 每股股份為現金港幣0.50元	
TRANSFEEE 承讓人	Name 名稱： Correspondence address 通訊地址： Occupation 職業：	Success Well Investments Limited (成惠投資有限公司) Unit 3111, 31/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong 香港干諾道中168-200號信德中心招商局大廈31樓3111室 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：

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  
均必須於本欄  
簽署

Signature(s) of Transferor(s)/  
Company chop, if applicable  
轉讓人簽署/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

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：

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 過戶日期

For and on behalf of 代表

Success Well Investments Limited (成惠投資有限公司)

Authorised Signatory(ies)  
授權簽署人

Signature of Transferee  
承讓人簽署

Note: Insert the total number of Shares for which the Offer is accepted. If no number is specified or if the total number of Shares specified in this Form of Acceptance and Transfer is greater than the Shares tendered and you have signed this Form of Acceptance and Transfer, you will be deemed to have accepted the Offer in respect of the Shares as shall be equal to the number of the Shares tendered by you. If the number specified in this Form of Acceptance and Transfer is smaller than the Shares tendered and you have signed this Form of Acceptance and Transfer, you will be deemed to have accepted the Offer in respect of the Shares equal to the number of the Shares specified in this Form of Acceptance and Transfer.

附註：請填上接納收購建議之股份總數。倘於本接納及過戶表格並無指定數目或倘指定之股份總數大於所提交股份數目，而閣下已簽署本接納及過戶表格，則閣下將被視為就相等於閣下所提交之股份之數目接納收購建議。倘於本接納及過戶表格指定之數目少於所提交股份數目，而閣下已簽署本接納及過戶表格，則閣下將被視為就相等於本接納及過戶表格指定之股份數目之股份接納收購建議。

\* For identification purposes only 僅供識別

## PERSONAL DATA

### Personal Information Collection Statement

This personal information collection statement informs you of the policies and practices of the Offeror, CITIC Securities and the Hong Kong Branch Share Registrar 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 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 Offer.

#### 2. Purposes

The personal data which you provide on this Form of Acceptance and Transfer 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 Acceptance and Transfer and the Composite Document;
- registering transfers of the Share(s) out of your name;
- maintaining or updating the relevant register of members of the Share(s);
- 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 the financial advisers and the Hong Kong Branch Share Registrar;
- compiling statistical information and Shareholder profiles;
- establishing benefit entitlements of the Shareholders;
- 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 Hong Kong Branch Share Registrar; and
- any other incidental or associated purposes relating to the above and other purpose to which the Shareholders may from time to time agree to or be informed of.

#### 3. Transfer of personal data

The personal data provided in this Form of Acceptance and Transfer will be kept confidential but the Offeror and/or CITIC Securities and/or the Hong Kong Branch Share 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, CITIC Securities, any of their agents and the Hong Kong Branch Share Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or CITIC Securities and/or the Hong Kong Branch Share Registrar, 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 institution in securities; and
- any other persons or institutions whom the Offeror and/or CITIC Securities and/or the Hong Kong Branch Share Registrar consider(s) 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 CITIC Securities and/or the Hong Kong Branch Share 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 Ordinance, the Offeror and/or CITIC Securities and/or the Hong Kong Branch Share Registrar 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 the Offeror, CITIC Securities or the Hong Kong Branch Share Registrar (as the case may be).

**BY SIGNING THIS FORM OF ACCEPTANCE AND TRANSFER, 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收購方、中信證券及香港股份過戶登記分處以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

如接納閣下股份之收購建議，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，亦可能妨礙或延遲寄發閣下根據收購建議應得之代價。

#### 2. 用途

閣下於本接納及過戶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接納及過戶表格及綜合文件載列之條款及申請程序；
- 登記以閣下名義之股份轉讓；
- 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；
- 自收購方及/或其代理(例如財務顧問)及香港股份過戶登記分處發佈通訊；
- 編製統計資料及股東資料；
- 確立股東之獲益權利；
- 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；
- 有關收購方或香港股份過戶登記分處業務之任何其他用途；及
- 有關上文所述任何其他附帶或關連用途及股東可能不時同意或獲悉之其他用途。

#### 3. 轉交個人資料

本接納及過戶表格提供之個人資料將會保密，惟收購方及/或中信證券及/或香港股份過戶登記分處為達致上述或有關任何上述之用途，可能作出必需之查詢，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、中信證券、其任何代理及香港股份過戶登記分處；
- 為收購方及/或中信證券及/或香港股份過戶登記分處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/或中信證券及/或香港股份過戶登記分處於有關情況下認為必需或適當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/或中信證券及/或香港股份過戶登記分處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/或中信證券及/或香港股份過戶登記分處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別之資料之所有請求，須提交予收購方、中信證券或香港股份過戶登記分處(視情況而定)。

閣下一經簽署本接納及過戶表格即表示同意上述所有條款。

**THIS FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of this Form of Acceptance and Transfer 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 otherwise transferred all your Shares, you should at once hand this Form of Acceptance and Transfer and the accompanying Composite Document to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The making of the Offer to the Overseas Shareholders may be prohibited or affected by the laws of the relevant jurisdictions. If you are an Overseas Shareholder, you should obtain appropriate legal advice regarding the implications of the Offer in the relevant jurisdictions with a view to observing any applicable legal or regulatory requirements. It is your responsibility if you wish to accept the Offer to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including but not limited to the obtaining of any governmental, exchange control or other consents which may be required and the compliance with other necessary formalities or regulatory or legal requirements. You will also be fully responsible for the payment of any transfer or other taxes and duties by whomsoever payable in respect of all relevant jurisdictions. The Offeror, CITIC Securities and any person involved in the Offer shall be entitled to be fully indemnified and held harmless by you for any taxes as you may be required to pay. Acceptance of the Offer by you will constitute a warranty by you that you are permitted under all applicable laws to receive and accept the Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

This Form of Acceptance and Transfer should be read in conjunction with the Composite Document.

