

Unless the context otherwise requires, terms used in this BLUE Form of Acceptance shall bear the same meanings as those defined in the composite offer and response document dated 12 December 2011 (the "Composite Document") issued jointly by Tack Hsin Holdings Limited and China Nuclear Industry 23 Construction (Hong Kong) Company Limited.

除文義另有所指外，本藍色接納表格所用詞彙與德興集團有限公司*與中國核工業二三建設（香港）有限公司於二零一一年十二月十二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。

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 BLUE 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 BLUE 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藍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藍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。

BLUE FORM OF ACCEPTANCE AND CANCELLATION FOR USE IF YOU WANT TO ACCEPT THE WARRANT OFFER.
閣下如欲接納認股權證收購要約，請使用本藍色接納及註銷表格。



TACK HSIN HOLDINGS LIMITED
(德興集團有限公司*)
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code: 611)
(股份代號: 611)

BLUE FORM OF ACCEPTANCE AND CANCELLATION OF WARRANTS ISSUED BY TACK HSIN HOLDINGS LIMITED
接納及註銷德興集團有限公司*發行之認股權證的藍色表格

To be completed in full 每項均須填寫

Branch share registrar in Hong Kong: Tricor Tengis Limited

香港股份過戶登記分處：卓佳登捷時有限公司

26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong

香港灣仔皇后大道東28號金鐘匯中心26樓

Note: Insert the total number of Warrants for which the Warrant Offer is accepted. If no number is inserted or a number in excess of your registered holding of the Warrants is inserted and you have signed this BLUE Form of Acceptance, you will be deemed to have accepted the Warrant Offer for all your entire holding of the Warrants and all of which will be deemed to be surrendered for cancellation.

*附註：*請填上接納認股權證收購要約之認股權證總數。如閣下已簽署本藍色接納表格但未填上數目，或所填數目超過閣下所登記持有之認股權證，則閣下將被視為已就閣下持有之全部認股權證接納認股權證收購要約，而有關認股權證將被視為全部交回以供註銷。

FOR THE CONSIDERATION stated below, the holder(s) of the Warrants (the "Warrantholder(s)") named below hereby accept(s) the Warrant Offer and agree(s) to the surrender for cancellation the number of Warrant(s) specified below, upon and subject to the terms and conditions contained herein and in the Composite Document.

下述認股權證持有人（「認股權證持有人」）謹此按下列代價接納認股權證收購要約並同意交回下列數目的認股權證以供註銷，惟須遵守本表格及綜合文件內之條款及條件。

Number of Warrants(s) surrendered for cancellation (Note) 交回供註銷之認股權證數目 (附註)	FIGURES 數目	
	WORDS 大寫	
Details of Warrantholder 認股權證持有人資料	Family name(s)/Company name(s) 姓氏／公司名稱	Forename(s) 名字
	Address 地址	
	Telephone Number 電話號碼	
Consideration 代價	HK\$0.00001 in cash for each Warrant 就每份認股權證而言，為現金港幣0.00001元	

Dated this _____ day of _____

日期：_____年_____月_____日

Signed by the Warrantholder in the presence of:

認股權證持有人在下列見證人見證下簽署：

Name of Witness 見證人姓名：_____

Signature of Witness 見證人簽署：_____

Address of Witness 見證人地址：_____

Occupation of Witness 見證人職業：_____

Signature of the Warrantholder/
Company chop, if applicable
認股權證持有人簽署／公司印鑑（如適用）

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

* For identification purpose only 僅供識別

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

If you are in any doubt as to any aspect of this BLUE 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.

Fortune Securities is making the Warrant Offer on behalf of the Offeror. The making of the Warrant Offer to the Overseas Warranholders may be affected by the laws of the relevant jurisdictions. If you are an Overseas Warranholder, you should inform yourself about and observe all applicable legal and regulatory requirements. If you wish to accept the Warrant 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 Warrant Offer. Acceptance of the Warrant Offer by you will constitute a warranty by you to the Offeror and the Company that you have observed and are permitted under all applicable laws and regulations to receive and accept the Warrant 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.

