

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR ABOUT ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之股票經紀或其他持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON TUESDAY, 24 APRIL 2012.

本申請表格具有價值，惟不可轉讓，並僅供下文列名之合資格股東使用。申請最遲須於2012年4月24日(星期二)下午4時正或之前遞交。Dealing in the Ordinary Shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS") and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

本公司普通股之買賣可以透過中央結算及交收系統(「中央結算系統」)進行交收，閣下應諮詢閣下之股票經紀或其他持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排之詳情，以及該等安排對閣下享有之權利及權益所構成之影響。A copy of this Application Form, together with a copy of the accompanying prospectus of Xiwang Sugar Holdings Company Limited (the "Company") dated 10 April 2012 (the "Prospectus"), a copy of the form of application for excess Offer Shares (the "Excess Application Form"), have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and has been or as reasonably practicable after the date hereof, will be filed with the Registrar of Companies in Bermuda pursuant to section 26 of the Companies Act 1981 of Bermuda. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.

本申請表格連同隨附之西王糖業控股有限公司(「本公司」)於2012年4月10日刊發之章程(「章程」)及額外發售股份申請表格(「額外申請表格」)，已根據公司條例第342C條之規定呈送香港公司註冊處處長登記，並已在本表格日期後在合理可行情況下將根據百慕達1981年公司法第26條之規定送呈百慕達公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") take no responsibility for the contents of this Application Form, 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 Application Form.

香港交易及結算有限公司及香港聯合交易所有限公司(「聯交所」)對本申請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，並明確表示概不就本申請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。

No application will be made for the listing of the Offer Shares on the Stock Exchange or any other stock exchange. Accordingly, the Offer Shares will not be accepted as eligible securities for deposit, clearance or settlement in CCASS.

本公司並未向聯交所或任何其他證券交易所申請發售股份上市。因此，發售股份將不會於中央結算系統獲接納為寄存、結算或交收之合資格證券。Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

除文義另有所指外，本表格所用詞彙與章程所界定者具有相同涵義。



XIWANG SUGAR HOLDINGS COMPANY LIMITED

西王糖業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 2088)

(股份代號: 2088)

Hong Kong Branch Share Registrar:
Tricor Investor Services Limited
26th Floor,
Tesbury Centre,
28 Queen's Road East,
Wanchai,
Hong Kong

香港股份過戶登記分處:
卓佳證券登記有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

Registered office:
註冊辦事處:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in
Hong Kong:
Unit 2110, 21/F
Harbour Centre
25 Harbour Road, Wanchai
Hong Kong

香港主要營業地點:
香港
灣仔港灣道25號
海港中心
21樓2110室

10 April 2012
2012年4月10日

OPEN OFFER ON THE BASIS OF NINE UNLISTED OFFER SHARES
FOR EVERY TEN ORDINARY SHARES HELD ON
THE RECORD DATE

公開發售

按於記錄日期每持有十股普通股可獲發九股非上市發售股份之基準

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON TUESDAY, 24 APRIL 2012

股款須於申請時(不得遲於2012年4月24日(星期二)下午4時正)繳足

APPLICATION FORM

申請表格

Name(s) and address of the Qualifying Shareholder(s)

合資格股東姓名及地址

Form for Name(s) and address of the Qualifying Shareholder(s)

Number of Ordinary Shares registered in your name on 5 April 2012

於2012年4月5日以閣下名義登記之普通股股份數目

Box A: 甲欄

Number of Offer Shares in your assured allotment

閣下獲保證配發之發售股份數目

Box B: 乙欄

Amount payable on assured allotment when applied in full

申請認購全數保證配額時應繳款項

Box C: 丙欄

Number of Offer Shares applied for

申請認購之發售股份數目

Box D: 丁欄

Remittance enclosed

隨附股款
HK\$
港元

Application can only be made by the Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$1.18)

認購申請僅可由上文列名之合資格股東提出。請於丁欄填妥申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以1.18港元計算)

Any payments for Offer Shares should be rounded down to 2 decimal points. 發售股份之任何付款款額應調低至兩個小數點。

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus and this Application Form, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of nine unlisted Offer Shares for every ten existing Ordinary Shares held on Thursday, 5 April 2012.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程及本申請表格所述者規限下，有關配額乃按於2012年4月5日(星期四)每持有十股現有普通股獲保證配發九股非上市發售股份之基準，向名列本公司股東名冊並為合資格股東之股東作出。

If you wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B above, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form, and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares.

