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數有權與一致的有限公司數有權與一致的有限公司數有權與一致的有限公司數有權與一致的關係。

Unless the context otherwise requires, terms used in this Form of Acceptance shall bear the same meanings as those defined in the accompanying offer document dated 5 May 2021 (the "Offer Document") issued by Realord Group Holdings Limited as the offeror (the "Offeror").

除文義另有所指外,本接納表格所用詞彙與偉祿集團控股有限公司作為要約人(「要約人」)刊發日期為二零二一年五月五日之隨附要約文件(「要約文件」)所界定者 具有相同涵義。

FORM OF ACCEPTANCE AND TRANSFER FOR USE IF YOU WANT TO ACCEPT THE OFFER. 閣下如欲接納要約,請使用本接納及過戶表格。

SINCere先施

THE SINCERE COMPANY, LIMITED 先 施 有 限 公 司

(Incorporated in Hong Kong with limited liability) (於香港註冊成立之有限公司)

(Stock code: 0244) (股份代號:0244)

FORM OF ACCEPTANCE AND TRANSFER
OF SINCO SHARE(S) IN THE ISSUED SHARE CAPITAL OF
THE SINCERE COMPANY, LIMITED (STOCK CODE: 244)
先施有限公司(股份代號: 244)
已發行股本中之先施股份接納及過戶表格
To be completed in full 每項均須填妥

Receiving Agent:

You must insert

for which the Offer

Union Registrars Limited (the "**Receiving Agent**") Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong

接收代理:

聯合證券登記有限公司(「接收代理」) 香港北角英皇道338號華懋交易廣場2期33樓3301-04室

FOR THE CONSIDERATION stated below, the SinCo Shareholder(s) named below does/do hereby transfer(s) to the "Transferee" named below the SinCo Shares, held by the SinCo Shareholder(s) specified below subject to the terms and conditions contained herein and in the Offer Document. 下述先施股東謹此按下列代價,根據要約文件載列之條款及條件,向下述「承讓人」轉讓以下註明之先施股東持有之先施股份。 Number of SinCo Shares FIGURES 數目 WORDS 大寫 to be transferred (Note) 將予轉讓之先施股份數目 (附註) Share certificate number(s) 股票號碼 Family name(s)/Company name(s) Forename(s) the total number of SinCo Shares SinCo Shareholder(s) 姓氏/公司名稱 name(s) and address(es) in full 先施股東全名及地址 (EITHER TYPE-WRITTEN OR WRITTEN IN Registered address 登記地址 is accepted. 閣下必須填上 接納要約涉及之 先施股份總數。 BLOCK LETTERS) (請用打字機或正楷填寫) Telephone number 電話號碼 CONSIDERATION 代價 HK\$0.3935 in cash for each SinCo Share 每股先施股份現金0.3935港元 Name Realord Group Holdings Limited 偉祿集團控股有限公司 名稱: TRANSFEREE Correspondence address: Suites 2403-2410, 24/F, Jardine House, 1 Connaught Place Central, Hong Kong 補訊地址 香港中環康樂廣場1號怡和大廈24樓2403-2410室

ALL JOINT SINCO SHAREHOLDERS MUST SIGN HERE 所有聯名先施股東均須於本欄簽署 Signed by or for and on behalf of the SinCo Shareholder(s) in the presence of: 先施股東或其代表在下列見證人見證下簽署: Signature of witness 見證人簽署 Signature(s) of SinCo Shareholder(s)/ Name of witness 見證人姓名 Company chop, if applicable 先施股東簽署/公司印章(如摘用) Address of witness 見證人地址 Date of submission of this Form of Acceptance 提交本接納表格之日期 Occupation of witness 見證人職業 Do not complete 請勿填寫本欄 Signed by or 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 For and on behalf of 代表 Realord Group Holdings Limited 偉祿集團控股有限公司 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 of Transferee or its duly authorized agent(s) 承讓人或其正式授權代理簽署 Date of Transfer 轉讓日期

Insert the total number of SinCo Shares for which the Offer is accepted. If no number is inserted or a number inserted is greater or smaller than those represented by share certificate(s) tendered for acceptance and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Receiving Agent no later than 4:00 p.m. on the Closing Date. 請其上接數學的涉及之产施股份戀數。倘並無其上數目或所填數目大於或小於接納要約之實物股份,而 關下已簽署本表格,則本表格將退回予 關下進行修改及重新遞交。任何經更正之表格必須於截止日期下午四時正前重新提交並送達接收代理。

