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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。

Unless the context otherwise requires, terms used in this Yellow Form of Acceptance shall bear the same meanings as those defined in the composite offer and response document dated 14 May 2015 (the "Composite Document") jointly issued by Greenheart Group Limited (the "Company") and Newforest Limited (the "Offeror"). 除文義另有所指外，本黃色接納表格所用詞彙與綠森集團有限公司（「本公司」）與Newforest Limited（「要約人」）於二零一五年五月十四日聯合刊發之綜合要約及回應文件（「綜合文件」）所界定者具有相同涵義。

**YELLOW FORM OF ACCEPTANCE AND CANCELLATION FOR USE IF YOU WANT TO ACCEPT THE OPTION OFFER.**

黃色接納及註銷表格在 閣下欲接納購股權要約時適用。



**GREENHEART GROUP LIMITED**

**綠森集團有限公司\***

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 094.HK)

(股份代號：094.HK)

**YELLOW FORM OF ACCEPTANCE AND CANCELLATION OF ALL THE OUTSTANDING OPTIONS ISSUED BY  
GREENHEART GROUP LIMITED**

**綠森集團有限公司已發行所有尚未行使之購股權之黃色接納及註銷表格**

**All parts should be completed 每項均須填寫**

The company secretary, Greenheart Group Limited  
16/F, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong  
公司秘書，綠森集團有限公司  
香港灣仔告士打道108號大新金融中心16樓

FOR THE CONSIDERATION stated below, the holder(s) of the Options named below hereby agree(s) to accept the Option Offer and cancel the number of Options specified below subject to the terms and conditions contained herein and in the accompanying Composite Document. 根據本表格及隨附之綜合文件所載條款及條件，下列購股權持有人謹此同意按下列代價，接納購股權要約以及註銷下列數目之購股權。		
<b>Number of Options to be cancelled (Note)</b> 將予註銷之購股權數目 (附註)	<b>FIGURES 數目</b>	<b>WORDS 大寫</b>
<b>Holder of the Options</b> <b>name and address in full</b> 購股權持有人全名及地址 <b>(EITHER TYPEWRITTEN OR WRITTEN</b> <b>IN BLOCK CAPITALS)</b> (請用打字機或正楷填寫)	Family name: 姓氏：	Forename: 名字：
	Registered address: 登記地址：	
		Telephone Number: 電話號碼：
<b>CONSIDERATION</b> 代價	HK\$0.20 in cash for each Option with an exercise price of HK\$0.51 行使價0.51港元之每份購股權現金0.20港元	

Signed by the holder of the Options in the presence of:

購股權持有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 of the holder of the Options  
購股權持有人簽署

Date of submission of this YELLOW Form  
of Acceptance and Cancellation  
提交本黃色接納及註銷表格之日期

*Note: Insert the total number of Options for which the Option Offer is accepted. If no total number of Options is specified or if the total number of the Options specified in this Yellow Form of Acceptance is greater than the Options tendered, you will be deemed to have accepted the Option Offer in respect of the number of Options tendered by you. If the total number of Options specified in this Yellow Form of Acceptance is smaller than the Options tendered and you have signed this Yellow Form of Acceptance, you will be deemed to have accepted the Option Offer in respect of the total number of Options equal to the number of Options specified in this Yellow Form of Acceptance.*

附註：請填上接納購股權要約之購股權總數。倘於本黃色接納表格並無指定購股權數或倘指定之購股權總數大於所提交購股權，則 閣下將被視為就 閣下所提交之購股權數目接納購股權要約。倘於本黃色接納表格指定之購股權總數少於所提交購股權，而 閣下已簽署本黃色接納表格，則 閣下將被視為就相等於本黃色接納表格指定之購股權數目之購股權總數接納購股權要約。

\* For identification purposes only 僅供識別

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

**If you are in any doubt as to any aspect of this Yellow Form of Acceptance or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.**

The making of the Option Offer to the Overseas Holders may be prohibited or affected by the laws of the relevant jurisdictions. If you are a holder of Options, you should obtain appropriate legal advice regarding the implications of the Option 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 Option 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 other taxes and duties by whomsoever payable in respect of all relevant jurisdictions. The Offeror, VMS and any person involved in the Option 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 Option Offer by you will constitute a representation and warranty by you that the local laws and requirements have been complied with and you are permitted under all applicable laws to receive and accept the Option Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

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

**As the Option Offer prices are of two decimal places, the remittances in respect of the cash consideration payable for the Options will be rounded up to the nearest Hong Kong cent.**

**HOW TO COMPLETE THIS YELLOW FORM OF ACCEPTANCE**

Holders of Options are advised to read carefully the Composite Document before deciding whether or not to accept the Option Offer.