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

HOW TO COMPLETE THIS BLUE FORM OF ACCEPTANCE

The Warrant Offer is conditional. Warranholders are advised to read the Composite Document before completing this BLUE Form of Acceptance. To accept the Warrant Offer made by Fortune Securities on behalf of the Offeror, you should complete and sign this BLUE Form of Acceptance overleaf and forward this entire form together with the relevant certificate(s) of the Warrants and/or other document(s) of title and/or satisfactory indemnity or indemnities required in respect thereof for the whole or in respect of part of your holding of Warrants or if applicable, for not less than the number of Warrants in respect of which you intend to accept the Warrant Offer, by post or by hand, to the Registrar, **Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Tuesday, 3 January 2012 or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code.** The provisions of Appendix I to the Composite Document are incorporated into and form part of this BLUE Form of Acceptance.

BLUE FORM OF ACCEPTANCE AND CANCELLATION OF WARRANTS

To: The Offeror and Fortune Securities

1. My/Our execution of this BLUE Form of Acceptance (whether or not such BLUE Form of Acceptance is dated) shall be binding on my/our successors and assigns, and shall constitute:
 - (a) my/our irrevocable acceptance of the Warrant Offer made by Fortune Securities on behalf of the Offeror, as contained in the Composite Document, for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of Warrants specified in this form or, if no such number is specified or a greater number is specified than I/we am/are registered as the Warranholder of, in respect of all such Warrants as to which I/we am/are registered as the Warranholder;
 - (b) my/our irrevocable instruction and authority to each of the Offeror and/or Fortune Securities or 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 Warrant Offer, by ordinary post at my/our own risk to the person and the address stated below or, if no name and address is stated below, to me/us or the first-named of us (in the case of joint registered holders) at the address as shown in the register of the Warranholders maintained by the Company within 10 days of the later of the date on which the Warrant Offer becomes or is declared unconditional and the receipt of all the relevant documents are received by the Registrar to render the acceptance under the Warrant Offer complete and valid;
(Insert here the name and address of the person to whom the cheque is to be sent if different from the registered Warranholder.)
Name: (in BLOCK LETTERS).....
Address: (in BLOCK LETTERS).....
 - (c) 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 cancel my/our Warrant(s) surrendered for cancellation under the Warrant Offer; and
 - (d) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or Fortune Securities or 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 Warrant Offer by me/us will be deemed to constitute a warranty by me/us to the Offeror and Fortune Securities that the number of Warrant(s) specified in this form or, if no such number is specified or a greater number is specified than I/we am/are registered as the Warranholder, in respect of all such Warrants as to which I/we am/are registered as the Warranholder, is/are hereby surrendered and renounced free from all liens, charges, encumbrances, rights of pre-emption and any other third-party rights of any nature and together with all rights attaching to them as on or after the date of the Composite Document.
3. In the event that my/our acceptance is not valid, or is treated as invalid, in accordance with the terms of the Warrant 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 this form duly cancelled, together with the warrant certificate(s), by ordinary post at my/our own risk to the person at the address stated in 1(b) above or, if no name and address is stated, to me/us at the registered address maintained by the Company.
4. I/We enclose the relevant warrant certificate(s) for the whole/part of my/our holding of Warrant(s) which is/are surrendered for cancellation on the terms and conditions of the Warrant Offer. I/We understand that no acknowledgement of receipt of any BLUE Form of Acceptance and/or warrant certificate(s) will be given. I/We further understand that all documents will be sent by ordinary post at my/our own risk.
5. I/We hereby warrant and represent to the Offeror, Fortune Securities and the Company that I/we am/are the registered holder of the number of Warrant(s) specified in this form and I/we have the full right, power and authority to surrender the Warrant(s) for cancellation by way of acceptance of the Warrant Offer.
6. I/We warrant to the Offeror, Fortune Securities and the Company 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 Warranholders of the Company to accept the Warrant 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.
7. I/We warrant to the Offeror, Fortune Securities and the Company that I/we shall be fully responsible for payment of any transfer or other taxes or duties payable by me/us in connection with my/our acceptance of the Warrant Offer.
8. I/We acknowledge that, save as expressly provided in the Composite Document and this BLUE Form of Acceptance, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable.
9. I/We understand that no acknowledgement of receipt of any form(s) of acceptance and cancellation will be given.

