

Unless the context otherwise requires, terms used in this BLUE Form of Acceptance shall bear the same meanings as those defined in the composite offer and response document dated 17 August 2011 (the "Composite Document") issued jointly by KH Investment Holdings Limited and Splendor Glow Limited. 除文義另有所指外，本藍色接納表格所用詞彙與嘉匯投資控股有限公司\*與Splendor Glow Limited 華暉有限公司於二零一一年八月十七日聯合刊發之綜合要約及回應文件(「綜合文件」)所界定者具有相同涵義。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this BLUE Form of Acceptance, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this BLUE Form of Acceptance.

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藍色接納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藍色接納表格全部或任何部份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。

**BLUE FORM OF ACCEPTANCE AND CANCELLATION FOR USE IF YOU WANT TO ACCEPT THE OPTION OFFER.**  
閣下如欲接納購股權要約，請使用本藍色接納及註銷表格。



## KH INVESTMENT HOLDINGS LIMITED 嘉匯投資控股有限公司\*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(在開曼群島註冊成立及於百慕達存續之有限公司)

(Stock Code: 8172)

(股份代號: 8172)

### BLUE FORM OF ACCEPTANCE AND CANCELLATION OF SHARE OPTIONS

ISSUED BY KH INVESTMENT HOLDINGS LIMITED  
接納及註銷嘉匯投資控股有限公司\*發行之購股權的藍色表格

To be completed in all respects

每項均須填寫

KH Investment Holdings Limited

嘉匯投資控股有限公司\*

Unit 3407, 34/F, Shun Tak Centre,

West Tower, 168-200 Connaught Road Central, Hong Kong

香港干諾道中168-200號信德中心西翼34樓3407室

Note:

Insert the total number of Share Options for which the Option Offer is accepted.

If no number is inserted or a number in excess of your registered holding of Share Options is inserted and you have signed this BLUE Form of Acceptance,

you will be deemed to have accepted the Option Offer for all your entire holding of Share Options and all of which will be deemed to be surrendered for cancellation.

附註:

請填上接納購股權要約之購股權總數。如閣下已簽署本藍色接納表格但未填上數目，或所填數目超過閣下所登記持有之購股權，則閣下將被視為已就閣下持有之全部購股權接納購股權要約，而有關購股權將被視為全部交回以供註銷。

FOR THE CONSIDERATION stated below, the holder(s) of the Share Options (the "Option Holder(s)") named below hereby accept(s) the Option Offer and agree(s) to the surrender for cancellation of the number of Share Option(s) specified below, upon and subject to the terms and conditions contained herein and in the Composite Document.

下述購股權持有人(「購股權持有人」)謹此按下列代價接納購股權要約並同意交回下列數目的購股權以供註銷，惟須遵守本表格及其隨附之綜合文件內之條款及條件。

<b>Number of Share Option(s) surrendered for cancellation(Note)</b> 交回供註銷之購股權數目(附註)	<b>FIGURES</b> 數目	
	<b>WORDS</b> 大寫	
<b>Details of Option Holder</b> 購股權持有人資料	<b>Family name</b> 姓氏	<b>Forename(s)</b> 名字
	<b>Address</b> 地址	
	<b>Telephone Number</b> 電話號碼	
<b>Consideration</b> 代價	HK\$0.00001 in cash for each Share Option 就每份購股權而言，為現金0.00001港元	

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011

日期：二零一一年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Signed by the Option Holder in the presence of:

購股權持有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：

\_\_\_\_\_  
Signature of Option Holder  
購股權持有人簽署

\_\_\_\_\_  
Address of Witness 見證人地址：

\_\_\_\_\_  
Occupation of Witness 見證人職業：

\* For identification purpose only 僅供識別

**THIS FORM 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.**

Investec is making the Option Offer on behalf of the Offeror. The making of the Option Offer to Option Holders who are citizens or residents or nationals of jurisdiction outside Hong Kong (the "Overseas Option Holders") may be prohibited or affected by the laws of the relevant jurisdictions. If you are an Overseas Option Holder, you should obtain appropriate legal advice regarding the implications of the Option Offer in the relevant jurisdictions with a view to observing any applicable legal or regulatory requirements. If you wish to accept the Option Offer, it is your responsibility 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 all and any taxes and duties by whomsoever payable in respect of all relevant jurisdictions. The Offeror, Investec and any person involved in the Option Offer shall be entitled to be fully indemnified and held harmless by you for any taxes as may be required to be paid in respect of acceptance of the Option Offer by you. Acceptance of the Option Offer by you will constitute a warranty by you to the Offeror and the Company that you are permitted under all applicable laws to accept the Option Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

