

IMPORTANT
重要提示

THIS FORM IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES EXPIRES AT 4:00 P.M. ON MONDAY, 17 DECEMBER 2012.

此乃有價值及可轉讓之表格，並應即時處理。本文件及隨附額外供股股份申請表格所載之供股建議將於2012年12月17日(星期一)下午四時正截止。

IF YOU ARE IN ANY DOUBT ABOUT THIS FORM, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF CHINA AGRI-INDUSTRIES HOLDINGS LIMITED (THE "COMPANY"), YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本表格或應採取之行動有任何疑問或如閣下已出售閣下名下全部或部分中國糧油控股有限公司(「本公司」)之股份，應諮詢閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this form, together with a copy of the rights issue prospectus of the Company dated 3 December 2012 (the "Prospectus") and a copy of the form of application for excess Rights Shares, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 38D of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong. The Registrar of Companies in Hong Kong and the Securities and Futures Commission in Hong Kong take no responsibility as to the contents of any of these documents.

本表格之副本連同於2012年12月3日刊發之本公司之供股章程(「供股章程」)之副本及額外供股股份申請表格之副本，已遵照香港法例第32章公司條例第38D條之規定向香港公司註冊處處長登記。香港公司註冊處處長與香港證券及期貨事務監察委員會對任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this document, 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 document.

香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本文件全部或任何部分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。



CHINA AGRI-INDUSTRIES HOLDINGS LIMITED
中國糧油控股有限公司
(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
(Stock Code: 606)
(股份代號: 606)

RIGHTS ISSUE
AT THE SUBSCRIPTION PRICE OF HK\$3.39 PER RIGHTS SHARE
ON THE BASIS OF THREE RIGHTS SHARES FOR EVERY TEN EXISTING
SHARES HELD ON THE RECORD DATE

按認購價每股供股股份3.39港元供股
基準為於記錄日期每持有十股現有股份
可獲配三股供股股份

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN
4:00 P.M. ON MONDAY, 17 DECEMBER 2012
股款須不遲於2012年12月17日(星期一)
下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Share Registrar and Transfer Office:
Tricor Progressive Limited
26th Floor,
Tesbury Centre,
28 Queen's Road East,
Wanchai, Hong Kong

股份過戶及登記處:
卓佳證券有限公司
香港灣仔
皇后大道東28號
金鐘匯中心
26樓

Registered Office:
31st Floor, Top Glory Tower,
262 Gloucester Road,
Causeway Bay, Hong Kong

註冊辦事處:
香港銅鑼灣
告士打道262號
驛利中心31樓

Name(s) and address of Qualifying Shareholder(s) 合資格股東之姓名及地址

BOX A Total number of existing Shares registered in your name(s) at 5:00 p.m. on Friday, 30 November 2012
甲欄 於2012年11月30日(星期五)下午五時正登記於閣下名下之現有股份總數

BOX B Number of Rights Shares allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Monday, 17 December 2012
乙欄 配發予閣下之供股股份數目。股款須於2012年12月17日(星期一)下午四時正接納時繳足

BOX C Total subscription monies payable on acceptance in full
丙欄 應繳認購股款總額。股款須於接納時繳足
HK\$ 港元

Please insert your contact telephone no. here:

請在此填上閣下之聯絡電話:

Terms defined in the Prospectus have the same meanings herein unless the context otherwise requires.

除非文義另有所指，否則供股章程所界定之詞彙與本通知書所採用者具有相同涵義。

The Underwriter has the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination, in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriter has the right to terminate the Underwriting Agreement are set out below in this provisional allotment letter under the heading "Termination of the Underwriting Agreement".

根據包銷協議，包銷商有權在包銷協議內所載之若干情況下，於最後終止時間前任何時間向本公司發出通知終止包銷協議。包銷商有權終止包銷協議之情況詳情，載於本暫定配額通知書下文「終止包銷協議」一節內。

The Rights Issue is conditional upon (i) the Underwriting Agreement becoming unconditional and not being terminated; and (ii) the Rights Issue (as defined in the Prospectus) having become unconditional. If the conditions of the Rights Issue are not fulfilled or waived, the Rights Issue will not proceed. Any person dealing in the Shares or Rights Shares (including in their nil-paid form) up to the date on which such conditions are fulfilled and any person dealing in the securities of the Company from Wednesday, 5 December 2012 to Wednesday, 12 December 2012 (being the first and last day of dealing in the nil-paid Rights Shares respectively) will accordingly bear the risk that the Rights Issue may not become unconditional or proceed. Any dealings in the Company's Shares from now up to the date on which the conditions to which the Rights Issue is subject are fulfilled (which is currently expected to be 4:00 p.m. on Thursday, 20 December 2012), or in the Rights Shares in nil-paid form on the Stock Exchange during the period in which they may be traded in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional or proceed.

供股須待(i)包銷協議成為無條件及並無被終止；及(ii)供股(定義見供股章程)成為無條件時，方可作實。倘若供股之條件並無獲達成或豁免，則供股將不會進行。任何人士如於直至有關條件達成當日正買賣股份或供股股份(包括以其未繳股款形式)，以及任何人士如由2012年12月5日(星期三)至2012年12月12日(星期三)(分別為買賣未繳股款供股股份之首日及最後日期)買賣本公司證券，將須承受供股未必成為無條件或未必進行之風險。由現時起至供股之條件達成當日(目前預期為2012年12月20日(星期四)下午四時正)止之任何本公司股份買賣，或於未繳股款供股股份方式進行買賣之期間在聯交所買賣未繳股款供股股份將須承受供股未必成為無條件或未必進行之風險。

Investors who have any doubt about their position are recommended to obtain professional advice from their advisers regarding dealings in Shares or nil-paid Rights Shares during these periods.

