

Unless the context otherwise requires, terms used in this form shall bear the same meanings as defined in the composite offer and response document dated 16 November 2017 (the "Composite Document") issued jointly by Phoenix Time Holdings Limited as the Offeror and i-Control Holdings Limited as the offeree company.

除文義另有所指外，本表格所用詞彙與Phoenix Time Holdings Limited作為要約公司及超智能控股有限公司作為要約公司於2017年11月16日聯合刊發的綜合要約及回應文件「(綜合文件)」所界定者具有相同涵義。

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

接納及過戶表格在 閣下欲接納要約時適用。

## i-CONTROL HOLDINGS LIMITED

### 超智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8355)

(股份代號: 8355)

#### FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) OF HK\$0.01 EACH IN THE ISSUED SHARE CAPITAL OF i-CONTROL HOLDINGS LIMITED 超智能控股有限公司已發行股本中 每股面值0.01港元的普通股的接納及過戶表格

All parts should be completed except the sections marked "Do not complete"

除註明「毋須填寫」的部分外，每項均須填妥

Share Registrar in Hong Kong

香港股份過戶登記處

You must insert the

total number of Offer

Share(s) for which the

Offer is accepted.

閣下必須填上接納

要約涉及的要約股

份總數。

Tricor Investor Services Limited

卓佳證券登記有限公司

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 accept(s) the offer and transfer(s) to the "Transferee" named below the Share(s) specified below subject to the terms and conditions contained herein and in the accompanying Composite Document. 根據本表格及隨附的綜合文件所載條款及條件，下列「轉讓人」現按下列代價，接納要約並將以下註明的股份轉讓予下列「承讓人」。		
Number of Share(s) to be transferred (None) 將予轉讓股份數目(無)	FIGURES 數目	WORDS 大寫
Share certificate number(s) 股票號碼		
TRANSFER FROM TRANSFEROR(S) name(s) and address(es) in full 轉讓自轉讓人全名及地址 (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	HK\$0.36 in cash for each Offer Share 每股要約股份為現金0.36港元	
TRANSFER TO TRANSFEE 轉讓予承讓人	Name 名稱: Registered address 登記地址: Occupation 職業:	Phoenix Time Holdings Limited Vistia Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands 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 \_\_\_\_\_

**ALL JOINT**

**HOLDERS MUST**

**SIGN HERE**

所有聯名

持有人均須

於本欄簽署



Signature(s) of Transferor(s)/Company chop (if applicable)  
轉讓人簽署/公司印鑑(如適用)

Date of submission of this form

呈交本表格的日期

#### 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 \_\_\_\_\_

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 日期 \_\_\_\_\_

For and on behalf of 代表  
Phoenix Time Holdings Limited

Authorised Signatory(ies)  
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 Shares for which the Offer is accepted. If no number is specified or the number of Shares specified in this form is greater than the number of Shares held by you, or those physical Shares tendered for acceptance of the Share Offer and you have signed this form, this form will be returned to you for correction. Any corrected and valid Form of Acceptance must be re-submitted and received by the Registrar on or before the latest time of acceptance of the Offer in order for it to be counted towards fulfilling the acceptance condition.

**附註:** 請填上接納要約的相應股份總數。倘本表格並無註明數目，或本表格所註明的股份數目多於 閣下所持股份數目或就接納股份要約所交回的實物股份，而 閣下已簽署本表格，則本表格將會退還 閣下以作更正。任何經更正及有效的接納表格必須於接納要約最後時間或之前重新提交且由過戶登記處收訖，方可被視為符合接納條件。

**THIS FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the Offer, this form of acceptance and transfer or as to the action to be taken, you should consult a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.**

**If you have sold or transferred all your Offer Share(s), you should at once hand this form of acceptance and transfer and the accompanying Composite Document to the purchaser(s) or the 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 transmission to the purchaser(s) or the transferee(s).**

The making of the Offer to the Overseas Shareholders may be prohibited or affected by the laws of the relevant jurisdictions in which they are resident. If you are an Overseas Shareholder, you should inform yourself about and observe any applicable requirements in your jurisdiction (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due in respect of such jurisdictions) and, where necessary, consult your own professional advisers. Acceptance of the Offer by you will constitute a warranty by you that you (i) are permitted under all applicable laws to receive and accept the Offer, and any revision thereof, (ii) have complied with all the applicable laws and regulations of the relevant jurisdiction in connection with such acceptance, including obtaining any government or other consent which may be required, and (iii) have complied with any other necessary formality and have paid any issue, transfer or other taxes due in such jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws. You are recommended to seek professional advice on whether to accept the Offer.

