

Unless the context otherwise requires, terms used in this Blue Form of Acceptance shall bear the same meanings as those defined in the Offer Documents dated 12 June 2008 issued jointly by Skyera International Limited and Mainway Enterprises Limited.

除文義另有指明外，本藍色接納表格所用詞彙與Skyera International Limited及Mainway Enterprises Limited聯合於二零零八年六月十二日刊發之收購建議文件所界定者具有相同涵義。

BLUE FORM OF ACCEPTANCE FOR USE IF YOU WANT TO ACCEPT THE CONVERTIBLE NOTE OFFER.

藍色接納表格在閣下欲接納可換股票據收購建議時適用。



Golden Harvest

Golden Harvest Entertainment (Holdings) Limited
嘉禾娛樂事業(集團)有限公司

(Stock code: 1132)

(股份代號: 1132)

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

BLUE FORM OF ACCEPTANCE OF CONVERTIBLE NOTES DUE 2008 ISSUED BY GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED
嘉禾娛樂事業(集團)有限公司發行於二零零八年到期之可換股票據之藍色接納表格

**The company secretary
of the Company**

本公司之公司秘書

16th Floor, The Peninsula Office Tower
18 Middle Road, Tsimshatsui, Kowloon
Hong Kong
香港九龍尖沙咀
中間道十八號半島寫字樓大廈十六樓

Note: Insert the principal amount of Convertible Note(s) for which the Convertible Note Offer is accepted. If no principal amount is inserted or a principal amount in excess of your registered holding of Convertible Note(s) is inserted in this Blue Form of Acceptance which you have signed and returned to the company secretary of the Company, you will be deemed to have accepted the Convertible Note Offer for your entire registered holding of Convertible Note(s).

附註：請填上接納可換股票據收購建議之可換股票據之本金金額。如閣下已簽署並交回本公司之公司秘書本藍色接納表格，但並無填上本金金額或所填本金金額超過閣下登記持有之可換股票據，則閣下將被視為已就名下登記持有之全部可換股票據接納可換股票據收購建議。

**PLEASE
DO NOT
DATE**
請勿填寫日期

FOR THE CONSIDERATION stated below the Noteholder(s) named below hereby accept(s) the Convertible Note Offer and exercise(s) the conversion right under the Convertible Note(s) specified below for issuance of Shares to the Offerors as set out in the attached conversion notice subject to the terms contained herein and in the accompanying Offer Documents.

下述之票據持有人現根據本藍色接納表格及附奉之收購建議文件中列明之條款，按下列代價，接納可換股票據收購建議及行使以下註明之可換股票據項下之兌換權，以如隨附之轉讓表格所載向收購方發行股份。

Principal amount of Convertible Note(s) to which this acceptance relates (Note) 本接納涉及可換股票據之本金金額(附註)	PRINCIPAL AMOUNT 本金金額	WORDS 大寫
Note number(s) 票據號碼		
NOTEHOLDER(S) name(s) and address in full (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\$3.7 in cash for each underlying Share which may fall to be allotted and issued upon conversion at the present conversion price of HK\$2.2 per Share 每股相關股份(可能須於按現時換股價每股股份3.7港元轉換時配發及發行) 現金2.2港元	
SIGNED by the Noteholder(s), this _____ day of _____ 2008 由票據持有人於二零零八年_____月_____日簽署		

Signed by the Noteholder(s) in the presence of:

轉讓人在下列票據持有人見證下簽署:

Name of Witness 見證人姓名 _____

Signature of Witness 見證人簽署 _____

Address 地址 _____

Occupation 職業 _____

ALL JOINT
HOLDERS
MUST SIGN
HERE

所有聯名持有人
均須於本欄
個別簽署

Signature(s) of Noteholder(s)
票據持有人簽署

CONVERSION NOTICE

HK\$100,000,000 4% CONVERTIBLE NOTES DUE 2008 SERIES II

100,000,000港元於二零零八年到期之第二系列4厘可換股票據

(Forming part of an issue of convertible notes of aggregate principal amount of HK\$100,000,000 issued pursuant to the memorandum of association and bye-laws of Golden Harvest Entertainment (Holdings) Limited (the "Issuer") and a resolution of the board of directors of the Issuer passed on 27 June 2006.)

