

Unless the context otherwise requires, terms used in this **WHITE** Form of Acceptance shall bear the same meanings as those defined in the offer document dated 16 December 2016 (the "Offer Document") issued by QPL International Holdings Limited.

除文義另有所指外，本白色接納表格所用詞彙與QPL International Holdings Limited於二零一六年十二月十六日刊發之要約文件（「要約文件」）所界定者具有相同涵義。

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 **WHITE** 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 **WHITE** 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白色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白色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。

WHITE 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，請使用本白色接納及過戶表格。



L & A International Holdings Limited

樂亞國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8195)

(股份代號: 8195)

WHITE FORM OF ACCEPTANCE AND TRANSFER OF ORDINARY SHARES OF HK\$0.002 EACH IN THE ISSUED SHARE CAPITAL OF L&A INTERNATIONAL HOLDINGS LIMITED 樂亞國際控股有限公司已發行股本中每股面值0.002港元之普通股之白色接納及過戶表格

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

Branch share registrar and transfer office in Hong Kong of L&A: Boardroom Share Registrars (HK) Limited

樂亞之香港股份過戶登記分處：寶德隆證券登記有限公司

31/F, 148 Electric Road, North Point, Hong Kong

香港北角電氣道148號31樓

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the ordinary shares of HK\$0.002 each in the issued share capital of L&A (the "L&A Share(s)") held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the accompanying Offer Document. 下述「轉讓人」謹此按下列代價，向下述「承讓人」轉讓以下註明轉讓人所持有之樂亞已發行股本中每股面值0.002港元之普通股（「樂亞股份」），惟須遵守本表格及其隨附之要約文件內之條款及條件。		
Number of L&A Shares to be transferred 將予轉讓之樂亞股份數目	FIGURES 數目	WORDS 大寫
Share certificate number(s) 股票號碼		
TRANSFEROR(S) name(s) and address in full 轉讓人全名及地址 (EITHER TYPEWRITTEN 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	For every 25 L&A Shares, 1 new ordinary share of QPL 每25股樂亞股份為1股QPL新普通股	
TRANSFEREE 承讓人	Name 名稱: QPL International Holdings Limited Correspondence Address 通訊地址: 8th Floor, Hale Weal Industrial Building, 22-28 Tai Chung Road, Tsuen Wan, New Territories, Hong Kong 香港新界荃灣大涌道22至28號合福工業大廈8樓 Occupation 職業: Corporation 法人團體	
SIGNED by the Transferor(s) to this transfer, this _____ day of _____ 2016/2017* 由轉讓人於二零一六年／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
L&A
SHAREHOLDERS
MUST SIGN
HERE**
所有聯名
樂亞股東均須
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
QPL International Holdings Limited
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 _____ 2016/2017*
由承讓人或其正式獲授權代表於二零一六年／二零一七年* _____月 _____日簽署

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

If you are in any doubt as to any aspect of this WHITE 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 L&A Share(s), you should at once hand this WHITE Form of Acceptance and the accompanying Offer 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).

QPL is making the Share Offer. The making of the Share Offer to the L&A Shareholders having registered address outside of Hong Kong may be affected by the laws of the relevant jurisdictions. If you are an overseas L&A Shareholder, you should inform yourself about and observe all applicable legal and regulatory requirements. If you wish to accept the Share Offer, it is your responsibility to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including the obtaining of all governmental, exchange control or other consents which may be required and the compliance with all necessary formalities and regulatory or legal requirements. You will also be fully responsible for any such issue, transfer or other taxes payable by you in respect of the acceptance of the Share Offer. Acceptance of the Share Offer by you will constitute a warranty by you to QPL that you have observed and are permitted under all applicable laws and regulations to receive and accept the Share Offer, and any revision thereof, and that you have obtained all requisite governmental, exchange control or other consents in compliance with all necessary formalities and regulatory or legal requirements and have paid all issue, transfer or other taxes or other required payments due from you in connection with such acceptance in any territory, and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations. For the avoidance of doubt, neither Hong Kong Securities Clearing Company Limited nor HKSCC Nominees Limited is subject to any of the representations and warranties. You are recommended to seek professional advice on deciding whether or not to accept the Share Offer.