投資者如對彼等之立場有任何疑問，應諮詢彼等顧問有關於該等期間買賣股份或未繳股款供股股份之專業意見。

THIS FORM IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES.

本表格不可直接或間接在美國刊發、發放或派發。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the Central Clearing and Settlement System ("CCASS") with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券。可自未繳股款及繳足股款供股股份各自開始於聯交所買賣當日或香港結算決定之其他日期起，在中央結算及交收系統(「中央結算系統」)內存、結算及交收。聯交所參與者間於任何交易日進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統進行之一切活動均須依照不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。

Dealings in the shares of the Company may be settled through CCASS operated by HKSCC and you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份之買賣可通過由香港結算營運之中央結算系統結算。閣下應諮詢閣下之股票經紀、其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解結算安排詳情以及有關安排可能如何影響閣下之權利及權益。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL YOU MUST LODGE THIS FORM WITH THE COMPANY'S SHARE REGISTRAR, TRICOR PROGRESSIVE LIMITED, 26TH FLOOR, TESBURY CENTRE, 28 QUEEN'S ROAD EAST, WANCHAI, HONG KONG INTACT TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE COMPANY'S SHARE REGISTRAR NOT LATER THAN 4:00 P.M. ON MONDAY, 17 DECEMBER 2012. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON A BANK ACCOUNT WITH, OR CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "CHINA AGRI-INDUSTRIES HOLDINGS LIMITED-PAL" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN.

閣下如欲接納全部供股股份之暫定配額，須將本表格整份連同上文丙欄所示將由本公司之股份過戶登記處卓佳證券有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)收取之港元全數股款，不遲於2012年12月17日(星期一)下午四時正交回本公司之股份過戶登記處，所有股款須以港元繳付，並要在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付。所有支票或銀行本票均須註明抬頭人為「CHINA AGRI-INDUSTRIES HOLDINGS LIMITED-PAL」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆配額之指示載於背頁。本公司將不另發股款收據。

Each person accepting the provisional allotment specified in this document:

• confirms that he/she/it has read the terms and conditions and acceptance procedures set out on the pages attached to this provisional allotment letter and in the Prospectus and agrees to be bound by them; and

• agrees that this provisional allotment letter, and the resulting contract, will be governed by and construed in accordance with Hong Kong law.

接納本文件所載之暫定配額的每位人士均:

• 確認其已閱讀本暫定配額通知書所附頁數及供股章程所載之條款及條件以及接納手續，並同意受其約束；及

• 同意本暫定配額通知書及因此構成之合約須受香港法律管限及根據香港法律詮釋。

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓可認購供股股份之認購權，每項買賣均須繳付從價印花稅。除以出售形式外，餽贈或轉讓實益擁有之權益亦須繳付從價印花稅。在送交本文件以登記轉讓任何供股股份權益之前，須出示已繳付從價印花稅之證明。

Form B

表格乙

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by (a) Qualifying Shareholder(s) who wish(es) to transfer all of his/her/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)
(只供擬轉讓其/彼等載於表格甲內乙欄之全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors
China Agri-Industries Holdings Limited
致：中國糧油控股有限公司
列位董事 台照

Dear Sirs,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人/吾等茲將本暫定配額通知書所列本人/吾等之供股股份之認購權悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) (all joint applicants must sign)
簽署(所有聯名申請人均須簽署)

Date: _____ 2012 日期：2012年_____月_____日

Hong Kong stamp duty is payable by the transferor(s) if this form is completed.
填妥此表格後，轉讓人須繳付香港印花稅。

Form C

表格丙

REGISTRATION APPLICATION FORM

登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(只供獲轉讓供股股份認購權之人士填寫及簽署)

To: The Directors
China Agri-Industries Holdings Limited (the "Company")
致：中國糧油控股有限公司(「貴公司」)
列位董事 台照

Dear Sirs,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this provisional allotment letter and the Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：
本人/吾等謹請 貴董事會將表格甲內乙欄所列之供股股份數目，登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款，以及在 貴公司之組織章程大綱及章程細則規限下，接納此等供股股份。

Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號	
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To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give one address only. 請用英文正楷填寫。聯名申請人只須填報一個地址。

Name in English 英文姓名	Family name (姓氏)	Other names (名字)	Name in Chinese 中文姓名																
Name continuation and/or name(s) of joint applicant(s) (if required) 姓名(續)及/或聯名 申請人姓名(如有需要)																			
Address in English (joint applicants shall give one address only) 英文地址 (聯名申請人只須填報 一個地址)																			
Occupation 職業			Tel. No. 電話號碼																
Dividend Instructions 股息指示																			
Name and address of bank 銀行名稱及地址				Bank Account No. 銀行賬戶號碼															
				BANK 銀行	BRANCH 分行	ACCOUNT 賬戶													

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) (all joint applicants must sign)
簽署(所有聯名申請人均須簽署)

Date: _____ 2012 日期：2012年_____月_____日

Hong Kong stamp duty is payable by the transferee(s) if this form is completed.
填妥此表格後，承讓人須繳付香港印花稅。

Names of Chinese applicants must be given both in English and in Chinese characters.
華裔申請人須填寫中英文姓名。