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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份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。

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 20 January 2017 (the "Composite Document") issued jointly by LC Group Holdings Limited and State Energy HK Limited.

除文義另有所指外，本接納表格所用詞彙與良斯集團控股有限公司及國能香港有限公司於二零一七年一月二十日聯合發佈之綜合要約及回應文件（「綜合文件」）所界定者具有相同涵義。

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

閣下如欲接納股份要約，請使用本接納及轉讓表格。



## LC Group Holdings Limited

### 良斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

(於開曼群島註冊成立的有限公司)

(股份代號：1683)

#### FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) OF HK\$0.01 EACH IN THE ISSUED SHARE CAPITAL OF LC GROUP HOLDINGS LIMITED

良斯集團控股有限公司已發行股本中每股面值0.01港元之普通股之接納及轉讓表格

All parts should be completed in full 每項均須填寫

Branch share registrar and transfer office in Hong Kong of the Company: Tricor Investor Services Limited

本公司之香港股份過戶登記分處：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 Share Offer and transfer(s) to the "Transferee" named below the Share(s) of HK\$0.01 each held by the Transferor(s) specified below, upon and subject to the terms and conditions contained herein and in the accompanying Composite Document. 下述「轉讓人」謹此按下列代價接納股份要約，按照本表格及隨附之綜合文件內之條款及條件並在其所規限下，向下述「承讓人」轉讓以下註明轉讓人所持有之每股面值0.01港元之股份。			
Number of Share(s) to be transferred 將予轉讓之股份數目	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 TYPE-WRITTEN 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\$1.728 in cash for each Offer Share 每股要約股份現金1.728港元		
TRANSFEEE 承讓人	Company Name 公司名稱： Registered Address 登記地址： Occupation 職業：	State Energy HK Limited 國能香港有限公司 Suite D, 11/F., One Capital Place, 18 Luard Road, Wanchai, Hong Kong 香港灣仔盧押道18號海德中心11樓D室 Corporation 法人團體	
SIGNED by the Transferor(s) to this transfer, this _____ day of _____ 2017 由是項轉讓的轉讓人於二零一七年_____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：\_\_\_\_\_

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/公司印鑑(如適用)

**ALL JOINT  
SHAREHOLDERS  
OF THE COMPANY  
MUST SIGN  
HERE**  
所有本公司  
聯名股東均須  
於本欄簽署

#### 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：\_\_\_\_\_

Name of Witness 見證人姓名：\_\_\_\_\_

Address of Witness 見證人地址：\_\_\_\_\_

Occupation of Witness 見證人職業：\_\_\_\_\_

For and on behalf of 代表

State Energy HK Limited

國能香港有限公司

Authorised Signatory(ies)

授權簽署人

Signature of Transferee or its duly authorised agent(s)

承讓人或其正式獲授權代表簽署

SIGNED by the Transferee or its duly authorised agent(s) to this transfer, this \_\_\_\_\_ day of \_\_\_\_\_ 2017

由是項轉讓的承讓人或其正式獲授權代表於二零一七年\_\_\_\_\_月\_\_\_\_\_日簽署

\* delete as appropriate 請刪去不適用者

Note: Insert the total number of Shares for which the Share Offer is accepted. If no number is inserted or a number inserted is greater than your registered holding of Share(s) or those physical Share(s) tendered for acceptance of the Share Offer 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 Registrar on or before the latest time for acceptance of the Share Offer.

附註：請填上接納股份要約之股份總數。倘並無填上數目或所填數目大於閣下登記持有之股份或就接納股份要約所交回之實物股份，而閣下已簽署本表格，則表格將退回予閣下進行修改及重新遞交。任何經更正之表格必須於接納股份要約之最後期限或之前重新提交並送達過戶登記處。

**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 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 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).

The making of the Share Offer to Overseas Shareholders may be prohibited or affected by the laws of the relevant jurisdictions. If you are an Overseas Shareholder, you should obtain appropriate legal advice regarding the implications of the Share Offer in the relevant jurisdictions with a view to observing any applicable legal or regulatory requirements. It is your responsibility if you wish to accept the Share Offer to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including but not limited to the obtaining of any governmental, exchange control or other consents which may be required and the compliance with other necessary formalities or regulatory or legal requirements. You will also be fully responsible for the payment of any transfer or other taxes and duties payable by you in respect of all relevant jurisdictions. The Offeror, parties acting in concert with the Offeror, the Company, Huarong International Securities, Goldin Financial, Lego Corporate Finance, and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any person involved in the Share Offer shall be entitled to be fully indemnified and held harmless by you for any taxes as you may be required to pay. Acceptance of the Share Offer by you will constitute a warranty by you that you are permitted under all applicable laws to receive and accept the Share Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

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

**HOW TO COMPLETE THIS FORM OF ACCEPTANCE**

Qualifying Shareholders are advised to read carefully the Composite Document before deciding whether or not to accept the Share Offer. To accept the Share Offer made by Huarong International Securities on behalf of the Offeror, you should complete and sign this Form of Acceptance and forward this Form of Acceptance, 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 number of Share(s) in respect of which you wish to accept the Share Offer, by post or by hand, in an envelope marked "LC Group Holdings Limited – Share Offer", to the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event so as to reach the Registrar no later than 4:00 p.m. on Friday, 10 February 2017 (or such later time and/or date as the Offeror may determine and announce, with the consent of the Executive, in accordance with the Takeovers Code). The provisions contained in Appendix I to the Composite Document are incorporated into and form part of this Form of Acceptance.

