

Unless the context otherwise requires, terms used in this Form of Share Offer Acceptance shall bear the same meanings as those defined in the composite document dated 24 October 2016 (the "Composite Document") issued jointly by Star Fly Limited and Fresh Choice Holdings Limited (the "Offerors") and Perfectech International Holdings Limited (the "Company").

除文義另有所指外，本股份要約接納表格所用詞彙與Star Fly Limited及Fresh Choice Holdings Limited (「要約人」) 及Perfectech International Holdings Limited 威發國際集團有限公司\*(「本公司」) 於二零一六年十月二十四日聯合刊發之綜合文件(「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 Form of Share Offer 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 Share Offer 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股份要約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股份要約接納表格全部或部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

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

閣下如欲接納股份要約，請使用本股份要約接納表格。



## PERFECTECH INTERNATIONAL HOLDINGS LIMITED

### 威發國際集團有限公司\*

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 765)

(股份代號：765)

**FORM OF SHARE OFFER ACCEPTANCE OF ORDINARY SHARE(S) OF HK\$0.10 EACH  
IN THE ISSUED SHARE CAPITAL OF PERFECTECH INTERNATIONAL HOLDINGS LIMITED  
PERFECTECH INTERNATIONAL HOLDINGS LIMITED 威發國際集團有限公司已發行股本中  
每股面值0.10港元之普通股股份之股份要約接納表格**

**To be completed in full每項均須填寫**

Branch share registrar and transfer office in Hong Kong: Tricor Standard Limited (the "Registrar")

香港股份過戶登記分處：卓佳標準有限公司(「過戶登記處」)

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

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 shares of HK\$0.10 each in the issued share capital of the Company (the "Share(s)") held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the accompanying Composite Document. 下述「轉讓人」謹此按下列代價，向下述「承讓人」轉讓以下註明轉讓人所持有之本公司已發行股本中每股面值0.10港元之普通股股份(「股份」)，惟須遵守本表格及其隨附之綜合文件內之條款及條件。			
Number of Shares to be transferred 將予轉讓股份數目	FIGURES 數目	WORDS 大寫	
Share certificate number(s) 股票號碼			
TRANSFEROR(S) name(s) and address in full 轉讓人 全名及地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK LETTERS) (請用打字機或用正楷填寫)	Family name(s)/Company name(s) 姓氏/公司名稱	Forename(s) 名字	
	Registered address 登記地址		Telephone number 電話號碼
CONSIDERATION 代價	HK\$1.815 in cash for each Share 就每股股份而言，為現金1.815港元		
TRANSFEEE 承讓人	Names名稱： Star Fly Limited / Fresh Choice Holdings Limited (**) Correspondence Star Fly - Unit 1504, 15/F, Bonham Trade Centre, 50 Bonham Strand, Sheung Wan, Hong Kong Address通訊地址： Fresh Choice - Rooms 1903-6, 19/F., Hing Yip Commercial Centre, 272-284 Des Voeux Road, Central, Hong Kong Star Fly - 香港上環文咸東街50號寶恒商業中心15樓1504室 Fresh Choice - 香港德輔道中272-284號興業商業中心19樓1903-6室 Occupation職業： Corporation法人團體		

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

轉讓人在下列見證人見證下簽署：

Signature of Witness見證人簽署：\_\_\_\_\_

Name of Witness見證人姓名：\_\_\_\_\_

Address 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/公司印章(如適用)

\_\_\_\_\_  
Date of submission of this Form of Share Offer Acceptance

提交本股份要約接納表格之日期

**ALL JOINT  
SHAREHOLDERS  
MUST SIGN  
HERE  
所有聯名  
股東均須  
於本欄簽署**

<b>Do not complete請勿填寫本欄</b>	
Signed by the Transferee in the presence of: 承讓人在下列見證人見證下簽署：	For and on behalf of代表 Star Fly Limited / Fresh Choice Holdings Limited (**)
Signature of Witness見證人簽署：_____	Authorised Signatory
Name of Witness見證人姓名：_____	授權簽署人
Address of Witness見證人地址：_____	
Occupation of Witness見證人職業：_____	
Date of transfer過戶日期：_____	Signature of Transferee or its duly authorised agent(s) 承讓人或其正式獲授權代表簽署

**Note:** Insert the total number of Shares for which the Share Offer is accepted. If no number is specified or the number of Shares specified in this Form of Share Offer Acceptance is greater than the number of Shares held by you, this Form of Share Offer Acceptance will be returned to you for correction. Any corrected and valid Form of Share Offer Acceptance must be re-submitted and received by the Registrar on or before the latest time of acceptance of the Share Offer in order for it to be counted towards fulfilling the acceptance condition.