(構成根據嘉禾娛樂事業(集團)有限公司(「發行人」)組織章程大綱及公司細則及發行人於二零零六年六月二十七日通過的董事會決議案而發行總本金額100,000,000港元之可換股票據之部份)

To: GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

致：嘉禾娛樂事業(集團)有限公司

Terms defined in the enclosed Note (as may be amended) shall bear the same meaning in this Conversion Notice. 隨附票據所界定詞彙(可能經修訂)在本轉讓通告中含有相同涵義。

The undersigned hereby irrevocably elects to convert the following amount of the enclosed Note into shares of the Issuer in accordance with the Conditions, as of the date specified below, such shares to be issued in the name of the shareholder set out below.

下列簽署人謹此不可撤回地選擇根據該等條件於下文所指明之日期將下列隨附之票據金額轉換為發行人之股份，而該等股份將印有下文所載股東名稱發行。

Name of Noteholder: 票據持有人名稱：	
Note Number(s): 票據號碼：	
Amount to be converted: (HK\$1,000,000 or integral multiples thereof) 將予轉換之金額： (1,000,000港元或其完整倍數之金額)	
Conversion Date: (being the date of this notice) 轉換日期： (即本通告日期)	
Applicable Conversion Price: 適用轉換價：	HK\$2.2 per Share 每股2.2港元
Name in which Shares are to be issued: 將予發行之股份所印列名稱：	Skyera International Limited/ Mainway Enterprises Limited
Address of shareholder: 股東地址：	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.
Delivery address in Hong Kong for share certificates: 股票在香港寄發之地址：	Room 1911, 19/F, C C Wu Building, 302-308 Hennessy Road, Wanchai, Hong Kong 香港灣仔軒尼詩道302-308號集成中心19樓1911室

The undersigned hereby irrevocably represents, warrants and undertakes to you that neither we nor the Shareholder named above are a Restricted Holder.

下列簽署人謹此不可撤回地向閣下聲明、擔保及承諾，吾等或上述股東均並非受限制持有人。

We hereby acknowledge that you will in reliance of the foregoing representation, warranty and undertaking issue and allot Conversion Shares to us in accordance with the Conditions.

吾等謹此知悉閣下將依賴上述聲明、擔保及承諾根據該等條件發行及配發換股股份予吾等。

Signature of Noteholder:

票據持有人簽署：

Personal Data

Personal Information Collection Statements

The main provisions 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 Offerors and the company secretary of the Company in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

To accept the Convertible Note Offer for your Convertible Notes, 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 Blue Form of Acceptance 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 Blue Form of Acceptance;
- registering transfers of the Convertible Notes out of your name;
- maintaining or updating the relevant register of holders of the Convertible Notes;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from the Offerors and/or their subsidiaries or agents such as Somerley and the company secretary of the Company;
- compiling statistical code information and holder of Convertible Note profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements;
- any other purpose in connection with the business of the Offerors or the company secretary of the Company;
- any other incidental or associated purposes relating to the above and any other purposes to which the holders

of Convertible Notes may from time to time agree to or be informed of.

3. Transfer of personal data

The personal data provided in this Blue Form of Acceptance will be kept confidential but the Offerors and/or the company secretary of the Company 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 Offerors, their subsidiaries and/or agent(s), such as Somerley and the company secretary of the Company;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the company secretary of the Company 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 their bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities;
- any other persons or institutions whom the Offerors and/or the company secretary of the Company consider(s) to be necessary or desirable in the circumstances.

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

4. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether the Offerors and/or the company secretary of the Company hold your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, the Offerors and the company secretary of the Company have/has 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 Offerors or the company secretary of the Company (as the case may be).

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」)的主要條文已於一九九六年十二月二十日在香港生效。本收集個人資料聲明旨在知會閣下有關於購方及本公司之公司秘書有關個人資料及該條例的政策及慣例。

1. 收集閣下個人資料的原因

如就閣下的可換股票據接納收購建議，閣下須提供所需的個人資料。倘閣下未能提供所需資料，則可能導致閣下的接納申請被拒或受到延誤。

2. 用途

閣下於本藍色接納表格提供的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：

- 處理閣下的接納申請及核實遵循本藍色接納表格載列的條款及申請程序；
- 登記閣下名義進行的可換股票據轉讓；
- 保存或更新有關可換股票據的可換股票據持有人名冊；
- 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/或其子公司或代理人(例如新百利及本公司之公司秘書)收取通訊；
- 編製統計代碼資料及可換股票據持有人資料；
- 按法例、規則或規定(無論法定或非法定規定)作出披露；
- 披露有關資料以促進擁權之申索；
- 有關收購方或本公司之公司秘書業務的任何其他用途；