本藍色接納表格乃重要文件，閣下須即時處理。

閣下如對本藍色接納表格的任何方面或應採取的行動有任何疑問，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。

富強證券正代表收購方提出認股權證收購要約。向海外認股權證持有人提出認股權證收購要約或會受到有關司法權區之法例影響。倘閣下為海外認股權證持有人，閣下應自行了解及遵守任何適用法律或監管規定。閣下如欲接納認股權證收購要約，須自行信納全面遵守有關司法權區之相關法律及法規，包括獲得一切所需之政府、外匯管制或其他方面之同意，並遵守一切所需手續及監管或法律規定。閣下將須就接納認股權證收購要約應付之任何有關發行費、轉讓費或其他稅項負責。閣下接納認股權證收購要約，即構成閣下向收購方及本公司保證其已遵守所有適用法律及法規以及根據所有適用法律及法規獲允許接收及接納認股權證收購要約及其任何修訂，而閣下已根據一切必要手續及遵守監管或法律規定取得一切所需之政府、外匯管制或其他方面之同意，並已支付閣下於任何地區接納而應付之所有發行費、轉讓費或其他稅項或其他所需款項，而有關接納將根據一切適用法律及法規屬有效及具約束力。

本藍色接納表格應與綜合文件一併閱讀。

本藍色接納表格之填寫方法

認股權證收購要約附帶條件。認股權證持有人於填寫本藍色接納表格前，務請先閱讀綜合文件。閣下如欲接納富強證券代表收購方所作的認股權證收購要約，應填妥並簽署本藍色接納表格背頁，並將整份表格，連同就閣下所持之所有或部份認股權證（如適用）不少於閣下擬接納認股權證收購要約的認股權證數目的認股權證及／或其他權證文件（及／或任何就此所需之一份或多份令人信納之任何彌償保證書）一併以郵寄或專人送交方式盡快送抵股份過戶登記處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，無論如何不得遲於二零一二年一月三日（星期二）下午四時正，或收購方根據收購守則所釐定及公佈之較後時間及／或日期。綜合文件附錄一之條文已載入並構成本藍色接納表格之一部份。

認股權證之藍色接納及註銷表格

致：收購方及富強證券

1. 本人／吾等簽署本藍色接納表格（不論有否填寫日期）將對本人／吾等的繼承人及承讓人有約束力，即表示：

(a) 本人／吾等不可撤回地接納由富強證券代表收購方提出並載於綜合文件的認股權證收購要約以收取代價，按綜合文件及本表格所載有關條款與條件收購本表格上所填認股權證數目，如未有指定認股權證數目或指定認股權證數目較本人／吾等以認股權證持有人名義登記的認股權證數目為多，則接納收購本人／吾等以認股權證持有人名義登記持有的全部認股權證；

(b) 本人／吾等不可撤回地指示並授權收購方及／或富強證券各方或彼等各自的代理，將本人／吾等根據認股權證收購要約的條款應得的現金代價以「不得轉讓－只准入抬頭人賬戶」方式開出劃線支票，然後於認股權證收購要約成為或宣佈成為無條件之日或股份過戶處接獲一切有關文件致使認股權證收購要約項下之接納為完整及有效之日（以較遲者為準）起計10日內，按以下地址以平郵方式寄予以下人士及地址（或如無填寫姓名及地址，則按貴公司認股權證持有人登記名冊所示登記地址，寄予本人／吾等或吾等當中之名列首位者（如屬聯名登記持有人），郵誤風險由本人／吾等承擔；

（如收取支票人士的姓名及地址並非登記認股權證持有人所登記的姓名及地址，則請在本欄填上應收取支票的人士的姓名及地址。）

姓名：（請用正楷填寫）.....

地址：（請用正楷填寫）.....

(c) 本人／吾等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／吾等就接納認股權證收購要約而交回之認股權證；及

(d) 本人／吾等同意追認收購方及／或富強證券或彼等各自的代理或其行使本表格所載的任何授權時可能指定的任何人士可能進行或實施的任何行動或事宜。

2. 本人／吾等明白本人／吾等接納認股權證收購要約將被視為構成本人／吾等向收購方及富強證券作出保證，表示交回及放棄本表格所列認股權證數目（或倘無列明認股權證數目或所列的認股權證數目高於本人／吾等以認股權證持有人名義登記的數目，則就本人／吾等以認股權證持有人名義登記的全部認股權證而言）並不附有任何留置權、押記、產權負擔、優先購買權及任何其他性質的第三者權益，並確保該等認股權證可享有於綜合文件日期或之後所附帶的一切權利。

3. 如按認股權證收購要約的條款本人／吾等的接納為無效或被視為無效，則上文第1段所載的所有指示、授權及承諾均會終止。在此情況下，本人／吾等授權並要求閣下將本人／吾等已正式註銷的本表格連同認股權證證書以平郵方式按上文第1(b)段所列地址寄予有關人士，如未有列明姓名及地址者，則按本人／吾等在貴公司的登記地址寄予本人／吾等，郵誤風險由本人／吾等承擔。

