

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、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，並明確表示概不就因本接納表格全部或任何部份內容而產生或因依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 document dated 28 March 2019 (the “Composite Document”) jointly issued by or for and on behalf of Future Capital Group Limited and Yugang International Limited. The provisions of Appendix I to the Composite Document are incorporated into and form part of this Form of Acceptance.

除文義另有所指外，本接納表格所用詞彙與Future Capital Group Limited或其代表及渝港國際有限公司。於二零一九年三月二十八日聯合刊發之綜合文件(「綜合文件」)所界定者具相同涵義。綜合文件附錄一之條文，已收錄及成為本接納表格之一部份。

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。

YUGANG

YUGANG INTERNATIONAL LIMITED

(渝港國際有限公司)*

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立的有限公司)
(Stock Code: 00613)
(股份代號: 00613)

FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARE(S) OF HK\$0.01 EACH IN THE ISSUED SHARE CAPITAL OF YUGANG INTERNATIONAL LIMITED

渝港國際有限公司*

已發行股本中每股面值0.01港元普通股之接納及過戶表格
All parts should be completed in full 每項均須填寫

Hong Kong branch share registrar and transfer office: Tricor Tengis Limited
Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong
香港股份過戶登記分處：卓佳登捷時有限公司
香港皇后大道東183號合和中心22樓

You must insert the total number of Shares for which the Offer is accepted.
閣下必須填上接納要約之股份總數。

FOR THE CONSIDERATION stated below the “Transferor(s)” named below hereby accept(s) the Offer and transfer(s) to the “Transferee” named below the Share(s) of HK\$0.01 each held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the Composite Document. 下述「轉讓人」謹此按下列 代價 ，根據本接納表格及綜合文件載列之條款及條件，接納要約並向下述「承讓人」轉讓以下註明轉讓人持有每股面值0.01港元之股份。		
Number of Share(s) to be transferred (<i>Note</i>) 將予轉讓股份數目(附註)	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) (請用打字機或正楷填寫)	Surname(s) or company name(s) 姓氏或公司名稱	Forename(s) 名字
	Registered address 註冊地址	Telephone number 電話號碼
CONSIDERATION 代價	HK\$0.175 in cash for each Share 每股股份現金0.175港元	
TRANSFEE 承讓人	Name: 名稱: Correspondence Address: 通訊地址: Occupation: 職業: Future Capital Group Limited Future Capital Group Limited Room 2001, 20/F., China United Centre, 28 Marble Road, North Point, Hong Kong 香港北角馬寶道28號華匯中心20樓2001室 Corporation 公司	

Signed by or for and on behalf of the Transferor(s) in the presence of:
轉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

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)

Date of submission of this Form of Acceptance
提交本接納表格之日期

ALL JOINT
REGISTERED
HOLDERS MUST
SIGN HERE
所有聯名登記持有人
均須於本欄
簽署

Do not complete 請勿填寫本欄	
Signed by or for and 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 Future Capital Group Limited
Name of witness 見證人姓名	
Address of witness 見證人地址	
Occupation of witness 見證人職業	Authorised signatory(ies) 授權簽署人
Date of transfer: 轉讓日期	Signature of Transferee or its duly authorised agent(s) 承讓人或其正式授權代理簽署

Note: Insert the total number of Shares for which the Offer is accepted. If no number is inserted or a number inserted is greater or smaller than your registered holding of Share(s) or those physical Share(s) tendered for acceptance of the Offer and you have signed this Form of Acceptance, this Form of Acceptance 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 Offer.

附註：請填上接納要約的股份總數。倘並無填上數目或所填數目大於或少於 閣下登記持有之股份或作接納要約之實物股份，而 閣下已簽署本接納表格，則本接納表格將退回予 閣下進行修改及重新遞交。任何經更正的表格必須於接納要約的最後期限或之前再行提交並送達股份過戶處。

* For identification purposes only 僅供識別

THIS FORM OF ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in 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, 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 Composite Document to the purchaser(s) or 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 transferee(s).