- 有關上文所述任何其他臨時或關連用途及可換股票據持有人不時同意或知悉的其他用途。

3. 轉讓個人資料

本藍色接納表格提供的個人資料將作為機密資料妥當保存，但收購方及/或本公司之公司秘書為達致上述任何用途，可能作出必需的查詢，以確認個人資料的準確性，彼等尤其可能披露、獲取或轉交(無論在香港或香港以外地區)該等個人資料予下列任何及所有個人及實體，或自下列任何及所有個人及實體披露、獲取或轉交(無論在香港或香港以外地區)該等個人資料：

- 收購方、其子公司及/或代理，例如新百利及本公司之公司秘書；
- 任何為本公司之公司秘書的業務經營提供行政、電訊、電腦、付款或其他服務的代理、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的任何其他個人或機構，例如彼等的銀行、律師、會計師、持牌證券交易商或註冊證券機構；
- 收購方及/或本公司之公司秘書認為必需或適當情況下的任何其他個人或機構。

閣下一經簽署本藍色接納表格即表示同意上述所有條款。

4. 索取及更正個人資料

根據該條例的規定，閣下可確認收購方及/或本公司之公司秘書是否持有閣下的個人資料，並獲取該資料副本，以及更正錯誤資料。依據該條例的規定，收購方及本公司之公司秘書可就獲取任何數據的請求收取合理的手續費。索取資料或更正資料或索取有關政策及慣例及所持資料類型的資料的所有請求，須提交收購方或本公司之公司秘書(視情況而定)。

THIS BLUE FORM OF ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this Blue Form of Acceptance or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your Convertible Note(s), you should at once hand this Blue Form of Acceptance and the accompanying Offer Documents to the purchaser(s) or transferee(s) or to your 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).

This Blue Form of Acceptance should be read in conjunction with the Offer Documents.

HOW TO COMPLETE THIS BLUE FORM OF ACCEPTANCE

- To accept the Convertible Note Offer made by Somerley on behalf of Offerors, you should complete and sign this Blue Form of Acceptance overleaf and the attached conversion notice and forward this entire Blue Form of Acceptance and the attached conversion notice together with the relevant 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) in respect of **not less than the principal amount of Convertible Note(s) which you intend to accept the Convertible Note Offer, by post or by hand marked "Golden Harvest Convertible Note Offer" on the envelope, to the company secretary of the Company, at 16th Floor, The Peninsula Office Tower, 18 Middle Road, Tsimshatsui, Kowloon, Hong Kong, as soon as practicable, but in any event so as to reach the company secretary of the Company by no later than 4:00 p.m. (Hong Kong time) on Thursday, 10 July 2008.** The provisions of Appendix I to the Offer Document are incorporated into and form part of this Blue Form of Acceptance. Holders of Convertible Notes are advised to read the Offer Documents before completing this Blue Form of Acceptance.
- Warning: Holders of Convertible Notes should also be aware that in accepting the Convertible Note Offer, any resulting fractions of a Hong Kong cent will be disregarded and any cash amount payable will be rounded down to the nearest Hong Kong cent.**
- Procedure for accepting the Convertible Note Offer**
If you wish to accept the Convertible Note Offer, you should:
 - insert in the box titled "Principal amount of Convertible Note(s) to which this acceptance relates" the principal amount of Convertible Note(s) for which you wish to accept the Convertible Note Offer;
 - complete the attached conversion notice; and
 - sign the Blue Form of Acceptance and enclose the relevant certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof).
- If you wish to accept the Convertible Note Offer in respect of your entire registered holding of Convertible Note(s), you do NOT have to fill in the box titled "Principal amount of Convertible Note(s) to which this acceptance relates". Warning: You must sign the Blue Form of Acceptance and enclose the relevant certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof).**
- If you are holding Convertible Note(s) on behalf of another person as nominee or otherwise, you should refer to the section headed "Procedures for Acceptance" in Appendix I to the Offer Documents in particular as to the matters which you should consider.
- Warning:** If you do not insert the principal amount of Convertible Note(s) to which your acceptance relates in the box titled "Principal amount of Convertible Note(s) to which this acceptance relates", you will be deemed to have accepted the Convertible Note Offer in respect of your entire registered holding of Convertible Note(s).
- Warning:** If you insert a number in excess of your registered holding of Convertible Note(s) in the box titled "Principal amount of Convertible Note(s) to which this acceptance relates", you will be deemed to have accepted the Convertible Note Offer in respect of your entire registered holding of Convertible Note(s).