倘閣下欲申請認購多於上文乙欄所列閣下獲保證配發之有關發售股份數目(即額外發售股份)，則閣下須另行填寫額外申請表格，並連同額外發售股份涉及之全數應繳款項之個別股款一併交回。

If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this Application Form and/or the Excess Application Form, and lodge the form(s) together with the appropriate remittance(s) for the full amount payable in respect of the Offer Shares and/or the excess Offer Shares being applied for with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:00 p.m. on Tuesday, 24 April 2012. All remittance(s) for application of Offer Shares under assured allotment must be in Hong Kong dollars and made payable to "XIWANG SUGAR HOLDINGS COMPANY LIMITED - PROVISIONAL ALLOTMENT ACCOUNT" and crossed "Account Payee Only" and comply with the procedures set out overleaf and/or in the Excess Application Form. No application(s) of Offer Share and/or excess Offer Shares can be made by any person who are Excluded Shareholders.

倘閣下欲申請認購任何發售股份及/或額外發售股份，請填妥及簽署本申請表格及/或額外申請表格並將表格連同申請認購發售股份及/或額外發售股份涉及之全數應繳款項之足額股款，於2012年4月24日(星期二)下午4時正前交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有申請認購保證配額之發售股份股款必須為港元，並須註明抬頭人為「XIWANG SUGAR HOLDINGS COMPANY LIMITED - PROVISIONAL ALLOTMENT ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁及/或額外申請表格所載手續。除外股東不得申請認購發售股份及/或額外發售股份。

\* For identification purposes only
僅供識別



**XIWANG SUGAR HOLDINGS COMPANY LIMITED**

**西王糖業控股有限公司\***

(於百慕達註冊成立之有限公司)

(股份代號：2088)

#### 條件

1. 除外股東不得申請認購任何發售股份及／或額外發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部份接納之任何發售股份及／或額外發售股份股票將以普通郵遞方式按表格所列地址寄交獲配發人；或如屬聯名獲配發人，則寄交名列首位之獲配發人，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格及／或額外申請表格將構成申請人指示及授權本公司及／或卓佳證券登記有限公司或彼等就此提名之其他人士代表認購人辦理本申請表格及／或額外申請表格或其他文件之任何登記手續，以及進行有關公司或人士可能認為必須或合適之一切其他事宜，以根據章程所述安排，將認購人所申請認購之數目或任何較少數目之發售股份及／或額外發售股份登記在認購人名下。
4. 發售股份及／或額外發售股份之認購人承諾簽署所有文件並採取一切其他必要行動以讓認購人登記成為所申請認購之發售股份及／或額外發售股份之持有人，惟須符合本公司組織章程大綱及細則之規定。
5. 本公司收到認購款項後將隨即將之過戶，因此而產生之一切利息收入(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份及／或額外發售股份之權利不得轉讓或放棄。
7. 本公司保留權利接受或拒絕任何不符合本申請表格及／或額外申請表格所載手續之發售股份及／或額外發售股份認購申請。

#### 申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列 閣下獲保證配發之相關發售股份數目。

倘 閣下欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以1.18港元計算)。倘所收到之相應認購款項少於所填上之發售股份數目所要求之股款，則認購人將被視作申請認購已收全數款項所代表之相關較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目之發售股份。倘 閣下欲申請認購多於本申請表格乙欄所列 閣下獲保證配發之任何發售股份數目(即額外發售股份)，則 閣下須另行使用額外申請表格，並於額外申請表格之適當位置填上 閣下欲申請認購之額外發售股份數目及應繳款項總額(以申請認購之額外發售股份數目乘以1.18港元計算)。 閣下可申請認購其欲申請認購之任何額外發售股份數目。倘所收到之相應認購款項少於所填上之額外發售股份數目之所需股款，則認購人將被視作申請認購已收全數款項所代表之較少額外發售股份數目。

