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Unless the context otherwise requires, terms used herein shall bear the same meanings as defined in the offer document dated 15 June 2007 (the "Offer Document") issued by NWS Financial Management Services Limited.

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



**TAIFOOK SECURITIES GROUP LIMITED**

**大福證券集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock code: 0665)**

**FORM OF ACCEPTANCE AND CANCELLATION OF TAIFOOK OPTIONS**

**THIS FORM OF ACCEPTANCE AND CANCELLATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of this form of acceptance and cancellation 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.

This form of acceptance and cancellation should be read in conjunction with the Offer Document. The provisions of Appendix I to the Offer Document are incorporated into and form part of this form of acceptance and cancellation.

To accept the Option Offer made by Standard Chartered on behalf of NWS Financial Management Services Limited, you should complete and sign this form of acceptance and cancellation and forward this form, together with the relevant document(s) of title of the Taifook Options (if any), for not less than the number of the Taifook Options in respect of which you intend to accept the Option Offer, by post or by hand to the Company Secretary of Taifook at 25th Floor, New World Tower, 16-18 Queen's Road Central, Hong Kong, marked "Taifook Option Offer" on the envelope, as soon as possible and in any event so as to reach the Company Secretary of Taifook at the aforesaid address by no later than the latest time for acceptance, being 4:00 p.m. on Friday, 13 July 2007. No acknowledgement of receipt of any form of acceptance and cancellation and/or the relevant document(s) of title of the Taifook Options will be given.

To: **Taifook, Standard Chartered and the Offeror**

I (name) \_\_\_\_\_ of (address) \_\_\_\_\_ (1)

hereby accept the Option Offer made by Standard Chartered on behalf of the Offeror and agree, for the consideration of HK\$1.49 per Taifook Option having an exercise price of HK\$0.94 per Taifook Share and/or (as the case may be) HK\$1.23 per Taifook Option having an exercise price of HK\$1.20 per Taifook Share<sup>(2)</sup> in cash, to the cancellation of the Taifook Option(s) granted to me to subscribe for Taifook Share(s), the details of which are set out below.

No. of Taifook Option(s) <sup>(3)</sup>	No. of Taifook Share(s) <sup>(4)</sup>	Exercise price per Taifook Share (HK\$)

Document(s) of title (if any) relating to such Taifook Option(s) is/are enclosed herewith for Taifook's cancellation<sup>(5)</sup>.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

\_\_\_\_\_  
Signature of the  
abovementioned Independent Taifook Optionholder

*Notes:*

1. Please insert full name and address in **BLOCK CAPITALS**.
2. Please delete as appropriate. Any deletion shall be initialled by the person who signs this form.
3. Please insert the number of Taifook Option(s) surrendered for cancellation. If no number is inserted or a number in excess of your registered holding of the Taifook Option(s) is inserted on this form of acceptance and cancellation and you have signed this form, you will be deemed to have accepted the Option Offer in respect of your entire holding of Taifook Option(s).
4. Please insert the number of Taifook Share(s) in respect of which the Taifook Option(s) to subscribe is/are surrendered for cancellation.
5. If the number of Taifook Option(s) surrendered for cancellation is less than the number of Taifook Option(s) held by the Independent Taifook Optionholder, Taifook will provide a confirmation letter in relation to the balance of the Taifook Option(s) to such Independent Taifook Optionholder.

\* For identification purposes only

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除文義另有所指外，本表格所用詞語之定義與NWS Financial Management Services Limited於二零零七年六月十五日刊發之收購建議文件（「收購建議文件」）所界定者具有相同涵義。

本接納及註銷表格在閣下欲接納購股權收購建議時適用。

 **taifook大福**  
**TAIFOOK SECURITIES GROUP LIMITED**  
**大福證券集團有限公司\***  
(於百慕達註冊成立之有限公司)  
(股份代號：0665)

**接納及註銷大福購股權表格**

本接納及註銷表格乃重要文件，請即處理。閣下如對本接納及註銷表格任何方面或應採取之行動有任何疑问，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。

本接納及註銷表格應與收購建議文件一併閱讀。收購建議文件附錄一之條文已納入本接納及註銷表格並成為其中部份。

閣下如欲接納渣打代表NWS Financial Management Services Limited提出之購股權收購建議，應填妥並簽署本接納及註銷表格，並盡早將本表格連同不少於閣下欲接納購股權收購建議之大福購股權數目之有關所有權文件（如有），以郵遞或專人送交大福之公司秘書，地址為香港皇后大道中16-18號新世界大廈25樓，信封封面請註明「大福購股權收購建議」，惟在任何情況下不得遲於接納之最後期限，即二零零七年七月十三日（星期五）下午四時正前送達大福之公司秘書位於上述之地址。概不就接獲任何接納及註銷表格及／或大福購股權之有關所有權文件而發出任何收據。

致：大福、渣打及收購方

本人（姓名）\_\_\_\_\_ 地址為（地址）\_\_\_\_\_

(1)

