

Unless the context otherwise requires, terms used in this Form of Acceptance shall bear the same meanings as those defined in the composite offer and response document dated 6 April 2011 (the "Composite Document") issued jointly by Superb Smart Limited and Sam Woo Holdings Limited.

除文義另有規定外，本接納表格所用詞彙與Superb Smart Limited及三和集團有限公司聯合刊發日期為二零一一年四月六日之綜合收購建議及回應文件(「綜合文件」)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 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 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。

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

接納表格在閣下欲接納收購建議時適用。



SAM WOO HOLDINGS LIMITED

三和集團有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 2322)

(股份代號: 2322)

Hong Kong branch share registrar of the Company:

Tricor Tengis Limited

26th Floor

Tesbury Centre

28 Queen's Road East

Wanchai

Hong Kong

本公司之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28號

金鐘匯中心

26樓

FORM OF ACCEPTANCE AND TRANSFER OF SHARES OF HK\$0.01 EACH IN THE ISSUED SHARE CAPITAL OF SAM WOO HOLDINGS LIMITED

三和集團有限公司

已發行股本中每股面值0.01港元股份之

接納及過戶表格

To be completed in all respects

每項均須填寫

Note: Insert the total number of Shares for which the Offer is accepted. If no number is inserted or a number in excess of your registered holding of Shares is inserted on this Form of Acceptance and you have signed this Form of Acceptance, you will be deemed to have accepted the Offer for your entire registered holding of Shares.

附註: 請填上接納收購建議之股份總數。如閣下已簽署本接納表格但未有在本接納表格上填上數目，或所填數目超過閣下所登記持有之股份數目，則閣下將被視為已就閣下登記持有之全部股份接納收購建議。

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the share(s) of HK\$0.01 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 Document, and the Transferee hereby agrees to accept and hold the Share(s) subject to such terms.

下述「轉讓人」現根據及受限於本接納表格及附奉之綜合文件中列明的條款，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0.01港元之股份轉讓予下述「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 (Note) 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) 登記地址:	Telephone number 電話號碼
CONSIDERATION 代價	For each Share: HK\$0.116 in cash 每股股份: 現金0.116港元	
TRANSFEEE 承讓人	Name: Superb Smart Limited Address: Units 1310-13, 113 Argyle Street, Mongkok, Kowloon, Hong Kong Occupation: Corporation 名稱: Superb Smart Limited 地址: 香港九龍旺角亞皆老街113號1310-13室 職業: 法團	

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

轉讓人或代表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)/Company chop, if applicable

轉讓人簽署/公司印鑑(倘適用)

Date of submission of this Form of Acceptance

提交本接納表格之日期

**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: Signature of witness 見證人簽署	For and on behalf of 代表 Superb Smart Limited
Name of witness 見證人姓名	
Address 地址	
Occupation 職業	Signature(s) of Transferee 承讓人簽署
Date of transfer 轉讓日期	

* For identification purpose only

* 僅供識別

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 branch 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 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 Offer.

2. Purposes

The personal data which you provide on this 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 Form of Acceptance and the Composite 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 Kingston Securities and the Company's branch 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 branch share registrar in Hong Kong; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or its subsidiaries or agent(s) such as Kingston Securities and the Company's branch share registrar in Hong Kong to discharge their obligations to the Shareholders and/or regulators 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 Form of Acceptance will be kept confidential but the Offeror and/or the Company's branch 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 Kingston Securities and the Company's branch share registrar in Hong Kong;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror, its subsidiaries and/or agent(s) such as Kingston Securities and the Company's branch 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, its subsidiaries and/or agent(s) such as Kingston Securities and the Company's branch 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, its subsidiaries and/or agent(s) such as Kingston Securities and the Company's branch 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, its subsidiaries and/or agent(s) such as Kingston Securities and the Company's branch 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, its subsidiaries and/or agent(s) such as Kingston Securities and the Company's branch share registrar in Hong Kong (as the case may be).

BY SIGNING THIS 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收購方及本公司之香港股份過戶登記分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收購建議，閣下須提供所需個人資料。倘閣下未能提供所需資料，則可能導致閣下的接納遭拒或受到延誤，且亦可能妨礙或延遲發出閣下根據收購建議應得之代價。

2. 用途

閣下於本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接納表格及綜合文件載列的條款及申請程序；
- 登記以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(如金利豐證券)及本公司之香港股份過戶登記分處收取通訊；
- 編製統計代碼資料及股東資料；
- 按法例、規則或規例(無論法定或其他類別規定)作出披露；
- 就申索或權益披露有關資料；
- 有關收購方或本公司之香港股份過戶登記分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／或容許收購方及／或其附屬公司或代理(如金利豐證券)及本公司之香港股份過戶登記分處履行彼等對股東及／或監管機構之責任及股東可能不時同意或獲知會的任何其他用途。

