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



CARICO HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock code: 729)

FORM OF ACCEPTANCE AND SURRENDER OF SHARE OPTIONS

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

Unless the context otherwise requires, terms used herein shall bear the same meanings as defined in the accompanying offer document dated 30 April 2007 (the "Offer Document") issued by Best Effort International Limited (the "Offeror"). This form of acceptance and surrender 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 surrender.

To accept the Option Offer jointly made by Somerley and TSC on behalf of the Offeror, you should complete and sign this form of acceptance and surrender and forward this form, together with the relevant letter(s) of grant of the Carico Options for not less than the number of Carico Options in respect of which you intend to accept the Option Offer, by post or by hand to the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong marked "**Carico Option Offer**" on the envelope, as soon as possible and in any event so as to reach the Registrar at the aforesaid address by no later than 4:00 p.m. on Monday, 28 May 2007 (or such later time and/or date as the Offeror may determine and announce as permitted under the Takeovers Code).

To: the Offeror, Somerley and TSC

I _____ of _____
_____ 1

hereby accept the Option Offer jointly made by Somerley and TSC on behalf of the Offeror and agree, (i) for the consideration of HK\$0.15014 to the surrender of _____ Carico Option(s) granted to me to subscribe for _____ Carico Shares of HK\$0.01 each at the exercise price of HK\$0.11486 per Carico Share; and (ii) for the consideration of HK\$0.023 to the surrender of _____ Carico Option(s) granted to me to subscribe for _____ Carico Shares of HK\$0.01 each at the exercise price of HK\$0.242 per Carico Share. The letter(s) of grant relating to such Carico Option(s) enclosed herewith is/are surrendered.

Dated this _____ day of _____ 200_____.

Signature of the
abovementioned holder of Carico Options

Notes:

- 1. Please insert full name and address in **BLOCK CAPITALS**.
- 2. Please insert the number of Carico Share(s) in respect of which the Carico Option(s) to subscribe is/are surrendered. If no number is inserted or a number in excess of your registered holding of the Carico Option(s) is inserted on this form of acceptance and surrender and you have signed this form, you will be deemed to have accepted the Carico Option Offer in respect of your entire holding of Carico Option(s).
- 3. If the number of Carico Option(s) surrendered is less than the number of Carico Option(s) held by the holder of Carico Options, a confirmation letter in relation to the balance of the Carico Option(s) will be provided to such holder of Carico Options.

Form of Acceptance and Surrender of Carico Options

To: the Offeror, Somerley and TSC

1. My execution of this form of acceptance and surrender shall constitute:
 - (a) my acceptance of the Option Offer jointly made by Somerley and TSC 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 Carico Option(s) specified in this form of acceptance and surrender or, if no such number is specified or a number in excess of my registered holding of the Carico Option(s) is specified, I shall be deemed to have accepted the Option Offer in respect of my entire holding of Carico Option(s);
 - (b) 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 surrender my Carico Option(s) tendered for surrender under the Option Offer;
 - (c) my irrevocable instruction and authority to the Offeror, Somerley, TSC 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 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 holders of Carico Option.

(Insert name and address of the person to whom the cheque is to be sent if different from the registered holder of Carico Options.)

Name: (in block capitals)
Address: (in block capitals)
 - (d) my irrevocable instruction and authority to the Offeror, Somerley, TSC 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 surrendering the Carico Option(s) tendered for surrender under the Option Offer; and
 - (e) my agreement to ratify each and every act or thing which may be done or effected by the Offeror, Somerley, TSC or their respective agents or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
2. I understand that my acceptance of the Option Offer will constitute a warranty by me to the Offeror that the Carico Option(s) specified in this form of acceptance and surrender is/are free from all third party rights, liens, charges, equities and encumbrances and is/are to be surrendered and renounced together with all rights attaching thereto as at the date of the First Joint Announcement or subsequently becoming attached to them.
3. 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 to return my letter(s) of grant of Carico Option(s), together with this form of acceptance and surrender duly surrendered, 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 holders of Carico Option.
4. I enclose the relevant letter(s) of grant of Carico Option(s) for the whole or part of my holding of outstanding Carico 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 surrender and letter(s) of grant of Carico Option(s) will be given.