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

HOW TO COMPLETE THIS WHITE FORM OF ACCEPTANCE

The Share Offer is conditional. L&A Shareholders are advised to read the Offer Document before completing this WHITE Form of Acceptance. To accept the Share Offer made by QPL to acquire your L&A Shares, you should complete and sign this WHITE Form of Acceptance overleaf and forward this entire form, 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 the whole/part of your holding of L&A Share(s), by post or by hand, to the Registrar, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong no later than 4:00 p.m. on 13 January 2017, (Friday) or such later time(s) and/or date(s) as QPL may determine and announce in accordance with the Takeovers Code. The provisions of Appendix I to the Offer Document are incorporated into and form part of this WHITE Form of Acceptance.

Warning: If you are holding the L&A Shares on behalf of another person as nominee or otherwise, you should refer to the section headed "Nominee Registration" in the Appendix I of the Offer Document in particular as to the matters which you should consider.

WHITE FORM OF ACCEPTANCE IN RESPECT OF THE SHARE OFFER

To: **QPL International Holdings Limited**

1. My/Our execution of this WHITE Form of Acceptance shall be binding on my/our successors and assignees, and shall constitute:

- (a) my/our irrevocable acceptance of the Share Offer made by QPL, as contained in the Offer Document, for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of L&A Shares specified in this WHITE Form of Acceptance or, (i) if no number is specified or, the total number of L&A Shares specified is greater than the number of L&A Shares tendered, as supported by the share certificate(s), transfer receipt(s) and/or any other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof), I/we am/are deemed to have accepted the Share Offer in respect of the L&A Shares as shall be equal to the number of the L&A Shares, tendered by me/us, as supported by the share certificate(s), transfer receipt(s) and/or any other documents of title; and (ii) if the number specified in this White Form of Acceptance is smaller than the number of L&A Shares tendered, as supported by the share certificate(s), transfer receipt(s) and/or any other documents of title, I/we am/are deemed to have accepted the Share Offer in respect of the L&A Shares as shall be equal to the number of the L&A Shares specified in this White Form of Acceptance;
- (b) my/our irrevocable instruction and authority to QPL and/or such person or persons as QPL may direct for the purpose, to collect from the Registrar on my/our behalf the share certificate(s) in respect of the L&A Shares due to be issued to me/us in accordance with, and against delivery of, the enclosed transfer receipt(s) and/or other document(s) of title (if any) (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 was/were delivered to the Registrar together with this WHITE Form of Acceptance;
- (c) my/our irrevocable instruction and authority to QPL and/or such person or persons as QPL may direct for the purpose, on my/our behalf, to make and execute the contract note as required by 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 L&A Shares 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 WHITE Form of Acceptance in accordance with the provisions of that Ordinance;
- (d) my/our irrevocable instruction and authority to QPL and/or such person or persons as QPL may direct for the purpose to send the share certificate(s) of QPL Shares to which I/we shall have become entitled under the terms of the Share Offer, by ordinary post at my/our risk to the person and address stated in this paragraph below or, if no name and address are stated, to me or the first-named of us (in case of joint registered L&A Shareholders) at the registered address shown in the register of members of L&A.
(Insert here the name and address of the person to whom the share certificate(s) of QPL Shares is/are to be sent if different from the registered name and address of the L&A Shareholder or the first-named of the joint registered L&A Shareholders.)
Name: (in BLOCK LETTERS)
Address: (in BLOCK LETTERS)
- (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 L&A Shares tendered for acceptance under the Share Offer to QPL or such person or persons as it may direct free from all liens, charges, options, claims, equities, adverse interests, third-party rights or encumbrances whatsoever and together with all rights accruing or attaching thereto, including, without limitation, the rights to receive dividends and other distributions declared, made or paid, if any, on or after the date of the Offer Document; and
- (f) my/our agreement to ratify each and every act or thing which may be done or effected by QPL and/or L&A or their respective agent(s) or such person or persons as any of them may direct on the exercise for any rights contained herein.

2. I/We understand that acceptance of the Share Offer by me/us will be deemed to constitute a warranty by me/us to QPL that the L&A Shares held by me/us to be acquired under the Share Offer are sold free from all liens, charges, options, claims, equities, adverse interests, third-party rights or encumbrances whatsoever and together with all rights accruing or attaching thereto, including, without limitation, the rights to receive dividends and other distributions declared, made or paid, if any, on or after the Closing Date.