3. 轉讓個人資料

本接納表格提供的個人資料將作為機密資料妥當保存，惟要約方及／或本公司之香港股份過戶登記分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，或獲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(例如金利豐證券)及本公司之香港股份過戶登記分處；
- 任何為收購方、其附屬公司及／或代理(如金利豐證券)及本公司之香港股份過戶登記分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、其附屬公司及／或代理(如金利豐證券)及本公司之香港股份過戶登記分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、其附屬公司及／或代理(如金利豐證券)及本公司之香港股份過戶登記分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、其附屬公司及／或代理(如金利豐證券)及本公司之香港股份過戶登記分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、其附屬公司及／或代理(如金利豐證券)及本公司之香港股份過戶登記分處(視情況而定)。

閣下簽署本接納表格即表示同意上述所有條款。

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

If you are in any doubt as to any aspect of this 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 Form of Acceptance and the accompanying Composite Document to the purchaser(s) or transferee(s) or to the bank, 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 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 Offer to satisfy himself, herself or itself as to the full observance of the laws and regulations of all 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, Kingston Securities, the Company, any of their respective directors and professional advisor and any person 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 that you may be required to pay. Acceptance of the Offer by you will constitute a warranty by you that you are permitted under all applicable laws to receive and accept the Offer, including any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws and regulations.

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

HOW TO COMPLETE THIS FORM OF ACCEPTANCE

- To accept the Offer made by Kingston Securities for and on behalf of the Offeror to acquire your Shares, you should complete and sign this Form of Acceptance overleaf and forward this entire 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 Offer, by post or by hand marked "Sam Woo Holdings Limited Offer" on the envelope to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, 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 branch share registrar in Hong Kong by no later than 4:00 p.m. (Hong Kong time) on 27 April 2011 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 Document are incorporated into and form part of this Form of Acceptance. Shareholders are advised to read the Composite Document before completing this Form of Acceptance.
- Warning:** Shareholders should also be aware that in accepting the 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 Offer**
If you wish to accept the 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 Offer; and
 - sign the 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 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 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 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 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 Offer in respect of your entire registered holding of Shares.

FORM OF ACCEPTANCE IN RESPECT OF THE OFFER

To: The Offeror and Kingston Securities

- My/Our execution of this Form of Acceptance (whether or not such Form of Acceptance is dated) 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 the Offeror, as contained in the Composite Document for the consideration and subject to the terms therein and herein mentioned (including the terms set out under the heading "How to complete this Form of Acceptance" above), in respect of the number of Shares specified in this 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 each of the Offeror and/or Kingston Securities or their respective agent(s) to collect from the Company or the Company's branch 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 branch share registrar in Hong Kong and to authorise and instruct the Company's branch share registrar in Hong Kong 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 Company's branch share registrar in Hong Kong together with this Form of Acceptance;
 - where I/we have accepted the Offer, my/our irrevocable instruction and authority to each of the Offeror and/or Kingston Securities and/or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 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 Offer after deducting all stamp duty payable by me/us in connection with my/our acceptance of the Offer by ordinary 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 as soon as possible but in any event within 10 days of the date of receipt of all the relevant documents by the Company's branch share registrar in Hong Kong to render the acceptance under the Offer complete and valid:
(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 each of the Offeror and/or Kingston Securities and/or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 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 Offer and to cause the same to be stamped and to cause an endorsement to be made on this 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 Kingston Securities and/or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, or 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 this Form of Acceptance and to duly complete this Form of Acceptance in accordance with the section titled "How to complete this 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 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 Offer to the Offeror or such person or persons as it may direct free from all third party rights, liens, charges, options, claims, adverse interest, equities and encumbrances and together with all rights attaching thereto including, without limitation, the right to receive all dividends and distributions declared, made or paid on or after the date of acceptance, in respect of the Shares tendered for acceptance under the Offer;
 - 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 Offer will be implemented in full in accordance with the terms of the Offer;
 - my/our agreement to ratify each and every act or thing done or effected by the Offeror and/or Kingston Securities and/or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 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 Kingston Securities and/or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, as my/our attorney in respect of all the Shares to which this Form of 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.
- In the event that my/our acceptance is not valid or 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 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 Form of Acceptance duly cancelled, by ordinary 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 any of the Offeror and/or Kingston Securities or their respective agent(s) from the Company or the Company's branch share registrar in Hong Kong on your behalf, you will be returned 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 Offer. I/We understand that no acknowledgement of receipt of any Form of Acceptance or any share certificate(s) and/or any other documents of title (and/or any satisfactory indemnity or indemnities 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 hereby warrant and represent to you that, I am/we are the registered shareholder(s) of the number of Shares specified in this 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 Offer.
- I/We understand that acceptance of the Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror and/or Kingston Securities that the number of Share(s) specified in this 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, options, claims, adverse interest, third party rights, equities, encumbrances, rights of preemption 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 date of acceptance.
- I/We acknowledge that, save as expressly provided in the Composite Document and in this 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 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 Offer.
- I/We hereby acknowledge that my/our Shares sold to the Offeror by way of acceptance of the Offer will be registered under the name of the Offeror or its nominee.

