

IMPORTANT

THIS FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING PROVISIONAL ALLOTMENT LETTER EXPIRES AT 4:00 P.M. ON MONDAY, 17 DECEMBER 2012.

If you are in any doubt as to any aspect of this form or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser. A copy of this form together with the prospectus of China Agri-Industries Holdings Limited (the "Company") dated 3 December 2012 (the "Prospectus") and the provisional allotment letter (together the "Prospectus Documents") to be issued in connection with the Rights Issue (as defined in the Prospectus) have been registered by the Registrar of Companies in Hong Kong as required by 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 of Hong Kong take no responsibility for the contents of any of these documents. Dealings in the Shares (as defined in the Prospectus) and the Rights Shares in their nil-paid form and fully-paid form may be settled through the Central Clearing and Settlement System ("CCASS") operated by Hong Kong Securities Clearing Company Limited ("HKSCC") and you should consult your stockbroker or 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. 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 of Hong Kong Limited (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 CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms or such other dates 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. The Stock Exchange and HKSCC take no responsibility for the contents of this 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 form.

THIS FORM IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES.



**中糧
COFCO**

CHINA AGRI-INDUSTRIES HOLDINGS LIMITED

中國糧油控股有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 606)

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

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

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

EXCESS APPLICATION FORM

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

Application can only be made by the Qualifying Shareholder(s) named here.

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

To: The Directors
China Agri-Industries Holdings Limited

Dear Sirs,

I/We, being the registered holder(s) named above of Shares, hereby irrevocably apply for _____ excess Rights Share(s) at the issue price of HK\$3.39 per Rights Share under the Rights Issue in respect of which I/we enclose a separate remittance in favour of "CHINA AGRI-INDUSTRIES HOLDINGS LIMITED-EAF" and crossed "Account Payee Only" issued for HKS _____ being payment in full on application for the aforementioned number of excess Rights Shares and I/we hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above my/our share certificate(s) for the number of additional Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application money refundable to me/us. I/We understand that allotment in respect of this application shall be made by the Directors at their discretion on a fair and equitable basis on the following principles: (1) preference will be given to applications for less than a board lot of Rights Shares where they appear to the Directors that such applications are made to topping up odd lot holdings to whole lot holdings and that such applications are not made with the intention to abuse this mechanism; and (2) subject to availability of the excess Rights Shares after allocation under principle (1) above, the excess Rights Shares will be allocated to the Qualifying Shareholders who have applied for excess application on a pro rata basis based on the excess Rights Shares applied by them, with board lots allocation to be made on a best effort basis. In applying the principle in (1) above, reference will only be made to the number of excess Rights Shares being applied for. No reference will be made to Rights Shares comprised in applications by PAL or the existing number of Shares held by the Qualifying Shareholders.

I/We, hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the memorandum and articles of association of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as holder(s) of such Rights Shares.

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicants must sign)

Date: _____ 2012 Contact Tel No: _____

PROCEDURE FOR ACCEPTANCE

This form should be completed and lodged, together with payment as to HK\$3.39 per Rights Share for the number of excess Rights Shares applied for, with the Company's share registrar, Tricor Progressive Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, so as to be received by not later than 4:00 p.m. on Monday, 17 December 2012. All remittances must be made in Hong Kong dollars and must be forwarded either by cheque drawn on a Hong Kong dollar account with a licensed bank in Hong Kong or by a separate cashier's order issued by a licensed bank in Hong Kong. All such cheques or cashier's orders must be made payable to "CHINA AGRI-INDUSTRIES HOLDINGS LIMITED-EAF" and crossed "Account Payee Only". All enquiries in connection with this form of application for excess Rights Shares should be addressed to the Company's share registrar at the above address.

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of a form of application for excess Rights Shares together with a cheque or cashier's order in payment for the Rights Shares applied for which are the subject of this form will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any application for excess Rights Shares in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation.

DISTRIBUTION OF THIS EXCESS APPLICATION FORM AND THE OTHER PROSPECTUS DOCUMENTS

This excess application form shall only be sent to the Qualifying Shareholders.

Distribution of this excess application form and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this excess application form or any of the other Prospectus Documents (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or Beneficial Owner who is in any doubt as to his/her position should consult an appropriate professional adviser without delay. In particular, subject to certain exceptions, this excess application form and the other Prospectus Documents should not be distributed, forwarded to or transmitted in, into or from any of the Specified Territories.

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN

For office use only

Application number	No. of excess Rights Shares applied for	Amount paid on application	Balance refunded
		HK\$	HK\$

QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS

To qualify for the Rights Issue and to apply for excess Rights Shares under this excess application form, a Shareholder must have been registered as a member of the Company as at 5:00 p.m. on Friday, 30 November 2012 and not be a Non-Qualifying Shareholder.

