

Unless the context otherwise requires, terms used in this **WHITE** Form of Acceptance shall bear the same meanings as those defined in the composite offer and response document dated 29 September 2009 (the "Composite Offer Document") issued jointly by Teamsun Technology (HK) Limited and Automated Systems Holdings Limited.

除文義另有規定外，本白色接納表格所用詞彙與華勝天成科技(香港)有限公司及自動系統集團有限公司聯合於二零零九年九月二十九日刊發之綜合收購建議及回應文件(綜合收購建議文件)所界定者具相同涵義。

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 **WHITE** 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 White Form of Acceptance.

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白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，概不對因本白色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。

WHITE FORM OF ACCEPTANCE FOR USE IF YOU WANT TO ACCEPT THE GENERAL OFFER.

白色接納表格在閣下欲接納全面收購建議時適用。



AUTOMATED SYSTEMS HOLDINGS LIMITED

自動系統集團有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

(Stock Code: 771)
(股份代號: 771)

Hong Kong Branch Registrar:
Tricor Tengis Limited
26/F Tesbury Centre,
28 Queen's Road East, Wanchai,
Hong Kong
香港股份過戶登記分處:
卓佳登捷時有限公司
香港
灣仔皇后大道東二十八號
金鐘匯中心二十六樓

WHITE FORM OF ACCEPTANCE AND TRANSFER OF SHARES OF HK\$0.10 EACH IN THE ISSUED SHARE CAPITAL OF AUTOMATED SYSTEMS HOLDINGS LIMITED

自動系統集團有限公司
已發行股本中每股面值0.10港元股份之
白色接納及轉讓表格

To be completed in all respects
每項均須填寫

Note: 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 on this **WHITE** Form of Acceptance and you have signed this **WHITE** Form of Acceptance, you will be deemed to have accepted the General Offer for your entire registered holding of Shares.

附註: 請填上接納全面收購建議之股份總數。如閣下已簽署本白色接納表格但未在本白色接納表格上填上數目，或所填數目超過閣下所持股份之登記持量，則閣下將被視為已就閣下持有股份之全部登記持量接納全面收購建議。

PLEASE
DO NOT
DATE
請勿填寫日期

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the share(s) of HK\$0.10 each in the issued share capital of the Company held by the Transferor(s) specified below, upon and subject to the terms contained herein and in the accompanying Composite Offer Document, and the Transferee hereby agrees to accept and hold the Share(s) subject to such terms.

下述之轉讓人現根據本白色接納表格及附奉之綜合收購建議文件中列明的條款，按下列代價，將以下註明轉讓人所持本公司已發行股本中每股面值0.10港元之股份轉讓予下述之承讓人，承讓人特此同意在該等條款的規限下，接納及持有股份。

Total number of Share(s) to which this acceptance relates (<i>Note</i>) 本接納涉及之股份總數(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 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(es) 註冊地址	Telephone number 電話號碼
CONSIDERATION 代價	For each Share: HK\$1.29 in cash 每股股份: 現金1.29港元	
TRANSFEEE 承讓人	Name: Teamsun Technology (HK) Limited Address: Unit A, 20th Floor, 211 Johnston Road, Wan Chai, Hong Kong. Occupation: Corporation 名稱: 華勝天成科技(香港)有限公司 地址: 香港灣仔莊士敦道211號20樓A室 職業: 法團	

SIGNED by the parties to this transfer, this _____ day of _____ 2009 由轉讓雙方於二零零九年_____月_____日簽署

Signed by the Transferor(s) in the presence of:
轉讓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 _____

Address of witness 見證人地址 _____

Occupation of witness 見證人職業 _____

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
個別簽署

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:

Name of witness 見證人姓名 _____

Signature of witness 見證人簽署 _____

Address of witness 見證人地址 _____

Occupation of witness 見證人職業 _____

For and on behalf of 代表
Teamsun Technology (HK) Limited
華勝天成科技(香港)有限公司

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

PERSONAL DATA

Personal Information Collection Statement

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 and the Company's share registrar in Hong Kong 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. It may also prevent or delay the despatch of the consideration to which you are entitled under the General Offer.

2. Purposes

The personal data which you provide on this **WHITE** 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 **WHITE** Form of Acceptance and the Composite Offer Document;
- registering transfers of the Shares out of your name;
- maintaining or updating the relevant register of holders of the Shares;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from the Offeror and/or its subsidiaries or agents such as DTCFL and the Company's share registrar in Hong Kong;
- compiling statistical code information and 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 the Offeror or the Company's share registrar in Hong Kong; and
- any other incidental or associated purposes relating to the above and any other purposes 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 **WHITE** Form of Acceptance will be kept confidential but the Offeror and/or the Company's share registrar in Hong Kong 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, its subsidiaries and/or agent(s), such as DTCFL and the Company's share registrar in Hong Kong;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Company's share registrar in Hong Kong 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 your bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom the Offeror and/or the Company's share registrar in Hong Kong 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 the Company's share registrar in Hong Kong 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 the Company's share registrar in Hong Kong 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 or the Company's share registrar in Hong Kong (as the case may be).