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

To: **The Offeror and Huarong International Securities**

1. My/Our execution of this Form of Acceptance (whether or not such form is dated) will be binding on my/our successors and assignees, and will constitute:
    - (a) my/our irrevocable acceptance of the Share Offer made by Huarong International Securities 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;
    - (b) my/our irrevocable instruction and authority to the Offeror, Huarong International Securities or their respective agent(s) to send a cheque crossed "Not negotiable – account payee only" drawn in my/our favour for the cash consideration (rounded up to 2 decimal points) to which I/we shall have become entitled under the terms of the Share Offer after deducting all sellers' 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 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 as soon as possible but in any event within 7 Business Days after the date of receipt of all the relevant documents by the Registrar to render the acceptance under the Share Offer complete and valid:  
(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)** .....
  - (c) my/our irrevocable instruction and authority to each of the Offeror and/or Huarong International Securities 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 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 Share 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;
  - (d) my/our irrevocable instruction and authority to the Offeror, Huarong International Securities or such person or persons as any of them may direct to complete, amend and execute any document on behalf of the person or persons accepting the Share Offer and to do any other act that may be necessary or expedient for the purposes of vesting in the Offeror, or such person or persons as it may direct the Shares in respect of which such person or persons has/have accepted the Share 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 Share Offer to the Offeror or such person or persons as it may direct free from all third party rights, liens, claims, charges, equities and encumbrances and together with all rights accruing or attaching thereto or subsequently becoming attached to them, including, without limitation, the rights to receive all future dividends and/or other distributions declared, paid or made, if any, on or after the date on which the Share Offer is made, being the date of posting 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 Huarong International Securities and/or their respective agent(s) or such person or persons as any of them may direct on the exercise of any rights contained herein; and
  - (g) my/our irrevocable instruction and authority to the Offeror and/or Huarong International Securities or their respective agent(s) to collect from the Registrar on my/our behalf the share certificate(s) in respect of the Share(s) 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 (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 were share certificate(s) delivered to the Registrar together with this Form of Acceptance.
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 Offeror and Huarong International Securities that (i) the number of Share(s) specified in this Form of Acceptance will be sold free from all Encumbrances and together with all rights accruing or attaching thereto or subsequently becoming attached to them, including, without limitation, the rights to receive all future dividends and/or other distributions declared, paid or made, if any, on or after the date on which the Share Offer is made, being the date of posting of the Composite Document; and (ii) I/we have not taken or omitted to take any action which will or may result in the Offeror, Huarong International Securities or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Share Offer or his/her acceptance thereof, and is permitted under all applicable laws to receive and accept the Share Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws.
  3. In the event that my/our acceptance is not valid, or is treated as invalid, in accordance with the terms of the Share 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 required in respect thereof), together with this Form of Acceptance duly cancelled, by ordinary post at my/our risk to the person and address stated in 1(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 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 Huarong International Securities or their respective agent(s) from 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 and conditions of the Share Offer. I/We understand that no acknowledgement of receipt of any Form(s) of Acceptance, share certificate(s) and/or 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 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 my/our Share(s) to the Offeror by way of acceptance of the Share Offer.
  6. I/We warrant to the Offeror and Huarong International Securities that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of the Company in connection with my/our acceptance of the Share Offer, including the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all necessary formalities or legal requirements.
  7. I/We warrant to the Offeror and the Company that I/we shall be fully responsible for payment of any transfer or other taxes or 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 Share Offer.
  8. I/We acknowledge that, save as expressly provided in the Composite Document and this Form of Acceptance, all acceptance, instructions, authorities and undertakings hereby given shall be irrevocable and unconditional.
  9. I/We acknowledge that my/our Shares sold to the Offeror by way of the Share Offer will be registered under the name of the Offeror or its nominee.

## PERSONAL DATA

### Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Offeror, Huarong International Securities 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 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 Share(s) out of your name(s);
- maintaining or updating the relevant register of Shareholders;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror 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);
- any other purpose in connection with the business of the Offeror or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror, Huarong International Securities and/or the Registrar to discharge its obligations to Shareholders and/or under

applicable regulations, and any other purposes to which Shareholders may from time to time agree 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, Huarong International Securities 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 Offeror 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 Offeror, Huarong International Securities 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 Offeror, Huarong International Securities and/or the Registrar 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, Huarong International Securities 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 Offeror, Huarong International Securities 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 Offeror, Huarong International Securities or the Registrar (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

本收集個人資料聲明旨在知會閣下有關於約人、華融國際證券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接納表格及綜合文件載列之條款及申請手續；
- 登記閣下名下股份之轉讓；
- 保存或更新有關股東名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 發佈要約人及/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；
- 有關要約人或過戶登記處業務之任何其他用途；及
- 有關上述任何其他附帶或關連用途及/或令要約人、華融國際證券及/或過戶登記處得以履行其對

股東及/或適用法規項下之責任，以及股東可能不時同意或知悉之其他用途。

#### 3. 轉交個人資料

本接納表格提供之個人資料將會保密，惟要約人、華融國際證券及/或過戶登記處為達致上述或有關任何上述之用途，可能作出彼等認為必需之查詢，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人士及實體披露、獲取、轉交(無論在香港境內或香港境外地區)該等個人資料：

- 要約人及/或其任何代理、高級職員及顧問、過戶登記處及海外總登記處(如有)；
- 為要約人、華融國際證券及/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人士或機構，例如彼等之銀行、律師、會計師、持牌證券交易商或註冊證券機構；及
- 要約人、華融國際證券及/或過戶登記處認為必需或適當情況下之任何其他人士或機構。

#### 4. 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、華融國際證券及/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、華融國際證券及/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、華融國際證券及/或過戶登記處(視乎情況而定)。

閣下一經簽署本接納表格即表示同意上述所有條款。