#### HOW TO COMPLETE THIS FORM

This form of acceptance and transfer should be read in conjunction with the accompanying Composite Document.

To accept the Offer made by Central China International Capital Limited ("CCIC") on behalf of Phoenix Time Holdings Limited (the "Offeror"), you should complete and sign this form of acceptance and transfer and forward this form, together with the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the whole of your holding of Shares or, if applicable, for not less than such number of Shares in respect of which you intend to accept the Offer, by post or by hand to the Registrar, **Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, marked "i-Control Holdings Limited Offer" on the envelope, as soon as practicable after receipt of these documents and in any event, so as to reach the Registrar by no later than 4:00 p.m. (Hong Kong time) on 7 December 2017, being the Closing Date (or such later time and/or date as the Offeror may decide and announce with the consent of the Executive 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 acceptance and transfer.

#### FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE OFFER

To: **The Offeror and CCIC**

1. My/Our execution of this form of acceptance and transfer (whether or not such form is dated), which shall be binding on my/our successors and assignees, shall constitute:
  - (a) my/our acceptance of the Offer made by CCIC on behalf of the Offeror, 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 acceptance and transfer;
  - (b) my/our irrevocable instruction and authority to the Offeror and/or CCIC 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 after deducting seller's ad valorem stamp duty (if any) payable by me/us in connection with my/our acceptance of the Offer, and if applicable, the fees payable to the Registrar in respect of lost or unavailable Share certificates, by ordinary post at my/our own risk to the person and 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.  
*(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 capitals) \_\_\_\_\_  
Address: (in block capitals) \_\_\_\_\_
  - (c) my/our irrevocable instruction and authority to the Offeror and/or CCIC 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 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 acceptance and transfer in accordance with the provisions of that Ordinance;
  - (d) my/our irrevocable instruction and authority to the Offeror and/or CCIC or such person or persons as any of them may direct to complete, amend and execute any document on my/our behalf including without limitation to insert a date in this form of acceptance and transfer 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 Share(s) tendered for acceptance of the Offer;
  - (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 Share(s) tendered for acceptance under the Offer to the Offeror or such person or persons as it may direct free from all liens, claims and Encumbrances together with all rights and benefits attaching to them as at the date of the Composite Document or subsequently becoming attached to them, including but not limited to the right to receive in full all dividends or other distributions paid, declared or made, if any, on or after the date on which the Offer is made, being the date of the Composite Document;
  - (f) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or CCIC or their respective agents or such person or persons as it/they may direct on the exercise of any of the authorities contained herein; and
  - (g) my/our irrevocable instruction and authority to the Offeror and/or CCIC or any of 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 surrender of, the enclosed transfer receipt(s), 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 of the Offer as if it/they were Share certificate(s) delivered to the Registrar together with this form of acceptance and transfer.
2. I/We understand that acceptance of the Offer by me/us will constitute a warranty by me/us to the Offeror, CCIC and the Company that the number of Share(s) specified in this form of acceptance and transfer will be sold free from all liens, claims and Encumbrances and together with all rights and benefits attaching to them as at the date of the Composite Document or subsequently becoming attached to them, including but not limited to the right to receive in full all dividends or other distributions paid, declared or made, if any, on or after the date on which the Offer is made, being the date of the Composite Document.
3. 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 other document(s) of title (and/or satisfactory indemnity or indemnities in respect thereof), together with this form of acceptance and transfer duly cancelled, by ordinary post at my/our own risk to the person and address stated in I(b) 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 member 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 CCIC or their respective agent(s) from the Company or the Registrar on your behalf, you will be sent 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 other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the whole or part of my/our holding of Share(s) which are to be held by you on the terms of the Offer. I/We understand that no acknowledgement of receipt of any form(s) of acceptance and transfer, Share certificate(s), transfer receipt(s) and/or other document(s) of title (and/or 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.
5. I/We warrant and represent to the Offeror and CCIC that I am/we are the registered Shareholder(s) of the number of Share(s) 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 my/our Shares to the Offeror by way of acceptance of the Offer.
6. I/We warrant to the Offeror and CCIC that I/we have complied with and are permitted under all applicable laws where my/our address is located as set out in the register of members of the Company to receive and accept the Offer, and any revision thereof; and that I/we have complied with all the applicable laws and regulations of the relevant jurisdiction in connection with such acceptance, including obtaining any government or other consent which may be required; and that I/we have complied with any other necessary formality and has paid any issue, transfer or other taxes due in such jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws.
7. I/We warrant to the Offeror and CCIC that I/we shall be fully responsible for payment of any transfer or other taxes and duties due 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 Offer.