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

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收購方及公司之香港股份過戶登記處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

如就閣下的股份接納全面收購建議，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，且亦可能妨礙或延遲寄發閣下根據全面收購建議應得之代價。

2. 用途

閣下於本白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白色接納表格及綜合收購建議文件載列的條款及申請程序；
- 登記閣下名義進行的股份轉讓；
- 保存或更新有關股份的股東名冊；
- 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/或其附屬公司或代理人(例如德勤及公司之香港股份過戶登記處)收取通訊；
- 編製統計代碼資料及股東資料；
- 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申索或權益；
- 有關收購方或公司之香港股份過戶登記處業務的任何其他用途；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知悉的其他用途。

3. 轉讓個人資料

本白色接納表格提供的個人資料將作為機密資料妥當保存，惟收購方及/或公司之香港股份過戶登記處可能為達致上述任何用途作出必需的查詢，以確認個人資料的準確性，彼等尤其可能披露、獲取或轉交(無論在香港或香港境外地區)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(無論在香港或香港境外地區)該等個人資料：

- 收購方、其附屬公司及/或代理，例如德勤及公司之香港股份過戶登記處；
- 任何為公司之香港股份過戶登記處的業務經營提供行政、電訊、電腦、付款或其他服務的任何代理商、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，例如閣下的銀行、律師、會計師、持牌證券交易商或註冊證券機構；及
- 收購方及/或公司之香港股份過戶登記處認為必需或適當情況下的任何其他個人或機構。

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/或公司之香港股份過戶登記處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，收購方及公司之香港股份過戶登記處可就要求獲取任何數據收取合理的手續費。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，須提交收購方或公司之香港股份過戶登記處(視情況而定)。

閣下一經簽署本白色接納表格即表示同意上述所有條款。

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

If you are in any doubt as to any aspect of this WHITE Form of Acceptance or as to the action you should take, 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 Shares, you should at once hand this WHITE Form of Acceptance and the accompanying Composite Offer Document to the purchaser(s) or transferee(s) or to the bank, to 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 General Offer to persons with a registered address in jurisdiction outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdiction. Shareholders who are citizens or residents or nationals of jurisdictions outside Hong Kong should obtain appropriate legal advice on, inform themselves about and observe any applicable legal requirement. It is the responsibility of each person who wishes to accept the General Offer to satisfy himself, herself or itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other consents which may be required, exchange control and any registration or filing which may be required in compliance with all necessary formalities, regulatory and/or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction. The Offeror, DTCFL and any person involved in the General Offer shall be entitled to be fully indemnified and held harmless by you for any taxes that you may be required to pay. 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, including any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

This WHITE Form of Acceptance should be read in conjunction with the accompanying Composite Offer Document.

HOW TO COMPLETE THIS WHITE FORM OF ACCEPTANCE

- To accept the General Offer made by DTCFL for and on behalf of the Offeror to acquire your Shares, you should complete and sign this WHITE Form of Acceptance overleaf and forward this entire WHITE Form of Acceptance 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) in respect of not less than the number of Shares in respect of which you intend to accept the General Offer, by post or by hand marked "ASL General Offer" on the envelope to the Company's share registrar in Hong Kong, Tricor Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible, but in any event so as to reach the Company's share registrar in Hong Kong by no later than 4:00 p.m. (Hong Kong time) on 20 October 2009 or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code. The provisions of Appendix I to and other terms and conditions contained in the Composite Offer Document are incorporated into and form part of this WHITE Form of Acceptance. Shareholders are advised to read the Composite Offer Document before completing this WHITE Form of Acceptance.
- Warning:** Shareholders should also be aware that in accepting the General 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 General Offer**
If you wish to accept the General Offer, you should:
 - insert in the box titled "Total number of Share(s) to which this acceptance relates" the total number of Shares for which you wish to accept the General Offer; and
 - sign the WHITE Form of Acceptance and enclose the relevant share 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 General Offer in respect of your entire registered holding of Shares, you do NOT have to fill in the box titled "Total number of Share(s) to which this acceptance relates". Warning: You must sign the WHITE Form of Acceptance and enclose the relevant share 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 Shares on behalf of another person as nominee or otherwise, you should refer to the section headed "Procedures for Acceptance" in Appendix I to the Composite Offer Document in particular as to the matters which you should consider.
- Warning:** If you do not insert the total number of Shares to which your acceptance relates in the box titled "Total number of Share(s) to which this acceptance relates", you will be deemed to have accepted the General Offer in respect of your entire registered holding of Shares.
- Warning:** If you insert a number in excess of your registered holding of Shares in the box titled "Total number of Share(s) to which this acceptance relates", you will be deemed to have accepted the General Offer in respect of your entire registered holding of Shares.