謹此接納由渣打代表收購方提出之購股權收購建議，並同意按每份大福購股權（行使價為每股大福股份0.94港元）1.49港元及／或（視情況而定）每份大福購股權（行使價為每股大福股份1.20港元）1.23港元<sup>(2)</sup>之現金代價，註銷授予本人認購大福股份之購股權，詳情載列如下。

大福購股權數目 <sup>(3)</sup>	大福股份數目 <sup>(4)</sup>	每股大福股份 行使價（港元）

隨本表格附奉有關該等大福購股權之所有權文件（如有），以供大福註銷<sup>(5)</sup>。

日期：二零零七年\_\_\_\_\_月\_\_\_\_\_日

\_\_\_\_\_  
上述獨立大福購股權持有人簽署

附註：

- 請以正楷填寫全名及地址。
- 請刪去不適用者。任何刪除須由簽署本表格之人士簡簽作實。
- 請填上交回供註銷之大福購股權數目。倘無填寫數目或所填數目超過閣下登記持有之大福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大福購股權接納購股權收購建議。
- 請填上交回供註銷之大福購股權可認購之大福股份數目。
- 若交回供註銷之大福購股權數目少於獨立大福購股權持有人所持大福購股權數目，則大福將向該獨立大福購股權持有人發出有關大福購股權餘額之確認函件。

\* 僅供識別

## Form of acceptance and cancellation of Taifook Options

To: **Taifook, Standard Chartered and the Offeror**

- My execution of this form of acceptance and cancellation shall constitute:
  - my acceptance of the Option Offer made by Standard Chartered on behalf of the Offeror, 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 Taifook Option(s) specified in this form of acceptance and cancellation or, if no such number is specified or a number in excess of my registered holding of the Taifook Option(s) is specified, I shall be deemed to have accepted the Option Offer in respect of my entire holding of Taifook 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 Taifook Option(s) tendered for cancellation under the Option Offer;
  - my irrevocable instruction and authority to the Offeror and/or Standard Chartered 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 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 Taifook Optionholders:  
*(Insert name and address of the person to whom the cheque is to be sent if different from the registered Independent Taifook Optionholder.)*  
Name: (in block capitals)  
Address: (in block capitals)
  - my irrevocable instruction and authority to the Offeror and/or Standard Chartered 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 Taifook 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 and/or Standard Chartered or their respective agents or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
- I understand that my acceptance of the Option Offer will constitute a warranty by me to the Offeror that the Taifook Option(s) specified in this form of acceptance and cancellation is/are free from all liens, charges, options, claims, equities, adverse interests, third party rights or encumbrances whatsoever and renounced together with all rights accruing or attaching thereto as at the date of the posting of the Offer Document or subsequently becoming attached to them.
- 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 document(s) of title (if any) for Taifook Option(s), together with this form of acceptance and cancellation duly cancelled, by ordinary post at my own risk to the person and address stated in 1(c) above or if no name and address is stated, to me at the registered address shown in the register of Taifook Optionholders.
- I enclose the relevant document(s) of title (if any) for Taifook Option(s) for the whole or part of my holding of outstanding Taifook 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 document(s) of title (if any) for Taifook Option(s) will be given.

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### 接納及註銷大福購股權表格

致：大福、渣打及收購方

- 本人簽署本接納及註銷表格即表示：
  - 本人按收購建議文件及本表格所載代價及條款與條件，就本接納及註銷表格所列明之大福購股權數目或(如未有列明數目或所列數目多於本人為登記持有人之大福購股權)本人名下全部大福購股權數目，接納由渣打代表收購方提出並載於收購建議文件中之購股權收購建議；
  - 本人承諾於必要或適當時簽署其他文件並辦理其他手續，以註銷本人就接納購股權收購建議而提呈之大福購股權；
  - 本人不可撤回地指示並授權收購方及／或渣打或彼等各自之代理人以普通郵遞方式將本人按購股權收購建議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，則按大福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：  
*(收取支票之人士不同於登記獨立大福購股權持有人，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收購方及／或渣打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，以註銷本人就接納購股權收購建議而提呈之大福購股權；及
  - 本人同意追認收購方及／或渣打或彼等各自之代理人或彼等指定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。
- 本人明白本人接納購股權收購建議，向收購方保證，本接納及註銷表格所列註銷之大福購股權概不附帶一切任何形式之留置權、抵押、購股權、索償、衡平權、不利權益、第三方權利或產權負擔，並將會連同於寄發收購建議文件日期當日所累積或附帶或其後所附帶的所有權利一併註銷及放棄。
- 若按購股權收購建議之條款本人之接納屬無效或被視為無效，則上文第1段所載之所有指示、授權及承諾均會失效。在此情況下，本人授權並懇請閣下或閣下任何一人將本人之大福購股權所有權文件(如有)連同已正式註銷之本接納及註銷表格以普通郵遞方式送回上文1(c)段所列人士及地址，或倘並無列出姓名及地址，則送到本人於大福購股權持有人名冊上所登記的地址，郵誤風險由本人承擔。
- 本人茲附上本人持有之全部或部份尚未行使大福購股權之有關大福購股權所有權文件(如有)，由閣下按購股權收購建議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／或大福購股權所有權文件(如有)概不獲發收據。