填妥本申請表格及／或額外申請表格並將適當之股款緊釘其上後，請將表格對摺並於2012年4月24日(星期二)下午4時正或之前交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須為港元，支票必須以香港銀行賬戶開出，而銀行本票則須由香港銀行發出，並以「**XIWANG SUGAR HOLDINGS COMPANY LIMITED – PROVISIONAL ALLOTMENT ACCOUNT**」為抬頭人認購保證配額之發售股份及以「**XIWANG SUGAR HOLDINGS COMPANY LIMITED – EXCESS APPLICATION ACCOUNT**」為抬頭人認購額外發售股份及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格及／或額外申請表格，連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款及／或額外申請表格所示之適當股款於2012年4月24日(星期二)下午4時正或之前收到，否則 閣下申請認購發售股份及／或額外發售股份之權利以及一切有關權利將視作被拒絕而予以註銷。

預期發售股份之股票將於2012年5月3日(星期四)或之前以普通郵遞方式寄予 閣下，郵誤風險概由 閣下自行承擔。 閣下將就有效申請並配發予 閣下之保證配額發售股份及／或額外發售股份各獲發一張股票。

\* 僅供識別



**XIWANG SUGAR HOLDINGS COMPANY LIMITED**  
**西王糖業控股有限公司\***  
(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock Code: 2088)  
(股份代號: 2088)

**Notice from Xiwang Investment to the Qualifying Shareholders**

We, as the Major Shareholder, hereby acknowledge that we have executed the Put Option Deed on 27 January 2012 and are bound by the terms and conditions of the Put Option Deed, a copy of which is available for inspection at the office of the Company in Hong Kong at Unit 2110, 21/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong from the date of the Prospectus up to and including the Latest Acceptance Time, and the salient terms of which are set out below:

**Salient terms of the Put Option Deed**

**2. GRANT OF THE PUT OPTION**

- 2.1 The Major Shareholder irrevocably grants to each of the Initial Subscribers the Put Option to sell to the Major Shareholder on one occasion, and the Major Shareholder is obligated to purchase from the Initial Subscribers, upon exercise of such option, such number of Convertible Preference Shares ("Put Shares") as the Initial Subscriber(s) may specify in a put notice ("Put Notice") to be served by such Initial Subscriber(s) on the Major Shareholder on the Put Date in accordance with the terms of the Put Option Deed.
- 2.2 The price payable by the Major Shareholder to the Initial Subscriber(s) for each Put Share shall be the Subscription Price less all preferred distributions paid by the Company since the Issue Date and up to (and including) the Put Date, subject to adjustments ("Put Price").
- 2.3 The Put Price is only applicable to the Convertible Preference Shares initially subscribed under assured entitlement by Initial Subscribers but not applicable to additional Convertible Preference Shares subscribed under excess application and not applicable to Convertible Preference Shares subsequently acquired through transfer or otherwise. Each Initial Subscriber who subscribes for the Convertible Preference Shares will have the right to sell the Convertible Preference Shares subscribed under assured entitlement (which, for the avoidance of doubt, do not include any additional Convertible Preference Shares allotted pursuant to excess application or any Convertible Preference Shares subsequently transferred to or otherwise acquired by such Initial Subscriber(s)) to the Major Shareholder.

**3. EXERCISE OF THE PUT OPTION**

- 3.1 Subject to Clause 3.2, the Initial Subscribers may exercise the Put Option by serving a Put Notice on the Major Shareholder on the Put Date. For the avoidance of doubt, the Put Option may only be exercised once. If the Put Option is not exercised on the Put Date, the Put Option will lapse.
- 3.2 The Put Notice shall specify, among others, the number of Put Shares which the Initial Subscriber(s) intends to sell under the Put Option. The date on which completion of the sale and purchase of the relevant Put Shares occurs in accordance with Clause 4.1 ("Put Settlement") shall not be less than 20 Business Days nor more than 30 Business Days after the date of the Put Notice ("Put Settlement Date"). The Put Notice should be sent in accordance with the requirements as set out in Clause 4.1.
- 3.3 Exercise of the Put Option shall obligate the Initial Subscriber(s) to sell and the Major Shareholder to purchase the Put Shares.
- 3.4 The Put Shares shall be sold free from mortgage, charge (fixed or floating), pledge, lien, option, right to acquire, assignment by way of security, trust arrangement for the purpose of providing security or any other security interest of any kind, including retention arrangements, any rights exercisable by third parties and any agreement to create any of the foregoing, and together with all rights attaching to them as at the Put Settlement Date.