Get Nice Securities is making the Offer on behalf of the Offeror. Overseas Shareholders who wish to participate in the Offer are subject to, and may be affected by the applicable laws and regulations of the relevant jurisdiction. Overseas Shareholders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibilities of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with acceptance of the Offer, (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 by such Overseas Shareholders in respect of such jurisdictions). The Offeror, Get Nice Securities, the Company, any of their respective directors and professional advisers and all persons involved in the Offer shall be entitled to be fully indemnified and held harmless by the Overseas Shareholders for any taxes such Overseas Shareholders may be required to pay. Acceptance of the Offer by you will constitute a warranty by you that you are permitted under all applicable laws to accept the Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE

Shareholders are advised to read this Form of Acceptance in conjunction with the Composite Document before completing this Form of Acceptance. To accept the Offer made by Get Nice Securities on behalf of the Offeror to acquire your Shares at a cash price of HK\$0.175 per Share, you should complete and sign this Form of Acceptance overleaf and forward this Form of Acceptance, 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 not less than such number of Shares in respect of which you wish to accept the Offer, by post or by hand, to the Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, marked "YUGANG INTERNATIONAL LIMITED – CASH OFFER" on the envelope as soon as possible, but in any event must be received by the Registrar no later than 4:00 p.m. on Thursday, 18 April 2019 (Hong Kong time) or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code.

FORM OF ACCEPTANCE IN RESPECT OF THE OFFER

To: The Offeror and Get Nice Securities

1. My/Our execution of this Form of Acceptance overleaf shall be binding on my/our successor(s) and assign(s), and shall constitute:

- (a) my/our acceptance of the Offer made by Get Nice Securities on behalf of the Offeror, as contained in the Composite Document, for the consideration 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 each of the Offeror and/or Get Nice Securities and/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) and/or other document(s) of title (if any) (and/or any 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) and subject to the terms and conditions of the Offer, as if it was/they were Share certificate(s) delivered to them together with this Form of Acceptance;
- (c) my/our irrevocable instruction and authority to each of the Offeror and/or Get Nice Securities 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 (less seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the 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;

(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 capitals) _____

Address: (in block capitals) _____

- (d) my/our irrevocable instruction and authority to each of the Offeror and/or Get Nice Securities or such person or persons as any of them may direct for the purpose, on my/our behalf, to make, execute and deliver 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 Shares 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 in accordance with the provisions of that Ordinance and to make, execute and deliver any other document or instrument in a form specified by the Stock Exchange as may be necessary to effect valid transfer of such Shares under the memorandum of association and bye-laws of the Company and to make endorsement on it under that Ordinance;
- (e) my/our irrevocable instruction and authority to the Offeror, Get Nice 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 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 Offer;
- (f) 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 to the Offeror or such person or persons as it may direct free from all Encumbrances and together with all rights attaching or accruing thereto, including all rights to receive any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of the Composite Document; and
- (g) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror or Get Nice Securities or any of their respective agent(s) or such person or persons as any of them may direct on the exercise of any of the authorities contained herein.

2. I/We understand that acceptance of the Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror and Get Nice Securities that all Shares sold by me/us under the Offer are free from all Encumbrances and together with all rights attaching or accruing thereto, including all the rights to receive any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of the Composite Document.

3. I/We hereby warrant and represent to you that I/we am/are the registered holder(s) of the 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 Shares to the Offeror absolutely by way of acceptance of the Offer under the name of the Offeror or its nominee.

4. In the event that my/our acceptance is not valid in accordance with the terms of the 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 any indemnity or indemnities provided in respect thereof), together with this Form of Acceptance duly cancelled, by ordinary post at my/our own risk to the person named 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: When 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 Get Nice Securities or any of their respective agent(s) from the Company or the Registrar on your behalf upon your acceptance of the Offer, you will be returned such Share certificate(s) in lieu of the transfer receipt(s).

5. I/We warrant to the Offeror, Get Nice Securities and the Company that I/we have satisfied the laws and regulations 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 Offer, including the obtaining of any governmental, exchange control or other consent and any registration or filing which may be required in compliance with all necessary formalities, legal and/or regulatory requirements.

6. I/We warrant to the Offeror, Get Nice Securities and the Company that I/we shall be fully responsible for payment of any transfer or other taxes and 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 Offer.

7. 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 Offer. I/We understand that no acknowledgement of receipt of any form of acceptance and transfer, 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.

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

9. I/We irrevocably undertake, represent, warrant and agree to and with the Offeror, Get Nice Securities and the Company (so as to bind my/our successor(s) and assignee(s)) that in respect of the Shares which are accepted under the Offer, which acceptance has not been validly withdrawn, and which have not been registered in the name of the Offeror or as it may direct, to give:

- (a) an authority to the Company and/or its agents from me/us to send any notice, circular, warrant or other document or communication which may be required to be sent to me/us as a member of the Company (including any Share certificate(s) and/or other document(s) of title issued as a result of conversion of such Shares into certificated form) to the attention of the Offeror at the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong;
- (b) an irrevocable authority to the Offeror or its agents to sign any consent to short notice of any general meeting of the Company on my/our behalf and/or to attend and/or to execute a form of proxy in respect of such Shares appointing any person nominated by the Offeror to attend such general meeting (or any adjournment thereof) and to exercise the votes attaching to such Shares on my/our behalf, such votes to be cast in a manner to be determined at the sole discretion of the Offeror subject to the Takeovers Code; and
- (c) my/our agreement not to exercise any of such rights without the consent of the Offeror and my/our irrevocable undertaking not to appoint a proxy for, or to attend any, such general meeting and subject as aforesaid, to the extent I/we have previously appointed a proxy, other than the Offeror or its nominee or appointee, for or to attend or to vote at the general meeting of the Company, I/we hereby expressly revoke such appointment.