本接納表格乃重要文件,請即處理。如 閣下對本接納表格任何方面或應採取之行動有任何疑問,應諮詢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先施股份,應立即將本接納表格連同要約文件送交買主或承讓人,或經手買賣或轉讓之持牌證券交易商、 註冊證券機構或其他代理,以便轉交買主或承讓人。

偉祿亞太證券有限公司(「**偉祿亞太**」)正代表要約人提出要約。向先施海外股東提出要約或會受彼等居住之有關司法權區法律及法規禁止或影響。先施海外股東應就有關司法權區對於要約之影響取得適當法律意見,並自行了解及遵守任何適用法律或監管規定。欲接納要約之各先施海外股東有責任自行就接納要約完全遵守所有關司法權區之法律及法規(包括但不限於取得任何可能所需之政府、外匯管制或其他方面之同意及辦理任何註冊或存檔,以及辦理所有其他必要手續、遵守監管及/或法律規定及支付接納要約之先施股東應付之任何轉讓或其他稅頂)。 閣下如接納要約,即被視作 閣下作出之保證,表示 閣下根據所有適用法律及法規可收取及接納要約及任何有關修訂,而該接納根據所有適用法律及法規為有效及具約東力。 閣下於決定是否接納要約時應尋求專業意見。

本接納表格應連同隨附之要約文件一併閱覽。

本接納表格填寫方法

先施股東於填寫本接納表格前務請先閱讀本接納表格及要約文件。如欲接納要約, 閣下應填妥及簽署背頁之接納表格,然後盡快將整份接納表格並建同有關先施股票「**先施股票**」)及/或過戶收據及/或任何其他所有權文件(及/或就此所需之任何彌償保證) 郵寄或專人交回接收代理,地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室,信封面請註明「**先施有限公司-要約**」,惟無論如何不得遲於二零二一年六月三日(星期四)下午四時正(香港時間)(或要約人可能根據收購守則決定及公佈並獲執行人員同意之較後日期及/或時間)交回接收代理。要約文件附錄一所載之條文已納入本接納表格並構成其中部份。

有關要約之接納及過戶表格

致:要約人及偉祿亞太證券有限公司

- 1. 本人/吾等一經簽署本接納表格之背頁(無論表格是否已註明日期),本人/吾等之承繼人及受讓人將受此約束,並表示:
 - (a) (i)本人/吾等就本表格所註明數目之先施股份,按及受限於要約文件及本表格所載條款及條件(包括根據收購守則對要約條款之任何修訂或延長),不可撤回地按代價接納要約文件所載由偉祿亞太代表要約人提出之要約,其中,根據經修訂要約提呈的代價並不代表要約之價值較原訂或任何原先經修訂形式之價值減少;及(ii)指示及授權要約人、偉祿亞太、接收代理及/或各自的代理或其可能指定之人士,各自代表本人/吾等填妥、修改及簽立任何文件,及採取任何其他可能屬必須或權宜之行動,以根據本接納表格將本人/吾等的要約接納所包括之先施股份(可按本接納表格修訂或延長)歸要約人或其可能指示之一名或多名人士所有;
 - (b) 本人/吾等不可撤回地指示及授權要約人、偉祿亞太及/或其各自之代理,各自代表本人/吾等向先施或接收代理領取本人/吾等根據隨附經本人/吾等簽妥之過戶收據及/或其他所有權文件(如有)(及/或就此所需之任何彌償保證)及憑此將獲發行之先施股份之先施股票,並將有關先施股票送交接收代理,且授權及指示接收代理依照及根據要約之條款及條件持有該等先施股票,猶如該等股票為連同本接納表格一併送交彼等之先施股票;
 - (c) 本人/吾等不可撤回地指示及授權要約人、偉祿亞太及接收代理或彼等各自之代理,就本人/吾等根據要約之條款應得之現金代價(扣除本人/吾等就接納要約應付之所有賣方從價印花稅),以「不得轉讓一只准入抬頭人賬戶」方式向本人/吾等開出劃線支票,儘快以平新方式寄至下文所列人士及地址(如未有於下欄填上姓名及地址,則按先施股東名冊所列之登記地址郵寄予本人或(個屬聯名登記先施股東)吾等中排名首位者),郵誤風險概由本人/吾等承擔,惟無論如何須於要約在各方面成為或宣佈為無條件之日或接收代理收訖本人/吾等已填妥以表示接納要約之本接納表格及所有相關文件以使有關接納為完整及有效之日(較後日期為準)後7個營業日內;