BLUE FORM OF ACCEPTANCE IN RESPECT OF THE CONVERTIBLE NOTE OFFER

To: **The Offerors and Somerley**

- My/Our execution of this Blue Form of Acceptance (whether or not such Blue Form of Acceptance is dated) shall be binding on my/our successors and assigns, and shall constitute:
 - my/our irrevocable acceptance of the Convertible Note Offer, made by Somerley on behalf of the Offerors, as contained in the Offer Documents for the consideration and on and subject to the terms therein and herein mentioned (including the terms set out under the heading "How to complete this Blue Form of Acceptance"), in respect of the principal amount of Convertible Note(s) specified in this Blue Form of Acceptance or, if no such principal amount is specified, or a greater principal amount is specified than I/we am/are registered as the holder(s) of, in respect of all such Convertible Notes of which I/we am/are registered as the holder(s);
 - my/our irrevocable instruction and authority to the Offerors and/or Somerley or their respective agent(s) to collect from the company secretary of the Company on my/our behalf the certificate(s) for Shares due to be issued in accordance with the enclosed conversion notice and other document(s) of title (if any) (and/or any satisfactory indemnity or indemnities in respect thereof), which has/have been duly signed by me/us and to deliver the same to the company secretary of the Company and to authorise and instruct the company secretary of the Company to hold such certificate(s) subject to the terms of the Convertible Note Offer, as if it was/they were certificate(s) delivered to the company secretary of the Company together with this Blue Form of Acceptance;
 - where I/we have accepted the Convertible Note Offer, my/our irrevocable instruction and authority to the Offerors and/or Somerley or its agent(s) to send a cheque crossed "Not negotiable or 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 Convertible Note Offer by post at my/our risk to the person(s) and address stated below or, if no name(s) and/or address is/are stated below, to the first-named holder at the address shown in the register of holders of Convertible Notes:

(Insert below the name and address of the person to whom the cheque is to be sent if different from the registered holders of Convertible Notes.)

Name: (in block capitals) _____

Address: _____
 - my/our irrevocable instruction and authority to the Offerors and/or Somerley or such person or persons as either 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 Convertible Notes to be sold by me/us under the Convertible Note Offer and to cause the same to be stamped and to cause an endorsement to be made on this Blue Form of Acceptance in accordance with the provisions of that Ordinance;
 - my/our irrevocable instruction and authority to any director of the Offerors and/or Somerley and such person or persons as either of them may direct to complete, amend and execute any document on my/our behalf including but without limitation to insert a date in this Blue Form of Acceptance and to duly complete this Blue Form of Acceptance in accordance with the section titled "How to complete this Blue Form of Acceptance" above or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to do any other act that may be necessary or expedient for the purpose of vesting in the Offerors or such person or persons as it may direct my/our Convertible Note(s) tendered for acceptance of the Convertible Note 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 exercise the conversion rights under my/our Convertible Note(s) tendered for acceptance under the Convertible Note Offer in favor of the Offerors or such person or persons as it may direct free from all third party rights, liens, charges, equities and encumbrances and together with all rights attaching thereto as at the date of the Announcement or subsequently becoming attached to them, including the right to receive all interests, made or paid on or after the date of the Announcement;
 - my/our agreement that, subject to the right to deduct from the amount payable to me/us the seller's ad valorem stamp duty, the settlement of the consideration to which I/we will be entitled under the Convertible Note Offer will be implemented in full in accordance with the terms of the Convertible Note Offer;
 - my/our agreement to ratify each and every act or thing done or effected by the Offerors and/or Somerley 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; and
 - my/our appointment of any of the Offerors and/or Somerley as my/our attorney in respect of all the Convertible Note(s) to which this acceptance relates.
- I/We enclose the relevant certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof) for the whole/part of my/our holding of Convertible Note(s) which is/are to be held by you on the terms of the Convertible Note Offer. I/We understand that no acknowledgement of receipt of any Blue Form of Acceptance or any certificate(s) and/or any other documents will be given.
- I/We hereby warrant and represent to you that, I am/we are the registered holder(s) of the principal amount of Convertible Note(s) specified in this Blue Form of Acceptance and I/we have the full right, power and authority exercise the conversion rights under such Convertible Note(s) in favour of the Offerors by way of acceptance of the Convertible Note Offer.
- I/We understand that acceptance of the Convertible Note Offer by me/us will constitute a warranty by me/us to the Offerors that the principal amount of Convertible Note(s) specified in this Blue Form of Acceptance will be sold free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the date hereof, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date of the Announcement.
- I/We acknowledge that, save as expressly provided in the Offer Documents and in this Blue Form of Acceptance, all the acceptance, instructions, authorities and undertakings hereby given shall be unconditional and irrevocable.
- I/We hereby warrant and represent to you that I am/we am/are not a resident of the United States (or acting on behalf of a resident of the United States).

