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除文義另有所指外，本表格所用之詞彙與所附奉之得勝亞洲有限公司與中國包裝集團有限公司於二零一三年一月二十九日聯合刊發之綜合要約文件（「綜合文件」）所界定者，具有相同涵義。

倘若購股權要約直接或間接在美國或任何其他司法權區作出將會構成違反有關司法權區的相關法律，則不得作出。倘若綜合文件及本表格及任何隨附文件副本直接或間接郵遞或以其他方式轉發、分發或寄至或寄自美國或任何其他司法權區將會構成違反有關司法權區的相關法律，則不可及不得為之，而收到綜合文件及本表格的人士（包括託管人、代名人及受託人）不得郵遞或以其他方式分發或寄至、寄入或寄自該等司法權區，因如此行事可能導致任何原意接納購股權要約失效。

粉紅色接納表格在 閣下欲接納購股權要約時適用。



中國包裝集團有限公司

China Packaging Group Company Limited

(於開曼群島註冊成立之有限公司)

(股份代號：572)

接納及註銷購股權之粉紅色表格

本粉紅色接納表格乃重要文件，請即處理。 閣下如對本粉紅色接納表格任何方面或應採取之行動有任何疑問，應諮詢 閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

本粉紅色接納表格應與綜合文件一併閱讀。綜合文件「釋義」一節已界定之詞彙及附錄一之條文已納入本粉紅色接納表格並構成其中部份。

閣下如接納金利豐證券代表要約方提出之購股權要約，應填妥並簽署本粉紅色接納表格，並盡早將本粉紅色接納表格連同列明 閣下欲接納購股權要約而涉及的已授出購股權之購股權數目之有關證書（如有），以郵遞或以專人盡快送交公司之公司秘書，地址為中國包裝集團有限公司，香港灣仔港灣道6-8號瑞安中心28樓06-07室，信封請註明「中國包裝集團有限公司－購股權要約」，惟在任何情況下不得遲於二零一三年二月十九日下午四時正（或要約方按照《收購守則》可能釐定及公佈之較後時間及／或日期）送達上址。任何交回之粉紅色接納表格及／或購股權相關證書概不發還收據。

致： 要約方、金利豐證券及公司

本人（姓名）⁽¹⁾ _____，地址為（地址） _____
_____ ⁽¹⁾

謹此接納由金利豐證券代表要約方提出之購股權要約，並同意以每股相關股份（根據每份行使價為每股股份6.3968港元、7.2024港元或4.9911港元之購股權）0.0001港元之代價，註銷授予本人認購股份之購股權，詳情載列如下。

購股權	購股權數目 ⁽²⁾
行使價為每股股份 6.3968港元之購股權	
行使價為每股股份 7.2024港元之購股權	
行使價為每股股份 4.9911港元之購股權	

隨附有關該等購股權之證書（如有），以供公司註銷⁽³⁾。

日期：二零一三年 _____ 月 _____ 日

上述購股權持有人簽署

附註：

- 請以正楷填寫全名及地址。
- 請填上所註銷的購股權之數目。倘並無於本粉紅色接納表格上填寫購股權數目或所填數目超過 閣下登記持有之購股權數目，而 閣下已簽署本表格，則 閣下將被視為已就名下全部購股權接納購股權要約。
- 倘交回供註銷之購股權數目少於購股權持有人所持購股權總數，則公司將發出有關購股權餘額之確認函件。