WHITE FORM OF ACCEPTANCE IN RESPECT OF THE GENERAL OFFER

To: The Offeror and DTCFL

- My/Our execution of this WHITE Form of Acceptance (whether or not such WHITE Form of Acceptance is dated) shall be binding on my/our successors and assigns, and shall constitute:
 - my/our irrevocable acceptance of the General Offer, made by DTCFL on behalf of the Offeror, as contained in the Composite Offer Document 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 WHITE Form of Acceptance" above), in respect of the number of Shares specified in this WHITE Form of Acceptance 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 Shares of which I/we am/are registered as the holder(s);
 - my/our irrevocable instruction and authority to the Offeror and/or DTCFL or their respective agent(s) to collect from the Company or the Company's share registrar in Hong Kong 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 Company's share registrar in Hong Kong and to authorise and instruct the Company's share registrar in Hong Kong to hold such share certificate(s) subject to the terms and conditions of the General Offer, as if it was/they were share certificate(s) delivered to the Company's share registrar in Hong Kong together with this WHITE Form of Acceptance;
 - where I/we have accepted the General Offer, my/our irrevocable instruction and authority to the Offeror and/or DTCFL 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 General Offer after deducting all stamp duty payable by me/us in connection with my/our acceptance of the General 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 me/us 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:
(Insert below the 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 the joint registered shareholders.)
Name: (in block capitals) _____
Address: (in block capitals) _____
 - my/our irrevocable instruction and authority to the Offeror and/or DTCFL 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 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 WHITE Form of Acceptance in accordance with the provisions of that Ordinance;
 - my/our irrevocable instruction and authority to any director of the Offeror and/or DTCFL 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 WHITE Form of Acceptance and to duly complete this WHITE Form of Acceptance in accordance with the section titled "How to complete this WHITE 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 Offeror or such person or persons as it may direct my/our Shares tendered for acceptance of the General 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 Share(s) tendered for acceptance under the General Offer to the Offeror 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 Completion Date or subsequently becoming attached to them, including the right to receive all dividends and distributions declared, made or paid on or after the Completion Date;
 - 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 General Offer will be implemented in full in accordance with the terms of the General Offer;
 - my/our agreement to ratify each and every act or thing done or effected by the Offeror and/or DTCFL 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 Offeror and/or DTCFL as my/our attorney in respect of all the Shares to which this acceptance relates.
- In the event that my/our acceptance is not valid or is treated as invalid in accordance with the terms of the General 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 any other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof), together with this WHITE Form of Acceptance duly cancelled, by post at my/our risk to the person(s) and address stated above for the receipt of any cheque 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 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 DTCFL or their respective agent(s) from the Company or the Company's share registrar in Hong Kong on your behalf, you will be sent such share certificate(s) in lieu of the transfer receipt(s).
- 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 in respect thereof) for the whole/part of my/our holding of Shares which is/are to be held by you on the terms of the General Offer. I/We understand that no acknowledgement of receipt of any WHITE Form of Acceptance or any share certificate(s) and/or any other documents will be given. I/We further understand that all documents will be sent by ordinary post at my/our own risk.
- I/We hereby warrant and represent to you that, I am/we are the registered shareholder(s) of the number of Shares specified in this WHITE Form of Acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of such Shares to the Offeror by way of acceptance of the General Offer.
- I/We understand that acceptance of the General Offer by me/us will constitute a warranty by me/us to the Offeror and/or DTCFL that the number of Share(s) specified in this WHITE Form of Acceptance or, if no such number is specified or a greater number is specified than I am/we are registered as the holder(s), in respect of all such Shares as to which I am/we are registered as the holder(s), are fully paid and 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 thereto, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the Completion Date.
- I/We acknowledge that, save as expressly provided in the Composite Offer Document and in this WHITE 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/we have satisfied the laws 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 General 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.
- I/We hereby warrant and represent to you 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 the Company in connection with my/our acceptance of the General Offer.
- I/We hereby acknowledge that my/our Shares sold to the Offeror by way of acceptance of the General Offer will be registered under the name of the Offeror or its nominee.

