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香港交易及結算有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本股份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，概不就因本股份接納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 Share Acceptance shall bear the same meanings as those defined in the composite document dated 20 November 2015 (the "Composite Document") jointly issued by Xing Hang Limited and EDS Wellness Holdings Limited.

除文義另有所指外，本股份接納表格所用詞彙與興航有限公司與EDS Wellness Holdings Limited共同刊發日期為二零一五年十一月二十日之綜合文件(「綜合文件」)所界定者具有相同涵義。

Form of Share Acceptance FOR USE IF YOU WANT TO ACCEPT THE OFFER.

閣下如欲接納要約，請使用股份接納表格。



## EDS Wellness Holdings Limited

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

(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code: 8176)

(股份代號: 8176)

### FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY EDS SHARE(S) OF HK\$0.10 EACH IN THE ISSUED SHARE CAPITAL OF EDS WELLNESS HOLDINGS LIMITED EDS WELLNESS HOLDINGS LIMITED 已發行股本中每股面值0.10港元之普通股之 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 Secretaries Limited

Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

香港股份過戶登記分處:

卓佳秘書商務有限公司

香港皇后大道東183號合和中心22樓

<b>FOR THE CONSIDERATION</b> stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the Ordinary EDS Share(s) of HK\$0.10 each held by the Transferor(s) specified below subject to the terms and conditions contained in this Form of Share Acceptance and in the Composite Document. 根據本股份接納表格及綜合文件載列之條款及條件，下列「轉讓人」現按下列代價，將以下註明由其持有每股面值0.10港元之普通EDS股份轉讓予下列「承讓人」。		
Number of Ordinary EDS Share(s) to be transferred (Note) 將予轉讓之普通EDS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(es) in full 轉讓人全名及地址 (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 登記地址	Telephone number 電話號碼
CONSIDERATION 代價	HK\$4.07 in cash for each Ordinary EDS Share 每股普通EDS股份現金4.07港元	
TRANSFEEE 承讓人	Name: 名稱: Xing Hang Limited 興航有限公司 Correspondence address: 通訊地址: Unit 3811, 38/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38樓3811室 Occupation: 職業: Corporation 法人團體	

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

轉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

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 Transferor(s)  
company chop, if applicable  
轉讓人簽署/公司印鑑(如適用)



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

Date of submission of this Form of Share Acceptance  
提交本股份接納表格之日期

#### 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

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 轉讓日期

For and on behalf of  
代表  
Xing Hang Limited  
興航有限公司  
Authorised Signature(s)  
授權簽署

Signature of Transferee or its duly authorised agent(s)  
承讓人或其正式授權代理人簽署

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

附註: 請填上接納要約所涉及之普通EDS股份總數。倘並無指定數目或倘於本股份接納表格所列明之普通EDS股份總數大於所交回之普通EDS股份數目，而閣下已簽署本股份接納表格，則閣下將被視為就相等於閣下所交回普通EDS股份數目之股份接納要約。倘本股份接納表格所列明之普通EDS股份數目少於閣下所交回之普通EDS股份數目，而閣下已簽署本股份接納表格，則閣下將被視為就相等於本股份接納表格所列明普通EDS股份數目之股份接納要約。

**THIS Form of Share Acceptance IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in doubt as to any aspect of this Form of Share Acceptance or as to the action(s) to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your Ordinary EDS Share(s), you should at once hand this Form of Share Acceptance 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 onward transmission to the purchaser(s) or transferee(s).

The making of the Offer to the Overseas EDS Shareholders may be prohibited or affected by the laws of the relevant jurisdictions in which they are residents. If you are an Overseas EDS Shareholder, you should obtain appropriate legal advice regarding the implications of the Offer in the relevant jurisdictions or, keep yourself informed about and observe any applicable legal or regulatory requirements. It is your own responsibility if you wish to accept the Offer to satisfy yourself as to the full observance of the laws and regulations of all relevant jurisdictions in connection therewith, including but not limited to 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, regulatory and/or legal requirements. You shall also be fully responsible for the payment of any transfer or other taxes and duties due by you in respect of the relevant jurisdictions. EDS, Xing Hang, parties acting in concert with Xing Hang, its beneficial owners and parties acting in concert with any of them, Kingston Corporate Finance, Kingston Securities, REORIENT Financial Markets Limited, Investec, the Registrar, or any of their respective directors and professional advisors or any other parties involved in the Offer and any of their respective agents 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 be deemed to constitute a warranty by you that you are permitted under all applicable laws and regulations to receive and accept the 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 or not to accept the Offer.