(附註:如收取支票之人士並非登記先施股東或名列首位之聯名登記先施股東,則請在本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)

- (d) 本人/吾等不可撤回地指示及授權要約人及偉祿亞太或任何一方可能指定之人士,各自代表本人/吾等以要約出售先施股份賣方之身份,訂立、簽立及交付香港法例第117章印花稅條例第19(1)條所規定須訂立及簽立之買賣單據,並按該條例之規定繳付印花稅及安排在本接納表格背書證明以及以聯交所指定可能對根據先施組織章程細則有效轉讓該等先施股份而屬必要之形式訂立、簽立及交付任何其他文件或文據,並按該條例背書證明;
- (e) 本人/吾等承諾於必需或適當時簽立有關進一步文件及辦理相關手續及事項,以進一步確保就根據要約提呈之先施股份轉讓予要約人或其可能指定人士之先施股份,概不附帶一切留置權、衡平權、購股權、按揭、押記、不利權益、第三方權利或產權負擔,連同應計或附帶之一切權利,包括(但不限於)收取於截止日期或之後所宣派、作出或派付之股息及其他分派之權利;
- (f) 本人/吾等同意追認要約人或偉祿亞太或其各自之任何代理或可能指定之人士,各自行使本表格所載任何授權時可能作出或進行之每項行動或事宜;及
- (g) 本人/吾等同意要約乃且所有接納將受香港法例規管並根據香港法例詮釋,且香港法院就解決可能由於要約而引致的任何糾紛擁有專屬管轄權。
- 2. 本人/吾等明白,本人/吾等接納要約將被視為表示本人/吾等保證本人/吾等根據要約出售之所有先施股份不附帶一切留置權、衡平權、購股權、押記、不利權益、第三方權利或產權負擔,且連同附帶或應計之一切權利一併出售,包括但不限於收取於截止日期或之後宣派、作出或派付之股息及/或其他分派之權利。
- 3. 本人/吾等謹此向 閣下保證及聲明,本人/吾等為本接納表格所列明先施股份之登記持有人,而本人/吾等擁有全部權利、權力及權限,藉接納要約之方式向要約人全權出售及移交本人/吾等所持先施股份之所有權及擁有權。
- 4. 倘本人/吾等之接納根據要約之條款屬無效或被視作無效,則上文第1段所載一切指示、授權及承諾均告終止,在此情況下,本人/吾等授權並要求 閣下將本人/吾等之先施股票及/或過戶收據及/或任何其他所有權文件(及/或就此所需任何令人信納之彌償保證), 連同已正式註銷之本接納表格以平郵方式一併寄回上文第1(c)段所指人士或,或如無填上姓名及地址,則按先施股東名冊所示登記地址寄回本人或吾等當中名列首位者(如屬聯名登記先施股東),惟郵誤風險概由本人/吾等自行承擔。
 - 附註:倘 閣下交出一份或以上過戶收據,同時要約人、偉祿亞太或其任何各自代理於 閣下接納要約後代表 閣下向先施或接收 代理領取有關先施股票, 閣下將獲發還先施股票而並非過戶收據。
- 5. 本人/吾等向要約人、偉祿亞太及先施保證,本人/吾等符合本人/吾等於先施股東名冊所列地址所處司法權區內有關本人/吾等接納要約之法例,包括就遵守所有必要正式手續、法律及/或監管規定可能需要取得之一切政府、外匯管制或其他同意及任何登記或存檔。
- 6. 本人/吾等向要約人、偉祿亞太及先施保證,本人/吾等將全面負責支付本人/吾等於先施股東名冊所列地址所處司法權區之所有應付轉讓或其他稅項及稅款。
- 7. 本人/吾等明白將不會就任何接納表格、先施股票及/或過戶收據及/或任何其他所有權文件(及/或就此所需之任何彌償保證)獲發收據。本人/吾等亦明白所有文件均將以平郵方式寄發,郵談風險概由本人/吾等承擔。
- 8. 本人/吾等確認本人/吾等透過接納要約而向要約人出售之先施股份,將以要約人或其代名人之名義登記。
- 9. 本人/吾等確認,除要約文件明文規定外,在此作出之所有接納、指示、授權及承諾均不得權回及為無條件。

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, Realord Asia Pacific, Sincere and the Receiving Agent in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

To accept the Offer for your SinCo 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 is important that you inform the Offeror, Realord Asia Pacific, Sincere and/or the Receiving Agent immediately of any inconvenient that the complete of the process of the december of the process of the inaccuracies in the data supplied.

