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香港聯合交易所有限公司及香港中央結算有限公司對本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，並明確表示概不就因本表格全部或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 herein shall bear the same meanings as defined in the composite offer document and board circular dated 19 July 2007 (the "Composite Offer Document") jointly issued by and on behalf of Massive Giant Group Limited and China Pharmaceutical Group Limited ("China Pharmaceutical").
除非文意另有所指，否則本表格所用詞語與由及代表Massive Giant Group Limited及中國製藥集團有限公司（「中國製藥」）於二零零七年七月十九日聯合刊發之綜合收購建議文件及董事會通函（「綜合收購建議文件」）所界定者具有相同涵義。

FORM OF ACCEPTANCE AND TRANSFER FOR USE IF YOU WANT TO ACCEPT THE GENERAL OFFER.
接納全面收購建議適用之接納及過戶表格。



中國製藥集團有限公司 China Pharmaceutical Group Limited

(Incorporated in Hong Kong under the Companies Ordinance)

(Stock Code: 1093)

FORM OF ACCEPTANCE AND TRANSFER OF SHARES OF HK\$0.10 EACH IN THE ISSUED SHARE CAPITAL OF CHINA PHARMACEUTICAL GROUP LIMITED 中國製藥集團有限公司已發行股本中每股面值0.10港元股份之接納及過戶表格

Share registrar: Secretaries Limited
股份過戶登記分處：秘書服務有限公司

To be completed in all respects
每項均須填寫

26/F, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong
香港灣仔
皇后大道東28號
金鐘匯中心26樓

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below does/do hereby transfer to the "Transferee" named below the Shares held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the accompanying Composite Offer Document.
根據本表格及一份隨附之綜合收購建議文件所載條款及條件，下述「轉讓人」謹此按下列代價，向下述「承讓人」轉讓以下註明其所持有之股份。

Insert the total number of Shares for which the General Offer is accepted. If no number is inserted or a number in excess of your registered holding of Shares is inserted, you will be deemed to have accepted the General Offer in respect of your entire registered holding of Shares.
請填上接納全面收購建議之股份總數。如無填寫數目或如填寫之數目多於閣下登記持有之股份，則視為閣下就名下全部登記持有之股份接納全面收購建議論。

Number of Shares to be transferred 將予轉讓股份數目	FIGURE 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 CAPITALS) (請用打字機或正楷填寫)	Surname(s) or Company name(s) 姓氏或公司名稱	Other Name(s) 名字
	Address or Registered Address 地址或註冊地址	
	Telephone number 電話號碼	
CONSIDERATION 代價	HK\$1.6715 in cash for each Share 每股股份現金1.6715港元	
TRANSFEREE 承讓人	<p style="text-align: center;">Do not complete 請勿填寫本欄</p> <p>Name 名稱: Massive Giant Group Limited</p> <p>Correspondence Address 通訊地址: Right Lane Limited, 5/F Lincoln House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong</p> <p>Occupation 職業: Corporation 公司</p> <p style="text-align: right;">香港鯉魚涌 英皇道979號 太古坊林肯大廈5樓 Right Lane Limited</p>	
SIGNED by the parties to this transfer, this _____ day of _____ 2007 轉讓雙方簽署日期，二零零七年____月____日		

PLEASE DO NOT DATE
請勿填寫日期

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 地址

Occupation 職業

Signature(s) of Transferor(s)
轉讓人簽署

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

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		Do not complete 請勿填寫本欄 For and on behalf of 代表 Massive Giant Group Limited	
Name of Witness 見證人姓名			
Address 地址			
Occupation 職業		Authorised signatory 授權簽署人	
		Signature of Transferee 承讓人簽署	

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

If you have sold or otherwise transferred all your shares of HK\$0.1 each (the "Share(s)") in China Pharmaceutical, you should at once hand this form of acceptance and transfer and the accompanying Composite Offer Document dated 19 July 2007 to the purchaser(s) or other transferee(s) or to the bank stockbroker, the 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). The making of the mandatory conditional cash offer (the "General Offer") by Goldbond Capital (Asia) Limited ("Goldbond Capital"), on behalf of Massive Giant Group Limited (the "Offeror"), to persons who are citizens, residents or nationals of jurisdictions outside Hong Kong may be affected by the laws of the relevant jurisdictions. If you are a citizen or resident or national of a jurisdiction other than Hong Kong, you should observe any applicable legal requirements. It is your responsibility if you wish to accept the General Offer to satisfy yourself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required and the compliance with other necessary formalities and the payment of any transfer or other taxes due in respect of such jurisdiction. You will also be responsible for any such issue, transfer or other taxes by whomsoever payable. Acceptance of the General Offer by you will constitute a warranty by you that you are permitted under all applicable laws to receive and accept the General Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