本藍色接納表格乃重要文件，請即處理。閣下如對本藍色接納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。

閣下如將名下之可換股票據全部售出或轉讓，應立即將本藍色接納表格連同隨附之收購建議文件送交買主或承讓人，或閣下經手買賣或轉讓之銀行、持牌證券交易商、註冊證券機構或其他代理商，以便轉交買主或承讓人。

本藍色接納表格應與收購建議文件一併閱覽。

如何填寫本藍色接納表格

- 閣下如欲接納新百利代表要約方提出之可換股票據收購建議，應妥妥及簽署本藍色接納表格之背頁及隨附之轉讓表格，並在實際可行之情況下儘早將整份藍色接納表格及隨附之轉讓表格連同不少於閣下擬接納可換股票據收購建議之可換股票據本金額之相關證書及／或過戶收據及／或其他所有權文件（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本公司之公司秘書，地址為香港九龍尖沙咀中間道十八號半島寫字樓大廈十六樓，信封面請註明「嘉禾可換股票據收購建議」，惟無論如何須於二零零八年七月十日（星期四）下午四時正（香港時間）前送達股份登記處。收購建議文件附錄一之條文納入並構成本藍色接納表格其中一部分。可換股票據持有人務請先閱讀收購建議文件後始填寫本藍色接納表格。
- 警告：**可換股票據持有人應當注意到，因接納可換股票據收購建議而產生不足一港仙的金額將不予考慮，而任何應付的現金款項將向下調整至最接近的完整港仙金額。
- 接納可換股票據收購建議之程序**
倘若閣下欲接納可換股票據收購建議，閣下應：
 - 於註明「可換股票據本金額」之空格內填寫閣下擬接納可換股票據收購建議之可換股票據本金額；
 - 填妥隨附之轉讓表格；及
 - 簽署接納表格並附上有關之證書、過戶收據及／或任何其他所有權文件（及／或任何就此有關滿意的彌償保證）。
- 倘閣下擬就閣下全部所持已登記可換股票據接納可換股票據收購建議，則閣下無須填寫註明「本接納涉及之可換股票據本金額」之空格。**警告：**閣下務須簽署接納表格，並附上有關之證書、過戶收據及／或任何其他所有權文件（及／或任何就此有關滿意的彌償保證）。
- 倘閣下代表另一名人士以代理人或其他身份持有可換股票據，閣下應參閱收購建議文件附錄一「接納程序」一節，尤其有關閣下應考慮之事宜。
- 警告：**倘閣下並無於註明「本接納涉及之可換股票據本金額」空格內填寫閣下擬接納可換股票據收購建議之可換股票據本金額，則閣下將被視作就閣下全部所持可換股票據之登記持股量接納可換股票據收購建議。
- 警告：**倘閣下於註明「本接納涉及之可換股票據本金額」空格內填寫超出閣下所持可換股票據之登記持股量，則閣下將被視作就閣下全部所持可換股票據之登記持股量在內可換股票據收購建議。