10. I/We acknowledge that, save as expressly provided in the Composite Document, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable and unconditional.

The Offer is conditional upon the Offeror having received valid acceptances of the Offer which, together with the Shares already acquired or agreed to be acquired by the Offeror and the parties acting in concert with it before or during the Offer Period, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company.

In the event that the Offer is withdrawn or lapses, the Offeror shall, as soon as possible but in any event within 10 days thereof, return the Share certificates and/or transfer receipt(s) and/or any other documents of title (and/or any indemnity or indemnities provided in respect thereof) lodged with this Form of Acceptance by ordinary post to the Shareholders who have accepted the Offer at their own risk.

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, Get Nice Securities, the Company and the Registrar in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

To accept the 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 is important that you inform the Offeror, Get Nice Securities, the Company and/or the Registrar immediately of any 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 Composite Document;
- registering transfers of the Share(s) out of your name;
- maintaining or updating the relevant register of members;
- 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, Get Nice Securities, the Company and/or their respective agents, officers and advisers and the Registrar;
- compiling statistical information and Shareholder profiles;
- 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, Get Nice Securities, the Company or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror, Get Nice Securities, the Company and/or the Registrar to discharge their obligations to the Shareholders and/or regulators and other purposes which the Shareholders may from time by 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, Get Nice Securities, 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, or 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, Get Nice Securities, the Company and/or any of their respective agent(s) and advisers, the Registrar and overseas principal registrar (if any);
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror, Get Nice Securities, the Company and/or the Registrar, in connection with the operation of its/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, licensed securities dealers or registered institution in securities; and
- any other persons or institutions whom the Offeror, Get Nice Securities, the Company and/or the Registrar consider(s) to be necessary or desirable in the circumstances.

4. Retention of personal data

The Offeror, Get Nice Securities, the Company and/or the Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data was 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 Offeror, Get Nice Securities, the Company and/or the Registrar 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, Get Nice Securities, the Company and/or the Registrar has/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, Get Nice Securities, the Company and/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

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閣下有關要約人、結好證券、本公司及股份過戶處有關個人資料及該條例之政策及慣例。

1. 收集閣下個人資料之原因

如閣下就本身之股份接納要約，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、結好證券、本公司及／或股份過戶處。

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／或以任何方式保存：

- 處理閣下之接納及核實或遵循本接納表格及綜合文件載列之條款及申請手續；
- 登記以閣下名義轉讓股份；
- 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；
- 確定閣下根據要約有權取得的配額；
- 自要約人、結好證券、本公司及／或彼等各自之代理、員工及顧問以及股份過戶處發佈通信；
- 編製統計資料及股東簡歷；
- 按法例、規則或規例(無論法定或非法定者)作出披露；
- 披露有關資料以便索償或享有配額；
- 有關要約人、結好證券、本公司或股份過戶處業務之任何其他用途；及
- 有關上文所述任何其他臨時或關連用途及／或以便要約人、結好證券、本公司及／或股份過戶處履行彼等對股東及／或監管機構的責任及股東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、結好證券、本公司及／或股份過戶處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、結好證券、本公司及／或彼等各自之代理及顧問、股份過戶處及海外主要股份登記處(如有)；
- 向要約人、結好證券、本公司及／或股份過戶處就其／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、證監會及任何其他監管或政府機構；
- 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、持牌證券交易商或註冊證券機構；及
- 要約人、結好證券、本公司及／或股份過戶處認為必需或適當情況下之任何其他人士或機構。

4. 個人資料的保留

要約人、結好證券、本公司及／或股份過戶處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。毋須保留的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，閣下有權確認要約人、結好證券、本公司及／或股份過戶處是否持有閣下之個人資料，並獲取該資料副本，以及更正任何不正確資料。依據該條例之規定，要約人、結好證券、本公司及／或股份過戶處可就獲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獲取有關政策及慣例以及所持資料類別之所有要求，須提交要約人、結好證券、本公司及／或股份過戶處(視情況而定)。

閣下一經簽署本接納表格，即表示同意上述所有條款。