## PERSONAL DATA

### Personal Information Collection Statements

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, CCIC and the Registrar and 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 may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification or compliance with the terms and application procedures set out in this form and the Composite Document;
- registering transfers of the Share(s) out of your name;
- maintaining or updating the relevant register of holders of the Share(s);
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror and/or its holding companies or subsidiaries or their agents such as CCIC and the Registrar;
- compiling statistical code information and shareholder profiles;
- 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 and entitlements;
- any other purpose in connection with the business of the Offeror, CCIC or the Registrar; and

- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or CCIC to discharge its obligations to the Shareholders and/or under applicable laws and regulations, and other purpose 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 will be kept confidential but the Offeror, CCIC and 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 Offeror, its subsidiaries or holding companies and/or their agent(s) such as CCIC and the Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror, CCIC 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 your bankers, solicitors, accountants or licensed securities dealers or registered institution in securities; and
- any other persons or institutions whom the Offeror, CCIC or the Registrar considers 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, CCIC or the Registrar holds 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, CCIC and 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 Offeror, CCIC or the Registrar (as the case may be).

**BY SIGNING THIS FORM 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1996年12月20日在香港生效。本收集個人資料聲明旨在知會閣下有關於約人、中州國際、過戶登記處及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

如就股份接納要約，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。這亦可能妨礙或延遲寄發閣下根據要約應得的代價。

#### 2. 用途

閣下於本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或遵循本表格及綜合文件所載條款及申請程序；
- 登記以閣下名義的股份轉讓；
- 保存或更新有關股份的持有人登記冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 要約人及/或其控股公司或附屬公司或其代理人(例如中州國際及過戶登記處)派發通訊；
- 編製統計代碼資料及股東資料；
- 確立股東的獲益權利；
- 按法例、規則或規例(無論法定或非法定規定)作出披露；
- 披露有關資料以便進行權益申索；
- 有關要約人、中州國際或過戶登記處業務的任何其他用途；

- 有關上文所述任何其他臨時或關連用途及/或令要約人及/或中州國際得以履行其股東及/或適用法例及法規項下的責任，以及股東不時同意或知悉的其他用途。

#### 3. 轉交個人資料

本表格提供的個人資料將作為機密資料妥當保存，但要約人、中州國際及過戶登記處為達致上述任何用途，可能作出必需的查詢，以確認個人資料的準確性，彼等尤其可能披露、獲取或轉交(無論在香港或香港以外地區)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(無論在香港或香港以外地區)該等個人資料：

- 要約人、其附屬公司或控股公司及/或其代理人，例如中州國際及過戶登記處；
- 為要約人、中州國際或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的任何其他個人或機構，例如閣下的銀行、律師、會計師或持牌證券交易商或註冊證券機構；及
- 要約人、中州國際或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. 獲取及更正個人資料

該條例規定，閣下有權確認要約人、中州國際或過戶登記處是否持有閣下的個人資料，並獲取該資料副本，以及更正任何錯誤資料。依據該條例，要約人、中州國際及過戶登記處有權就獲取任何數據的請求收取合理的手續費。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的資料的所有請求，須向要約人、中州國際或過戶登記處(視情況而定)提交。

**閣下一經簽署本表格即表示同意上述所有條款**