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

**HOW TO COMPLETE THIS BLUE FORM OF ACCEPTANCE**

The Option Offer is conditional. Option Holders are advised to read the Composite Document before completing this BLUE Form of Acceptance. To accept the Option Offer made by Investec on behalf of the Offeror, you should complete and sign this BLUE Form of Acceptance overleaf and forward this entire form for not less than the number of Share Options in respect of which you intend to accept the Option Offer, by hand or by post, to the company secretary of the Company at Unit 3407, 34/F, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong, marked "Option Offer" on the envelope by no later than 4:00 p.m. on Wednesday, 7 September 2011 or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code. The provisions of Appendix I to the Composite Document are incorporated into and form part of this form.

**BLUE FORM OF ACCEPTANCE AND CANCELLATION OF SHARE OPTIONS**

To: **The Offeror and Investec**

1. My execution of this BLUE Form of Acceptance (whether or not such form is dated) shall be binding on my successors and assigns, and shall constitute:

- (a) my irrevocable acceptance of the Option Offer made by Investec on behalf of the Offeror, as contained in the Composite Document, for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of Share Options specified in this form or, if no such number is specified or a greater number is specified than I am registered as the Option Holder of, in respect of all such Share Options as to which I am registered as the Option Holder;
- (b) my irrevocable instruction and authority to each of the Offeror and/or Investec or their respective agent(s) to send a cheque crossed "Not negotiable – account payee only" drawn in my favour for the cash consideration to which I shall have become entitled under the terms of the Option Offer, by ordinary post at my own risk to the person and the address stated below or, if no name and address is stated below, to me at the address to which this BLUE Form of Acceptance is sent within 10 days of the later of the date on which the Option Offer becomes or is declared unconditional and the receipt of all the relevant documents are received by the company secretary of the Company to render the acceptance under the Option Offer complete and valid;

(Insert here the name and address of the person to whom the cheque is to be sent if different from the registered Option Holder.)

**Name:** (in BLOCK capitals) .....

**Address:** (in BLOCK capitals) .....

- (c) my irrevocable instruction and authority to each of the Offeror and/or Investec and/or such person or persons as any of them may direct to complete, amend and execute any document on my behalf, including without limitation to insert a date in this form or, if I 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 this BLUE Form of Acceptance and to do any other act that may be necessary or expedient for the purpose of cancelling the Share Option(s) surrendered under the Option Offer with effect thereon;
  - (d) my 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 cancel my Share Option(s) surrendered for cancellation under the Option Offer; and
  - (e) my agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or Investec or 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.
2. I understand that acceptance of the Option Offer by me will be deemed to constitute a warranty by me to the Offeror and Investec that the number of Share Option(s) specified in this form or, if no such number is specified or a greater number is specified than I am registered as the Option Holder, in respect of all such Share Options as to which I am registered as the Option Holder, is/are hereby surrendered and renounced 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 on or after the date of the Initial Offer Announcement.
3. In the event that my acceptance is not valid, or is treated as invalid, in accordance with the terms of the Option Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease, in which event, I authorise and request you to return to me this form duly cancelled, together with the Share Option(s) certificate(s) and/or letter(s) of grant (where applicable), by ordinary post at my own risk to the person at the address stated in 1(b) above or, if no name and address is stated, to me at the registered address maintained by the Company.
4. I enclose the relevant Share Option certificate(s) and/or letter(s) of grant, where applicable for the whole/part of my holding of Share Options which are surrendered for cancellation on the terms and conditions of the Option Offer. I understand that no acknowledgement of receipt of any BLUE Form of Acceptance and/or Share Option certificate(s) and/or letter(s) of grant, (where applicable) will be given. I further understand that all documents will be sent by ordinary post at my own risk.
5. I hereby warrant and represent to the Offeror and Investec that I am the registered holder of the number of Share Option(s) specified in this form and I have the full right, power and authority to surrender the Share Option(s) for cancellation by way of acceptance of the Option Offer.
6. I warrant to the Offeror and Investec that I have satisfied the laws of the jurisdiction of which I am a citizen or resident or national in connection with my acceptance of the Option Offer, including the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required in compliance with all necessary formalities or regulatory or legal requirements.
7. I warrant to the Offeror and Investec that I shall be fully responsible for payment of any transfer or other taxes or duties payable in respect of the jurisdiction where my address is located as set out in the records of the Company in connection with my acceptance of the Option Offer.
8. I acknowledge that, save as expressly provided in the Composite Document and this BLUE Form of Acceptance, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable.
9. I understand that no acknowledgement of receipt of any form(s) of acceptance and cancellation will be given.