To accept the Option Offer made by VMS on behalf of the Offeror, you should complete and sign this Yellow Form of Acceptance and forward this Yellow Form of Acceptance, together with the relevant Options and/or any other documents of title in respect of which you wish to accept the Option Offer, by post or by hand, marked "Greenheart Group Limited – Option Offer" on the envelope, to the company secretary of the Company at 16/F Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong as soon as practicable, but in any event so as to reach the company secretary of the Company by no later than 4:00 p.m. on Thursday, 4 June 2015 (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 contained in Appendix I to the Composite Document are incorporated into and form part of this Yellow Form of Acceptance.

**YELLOW FORM OF ACCEPTANCE IN RESPECT OF THE OPTION OFFER**

**To: The Offeror, the Company and VMS**

1. My execution of this Yellow Form of Acceptance (whether or not such form is dated) will be binding on my successors and assignees, and will constitute:
  - (a) my irrevocable acceptance of the Option Offer made by VMS on behalf of the Offeror and contained in the Composite Document on and subject to the terms therein and herein mentioned, in respect of the number of Options specified in this Yellow Form of Acceptance or, (i) if no number of Options is specified or if the total number of Options specified is greater than the number of Options tendered, as supported by the certificate(s) of the Options and/or any other document(s) of title, I am deemed to have accepted the Option Offer in respect of the number of Options tendered by me, as supported by the certificate(s) of the Options and/or any other document(s) of title; and (ii) if the number of Options specified in this Yellow Form of Acceptance is smaller than the number of Options tendered, as supported by the certificate(s) of the Options and/or any other document(s) of title, I am deemed to have accepted the Option Offer in respect of the Options as shall be equal to the number of Options specified in this Yellow Form of Acceptance;
  - (b) my irrevocable instruction and authority to each of the Offeror and/or VMS and/or their respective agent(s) to send a cheque crossed "Not negotiable – account payee only" drawn in my favour for the cash consideration to which I shall have become entitled under the terms of the Option Offer, by ordinary post at my risk to the person and the address stated below or, if no name and address is stated below, to me at the registered address shown in the register of holders of Options as soon as possible but in any event within 7 Business Days of the date of the receipt of all the relevant documents by the company secretary of the Company to render the acceptance under the Option Offer complete and valid;  
*(Insert name and address of the person to whom the cheque is to be sent if different from the registered holder(s) of the relevant Options.)*  
Name: (in block letters) .....  
Address: (in block letters) .....
  - (c) my irrevocable instruction and authority to each of the Offeror and/or VMS and/or such person or persons as any of them may direct to complete and execute any document on my behalf in connection with my acceptance of the Option Offer and to do any other act that may be necessary or expedient for the purpose of vesting in the Offeror and/or such person or persons as it may direct my Options tendered for acceptance of the Option Offer;
  - (d) my 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 cancel my Option(s) tendered for acceptance under the Option Offer, together with all rights attached thereto with effect from the date on which the Option Offer is made;
  - (e) my agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or VMS 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.
  - (f) my irrevocable instruction and authority to the Offeror and/or VMS or their respective agent(s) to collect from the company secretary of the Company on my behalf the cheque for the amount due to me in accordance with, and against surrender of, the enclosed certificate(s) of the Options and/or any other documents of title, and to deliver the same to the company secretary of the Company and to authorise and instruct the company secretary of the Company to hold such certificate(s) of the Options and/or any other documents of title subject to the terms and conditions of the Option Offer as if it/they were certificate(s) of the Options and/or any other documents of title delivered to the company secretary of the Company together with this Yellow Form of Acceptance.
2. I understand that acceptance of the Option Offer by me will be deemed to constitute a representation and warranty by me to the Offeror and VMS that (i) the number of Options specified in this Yellow Form of Acceptance will be free from all liens, claims, charges, equities, encumbrances or other party rights of any nature and together with all rights now or hereafter attaching or accruing to them on or after the date of the Announcement and that such holders of Options will surrender all of his/her existing rights, if any, in respect of the Options; and (ii) I have not taken or omitted to take any action which will or may result in the Company, the Offeror, VMS or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Option Offer or his/her acceptance thereof, and is permitted under all applicable laws to receive and accept the Option 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 acceptance is not valid, or is treated as invalid, in accordance with the terms of the Option Offer, all instructions, authorisations and undertakings contained in paragraph 1 above will cease and in which event, I authorise and request you to return to me my relevant certificate(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof), together with this Yellow Form of Acceptance duly cancelled, by ordinary post at my risk to the person and address stated in 1(b) above or, if no name and address is stated, to me at the registered address shown in the register of holders of the Options.
4. I enclose the relevant 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 holding of the relevant Options which are to be cancelled on the terms and conditions of the Option Offer. I understand that no acknowledgement of receipt of any Yellow Form(s) of Acceptance, certificate(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof) will be given. I further understand that all documents will be sent by ordinary post at my own risk.
5. I warrant and represent to you that I am the registered holder of the Options specified in this Yellow Form of Acceptance. I have the full right, power and authority to accept the Option Offer in respect of the Options tendered.
6. I warrant to the Offeror and the Company that I have satisfied the laws of the jurisdiction where my address is stated in the register of holders of the Options in connection with my acceptance of the Option 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 warrant to the Offeror and the Company that I shall be fully responsible for other taxes or duties payable in respect of the jurisdiction where my address is located as set out in the register of holders of the Options in connection with my acceptance of the Option Offer.
8. I acknowledge that, save as expressly provided in the Composite Document and this Yellow Form of Acceptance, all acceptance, instructions, authorities and undertakings hereby given shall be irrevocable and unconditional.