2. Purposes

The personal data which you provide in this Form of 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 Acceptance and the Offer Document;
- registering transfers of the SinCo Share(s) out of your name(s);
- maintaining or updating the relevant register of holders of the
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- establishing your entitlements under the Offer;
- distributing communications from the Offeror or its agent(s) such as its financial adviser and the Receiving Agent;
- compiling statistical information and Sincere's 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 Offeror, Sincere and/or the Receiving Agent; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or Realord Asia Pacific and/or Sincere and/or the Receiving Agent to discharge their obligations to the SinCo Shareholders and/or regulators and other purpose to which the SinCo 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 Realord Asia Pacific and/or Sincere and/or the Receiving Agent 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 agent(s), such as its financial adviser and the Receiving Agent;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or Realord Asia Pacific and/or Sincere and/or the Receiving Agent, in connection with the operation of their business;
- the Stock Exchange, the SFC and any other regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, accountants or licensed securities dealers; and
- any other persons or institutions whom the Offeror, Realord Asia Pacific, Sincere or the Receiving Agent considers disclosure or transfer to be necessary or desirable in the circumstances.

4. Retention of personal data

The Offeror and/or Realord Asia Pacific and/or Sincere and/or the Receiving Agent will keep the personal data provided in this Form of Acceptance for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which are 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 Offeror, Realord Asia Pacific, Sincere or the Receiving Agent holds your personal data, to obtain a copy of those data, and to correct any data that is incorrect. In accordance with the Ordinance, the Offeror, Realord Asia Pacific, Sincere and the Receiving Agent 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 the Offeror, Realord Asia Pacific, Sincere and the Receiving Agent (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」)之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關下有關要約人、偉祿亞太、先施及接收代理有關個人資料及 該條例之政策及慣例。

收集 閣下個人資料之原因

如 閣下就本身之先施股份接納要約, 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 閣下之接納不獲受理或有所延誤。倘 閣下提供之資料有任何不準確之處, 閣下務須立刻通知要約人、偉祿亞太、先施及/或接收代理。

2. 用途

閣下於本接納表格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循本接納表格及要約文件載 列之條款及申請手續;
- 登記以 閣下名義轉讓先施股份;
- 保存或更新有關先施股份持有人名册;
- 核實或協助核實簽名,以及進行任何其他資料核實或交換;
- 確定 閣下根據要約有權取得的配額;
- 自要約人或其代理(例如財務顧問及接收代理)收取通訊;
- 編製統計資料及先施股東資料;
- 按法例、規則或規例(不論為法定或其他規定)作出披露;
- 披露有關資料以便索償或享有配額;
- 有關要約人或先施或接收代理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/或以便要約人 及/或偉祿亞太及/或先施及/或接收代理履行彼等對先 施股東及/或監管機構的責任及先施股東可能不時同意或 獲悉之其他用途。

3. 轉交個人資料

本接納表格提供之個人資料將作為機密資料妥當保存,惟要約人及/或偉祿亞太及/或先施及/或接收代理為達致上述或其中任何用途,可能作出其認為必需之查詢,以確認個人資料之準確性,尤其可向或自下列任何及所有人士及實體披露、獲取或轉交(無論在香港境內外)該等個人資料:

- 要約人或其代理,例如其財務顧問及接收代理;
- 向要約人及/或偉祿亞太及/或先施及/或接收代理就彼等業務經營提供行政、電訊、電腦、付款或其他服務之任何代理、承包商或第三方服務供應商;
- 聯交所、證監會及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、會計師或持牌證券交易商;及
- 要約人、偉祿亞太、先施或接收代理認為在有關情況下向 其披露或轉交屬必要或適當之任何其他人士或機構。

4. 保留個人資料

要約人及/或偉祿亞太及/或先施及/或接收代理將按收集個人資料之用途需要保留本接納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. 存取及更正個人資料

根據該條例之規定, 閣下有權確認要約人、偉祿亞太、先施或 接收代理是否持有 閣下之個人資料,並索取該資料副本,以 及更正任何不正確資料。依據該條例之規定,要約人、偉祿亞 太、先施及接收代理可就索取任何資料之要求收取合理手續費。 存取資料或更正資料或家取有關政策及慣例資料以及所持資料 類別之所有要求,須提交要約人、偉祿亞太、先施及接收代理(視