**附註：** 請填上接納股份要約之股份總數。倘若本股份要約接納表格上並無註明股份數目，又或表格上註明之股份數目多於閣下持有之股份數目，本股份要約接納表格將退回閣下。任何經更正及有效之股份要約接納表格須於接納股份要約之最後限期或之前向過戶登記處再行提交且由過戶登記處收訖方可被視為滿足接納條件。

\* For identification purpose only 僅供識別

\*\* There will be one transferee only for the Shares stated in this acceptance form, to be determined by the Offerors at their discretion in accordance with the terms of the Offers.

本接納表格當中所列之股份將只會有一名承讓人(將由要約人根據該等要約之條款酌情釐定)。

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

**If you are in any doubt as to any aspect of this Form of Share Offer 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.**

**If you have sold or transferred all your Share(s), you should at once hand this Form of Share Offer Acceptance and the accompanying Composite Document to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).**

Yu Ming is making the Share Offer on behalf of the Offerors. The making of the Share Offer to the Independent Shareholders having registered addresses outside of Hong Kong may be affected by the laws of the relevant jurisdictions. If you are an Overseas Shareholder, you should inform yourself about and observe all applicable legal and regulatory requirements. If you wish to accept the Share 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 the obtaining of all governmental, exchange control or other consents which may be required and the compliance with all necessary formalities and regulatory or legal requirements. You will also be fully responsible for any such issue, transfer or other taxes or duties payable by you in respect of the acceptance of the Share Offer. The Offerors, the Company, their ultimate beneficial owners and parties acting in concert with any of them, Yu Ming, INCU, Astrum, the Registrar or any of their respective directors or any persons involved in the Offers shall be entitled to be fully indemnified and held harmless by you for any taxes or duties as you may be required to pay. Acceptance of the Share Offer by you will constitute a warranty by you to the Offerors, Yu Ming and the Company that you have observed and are permitted under all applicable laws and regulations to receive and accept the Share Offer, and any revision thereof, and that you have obtained all requisite governmental, exchange control or other consents in compliance with all necessary formalities and regulatory or legal requirements and have paid all issue, transfer or other taxes or duties or other required payments due from you in connection with such acceptance in any territory, and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations.

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

**HOW TO COMPLETE THIS FORM OF SHARE OFFER ACCEPTANCE**

The Share Offer is conditional. Shareholders are advised to read the Composite Document before completing this Form of Share Offer Acceptance. To accept the Share Offer made by Yu Ming on behalf of the Offerors to acquire your Shares at a cash price of HK\$1.815 per Share, you should complete and sign this Form of Share Offer Acceptance overleaf and forward this entire form, together with the relevant share certificate(s) and/or transfer receipt(s) and/ or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), for the whole or in respect of part of your holding of Share(s) or if applicable, for not less than the number of the Shares in respect of which you intend to accept the Share Offer, by post or by hand, to the Registrar, **Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, marked "Perfectech Share Offer" on the envelope, no later than 4:00 p.m. on Monday, 14 November 2016 or such later time(s) and/or date(s) as the Offerors 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 of Share Offer Acceptance.