#### HOW TO COMPLETE THIS FORM

EDS Shareholders are advised to read this Form of Share Acceptance in conjunction with the Composite Document before completing this Form of Share Acceptance. To accept the Offer made by Kingston Securities on behalf of Xing Hang to acquire your Ordinary EDS Shares at a cash price HK\$4.07 per Ordinary EDS Share, you should complete and sign this Form of Share Acceptance overleaf and forward this Form of Share Acceptance, 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 Ordinary EDS Shares in respect of which you wish to accept the Offer, by post or by hand, marked "EDS Wellness Holdings Limited – Offer" on the envelope, to Tricor Secretaries Limited (the "Registrar") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not later than 4:00 p.m. on the Closing Date or such later time and/or date as Xing Hang may determine and Xing Hang and Kingston Securities jointly announce with the consent of the Executive in accordance with the Takeovers Code. The provisions contained in Appendix I of the Composite Document are incorporated into and form part of this Form of Share Acceptance.

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

##### To: Xing Hang and Kingston Securities

1. My/Our execution of this Form of Share Acceptance overleaf (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:

- my/our irrevocable acceptance of the Offer made by Kingston Securities on behalf of Xing Hang, 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 Ordinary EDS Shares specified in this Form of Share Acceptance;
- my/our irrevocable instruction and authority to each of Xing Hang and Kingston Securities and/or any of their respective agent(s) to collect from EDS or the Registrar on my/our behalf the Share Certificate(s) in respect of the Ordinary EDS 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 (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), subject to the terms and conditions of the Offer, as if it was/they were Share Certificate(s) delivered to the Registrar together with this Form of Share Acceptance;
- my/our irrevocable instruction and authority to each of Xing Hang and Kingston Securities 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 Offer (less seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the Offer), by ordinary post at my/our own 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 EDS Shareholders) at the registered address shown in the register of members of EDS as soon as possible but in any event within seven Business Days after the date of receipt of all the relevant documents by the Registrar to render the acceptance under the Offer complete and valid;

*(Note: insert name and address of the person to whom the cheque is to be sent if different from the registered EDS Shareholder or the first-named of joint registered EDS Shareholders.)*