接納及放棄中汽資源購股權表格

致：收購人、新百利及台新資本

1. 本人簽署本接納及放棄表格即構成：
 - (a) 本人按收購建議文件及本表格所載代價及條款與條件，就本接納及放棄表格所列明之中汽資源購股權數目或（如未有列明數目或所列數目多於本人為登記持有人之中汽資源購股權）本人名下全部中汽資源購股權數目，接納由新百利及台新資本代表收購人聯合提出並載於收購建議文件中之購股權收購建議；
 - (b) 本人承諾於必要或適當時簽署其他文件並辦理其他手續，以放棄本人就放棄購股權收購建議而提呈之中汽資源購股權；
 - (c) 本人不可撤回地指示並授權收購人、新百利及台新資本或彼等各自之代理人以平郵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，則按中汽資源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中汽資源購股權持有人，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)
 - (d) 本人不可撤回地指示並授權收購人、新百利及台新資本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，以放棄就放棄根據購股權收購建議而提呈之中汽資源購股權；及
 - (e) 本人同意追認收購人、新百利及台新資本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。
2. 本人明白本人接納購股權收購建議將代表本人向收購人保證，本接納及放棄表格所列已放棄之中汽資源購股權數目概不附帶一切第三方權利、留置權、抵押、衡平權及產權負擔，並將連同於該首次聯合公佈日期當日或其後所附帶的所有權利一併放棄。
3. 倘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 閣下將本人之中汽資源購股權授出函件連同已正式放棄之接納及放棄表格以普通郵遞方式送回上文1(c)段上列人士及地址，或倘並無列出姓名及地址，則送到本人於中汽資源購股權持有人登記冊上所登記的地址，郵誤風險由本人承擔。
4. 本人茲附上本人持有之全部或部份尚未行使之中汽資源購股權之有關中汽資源購股權授出函件，由 閣下按購股權收購建議之條款及條件予以保存。本人明白交回接納及放棄表格及授予中汽資源購股權函件概不獲發收據。

香港聯合交易所有限公司、香港中央結算有限公司及香港證券及期貨事務監察委員會對本表格內容概不負責，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。

本接納及放棄表格在閣下欲接納購股權收購建議時適用。



CARICO HOLDINGS LIMITED

中汽資源投資有限公司*

(於百慕達註冊成立之有限公司)

(股份代號：729)

接納及放棄購股權表格

本接納及放棄表格乃重要文件，請即處理。閣下如對本接納及放棄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。

除文義另有所指外，本表格所用詞語之定義與Best Effort International Limited(「收購人」)於二零零七年四月三十日刊發之隨附收購建議文件(「收購建議文件」)所界定者具有相同涵義。本接納及放棄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放棄表格並成為其中部分。

閣下如欲接納由新百利及台新資本代表收購人聯合提出之購股權收購建議，應填妥並簽署本接納及放棄表格，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中汽資源購股權數目之相關授予中汽資源購股權函件，以郵遞或以人手送交股份登記處，香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716號舖，信封面請註明「**中汽資源購股權收購建議**」，惟在任何情況下不得遲於二零零七年五月二十八日星期一下午四時正前(或收購人按收購守則可能決定並公佈之較後時間及/或日期)送達上述股份登記處之地址。

致：收購人、新百利及台新資本

本人 _____ 寓 _____

謹此接納由新百利及台新資本代表收購人聯合提出之購股權收購建議，並同意(i)按0.15014港元之代價，放棄授予本人按行使價每股中汽資源股份0.11486港元認購 _____ 股每股面值0.01港元之中汽資源股份之 _____ 份中汽資源購股權；及(ii)按0.023港元之代價，放棄授予本人按行使價每股中汽資源股份0.242港元認購 _____ 股每股面值0.01港元之中汽資源股份之 _____ 份中汽資源購股權。隨本表格交回有關該等中汽資源購股權之授予函件。

日期：二零零 _____ 年 _____ 月 _____ 日

上述中汽資源購股權持有人簽署

附註：

- 請以**正楷**填寫全名及地址。
- 請填上所放棄的中汽資源購股權可認購之中汽資源股份數目。倘於接納及放棄表格上無填寫數目或所填數目超過閣下登記持有之中汽資源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中汽資源購股權接納中汽資源購股權收購建議。
- 倘所放棄的中汽資源購股權數目少於中汽資源購股權持有人所持中汽資源購股權數目，則將向該中汽資源購股權持有人發出有關中汽資源購股權餘額之確認函件。

* 僅供識別