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

To: **The Offerors and Yu Ming**

1. My/Our execution of this Form of Share Offer Acceptance shall be binding on my/our successors and assignees, and shall constitute:

- (a) my/our irrevocable acceptance of the Share Offer made by Yu Ming on behalf of the Offerors, 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 Shares specified in this Form of Share Offer Acceptance;
- (b) my/our irrevocable instruction and authority to each of the Offerors and/or Yu Ming or their respective agent(s) to collect from the Company or the Registrar on my/our behalf the share certificate(s) in respect of the Shares due to be issued to me/us in accordance with, and against delivery of, the enclosed transfer receipt(s) and/or other document(s) of title (if any) (and/or 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 Share Offer, as if it/they was/were delivered to the Registrar together with this Form of Share Offer Acceptance;
- (c) my/our irrevocable instruction and authority to each of the Offerors and/or Yu Ming or 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 Share Offer (less seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the Share Offer), by ordinary post at my/our risk to the person named at the address stated below or, if no name and address is stated below, to me or the first-named of us (in the case of joint registered Shareholders) at the registered address shown in the register of members of the Company within seven Business Days following the later of the date on which the Share Offer becomes or is declared unconditional in all respects, and the date of receipt of all the relevant documents by the Registrar to render the acceptance under the Share 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 Shareholder or the first-named of joint registered Shareholders.)*  
**Name:** (in BLOCK LETTERS) .....  
**Address:** (in BLOCK LETTERS) .....
- (d) my/our irrevocable instruction and authority to each of the Offerors and/or Yu Ming and/or such person or persons as any of them may direct for the purpose, on my/our behalf, to make and execute the contract note as required by 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 Share Offer and to cause the same to be stamped and to cause an endorsement to be made on this Form of Share Offer Acceptance in accordance with the provisions of that Ordinance;
- (e) my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our Shares tendered for acceptance under the Share Offer to the Offerors or such person or persons as it may direct free from all liens, charges, options, claims, equities, adverse interests, third-party rights or encumbrances whatsoever and together with all rights accruing or attaching thereto, including, without limitation, the rights to receive dividends and other distributions declared, made or paid, if any, on or after the date of the Composite Document; and
- (f) my/our agreement to ratify each and every act or thing which may be done or effected by the Offerors and/or Yu Ming and/or the Company or their respective agent(s) or such person or persons as any of them may direct on the exercise of any of the rights contained herein.

2. I/We understand that acceptance of the Share Offer by me/us will be deemed to constitute a warranty by me/us to the Offerors, Yu Ming and the Company that the Shares held by me/us to be acquired under the Share Offer are sold free from all liens, charges, options, claims, equities, adverse interests, third-party rights or encumbrances whatsoever and together with all rights accruing or attaching thereto, including, without limitation, the rights to receive dividends and other distributions declared, made or paid, if any, on or after the date of the Composite Document.

3. In the event that my/our acceptance is not valid, in accordance with the terms of the Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease 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 satisfactory indemnity or indemnities required in respect thereof), together with this form 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 Shareholders) at the registered address shown in the register of members of the Company.

*Note: If you submit the transfer receipt(s) upon acceptance of the Share Offer and in the meantime the relevant share certificate(s) is/are collected by any of the Offerors and/or Yu Ming or any of their agent(s) from the Company or the Registrar on your behalf, you will be returned such share certificate(s) in lieu of the transfer receipt(s).*

4. I/We enclose the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the whole/part of my/our holding of Shares which are to be held by you on the terms and conditions of the Share Offer.

5. I/We warrant and represent to the Offerors, Yu Ming and the Company that I am/we are the registered Shareholder(s) of the number of Shares specified in this Form of Share Offer Acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of my/our Shares to the Offerors by way of acceptance of the Share Offer.

6. I/We warrant to the Offerors, Yu Ming and the Company that I/we have observed and are permitted under all applicable laws and regulations where my/our address is located as set out in the register of members of the Company to accept the Share Offer, and any revision thereof; and that I/we have obtained all requisite governmental, exchange control or other consents and made all registrations or filings required in compliance with all necessary formalities and regulatory or legal requirements; and that I/we have paid all issue, transfer or other taxes or duties or other required payments due from me/ us in connection with such acceptance; and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations.

7. I/We warrant to the Offerors, Yu Ming and the Company that I/we shall be fully responsible for payment of any transfer or other taxes and duties payable by me/us 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 Share Offer.

8. I/We acknowledge that, save as expressly provided in the Composite Document and this Form of Share Offer Acceptance, all the acceptances, instructions, authorities and undertakings hereby given shall be irrevocable.