## PERSONAL DATA

### Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Offeror, VMS and the company secretary of the Company 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 Option Offer for your Options, 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 Option Offer.

#### 2. Purposes

The personal data which you provide on this Yellow Form of Acceptance 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 Yellow Form of Acceptance and the Composite Document;
- registering transfers of the Options out of your name;
- maintaining or updating the relevant register of holders of the Options;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror and/or its agents such as the financial advisers and the company secretary of the Company;
- compiling statistical information and profiles of the holders of Options;
- establishing benefit entitlements of the holders of Options;
- disclosing relevant information to facilitate claims on entitlements;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- any other purpose in connection with the business of the Offeror; and

- any other incidental or associated purposes relating to the above and other purpose to which the holders of the Options may from time to time agree to or be informed of.

#### 3. Transfer of personal data

The personal data provided in this Yellow Form of Acceptance will be kept confidential but the Offeror and/or VMS and/or the company secretary of the Company 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, VMS, any of their agents and the company secretary of the Company;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or VMS and/or the company secretary of the Company;
- 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 and/or VMS and/or the company secretary of the Company 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 and/or VMS and/or the company secretary of the Company hold(s) 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 and/or VMS and/or the company secretary of the Company 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, VMS or the company secretary of the Company (as the case may be).

**BY SIGNING THIS YELLOW 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、鼎珮及本公司之公司秘書以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

如就閣下之購股權接納購股權要約，閣下須提供所需之個人資料，倘閣下未能提供所需資料，則可能導致閣下之接納被拒或受到延誤。這亦可能妨礙或延遲寄發閣下根據購股權要約應得之代價。

#### 2. 用途

閣下於本黃色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：

- 處理閣下之接納及核實或遵循本黃色接納表格及綜合文件載列之條款及申請手續；
- 登記自閣下名義轉出之購股權轉讓；
- 保存或更新有關購股權持有人名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 自要約人及／或其代理(例如財務顧問)及本公司之公司秘書發佈通訊；
- 編製統計資料及購股權持有人之資料；
- 確立購股權持有人之獲益權利；
- 披露有關資料以方便進行權益申索；
- 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購股權持有人可能不時同意或獲悉之其他用途。

#### 3. 轉交個人資料

本黃色接納表格提供之個人資料將會保密，惟要約人及／或鼎珮及／或本公司之公司秘書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、鼎珮、其任何代理及本公司之公司秘書；
- 為要約人及／或鼎珮及／或本公司之公司秘書提供行政、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；
- 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、會計師或持牌證券交易商或註冊證券機構；及
- 要約人及／或鼎珮及／或本公司之公司秘書於有關情況下認為必需或適當之任何其他個人或機構。

#### 4. 獲取及更正個人資料

根據該條例之規定，閣下可確認要約人及／或鼎珮及／或本公司之公司秘書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／或鼎珮及／或本公司之公司秘書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、鼎珮或本公司之公司秘書(視情況而定)。

閣下一經簽署本黃色接納表格即表示同意上述所有條款