本表格乃重要文件，閣下須即時處理。

閣下如對本藍色接納表格的任何方面或應採取的行動有任何疑問，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。

Investec正代表要約人提出購股權要約。向屬香港境外司法權區之公民或居民或國民之購股權持有人（「海外購股權持有人」）提出購股權要約或會受到有關司法權區之法例禁止或影響。倘閣下為海外購股權持有人，閣下應就購股權要約於有關司法權區之影響尋求適當法律意見，以遵守任何適用法律或監管規定。任何海外購股權持有人如欲接納購股權要約，須自行信納全面遵守有關司法權區之法例及規例，包括（但不限於）獲得任何所需之政府、外匯管制或其他方面之同意，並遵守其他所需手續或監管或法律規定。閣下亦須負責所有及任何稅項或徵費及應所有有關司法權區徵收而應付之稅款。要約人、Investec及參與購股權要約之任何人士有權就閣下接納購股權要約可能需要繳付之任何稅項獲全數賠償及毋須為此承擔任何責任。閣下提交購股權要約之接納書，將構成閣下向要約人及本公司作出之保證，閣下根據一切適用法例獲准接納購股權要約及任何有關修訂，而此接納書根據所有適用法例為有效及具約束力。

本藍色接納表格應與綜合文件一併閱讀。

### 本藍色接納表格之填寫方法

購股權要約附帶條件。股東於填寫本藍色接納表格前，務請先閱讀綜合文件。閣下如欲接納Investec代表要約人所作的購股權要約，應填妥並簽署本藍色接納表格背頁，然後就有關不少於閣下擬接納購股權要約的購股權數目將本表格全份親自交回或郵寄回本公司之公司秘書，地址為香港干諾道中168-200號信德中心西翼34樓3407室，信封上註明「購股權要約」，且無論如何須不遲於二零一一年九月七日（星期三）下午四時正或要約人可能決定並根據收購守則之規定公佈之較後時間及／或日期送達。綜合文件附錄一的條文收錄於本表格並構成本表格的一部份。

### 購股權之藍色接納及註銷表格

致：要約人及Investec

1. 本人簽署本藍色接納表格（無論有否填寫日期）將對本人的繼承人及承讓人有約束力，即表示：
  - (a) 本人不可撤回地接納由Investec代表要約人提出並載於綜合文件的購股權要約以收取代價，按綜合文件及本表格所載有關條款與條件收購本表格上所填購股權數目，如未有指定購股權數目或指定購股權數目較本人以購股權持有人名義登記的購股權數目為多，則接納收購本人以購股權持有人名義登記持有的全部購股權；
  - (b) 本人不可撤回地指示並授權要約人及／或Investec各方或彼等各自的代理，將本人根據購股權要約的條款應得的現金代價以「不得轉讓—只准入抬頭人賬戶」方式開出劃線支票，然後於購股權要約成為或宣佈成為無條件之日或貴公司之公司秘書接獲一切有關文件致使購股權要約項下之接納為完整及有效之日（以較遲者為準）起計10日內，按以下地址以平郵方式寄予以下人士及地址（或如無填寫姓名及地址，則按本藍色接納表格寄發之地址寄予本人），郵誤風險由本人承擔。  

（如收取支票人士的姓名及地址並非登記購股權持有人所登記的姓名及地址，則請在本欄填上應收取支票的人士的姓名及地址。）

姓名：（請用正楷填寫） .....