HOW TO COMPLETE THIS FORM

Shareholders are advised to read the Composite Offer Document before completing this form of acceptance and transfer. To accept the General Offer made by **Goldbond Capital on behalf of the Offeror to acquire your Shares at a cash price of HK\$1.6715 per Share**, you should complete and sign this form of acceptance and transfer and forward this entire form, together with 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 not less than such number of Shares in respect of which you accept the General Offer, by post or by hand, marked "China Pharmaceutical General Offer" to Secretaries Limited (the "Registrar") at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event by 4:00 p.m. (Hong Kong time) on Thursday, 9 August 2007 or such later time and/or date as the Offeror shall, in accordance with the Takeovers Code, determine and announce. The provisions contained in Appendix I to the Composite Offer Document are incorporated into and form part of this form of acceptance and transfer.

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE GENERAL OFFER

To: **The Offeror and Goldbond Capital**

1. My/Our execution of this form of acceptance and transfer (whether or not such form is dated) shall be binding on my/our successors and assignees, and shall constitute:

- (a) my/our acceptance of the General Offer made by Goldbond Capital on behalf of the Offeror, 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 Shares specified in this form of acceptance and transfer or, if no such number is specified, or a greater number is specified than I/we am/are registered as the holder(s) thereof, in respect of all such number of Shares as to which I/we am/are registered as the holder(s);
- (b) my/our irrevocable instruction and authority to each of the Offeror and/or Goldbond Capital and/or any of their respective agent(s) to collect from the Registrar on my/our behalf the share certificate(s) in respect of 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 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) on and subject to the terms and conditions of the General Offer, as if it was/they were share certificate(s) delivered to them together with this form of acceptance and transfer;
- (c) my/our irrevocable instruction and authority to each of the Offeror and/or Goldbond Capital 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 General Offer (less seller's ad valorem stamp duty payable by me/us 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 China Pharmaceutical;

(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 joint registered Shareholder.)

Name: (in block capitals)

Address:

- (d) my/our irrevocable instruction and authority to each of the Offeror and/or Goldbond Capital 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 Shares to be sold by me/us under the General 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;
 - (e) my/our irrevocable instruction and authority to each of the Offeror and/or Goldbond Capital and/or such person or persons as any of them may direct to complete, amend and execute any document on my/our behalf in connection with my/our acceptance of the General Offer including, without limitation, to insert a date in this form of acceptance and transfer or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to insert, delete, amend or substitute the transferee in the form of acceptance and transfer 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 Shares;
 - (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 Shares 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 including the right to receive all dividends and distributions declared, paid or made, if any, on or after 28 June 2007, being the date of the Joint Announcement; and
 - (g) my/our agreement to ratify each and every act or thing may be done or effected by the Offeror and/or Goldbond Capital and/or any of their agent(s) or such person or persons as any of them may direct in the exercise of any rights contained herein.
2. I/We understand that acceptance of the General Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror and Goldbond Capital that the Shares held by me/us to be tendered for acceptance under the General Offer are sold free from all third party rights, liens, claims, charges, equities and encumbrances and together with all rights attached to them as at the Latest Practicable Date, including the right to receive all dividends and distributions declared, paid or made, if any, on or after 28 June 2007, being the date of the Joint Announcement.
3. I/We warrant that I/we have the full right, power and authority to sell and pass the title and ownership of my/our Shares to the Offeror by way of acceptance of the General Offer. If I/we am/are a nominee of a Shareholder, I/We warrant that the number of Shares in respect of which it is indicated in this form of acceptance and transfer is the aggregate number of Shares held by me/us for the relevant beneficial owner who is accepting the General Offer.
4. Acceptance of the General Offer shall be irrevocable and once given cannot be withdrawn except in the circumstances set out in Rule 19.2 of the Takeovers Code. The Executive may require that acceptors be granted a right of withdrawal, on terms acceptable to the Executive, until the requirements under Rule 19 of the Takeovers Code can be met.
5. Where my/our address as stated in the register of members of China Pharmaceutical is outside Hong Kong, I/we warrant that I /we have observed the laws of all relevant territories, obtained all requisite governmental, exchange control or other consents, complied with all requisite formalities or legal requirements and paid any issue, transfer or other taxes or other required payments due from me/us in connection with such acceptance in any territory, that I/we have not taken or omitted to take any action which will or may result in the Offeror or Goldbond Capital or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the General Offer or my/our acceptance hereof, and am/are permitted under all applicable laws to receive and accept the General Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws.
6. Where my/our address as stated in the register of members of China Pharmaceutical is outside Hong Kong, I/we warrant to the Offeror and China Pharmaceutical that I/we shall be fully responsible for payment of any issue, transfer or other taxes or duties or other payments payable in connection with my/our acceptance of the General Offer in respect of the jurisdiction where my/our address is located as set out in the register of members of China Pharmaceutical.
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 Shares which are to be held by you on the terms and conditions of the General Offer. I/We understand that no acknowledgement of receipt of 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.