Name: (in block letters) \_\_\_\_\_

Address: (in block letters) \_\_\_\_\_

- my/our irrevocable instruction and authority to each of Xing Hang and Kingston Securities and/or of their respective agent(s) 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 Ordinary EDS 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 Share Acceptance in accordance with the provisions of that Ordinance;
  - my/our irrevocable instruction and authority to each of Xing Hang and Kingston Securities and/or of their respective agent(s) 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 Xing Hang or such person or persons as it may direct my/our Ordinary EDS Share(s) tendered for acceptance under the 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 Ordinary EDS Share(s) tendered for acceptance under the Offer to Xing Hang or such person or persons as it may direct free from all encumbrances and together with all rights accruing or attaching thereto on or after the date on which the Offer is made or subsequently becoming attached to them, including, without limitation, the right to receive all future dividends and other distributions declared, paid or made, if any, by EDS on or after the date on which the Offer is made, i.e. the date of the Composite Document;
  - my/our agreement to ratify each and every act or thing which may be done or effected by Xing Hang and Kingston Securities and/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; and
  - my/our appointment of Xing Hang and Kingston Securities as my/our attorney in respect of all the Ordinary EDS Share(s) to which this Form of Share Acceptance relates, such power of attorney to take effect from the date and time on which the Offer becomes unconditional in all respects and thereafter be irrevocable.
2. I/We understand that acceptance of the Offer by me/us will be deemed to constitute a warranty by me/us to Xing Hang and Kingston Securities that (i) the Ordinary EDS Shares held by me/us to be acquired under the Offer are sold free from all encumbrances and together with all rights accruing or attaching thereto on or after the date on which the Offer is made or subsequently becoming attached to them, including, without limitation, the rights to receive all future dividends and other distributions declared, paid or made, if any, by EDS on or after the date on which the Offer is made i.e. the date of the Composite Document; and (ii) I/we have not taken or omitted to take any action which will or may result in EDS, Xing Hang, parties acting in concert with Xing Hang, its beneficial owner and parties acting in concert with any of them, Kingston Corporate Finance, Kingston Securities, REORIENT Financial Markets Limited, Investec, the Registrar, or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Offer or my/our acceptance thereof, and am/are permitted under all applicable laws and regulations to receive and accept the Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws and regulations.
3. I/We hereby warrant and represent to Xing Hang and Kingston Securities that I/we am/are the registered holder(s) of the Ordinary EDS Share(s) specified in this Form of Share Acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of my/our Ordinary EDS Share(s) to Xing Hang by way of acceptance of the Offer.
4. In the event that my/our acceptance is treated as invalid 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 or any one of 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 of Share Acceptance duly cancelled, by ordinary post at my/our own risk to the person and address stated 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 EDS Shareholders) at the registered address shown in the register of members of EDS.

*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 any of Xing Hang and/or Kingston Securities and/or any of their respective agent(s) from EDS or the Registrar on your behalf upon your acceptance of the Offer, you will be returned such Share Certificate(s) in lieu of the transfer receipt(s).*

- I/We hereby warrant and represent to Xing Hang and Kingston Securities that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of EDS 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, regulatory and/or legal requirements.
- I/We hereby warrant and represent to Xing Hang and Kingston Securities 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 EDS in connection with my/our acceptance of the Offer.
- 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 Ordinary EDS 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 this Form of Share Acceptance, 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 Ordinary EDS Share(s) sold to Xing Hang by way of acceptance of the Offer will be registered under the name of Xing Hang or its nominee.
- I/We irrevocably undertake, represent, warrant and agree to and with Xing Hang, Kingston Securities and EDS (so as to bind my/our successors and assignees) that in respect of the Ordinary EDS Shares which are accepted or deemed to have been accepted under the Offer, which acceptance has not been validly withdrawn, and which have not been registered in the name of Xing Hang or as it may direct, to give:
  - an authority to EDS 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 EDS (including any Share Certificate(s) and/or other document(s) of title issued as a result of conversion of such Ordinary EDS Shares into certificated form) to the attention of Xing Hang at the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong;
  - an irrevocable authority to Xing Hang or its agents to sign any consent to short notice of any general meeting of EDS on my/our behalf and/or to attend and/or to execute a form of proxy in respect of such Ordinary EDS Shares appointing any person nominated by Xing Hang to attend such general meeting (or any adjournment thereof) and to exercise the votes attaching to such Ordinary EDS Shares on my/our behalf, such votes to be cast in a manner to be determined at the sole discretion of Xing Hang; and
  - my/our agreement not to exercise any of such rights without the consent of Xing Hang 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 Xing Hang or its nominee or appointee, for or to attend or to vote at the general meeting of EDS. I/we hereby expressly revoke such appointment.
- I/We acknowledge that, save as expressly provided in the Composite Document and this Form of Share Acceptance, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable and unconditional.

## PERSONAL DATA

### Personal Information Collection Statement

This personal information collection statement informs you of the policies and practices of Xing Hang, Kingston Securities and the Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Privacy Ordinance").