可換股票據收購建議之藍色接納表格

致：收購方及新百利

- 本人／吾等一經簽署背頁之接納及轉讓表格（無論該藍色接納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，並表示：
 - 本人／吾等不可撤回接納由新百利代表收購方提出之收購建議文件所述可換股票據收購建議，按及受制於收購建議文件及本藍色接納表格所載代價與有關條款（包括「如何填寫本藍色接納表格」標題所載之條款），就本藍色接納表格上所填本金額之可換股票據接納可換股票據收購建議，如有填上本金額或填上之本金額超出本人／吾等以登記持有人名義持有之本金額，則接納收購本人／吾等名下登記持有之全部本金額；
 - 本人／吾等不可撤回地指示及授權收購方及／或新百利或其代理，各自代表本人／吾等根據隨附經本人／吾等正式簽署之轉讓表格及其他所有權文件（如有）（及／或任何就此所需滿意彌償保證），憑此向本公司或本公司之公司秘書領取將予發行之股份股票，並將有關可換股票據送交本公司之公司秘書，且授權及指示本公司之公司秘書根據可換股票據收購建議之條款持有該等可換股票據，猶如該等證書已連同本藍色接納表格一併交回本公司之公司秘書；
 - 如本人／吾等已接納可換股票據收購建議，本人／吾等不可撤回地指示及授權收購方及／或新百利或其代理，寄發就本人／吾等根據可換股票據收購建議之條款應得之現金代價，以「不得轉讓只准入抬頭人賬戶」方式向本人／吾等開出劃線支票，然後按以下地址以郵寄方式寄予以下人士，或如無填上姓名及地址，則按可換股票據持有人名冊所示登記地址，寄予吾等當中最前列之持有人（如屬聯名登記可換股票據持有人，郵誤風險概由本人／吾等承擔：

（支票：如收取支票之人士並非可換股票據之登記可換股票據持有人，則請在下欄填上該名人士之姓名及地址。）

姓名：（請用正楷填寫） _____

地址： _____
 - 本人／吾等不可撤回指示及授權收購方及／或新百利或其可能指定之人士，各自代表本人／吾等以根據可換股票據收購建議出售可換股票據賣方之身份，訂立及簽署香港法例第117章印花稅條例第19(1)條所規定須訂立及簽署之買賣單據，並按該條例之規定繳付印花稅及安排在本藍色接納表格上背書證明；
 - 本人／吾等不可撤回指示及授權收購方之任何董事及／或新百利或其可能指定之人士，各自代表本人／吾等填妥、修改及簽署本人／吾等之任何文件，包括但不限於在本藍色接納表格上填上日期及根據上文「如何填寫本藍色接納表格」一節正式填妥本藍色接納表格，或如本人／吾等或任何其他人士已填上日期，則刪去該日期，然後填上另一日期，以及辦理任何其他必需或適當之手續，將本人／吾等就接納可換股票據收購建議遞交之可換股票據轉歸收購方或其可能指定之人士所有；
 - 本人／吾等不可撤回承諾於必需或適當時簽署其他文件及辦理其他手續及事項，以確保可行使本人／吾等之可換股票據項下之兌換權以收購方或其可能指定人士為受益人接納可換股票據收購建議且不受任何第三者權益、留置權、抵押、衡平權及產權負擔所限制，並享有於該公佈日期或之後可換股票據所附帶一切權利，包括收取於該公佈日期或之後就可換股票據宣派、作出或派付之所有利息之權利；
 - 本人／吾等同意，在受從應付本人／吾等之金額中扣除賣方從價印花稅之權利之規限下，繳付本人／吾等根據可換股票據收購建議有權收取之代價將根據可換股票據收購建議之條款全面作出；
 - 本人／吾等同意追認收購方及／或新百利或其任何代理或其可能指定之人士，各自行使本藍色接納表格所載任何權力時所作出或進行之任何行動或事宜；及
 - 本人／吾等就本接納有關之所有可換股票據委任收購方及／或新百利之任何人士為本人／吾等之授權代表。
- 本人／吾等茲附上本人／吾等所持全部／部分可換股票據之有關證書及／或過戶收據及／或任何其他所有權文件（及／或任何與此有關之滿意彌償保證），由閣下依照及根據可換股票據收購建議之條款予以保存。本人／吾等明白將不會就任何藍色接納表格或任何證書及／或任何其他所有權文件獲發收據。
- 本人／吾等謹此向閣下保證及聲明，本人／吾等為本藍色接納表格所示可換股票據本金額之登記可換股票據持有人，而本人／吾等擁有全部權利、權力及權限，藉接納可換股票據收購建議之方式以收購方的利益行使可換股票據之轉讓權。
- 本人／吾等明白本人／吾等接納可換股票據收購建議，將表示本人／吾等向收購方保證，本藍色接納表格所示可換股票據本金額已悉數繳足並於出售時附所有留置權、押記、產權負擔、優先購買權以及任何性質之任何其他第三方權利，連同於該公佈日期所附之所有權利，包括於該公佈日期或之後宣派、作出或支付之所有股息及其他分派（若有）。
- 本人／吾等確認，除收購建議文件及本藍色接納表格明確提供者外，謹此提供之所有擔納、指示、授權及承諾將為無條件及不可撤回。
- 本人／吾等謹此向閣下保證及聲明本人／吾等並非美國居民（或代表美國居民）。