本白色接納表格乃重要文件，請即處理。

閣下如對本白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。

閣下如已售出或轉讓所有名下之股份，應立即將本白色接納表格連同隨附之綜合收購建議文件，送交買主或其他承讓人，或經手買賣或轉讓之銀行、持牌證券交易商或註冊證券機構或其他代理商，以便轉交買主或承讓人。

向登記地址位於香港境外司法權區之人士提出全面收購建議，或會受到有關司法權區之法律禁止或影響。股東倘為香港境外司法權區之公民或居民或國民，應尋求、自行瞭解有關任何適用法律規定之適當法律意見並加以遵守。欲接納全面收購建議之人士，均有責任全面遵守有關司法權區之法律，包括遵照任何必要手續、監管及/或法律規定獲取可能需要之政府或任何其他同意、外匯管制及任何登記或存檔規定，及支付有關司法權區之任何轉讓或其他稅項。收購方、德勤及任何參與全面收購建議之人士將可就閣下可能須支付之任何稅項獲全面彌償及毋須負責。閣下接納全面收購建議，即構成閣下保證閣下根據一切適用法例獲准接獲及接納全面收購建議(包括其任何修訂)，而有關接納根據一切適用法例有效及具約束力。

本白色接納表格應與隨附之綜合收購建議文件一併閱覽。

如何填寫本白色接納表格

- 閣下如欲接納德勤代表收購方收購閣下所持股份提出之全面收購建議，應填妥及簽署背頁之本白色接納表格，並將整份白色接納表格連同不少於閣下擬接納全面收購建議涉及之股份數目之有關股票及/或過戶收據及/或任何其他所有權文件(及/或任何就此所需之滿意彌償保證)，盡快郵寄或交回公司之香港股份過戶登記處卓佳登捷時有限公司，地址為香港灣仔皇后大道東二十八號金鐘匯中心二十六樓(封面須註明「自動系統全面收購建議」)，惟無論如何不得遲於二零零九年十月二十日下午四時正(香港時間)或收購方根據收購守則釐定及公告之較後時間及/或日期交回公司之香港股份過戶登記處。綜合收購建議文件附錄一之條文及所載其他條款及條件納入本白色接納表格其中一部分。股東務請先閱讀綜合收購建議文件後始填寫本白色接納表格。
- 警告：股東務須注意，因接納全面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。**
- 接納全面收購建議之程序**
倘閣下欲接納全面收購建議，閣下應：
 - 於註明「本接納涉及之股份總數」之空格內填寫閣下擬接納全面收購建議之股份總數；及
 - 簽署白色接納表格並附上有關之股票、過戶收據及/或任何其他所有權文件(及/或任何就此有關之滿意彌償保證)。
- 倘閣下擬就閣下全部所持股份之登記持股量接納全面收購建議，則閣下無須填寫註明「本接納涉及之股份總數」之空格。**警告：閣下務須簽署白色接納表格，並附上有關之股票、過戶收據及/或任何其他所有權文件(及/或任何就此有關之滿意彌償保證)。**
- 倘閣下代表另一名人士以代名人或其他身分持有股份，閣下應參閱綜合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「本接納涉及之股份總數」空格內填寫閣下擬接納全面收購建議之股份總數，則閣下將被視作就閣下全部所持股份之登記持股量接納全面收購建議。**
- 警告：倘閣下於註明「本接納涉及之股份總數」空格內填寫超出閣下所持股份之登記持股量，則閣下將被視作就閣下全部所持股份之登記持股量接納全面收購建議。**