#### 1. Reasons for the collection of your personal data

To accept the Offer for your Ordinary EDS 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 Share Acceptance 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 of Share Acceptance and the Composite Document;
- registering transfers of the Ordinary EDS Share(s) out of your name;
- maintaining or updating the relevant register of members of EDS;
- conducting or assisting to conduct signature verifications, and any other verifications or exchange of information;
- establishing your entitlements under the Offer;
- distributing communications from Xing Hang, Kingston Securities or the Registrar;
- compiling statistical information and EDS 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 Xing Hang, Kingston Securities or the Registrar; and

- any other incidental or associated purposes relating to the above and/or to enable Xing Hang, Kingston Securities and/or the Registrar to discharge their obligations to the EDS Shareholders and/or regulators and other purpose to which the EDS Shareholders may from time by time agree to or be informed of.

#### 3. Transfer of personal data

The personal data provided in this Form of Share Acceptance will be kept confidential but Xing Hang, Kingston 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:

- Xing Hang, Kingston Securities and/or the Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to Xing Hang, Kingston Securities and/or the Registrar, 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 bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom Xing Hang, Kingston Securities and/or the Registrar consider(s) to be necessary or desirable in the circumstances.

#### 4. Access to and correction of personal data

The Privacy Ordinance provides you with rights to ascertain whether Xing Hang, Kingston Securities and/or the 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 Privacy Ordinance, Xing Hang, Kingston Securities and 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 Xing Hang, Kingston Securities and/or the Registrar (as the case may be).

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

## 個人資料

### 個人資料收集聲明

本個人資料收集聲明旨在知會閣下有關興航、金利豐證券及過戶登記處有關個人資料及香港法例第486章個人資料(私隱)條例(「**私隱條例**」)之政策及慣例。

#### 1. 收集閣下個人資料之理由

倘閣下欲就所持有之普通EDS股份接納要約，則須提供所需之個人資料。倘閣下未能提供所需資料，則可能會導致閣下之接納遭拒絕或延誤處理。這亦可能妨礙或延誤寄發閣下根據要約應得之代價。

#### 2. 用途

閣下於本股份接納表格所提供之個人資料可能會就下列用途加以運用、持有及/或保存(以任何方式)：

- 處理閣下之接納及核實或遵從本股份接納表格及綜合文件載列之條款及申請手續；
- 登記將普通EDS股份從閣下名下轉讓；
- 保存或更新相關之EDS股東名冊；
- 核實或協助核實簽名，以及對任何其他資料進行核實或交換；
- 確立閣下根據要約應得之配額；
- 自興航、金利豐證券或過戶登記處收取通訊；
- 編製統計資料及EDS股東概覽；
- 遵照法例、規則或規例(無論法定或非法定)之要求作出披露；
- 披露有關資料以便申索或享有配額；
- 與興航、金利豐證券或過戶登記處業務有關之任何其他用途；及

- 與上文所述有關之任何其他附帶或相關用途及/或以便興航、金利豐證券及/或過戶登記處履行彼等對EDS股東及/或監管機構之責任及EDS股東可能不時同意或獲悉之其他用途。

#### 3. 轉交個人資料

本股份接納表格所提供之個人資料將會保密，但興航、金利豐證券及/或過戶登記處可能會作出彼等認為必要之查詢以確定個人資料之準確性，以便資料可達致上述或任何有關之用途，尤其可能會向下列任何及所有人士及實體披露、取得或轉交該等個人資料(不論在香港境內或境外)：

- 興航、金利豐證券及/或過戶登記處；
- 為興航、金利豐證券及/或過戶登記處之業務經營向彼等提供行政、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；
- 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、持牌證券交易商或註冊證券機構；及
- 興航、金利豐證券及/或過戶登記處認為必需或適當情況下之任何其他人士或機構。

#### 4. 查閱及更正個人資料

私隱條例賦予閣下權利確定興航、金利豐證券及/或過戶登記處是否持有閣下之個人資料，索取該等資料副本及更正任何不正確資料。根據私隱條例，興航、金利豐證券及過戶登記處有權就處理任何查閱資料之要求收取合理費用。所有關於查閱資料或更正資料或詢問關於政策及慣例及所持資料類別之要求，應向興航、金利豐證券及/或過戶登記處(視乎情況而定)提出。

閣下簽署本表格，即表示同意上述所有條款。