**4. SETTLEMENT**

- 4.1 On the Put Date, the Initial Subscriber exercising the Put Option shall deliver (i) to the Major Shareholder the original of the Put Notice (duly completed and signed by the relevant Initial Subscriber), and (ii) to the Company a copy of the Put Notice together with the original of the relevant certificate(s) issued in respect of the Convertible Preference Shares which is subject to the Put Notice.
- 4.2 On the Put Settlement Date:

- (a) the Major Shareholder shall deliver or procure to be delivered to the relevant Initial Subscriber by ordinary post at his/her/its own risk a cheque in the amount of the Put Price to the last known address of the relevant Initial Subscriber as it appears in the register of holders of the Convertible Preference Shares or to the address as specified by the relevant Initial Subscriber on the Put Notice;
- (b) the Company shall deliver or procure to be delivered to the Major Shareholder by ordinary post at its own risk the certificate(s) in respect of the Put Shares; and
- (c) in case where the relevant Initial Subscriber does not exercise the Put Option in respect of all the Convertible Preference Shares, the Company shall deliver or procure to be delivered to the relevant Initial Subscriber by ordinary post at his/her/its own risk a certificate in respect of the balance of the Convertible Preference Shares Price to the last known address of the relevant Initial Subscriber as it appears in the register of holders of the Convertible Preference Shares or to the address as specified by the relevant Initial Subscriber on the Put Notice.

4.3 For the avoidance of doubt, the Initial Subscribers shall be entitled to any dividends, distributions or return of capital relating to the Put Shares which are the subject of the relevant Put Notice which were declared or otherwise had a record date on or before the Put Date. To the extent that any such dividends, distributions or return of capital are paid to the Major Shareholder after the Put Date, the Major Shareholder shall be deemed to hold such amounts on trust and for the benefit of the Initial Subscribers and shall promptly pay to the Initial Subscribers an amount equal to the amount of such dividends, distributions or return of capital so received by it.

**5. ADJUSTMENTS**

- 5.1 If any event(s) resulting in adjustment in the conversion price of the Convertible Preference Shares (each an "Adjustment Event") occurs after the date of the Put Option Deed but on or before the relevant Put Settlement, such adjustments (if any) shall be made as may be required to the number of the Put Shares and/or to the Put Price so as to preserve as far as possible the equivalent economic value of the rights of the parties immediately prior to the relevant event having regard to any diluting or concentrating effect of the relevant event and the redemption of, or replacement with any other securities of, the Put Shares.
- 5.2 Any adjustment made in accordance with this Clause shall have effect from the date of the relevant Adjustment Event in Clause 5.1 or, if earlier, the record date for that event. For the avoidance of doubt, any adjustment made in accordance with this Clause, unless with manifest error, shall be binding on the Initial Subscriber(s).

**6. COSTS AND EXPENSES**

With the exception of financial, legal or other advice requested by the Initial Subscribers in relation to the transfer of the Put Shares (the costs and expenses of which shall be borne by the Initial Subscribers), the Major Shareholder shall pay all tax, fees, duties, costs, expenses and stamp duty which would ordinarily be incurred or payable in connection with the transfer of the Put Shares.

Yours faithfully,  
For and on behalf of

Xiwang Investment Company Limited

Name: Wang Yong  
Title: Director

西王投資向合資格股東發出之通知  
吾等(作為主要股東)茲確認,吾等已於2012年1月27日簽立認沽期權契約,並受認沽期權契約之條款及條件約束,其副本由章程日期起至及包括最後接納限期止期間於貴公司在香港之辦事處(地址為香港灣仔港灣道25號海港中心21樓2110室)可供查閱,而當中主要條款載列如下:

**認沽期權之主要條款**

2. 授出認沽期權
- 2.1 主要股東不可撤回地向各初步認購方授出認沽期權以一次過向主要股東出售,而主要股東有責任於有關認沽期權行使後,向初步認購方購買初步認購方可於認沽通知(「認沽通知」)中指明之有關數目可轉換優先股(「認沽股份」),而認沽通知將由有關初步認購方根據認沽期權契約之條款於認沽日期送達主要股東。
- 2.2 主要股東就各認沽股份應付初步認購方之價格應為認沽價減去 貴公司由發行日期起至及包括認沽日期止期間支付之所有優先分派,或會調整(「認沽價格」)。
- 2.3 認沽價格只適用於初步認購方根據保證配額初步認購之可轉換優先股,但不適用於根據額外申請認購之可轉換優先股及不適用於其後透過轉讓或其他方式收購之可轉換優先股。每名認購可轉換優先股之初步認購方擁有向主要股東出售根據保證配額認購之可轉換優先股之權利(為免生疑問,不包括根據額外申請認購或透過轉讓收購之可轉換優先股及其他轉讓予該等初步認購方或由其他方式由該等初步認購方收購之任何可轉換優先股)。
- 2.4 認沽期權由主要股東以不可轉讓之記名形式授予初步認購方。