4. 本人／吾等茲附上本人／吾等所持全部／部分認股權證之有關認股權證證書，交回閣下按照認股權證收購要約之條款及條件予以註銷。本人／吾等明白將不會就任何藍色接納表格及／或認股權證證書獲發收訖通知書。本人／吾等亦明白所有文件將以平郵方式寄出，郵誤風險概由本人／吾等自行承擔。

5. 本人／吾等謹此向收購方、富強證券及貴公司保證及聲明，本人／吾等為本表格所列認股權證數目的登記持有人，而本人／吾等有充分的權利、權力及授權透過接納認股權證收購要約交回該等認股權證以供註銷。

6. 本人／吾等向收購方、富強證券及貴公司保證，本人／吾等已遵守本人／吾等於貴公司認股權證持有人名冊所列地址所有適用法律及法規以及根據所有適用法律及法規獲允許接納認股權證收購要約及其任何修訂；而本人／吾等已取得任何所需政府、外匯管制或其他方面之同意，及作出所有必要手續或遵守監管或法律規定所規定之一切登記或存檔；且本人／吾等已支付本人／吾等就該接納應付之所有發行費、轉讓費或其他稅項或其他所需款項；而有關接納將根據一切適用法律及法規屬有效及具約束力。

7. 本人／吾等向收購方、富強證券及貴公司保證，本人／吾等須就支付關於本人／吾等接納認股權證收購要約應付之任何轉讓費或其他稅項或徵費承擔全部責任。

8. 本人／吾等明白除綜合文件及本藍色接納表格指明者外，所有特此作出的接納、指示、授權及承諾乃不可撤回。

9. 本人／吾等明白不會就任何接納及註銷表格獲發收訖通知。

PERSONAL DATA

Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Offeror, Fortune Securities, the Company 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 Warrant Offer for your Warrant(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 Warrant Offer.

2. Purposes

The personal data which you provide on this BLUE 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 BLUE Form of Acceptance and the Composite Document;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror and/or the Company and/or their respective agents, officers and advisers;
- establishing benefit entitlements of the Warrantheolders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements;
- any other purpose in connection with the business of the Offeror and the Company; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or the Company and/or Fortune Securities to discharge its obligations to the Warrantheolders and/or under applicable regulations, and other purpose to which the Warrantheolders may from time to time agree to or be informed of.

3. Transfer of personal data

The personal data provided in this BLUE Form of Acceptance will be kept confidential but the Offeror and/or Fortune Securities and/or 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, 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 and Fortune Securities, the Company, any of their agents, officers and advisers;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or Fortune Securities and/or the Company and/or the Registrar;
- 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 Fortune Securities and/or the Company and/or the Registrar considers 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 Fortune Securities and/or the Company 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, the Offeror and/or Fortune Securities and/or the Company 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 the Offeror, Fortune Securities, the Company or the Registrar (as the case may be).

BY SIGNING THIS BLUE 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收購方、富強證券、本公司及股份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

倘閣下欲就閣下之認股權證而接納認股權證收購要約，則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認股權證收購要約應得之代價。

2. 用途

閣下於本藍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或遵循本藍色接納表格及綜合文件載列之條款及申請手續；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 發佈收購方及/或本公司及/或彼等各各自之代理、高級職員、顧問及股份過戶登記處之通訊；
- 確立認股權證持有人之獲益權利；
- 按法例、規則或規例規定(無論法定其他規定)作出披露；
- 披露有關資料以方便進行權益申索；
- 有關收購方及本公司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/或令收購方及/或本公司及/或富強證券得以履行彼等對認股權證持有人及/或適用法規項下之責任，及認股權證持有人可能不時同意或知悉之其他用途。

3. 轉交個人資料

本藍色接納表格提供之個人資料將會保密，惟收購方及/或富強證券及/或本公司及/或股份過戶登記處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：

- 收購方及富強證券、本公司、其任何代理、高級職員及顧問；
- 為收購方及/或富強證券及/或本公司及/或股份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個人或機構，例如閣下之銀行、律師、會計師或持牌證券商或註冊證券機構；及
- 收購方及/或富強證券及/或本公司及/或股份過戶登記處認為必需或適當情況下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，閣下可確認收購方及/或富強證券及/或本公司及/或股份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，收購方及/或富強證券及/或本公司及/或股份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，須提交予收購方、富強證券、本公司或本公司之公司秘書(視情況而定)。

閣下一經簽署本藍色接納表格即表示同意上述所有條款。