**HOW TO COMPLETE THIS FORM OF ACCEPTANCE AND TRANSFER**

Independent Shareholders are advised to read carefully the Composite Document before deciding whether or not to accept the Offer. To accept the Offer made by CITIC Securities on behalf of the Offeror, you should complete and sign this Form of Acceptance and Transfer and forward this Form of Acceptance and Transfer, together with the relevant Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title and/or any satisfactory indemnity or indemnities required in respect thereof for the number of Share(s) in respect of which you wish to accept the Offer, by post or by hand, marked "Offer" on the envelope, to the Hong Kong Branch Share Registrar, Tricor Tengis Limited at 26/F, Tesbury Centre 28 Queen's Road East, Wan Chai, Hong Kong as soon as practicable, but in any event so as to reach the Hong Kong Branch Share Registrar by no later than 4:00 p.m. on Friday, 22 June 2012 (or such later time and/or date as the Offeror may decide 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 Form of Acceptance and Transfer.

**FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE OFFER**

**To: The Offeror and CITIC Securities**

1. My/Our execution of this Form of Acceptance and Transfer (which shall be dated and duly completed pursuant to Appendix I of the Composite Document) shall be binding on my/our successors and assignees, and shall constitute:
  - (a) my/our irrevocable acceptance of the Offer made by CITIC Securities on behalf of the Offeror and contained in the Composite Document on and subject to the terms therein and herein mentioned, in respect of the number of Shares specified in this Form of Acceptance and Transfer;
  - (b) my/our irrevocable instruction and authority to each of the Offeror and/or CITIC Securities or 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 Offer after deducting all seller's(s') ad valorem stamp duty (rounded up to the nearest HK\$1.00) payable by me/us in connection with my/our acceptance of the Offer, by ordinary post at my/our risk to the person and 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 following the date of receipt by the Hong Kong Branch Share Registrar of all the relevant documents to render the acceptance under the Offer complete and valid; (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) \_\_\_\_\_
  - (c) my/our irrevocable instruction and authority to each of the Offeror and/or CITIC Securities 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 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 Share(s) to be sold by me/us under the Offer and to cause the same to be stamped and to cause an endorsement to be made on this Form of Acceptance and Transfer in accordance with the provisions of that Ordinance;
  - (d) my/our irrevocable instruction and authority to each of the Offeror and/or CITIC Securities 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 Offer and to do any other act that may be necessary or expedient for the purpose of vesting in the Offeror and/or such person or persons as it may direct my/our Share(s) tendered for acceptance of the Offer;
  - (e) 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 Offer to the Offeror or such person or persons as it may direct free from all third party rights, liens, claims, charges, equities and encumbrances and together with all rights accruing or attaching thereto as at the date of closing of the Offer or subsequently becoming attached to them, including, without limitation, the rights to receive all future dividends and/or other distributions declared, paid or made, if any, on or after the Completion Date;
  - (f) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or CITIC Securities and/or their respective agent(s) or such person or persons as any of them may direct on the exercise of any rights contained herein; and
  - (g) my/our irrevocable instruction and authority to the Offeror and/or CITIC Securities or their respective agent(s) to collect from the Hong Kong Branch Share 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 surrender of, the enclosed transfer receipt(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof), which has/have been duly signed by me/us, and to deliver the same to the Hong Kong Branch Share Registrar and to authorise and instruct the Hong Kong Branch Share Registrar to hold such Share certificate(s) subject to the terms and conditions of the Offer as if it/they were Share certificate(s) delivered to the Hong Kong Branch Share Registrar together with this Form of Acceptance and Transfer.
2. I/We understand that acceptance of the Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror and CITIC Securities that (i) the number of Share(s) specified in this Form of Acceptance and Transfer will be sold free from all third party rights, liens, claims, charges, equities and encumbrances and together with all rights accruing or attaching thereto as at the date of closing of the Offer or subsequently becoming attached to them, including, without limitation, the rights to receive all future dividends and/or other distributions declared, paid or made, if any, on or after the Completion Date; and (ii) I/we have not taken or omitted to take any action which will or may result in the Offeror, CITIC Securities or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Offer or his/her acceptance thereof, and is permitted under all applicable laws to receive and accept the Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws.
3. In the event that my/our acceptance is not valid, in accordance with the terms of the Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and 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 other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof), together with this Form of Acceptance and Transfer duly cancelled, by ordinary post at my/our risk to the person and address stated in 1(b) 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: Where 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 CITIC Securities or their respective agent(s) from the Hong Kong Branch Share Registrar on your behalf, you will be sent such Share certificate(s) in lieu of the transfer receipt(s).*
4. I/We enclose the relevant Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the whole or part of my/our holding of Share(s) which are to be held by you on the terms and conditions of the Offer. I/We understand that no acknowledgement of receipt of any Form(s) of Acceptance and Transfer, Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or 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.
5. I/We warrant and represent to you that I am/we are the registered Shareholder(s) of the number of Shares specified in this Form of Acceptance and Transfer 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 Offer.
6. I/We warrant to 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 Offer, including the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all necessary formalities or legal requirements.
7. I/We warrant to the Offeror and the Company that I/we shall be fully responsible for payment of any transfer or other taxes or 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 Offer.
8. I/We acknowledge that, save as expressly provided in the Composite Document and this Form of Acceptance and Transfer, all acceptance, instructions, authorities and undertakings hereby given shall be irrevocable and unconditional.
9. I/We acknowledge that my/our Shares sold to the Offeror by way of the Offer will be registered under the name of the Offeror or its nominee.