地址：（請用正楷填寫） .....
  - (c) 本人不可撤回地指示並授權要約人及／或Investec各方或其／彼等可能指定的任何人士代表本人填妥、修改及簽署任何文件，包括但不限於在本表格填上日期，或如本人或任何其他人士已填上日期，則刪去該日期而填上另一日期，並於本藍色接納表格填上、刪去、修改或替換承讓人及採取任何必要或適宜的行動，以及自此根據購股權要約交回購股權以供註銷；
  - (d) 本人承諾於必要或適當時簽署其他文件並辦理其他手續，以註銷本人就接納購股權要約而提呈之購股權；及
  - (e) 本人同意追認要約人及／或Investec或彼等各自的代理或其行使本表格所載的任何授權時可能指定的任何人士可能進行或實施的任何行動或事宜。
2. 本人明白本人接納購股權要約將被視為構成本人向要約人及Investec作出保證，表示交回及放棄本表格所列購股權數目（或倘無列明購股權數目或所列的購股權數目高於本人以購股權持有人名義登記的數目，則就本人以購股權持有人名義登記的全部購股權而言）並不附有任何留置權、押記、產權負擔、優先購買權及任何其他性質的第三者權益，並確保該等購股權可享有於初步要約公佈日期或之後所附帶的一切權利。
3. 如按購股權要約的條款本人的接納為無效或被視為無效，則上文第1段所載的所有指示、授權及承諾均會終止。在此情況下，本人授權並要求閣下將本人已正式註銷的本表格連同購股權證書及／或授予函件（如適用）以平郵方式按上文第1(b)段所列地址寄予有關人士，如未有列明姓名及地址者，則按本人在貴公司的登記地址寄予本人，郵誤風險由本人承擔。
4. 本人茲附上本人所持全部／部分購股權之有關購股權證書及／或授予函件（如適用），交回閣下按照購股權要約之條款及條件予以註銷。本人明白將不會就任何藍色接納表格及／或購股權證書及／或授予函件（如適用）獲發收訖通知書。本人亦明白所有文件將以平郵方式寄出，郵誤風險概由本人自行承擔。
5. 本人謹此向要約人及Investec保證及聲明，本人為本表格所列明購股權數目的登記持有人，而本人有充分的權利、權力及授權透過接納購股權要約交回該等購股權以供註銷。
6. 本人向要約人及Investec保證，本人已符合本人屬公民或居民或國民所在之司法權區有關本人接納購股權要約之法例規定，包括取得任何政府、外匯管制或其他同意，以及遵循一切必需法律手續、法律或監管規定而可能須遵守之任何登記或存檔。
7. 本人向要約人及Investec保證，本人將就支付任何過戶費用或其他稅項或徵費或本人於貴公司之記錄所載之司法權區關於本人接納購股權要約方面應付之稅款承擔全部責任。
8. 本人明白除綜合文件及本藍色接納表格指明者外，所有特此作出的接納、指示、授權及承諾乃不可撤回。
9. 本人明白不會就任何接納及註銷表格獲發收訖通知。

## PERSONAL DATA

### Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Offeror, Investec, the Company and the company secretary of the Company 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 Option Offer for your Share Options, 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 Option Offer.

#### 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 and the Composite Document;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror and/or the Company and/or their respective agents, officers and advisers;
- establishing benefit entitlements of the Option Holders;
- 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 Offeror and the Company; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or the Company and/or Investec to discharge his/its obligations to the Option Holders and/or under applicable regulations, and other purpose to which the Option Holders 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 Offeror and/or Investec and/or the Company 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 Offeror and Investec, the Company, any of their agents, officers and advisers;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or Investec and/or the Company and/or the company secretary of the Company;
- 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 Investec and/or the Company and/or the company secretary of the Company 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 Investec and/or the Company 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 Offeror and/or Investec and/or the Company and/or the company secretary of the Company 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, Investec, the Company or the company secretary of the Company (as the case may be).

**BY SIGNING THIS BLUE FORM OF ACCEPTANCE, 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於約人、Investec、本公司及本公司之公司秘書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

倘閣下欲就閣下之購股權而接納購股權要約，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申請被拒或受到延誤。這亦可能妨礙或延遲寄發閣下根據購股權要約應得之代價。

#### 2. 用途

閣下於本藍色接納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藍色接納表格及綜合文件載列之條款及申請手續；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 自要約人及/或本公司及/或彼等各自之代理、高級職員及顧問發佈通訊；
- 確立購股權持有人之獲益權利；
- 按法例、規則或規例規定(無論法定或其他規定)作出披露；
- 披露有關資料以方便進行權益申索；
- 有關要約人及本公司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/或令要約人及/或本公司及/或Investec得以履行彼等對購股權持有人及/或適用法規項下之責任，及購股權持有人可能不時同意或知悉之其他用途。

#### 3. 轉交個人資料

本藍色接納表格提供之個人資料將會保密，惟要約人及/或Investec及/或本公司及/或本公司之公司秘書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：

- 要約人及Investec、本公司、其任何代理、高級職員及顧問；
- 為要約人及/或Investec及/或本公司及/或本公司之公司秘書提供行政、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、會計師或持牌證券商或註冊證券機構；及
- 要約人及/或Investec及/或本公司及/或本公司之公司秘書認為必需或適當情況下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，閣下可確認要約人及/或Investec及/或本公司及/或本公司之公司秘書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，要約人及/或Investec及/或本公司及/或本公司之公司秘書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型之資料之所有請求，須提交予要約人、Investec、本公司或本公司之公司秘書(視情況而定)。

閣下一經簽署本藍色接納表格即表示同意上述所有條款。