**3. 行使認沽期權**

- 3.1 根據第3.2條,初步認購方可透過向主要股東送達認沽通知於認沽日期行使認沽期權。為免生疑問,認沽期權僅可行使一次,倘於認沽日期向尚未行使認沽期權,則認沽期權將告失效。
- 3.2 認沽通知須列明,其中包括,初步認購方根據認沽通知出售之認沽股份數目。根據第4.1款完成買賣有關認沽股份(「認沽結算」)之適用日期應為由認沽通知日期起計不少於20個營業日之日及不超過30個營業日之日(「認沽結算日期」)。認沽通知應根據第4.1款所載之規定寄發。
- 3.3 認沽期權一旦行使,初步認購方即有責任出售有關認沽股份。
- 3.4 認沽股份之出售不得帶有任何按揭、押記(固定或浮動)、抵押、留置權、購股權、取得權,以抵押方式轉讓,為提供抵押所作之信託安排或任何類別之任何其他抵押權益,包括保留安排,第三方可行使之任何權利及設定以任何一項之任何協議,適用於認沽結算日期所附帶之一切權利。

**4. 結算**

- 4.1 認沽結算日期,行使認沽期權之初步認購方須(i)向主要股東交付認沽通知正本(經有關初步認購方填妥及簽署);及(ii)向 貴公司交付認沽通知副本,並向認沽通知項下就可轉換優先股交付之有關股票正本。
- 4.2 於認沽結算日期:

- (a) 主要股東須向有關初步認購方交付或安排交付相當於認沽價格之支票,並以普通郵遞方式寄至有關初步認購方於可轉換優先股持有入名冊中之最後已知地址或有關初步認購方於認沽通知中指明之地址,郵誤風險概由其承擔;
- (b) 貴公司須以普通郵遞方式向主要股東交付或安排交付認沽股份之股票,郵誤風險概由其承擔;及
- (c) 如果有關初步認購方並無獲所可轉換優先股股份之通知,貴公司須向有關初步認購方交付或安排交付可轉換優先股價格結餘之支票,並以普通郵遞方式寄至有關初步認購方於可轉換優先股持有入名冊中之最後已知地址或有關初步認購方於認沽通知中指明之地址,郵誤風險概由彼等承擔。

**5. 調整**

- 5.1 倘於認沽期權契約日期後但在於認沽結算日之前發生任何導致可轉換優先股轉換調整之事件(「調整事件」),經考慮有關事件之任何影響或集中影響及重新指定認沽股份或以認沽股份取代任何其他證券後,須對認沽股份數目及/或認沽價格作出所開之有關調整(如有),以儘可能保留訂約方於緊接有關事件日期之前之經濟價值。
- 5.2 根據本款作出之任何調整應由第4.1款所載之認沽結算日期起生效,為免生疑問,除非明確確認,否則根據本款作出之任何調整須經初步認購方具約束力。

**6. 成本及印花稅**

除初步認購方轉讓認沽股份要支付之財務、法律或其他意見(有關成本及印花稅應由初步認購方)外,主要股東須支付一般就轉讓認沽股份動用或應付之一切稅項、費用、徵費、成本、開支及印花稅。