全面收購建議之白色接納表格

致：收購方及德勤

- 本人/吾等一經簽署本白色接納表格(無論該白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德勤代表收購方提出之綜合收購建議文件所述全面收購建議，按及受制於綜合收購建議文件及本白色接納表格所載代價與有關條款(包括上文「如何填寫本白色接納表格」標題所載條款)，就本白色接納表格上註明股份數目接納全面收購建議，或如未有填上數目或註明之數目超出本人/吾等以登記持有人名義持有之數目，則接納收購本人/吾等名下登記持有之全部股份；
 - 本人/吾等不可撤回地指示及授權收購方及/或德勤或其代理，代表本人/吾等根據隨附經本人/吾等正式簽署之過戶收據及/或其他所有權文件(如有)(及/或任何就此所需之滿意彌償保證)，向公司或公司之香港股份過戶登記處領取本人/吾等就股份應獲發之股票，並將有關股票送交公司之香港股份過戶登記處，且授權及指示公司之香港股份過戶登記處根據全面收購建議之條款及條件持有該等股票，猶如該等股票已連同本白色接納表格一併交回公司之香港股份過戶登記處；
 - 如本人/吾等已接納全面收購建議，本人/吾等不可撤回地指示及授權收購方及/或德勤或其代理，就本人/吾等根據全面收購建議之條款應得之現金代價(扣除本人/吾等就接納全面收購建議應付之所有印花稅後)，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，或如並無填上姓名及地址，則按公司之股東名冊所示登記地址，寄予本人/吾等或吾等當中所列首位之股東(如屬股份之聯名登記持有人)，郵誤風險概由本人/吾等承擔：
(如收取支票之人士並非股份之登記股東或名列首位之聯名登記股份持有人，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：(請用正楷填寫) _____
 - 本人/吾等不可撤回指示及授權收購方及/或德勤或其可能指定之人士，代表本人/吾等以根據全面收購建議出售股份賣方之身分，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白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/或德勤或其可能指定之人士，代表本人/吾等填妥、修改及簽署任何文件，包括但不限於在本白色接納表格上填上日期及根據上文「如何填寫本白色接納表格」一節正式填妥本白色接納表格，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，以及辦理任何其他可能必需或適當之手續，將本人/吾等就接納全面收購建議遞交之股份轉歸收購方或其可能指定之人士所有；
 - 本人/吾等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，以確保就接納全面收購建議交出轉讓予收購方或其可能指定人士之股份不受任何第三者權利、留置權、抵押、衡平權及產權負擔所限制，並享有於完成日期或之後股份所附帶一切權利，包括收取於完成日期或之後宣派、作出或派付之所有股息及分派之權利；
 - 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/吾等根據全面收購建議有權收取之代價將根據全面收購建議之條款全面作出；
 - 本人/吾等同意追認收購方及/或德勤或其各自之代理或其可能指定之人士，行使本白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股份委任收購方及/或德勤之任何人士為本人/吾等之授權代表。
- 倘根據全面收購建議之條款，本人/吾等之接納為無效或視為無效，則上文第1段所載一切指示、授權及承諾均告終止，而在此情況下，本人/吾等授權並要求閣下將本人/吾等之股票及/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)，連同已正式註銷之本白色接納表格一併以郵寄方式寄回上文就接納任何支票所指人士及地址，或如無填上姓名及地址，則按公司之股東名冊所示登記地址寄回本人或吾等當中所列首位之股東(如屬股份之聯名登記持有人)，郵誤風險概由本人/吾等承擔。
附註：倘閣下交回一份或以上過戶收據，而同時收購方及/或德勤或彼等各自之代理代表閣下，向公司或公司之香港股份過戶登記處領取有關股票，則閣下將獲發股票而非過戶收據。
- 本人/吾等茲附閣下/吾等所持全部/部分股份之有關股票及/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)，由閣下依照及根據全面收購建議之條款予以保存。本人/吾等明白將不會就任何白色接納表格或任何股票及/或任何其他文件獲發收據。本人/吾等亦明白所有文件將以平郵方式寄發，郵誤風險概由本人/吾等承擔。
- 本人/吾等謹此向閣下保證及聲明，本人/吾等為本白色接納表格所示股份數目之登記股東，而本人/吾等擁有全部權利、權力及權限，藉接納全面收購建議之方式向收購方出售及轉讓本人/吾等所持股份之所有權及擁有權。
- 本人/吾等明白本人/吾等接納全面收購建議，將表示本人/吾等向收購方及/或德勤保證，本白色接納表格所示股份數目，或如並無註明有關數目或註明之數目較本人/吾等登記為持有人的數目為多，則就本人/吾等登記為持有人的所有有關股份而言，已悉數繳足，且於出售時並無附帶所有留置權、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，但連同本表格所附帶一切權利，包括收取於完成日期或之後宣派、作出或支付之所有股息及其他分派(如有)之權利。
- 本人/吾等確認，除綜合收購建議文件及本白色接納表格明確提供者外，謹此作出之所有接納、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，本人/吾等已遵守公司股東名冊上列示本人/吾等地址所在司法權區關於本人/吾等接納全面收購建議方面之法律，包括獲得任何必需之手續、規例或法律規定而可能需要之政府方面、外匯管制或其他方面之同意及任何存檔登記。
- 本人/吾等謹此向閣下保證，本人/吾等須就支付本人/吾等於公司股東名冊上列示地址所在司法權區關於本人/吾等接納全面收購建議方面之任何應付過戶費或其他稅項承擔全部責任。
- 本人/吾等承認透過接納全面收購建議而向收購方出售本人/吾等之股份，將以收購方或其代名人之名義登記。