9. I/We acknowledge that my/our Shares sold to the Offerors by way of acceptance of the Share Offer will be registered under the name of either Offeror or its nominee.

10. I/We understand that no acknowledgement of receipt of any Form of Share Offer 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.

For the avoidance of doubt neither Hong Kong Securities Clearing Company Limited nor HKSCC Nominees Limited will give, or be subject to, any of the above representations or warranties.

## PERSONAL DATA

### Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Offerors, Yu Ming, the Company and the Registrar 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 Share Offer for your 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 Share Offer.

#### 2. Purposes

The personal data which you provide on this Form of Share Offer 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 Share Offer Acceptance and the Composite Document;
- registering transfers of the Share(s) out of your name(s);
- maintaining or updating the relevant register of the Shareholders;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offerors and/or the Company and/or their respective agents, officers and advisers, and the Registrar;
- compiling statistical information and the Shareholders profile;
- establishing benefit entitlements of the Shareholders;
- 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 Offerors, the Company or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offerors and/or Yu Ming and/or the Company to discharge its obligations to the Shareholders and/or under applicable regulations, and any other purposes to which the Shareholders may from time to time agree or be informed of.

#### 3. Transfer of personal data

The personal data provided in this Form of Share Offer Acceptance will be kept confidential but the Offerors and/or Yu Ming and/or the Company and/or the Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- the Offerors, Yu Ming, the Company and/or any of their agents, officers and advisers, the Registrar and overseas principal registrar (if any);
- any agents, contractors or third parties service providers who offer administrative, telecommunications, computer, payment or other services to the Offerors and/or Yu Ming and/or the Company and/or the Registrar in connection with the operation of their business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as their bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom the Offerors and/or Yu Ming and/or the Company and/or the Registrar consider(s) to be necessary or desirable in the circumstances.

#### 4. Retention of Personal Data

The Offerors and/or Yu Ming and/or the Company and/or the Registrar will keep the personal data provided in this form for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

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

The Ordinance provides you with rights to ascertain whether the Offerors and/or Yu Ming and/or the Company and/or the Registrar 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 Offerors and/or Yu Ming and/or the Company and/or the Registrar 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 Offerors, Yu Ming, the Company or the Registrar (as the case may be).

**BY SIGNING THIS FORM OF SHARE OFFER 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、禹銘、本公司及過戶登記處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

倘閣下欲就閣下之股份而接納股份要約，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股份要約應得之代價。

#### 2. 用途

閣下於本股份要約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遵循本股份要約接納表格及綜合文件載列之條款及申請手續；
- 登記以閣下名義發出之股份之轉讓；
- 保存或更新有關股東之名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 發佈要約人及／或本公司及／或彼等各自之代理、高級職員、顧問及過戶登記處之通訊；
- 編製統計資料及股東之資料；
- 確立股東之獲益權利；
- 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、本公司或過戶登記處業務之任何其他用途；及
- 有關上文所述任何其他附帶或關連用途及／或令要約人及／或禹銘及／或本公司得以履行彼等對股東及／或適用法規項下之責任，及股東可能不時同意或獲悉之其他用途。

#### 3. 轉交個人資料

本股份要約接納表格提供之個人資料將會保密，惟要約人及／或禹銘及／或本公司及／或過戶登記處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、禹銘、本公司及／或其任何代理、高級職員及顧問、過戶登記處及海外主要股份登記處(如有)；
- 為要約人及／或禹銘及／或本公司及／或過戶登記處提供與其業務營運有關的行政、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／或禹銘及／或本公司及／或過戶登記處認為必需或適當情況之任何其他個人或機構。

#### 4. 個人資料的保留

要約人及／或禹銘及／或本公司及／或過戶登記處將按收集個人資料之用途需要保留本表格內提供之個人資料。無需保留之個人資料將會根據該條例銷毀或處理。

#### 5. 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／或禹銘及／或本公司及／或過戶登記處是否持有閣下之個人資料，獲取該資料副本，以及更正任何錯誤資料。依據該條例之規定，要約人及／或禹銘及／或本公司及／或過戶登記處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、禹銘、本公司或過戶登記處(視情況而定)。

閣下一經簽署本股份要約接納表格即表示同意上述所有條款。