3. In the event that my/our acceptance is not valid in accordance with the terms of the Share 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 satisfactory indemnity or indemnities required in respect thereof), together with this form duly cancelled, by ordinary post at my/our own risk to the person and address stated in paragraph 1(d) above or, if no name and address is stated, to me or the first-named of us (in the case of joint registered L&A Shareholders) at the registered address shown in the register of members of L&A.

Note: If you submit the transfer receipt(s) upon acceptance of the Share Offer and in the meantime the relevant share certificate(s) is/are collected by QPL from the Registrar on your behalf, you will be returned 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 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 L&A Shares which are to be held by you on the terms and conditions of the Share Offer. I/We understand that no acknowledgement or receipt of any WHITE Form of Acceptance, 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.

5. I/We warrant and represent to QPL that I am/we are the registered L&A Shareholder(s) of the number of L&A Shares specified in this WHITE Form of Acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of my/our L&A Shares to QPL by way of acceptance of the Share Offer.

6. I/We warrant to QPL that I/we have observed and are permitted under all applicable laws and regulations where my/our address is located as set out in the register of members of L&A to accept the Share Offer, and any revision thereof; and that I/we have obtained all requisite governmental, exchange control or other consents and made all registration or filing required in compliance with all necessary formalities and regulatory or legal requirements; and that I/we have paid all issue, transfer or other taxes or other required payments due from me/us in connection with such acceptance; and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations and that I/we have not taken or omitted to take any action which will or may result in QPL or any other person involved in the Share Offer in breach of the legal or regulatory requirements of any jurisdiction in connection with the Share Offer.

7. I/We warrant to QPL that I/we shall be fully responsible for payment of any transfer or other taxes and duties payable by me/us in respect of the jurisdiction where my/our address is located as set out in the register of members of L&A in connection with my/our acceptance of the Share Offer.

8. I/We acknowledge that, save as expressly provided in the Offer Document and this WHITE Form of Acceptance, all the acceptances, instructions, authorities and undertakings hereby given shall be irrevocable.

9. I/We acknowledge that my/our L&A Shares sold to QPL by way of acceptance of the Share Offer will be registered under the name of QPL or its nominee.

PERSONAL DATA

Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of QPL 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 L&A 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 **WHITE** 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 **WHITE** Form of Acceptance and the Offer Document;
- registering transfers of the L&A Share(s) out of your name(s);
- maintaining or updating the relevant register of L&A Shareholders;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from QPL and/or their respective agents, officers and advisers, and the Registrar;
- compiling statistical information and L&A Shareholders profile;
- establishing benefit entitlements of the L&A 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 QPL or the Registrar; and

- any other incidental or associated purposes relating to the above and/or to enable QPL to discharge its obligations to L&A Shareholders and/or under applicable regulations, and any other purposes to which L&A Shareholders may from time to time agree or be informed of.

3. Transfer of personal data

The personal data provided in this **WHITE** Form of Acceptance will be kept confidential but QPL 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:

- QPL 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 QPL 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 QPL 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 QPL 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, QPL 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 QPL or the Registrar (as the case may be).

BY SIGNING THIS WHITE 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QPL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

倘閣下欲就閣下之樂亞股份而接納股份要約，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

閣下於本白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：

- 處理閣下之接納申請及核實遵循本白色接納表格及要約文件載列之條款及申請手續；
- 登記閣下名下樂亞股份之轉讓；
- 保存或更新有關樂亞股東名冊；
- 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QPL及/或彼等各自之代理、高級職員、顧問及過戶登記處之通訊；
- 編製統計資料及樂亞股東之資料；
- 確立樂亞股東之獲益權利；
- 按法例、規則或規例規定(無論法定或其他規定)作出披露；
- 披露有關資料以方便進行權益申索；
- 有關QPL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QPL得以履行其對樂亞股東及/或適用法規項下之責任，以及樂亞股東可能不時同意或知悉之其他用途。

3. 轉交個人資料

本白色接納表格提供之個人資料將會保密，惟QPL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：

- QPL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QPL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
- QPL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QPL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，QPL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QPL或過戶登記處(視乎情況而定)。

閣下一經簽署本白色接納表格即表示同意上述所有條款。