PINK FORM OF ACCEPTANCE AND CANCELLATION OF SHARE OPTIONS

To: **The Offeror and Kingston Securities**

- My execution of this PINK Form of Acceptance shall constitute:
 - my acceptance of the Option Offer made by Kingston 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 Share Option(s) is/are specified in this PINK Form of Acceptance or, if no such number is specified or a number in excess of my registered holding of Share Option(s) is specified, I shall be deemed to have accepted the Option Offer in respect of my entire holding of Share Option(s);
 - 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 Share Option(s) tendered for cancellation under the Option Offer;
 - my irrevocable instruction and authority to the Offeror, Kingston Securities, the Company and 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 own 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 Option Holders:
(Insert name and address of the person to whom the cheque is to be sent if different from the registered Option Holder.)
Name: (in block capitals) _____
Address: (in block capitals) _____
 - my irrevocable instruction and authority to the Offeror and Kingston Securities or such person or persons as they may direct to complete and execute any document on my behalf and to do any other act that may be necessary or expedient for the purposes of cancelling the Share Option(s) tendered for cancellation under the Option Offer; and
 - my agreement to ratify each and every act or thing which may be done or effected by the Offeror or Kingston Securities or their respective agents or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
- 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 shall cease and in which event, I authorise and request you or any one of you to return my certificate(s) for the Share Option(s), together with this PINK Form of Acceptance duly cancelled, by ordinary post at my own risk to the person and address stated in paragraph 1(c) above or if no name and address is stated, to me at the registered address shown in the register of Option Holders.
- I enclose the relevant certificate(s) for the Share Option(s) for the whole or part of my holding of outstanding Share Option(s) which is/are to be held by you on the terms and conditions of the Option Offer. I understand that no acknowledgement of receipt of any form(s) of acceptance and cancellation and relevant certificate(s) for the Share Option(s) will be given.
- I understand that my acceptance of the Option Offer will constitute a warranty and undertaking by me to the Offeror and Kingston Securities that the Share Option(s) specified in this PINK Form of Acceptance is/are free from Encumbrances whatsoever and together with all rights accruing or attaching thereto as at the date of the Composite Document or subsequently attaching to them.
- I warrant to you that I have satisfied the laws of the jurisdiction of which I am a citizen or resident or national 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 in compliance with all necessary formalities or regulatory or legal requirements.
- I hereby warrant and represent to you that I am not a resident of the United States of America (or acting on behalf of a resident of the United States of America).
- I warrant to you that I shall be fully responsible for payment of any transfer or other taxes or duties payable in respect of the jurisdiction where my address is located as set out in the records of the Company in connection with my acceptance of the Option Offer.
- I warrant to you that I am permitted under all applicable laws to receive and accept the Option Offer, and that such acceptance is valid and binding in accordance with all applicable laws.

接納及註銷購股權之粉紅色表格

致： **要約方及金利豐證券**

- 本人簽署本粉紅色接納表格即表示：
 - 本人按綜合文件及本表格所載代價及條款與條件，就本粉紅色接納表格所列明之購股權（或如未有列明數目或所列數目多於本人為登記持有人之購股權項下之數目，即為本人名下全部購股權），接納由金利豐證券代表要約方提出並載於綜合文件中之購股權要約；
 - 本人承諾於必要及適當時簽署其他文件並辦理其他手續，以註銷本人就根據購股權要約提呈以供註銷之購股權；
 - 本人不可撤回地指示並授權要約方、金利豐證券、公司及彼等各各自之代理人以普通郵遞方式將本人按購股權要約之條款應得之現金代價以「不得轉讓—只入抬頭人賬戶」方式劃線開出支票予本人，然後寄予下文所列人士及地址（如未有於下欄列明姓名及地址，則按購股權持有人名冊所登記之地址寄予本人），郵誤風險由本人承擔：
(倘收取支票之人士不同於登記購股權持有人，則請在本欄填上接收支票人士之姓名及地址。)
姓名：(請用正楷) _____
地址：(請用正楷) _____
 - 本人不可撤回地指示並授權要約方及金利豐證券或彼等就此指定之人士，代表本人填妥及簽署任何文件，並採取任何必要或權宜之行動，以註銷本人根據購股權要約提呈以供註銷之購股權；及
 - 本人／吾等同意追認要約方或金利豐證券或彼等各各自之代理人或彼等指定之人士於行使本表格所載任何授權時可能作出或進行之各種行動或事宜。
- 倘本人的接納按購股權要約的條款屬無效或被視為無效，則上文第1段所載所有指示、授權及承諾均會失效。在此情況下，本人授權並要求閣下或閣下任何一位將本人的購股權證書連同已正式註銷的本粉紅色接納表格，以普通郵遞方式送回上文1(c)段所列人士及地址，或如未有列明姓名及地址，則送到本人於購股權持有人名冊上的登記地址，郵誤風險概由本人承擔。
- 本人茲附上本人持有之全部或部份尚未行使購股權之購股權相關證書，由閣下按購股權要約之條款及條件予以保存。本人明白任何交回的接納及註銷表格及購股權相關證書概不獲發收據。
- 本人明白本人接納購股權要約將構成本人向要約方及金利豐證券的保證及承諾，本粉紅色接納表格所列之購股權概不附帶產權負擔，並連同其於綜合文件日期的所有應累算或附帶或其後將附帶的權利。
- 本人謹此向閣下保證，本人已遵守本人屬公民或居民或國民所在司法權區有關本人接納購股權要約之法例，包括取得符合所有必要條文或法規所需之一切政府、外匯管制或其他同意及任何註冊或存檔。
- 本人謹此向閣下保證並聲明本人不是美國居民（或代表美國居民行事）。
- 本人謹此向閣下保證，本人會就支付本人於公司記錄上列示地址所在司法權區關於本人接納購股權要約方面之任何應付過戶費用或其他稅項或繳費承擔全部責任。
- 本人謹此向閣下保證，根據所有適用法例，本人獲准收取及接納購股權要約，以及根據所有適用法例，該接納為有效及具約束力。