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 Offeror, the Registrar and in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

To accept the General Offer for your 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 or compliance with the terms and application procedures set out in this form and the Composite Offer 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;
- distributing communications from the Offeror and/or its subsidiaries or agents, including its advisers and the Registrar;
- compiling statistical code information and Shareholder profiles;
- making disclosure as required by laws, rules or regulations (whether statutory or otherwise);
- any other purpose in connection with the business of the Offeror and/or the Registrar; and
- any other incidental or associated purposes relating to the above and other purpose to which Shareholders may from time to 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 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’s advisers and/or agent(s), including its financial advisers and the Registrar;
- any agents, contractors or third-party services providers who offer administrative, telecommunications, computer, payment or other services to the Registrar, in connection with the operation of its business;
- any regulatory or governmental bodies including The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission;
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants or licensed securities dealers; and
- any other persons or institutions whom the Offeror 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 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 the Registrar have the right to charge a reasonable fee for processing 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 and/or the Registrar (as the case may be).

BY SIGNING THIS FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE GENERAL OFFER, YOU AGREE TO ALL OF THE ABOVE.

個人資料

收集個人資料聲明

個人資料(私隱)條例(香港法例第486章)(「**該條例**」)之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收購人、股份登記處及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

如就閣下之股份接納全面收購建議，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延遲處理。

2. 用途

閣下於本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照本表格及綜合收購建議文件載列之條款及申請程序；
- 登記以閣下名義之股份轉讓；
- 存置或更新有關股份持有人名冊；
- 進行或協助進行核實簽名，以及任何其他資料核實或交換；
- 自收購人及/或其附屬公司或代理人(包括其顧問及股份登記處)收取通訊；
- 編製統計代碼資料及股東履歷；
- 按法例、規則或規定(無論法定或非法定規定)作出披露；
- 有關收購人及/或股份登記處業務之任何其他用途；及
- 有關上文所述之任何其他相關或關連用途及股東可能不時同意或知悉之其他用途。

3. 轉讓個人資料

本表格提供之個人資料將作為機密資料妥當保存，但收購人及/或股份登記處為達致上述任何用途，可能作出彼等認為必須之查詢，以確認個人資料之準確性，彼等尤其可能向下列任何及所有人士及實體披露、獲取或轉讓(無論在香港或香港以外地區)該等個人資料：

- 收購人及/或代理人，包括其財務顧問及股份登記處；
- 為股份登記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人、承包商或第三方服務供應商；
- 任何監管或政府機構(包括香港聯合交易所有限公司及證券及期貨事務監察委員會)；
- 與閣下進行交易或建議進行交易之任何其他人士或機構，例如閣下之銀行、律師、會計師或持牌證券交易商；及
- 收購人或股份登記處認為在若干情況下必需或適當之任何其他人士或機構。

4. 獲取及更正個人資料

該條例規定閣下有權確認收購人及/或股份登記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，收購人及/或股份登記處有權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型之資料之所有要求，須提交予收購人及/或股份登記處(視情況而定)。

有關全面收購建議之本接納及過戶表格一經簽署，即表示閣下同意上述所有規定。