代表  
西王投資有限公司\*

姓名: 王勇  
職銜: 董事

To: XIWANG SUGAR HOLDINGS COMPANY LIMITED  
致: 西王糖業控股有限公司\*

Dear Sirs,  
I/we, being the Qualifying Shareholder(s) stated overleaf, enclose herewith a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of HK\$1.18 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/we accept that number of Offer Shares on the terms and conditions of the Prospectus dated 10 April 2012 and this Application Form and subject to the memorandum of association and Bye-laws of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/we authorise the Company to place my/our name(s) in the register of members as a holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/we have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:  
本人/吾等為背頁所列之合資格股東,現申請認購乙股(或倘已填妥丁欄,則丁欄)指定之發售股份數目,並以此附上述發售股份1.18港元之價格計於申請時釐定之全數款項,本人/吾等謹此按照日期為2012年4月10日之章程及本申請表格所載之條款及條件,並在 貴公司之組織章程大綱及細則規限下接受發售股份數目,而本人/吾等謹此承諾並同意向申請認購相等或少於認購之發售股份數目,本人/吾等謹此承諾,貴公司將/吾等之姓名列入股東名冊,作為有關認購或前述數目最少之發售股份之持有人,並請 貴公司將有關股東背景資料地址以普通郵遞方式寄予本人/吾等,郵誤風險概由本人/吾等承擔。本人/吾等已閱背頁所載各項條件及申請手續,並同意全部遵照。

I/we further acknowledge and note that the Put Option Deed has been executed between the Major Shareholder and the Company on 27 January 2012, a copy of which is available for inspection at the office of the Company in Hong Kong at Unit 2110, 21/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong from the date of the Prospectus up to and including the Latest Acceptance Time, and the salient terms of which are set out under the paragraph headed "Salient terms of the Put Option Deed" in the "Notice from Xiwang Investment to the Qualifying Shareholders" above, and we confirm that I/we have reviewed the salient terms of the Put Option Deed as set out above. By affixing my/our signature below, I/we covenant with the parties to the Put Option Deed (whether original or by accession) to observe, perform and be bound by the terms and conditions of the Put Option Deed in my/our capacity as an Initial Subscriber to the intent and effect that I am/we are taken from the date on which I am/we are registered as a holder of the Offer Shares subscribed under assured entitlement to be an Initial Subscriber and be bound by the Put Option Deed in such capacity.

本人/吾等進一步確認並注意認沽期權契約已於2012年1月27日由主要股東及 貴公司簽立,其副本由章程日期起至及包括最後接納限期止期間於貴公司在香港之辦事處(地址為香港灣仔港灣道25號海港中心21樓2110室)可供查閱,而當中主要條款載列上文/西王投資向合資格股東發出之通知/申請認購契約之主要條款及條件,而本人/吾等謹此,本人/吾等已閱上文所載認沽期權契約之主要條款,本人/吾等謹以此資贊,本人/吾等向認沽期權契約(不論原形或附屬)訂約作出承諾,以本人/吾等作為初步認購方之身份遵守認沽期權契約之條款及條款,履行其責任並受其約束,致使由本人/吾等成為根據保證配額認購發售股份之登記持牌人之日起,本人/吾等亦將受認沽期權契約之約束。

Signature(s) of Qualifying Shareholder(s)  
(All joint Qualifying Shareholder(s) must sign)  
合資格股東簽名  
(所有合資格股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: 2012 \_\_\_\_\_ 2012 \_\_\_\_\_

Details to be filled in by Qualifying Shareholder(s):  
請合資格股東填寫以下詳情:

Number of Open Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) (丁欄或(如未有填妥)乙欄所列之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額(丁欄或(如未有填妥)乙欄所列之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之存款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

Please insert contact telephone number and email address  
請填上聯絡電話號碼及電郵地址

日期: 2012年 \_\_\_\_月 \_\_\_\_日

** Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "XIWANG SUGAR HOLDINGS COMPANY LIMITED - PROVISIONAL ALLOTMENT ACCOUNT" (see the section headed "Procedures for Application" on the reverse side of this form). 支票或銀行本票須以「只准存入戶名」方式並填以 "XIWANG SUGAR HOLDINGS COMPANY LIMITED - PROVISIONAL ALLOTMENT ACCOUNT" 為抬頭人填列(請參閱本申請表格背頁「申請手續」一節)。			
Valuable application for such number of Offer Shares which is less than or equal to the applicant's assured allotment will be accepted in full, assuming that the conditions of the Offer Shares in respect of which application has been received. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been made for a total number of Offer Shares. No receipt will be given for remittance. 假設公開發售之條件獲達成,申請認購發售股份數目少於或相等於申請人獲保證配發之數目之有效申請將獲全數接納。倘上開支票並無填上項目,則 閣下將被視作申請認購已收項所代表之發售股份數目,倘股款少於申請認購上欄所填數目之發售股份所要求之款項,則 閣下將被視作申請認購已收項所代表之發售股份數目,申請將被視作申請認購完整之發售股份數目而作出。本公司不會就股款發出收條。			
* For Identification purpose only 僅供識別			