The Non-Qualifying Shareholders are Shareholder(s) whose name(s) appeared in the register of members of the Company at 5:00 p.m. on the Record Date and whose address(es) as shown in such register is/are in any of the Specified Territories, except for those Shareholders who fulfill, to the satisfaction of the Company, the relevant requirements specified in the section below headed "Limited categories of persons in the Specified Territories who may be able to take up their rights under the Rights Issue"; and any Shareholders or Beneficial Owners at that time who are otherwise known by the Company to be resident in any of the Specified Territories, except for those Shareholders or Beneficial Owners, who fulfill, to the satisfaction of the Company, the relevant requirements specified in the section below headed "Limited categories of persons in the Specified Territories who may be able to take up their rights under the Rights Issue".

Receipt of this excess application form and/or any other Prospectus Documents does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this excess application form and/or the other Prospectus Documents must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, custodians, nominees and trustees) who receive a copy of this excess application form and/or any other Prospectus Documents should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer nil-paid Rights Shares to any person in, into or from, any of the Specified Territories. If an excess application form is received by any person in any such territory, or by his/her agent or nominee, he/she must not seek to apply for any excess Rights Shares under the excess application form unless the Company determines that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, nominees and trustees) who does forward this excess application form or any other Prospectus Documents in, into or from any Specified Territory (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

Notwithstanding any other provision in this excess application form or any other Prospectus Documents, the Company reserves the right to permit any Shareholder to apply for excess Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question would not result in a contravention of any registration or other legal requirement in any jurisdiction.

LIMITED CATEGORIES OF PERSONS IN THE SPECIFIED TERRITORIES WHO MAY BE ABLE TO TAKE UP THEIR RIGHTS UNDER THE RIGHTS ISSUE

The following limited categories of persons in the Specified Territories may be able to take up their rights under the Rights Issue:

Shareholders or Beneficial Owners in the US whom the Company believes reasonably are QIBs may be able to purchase Rights Shares being offered in the Rights Issue (pursuant to the exercise of rights granted under the Rights Issue) by way of a private placement pursuant to an applicable exemption from registration under the Securities Act, provided that they provide a signed QIB representation letter, which will also contain restrictions and procedures regarding the transfer of Rights Shares, in accordance with the requirements of the Prospectus.

The Company has received from a Beneficial Owner in Japan a legal opinion in respect of Japan law, which states that relying on certain exemptions under the Financial Instruments and Exchange Law of Japan, such Beneficial Owner is able to participate in the Rights Issue and it is in compliance with the law of Japan to distribute the Prospectus Documents only to such Beneficial Owner. Considering such fact, the Company has decided to extend the Rights Issue to such Beneficial Owner.

Notwithstanding the foregoing, the Company reserves the absolute discretion in determining whether to allow any participations as well as the identity of the persons who may be allowed to do so in any of the Specified Territories. The Shareholders and/or Beneficial Owners in any of the Specified Territories may still participate in the Rights Issue, subject to the Company's discretion, provided that such Shareholders/Beneficial Owners are able to provide the Company with evidences that, to the Company's satisfaction, they fulfil relevant requirements in relevant jurisdiction(s).

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this excess application form, each subscriber of Rights Shares being offered and sold outside the US hereby represents and warrants to the Company and the Underwriter and to any person acting on their behalf, unless in their sole discretion the Company and the Underwriter waive such requirement that:

- He/she/it was a Shareholder as at 5:00 p.m. on Friday, 30 November 2012, or he/she/it lawfully acquired or may lawfully acquire rights, directly or indirectly, from such a person;
- He/she/it may lawfully be offered, take up, exercise, obtain, subscribe for and receive the rights and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- Subject to certain exceptions, he/she/it is not resident or located in, or a citizen of, the US;
- Subject to certain exceptions, he/she/it is not accepting an offer to acquire, take up or exercise rights or Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of the US at the time the instruction to accept was given;
- He/she/it is acquiring the rights and/or the Rights Shares in an "offshore transaction" as defined in Regulation S under the Securities Act;
- He/she/it has not been offered the Rights Shares by means of any "directed selling efforts" as defined in Regulation S under the Securities Act;
- He/she/it is not acquiring rights or Rights Shares with a view to the offer, sale, transfer, delivery or distribution, directly or indirectly, of such rights or Rights Shares into the US; and
- He/she/it understands that neither the rights or Rights Shares have been or will be registered under the Securities Act or with any securities regulatory authority of any state, territory, or possession of the US and the rights or Rights Shares are being distributed and offered outside the US in reliance on Regulation S. Consequently he/she/it understands the rights or Rights Shares may not be offered, sold, pledged or otherwise transferred in or into the US, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the Securities Act.

Any person applying for excess Rights Shares under this excess application form represents and warrants to the Company and the Underwriter that, except where proof or confirmation has been provided to the Company's satisfaction that such person's use of this excess application form will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not applying for excess Rights Shares from within any of the Specified Territories; (ii) such person is not in any of the Specified Territories or in any territory in which it is otherwise unlawful to apply for excess Rights Shares, or to make or accept an offer to acquire the Rights Shares or to use this excess application form in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person resident in any of the Specified Territories at the time the instruction to apply for excess Rights Shares was given; and (iv) such person is not acquiring the Rights Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any of the Rights Shares into any of the Specified Territories.

The Company may treat as invalid any application for excess Rights Shares comprised in this excess application form if it: (a) appears to the Company to have been executed in, or despatched from, any of the Specified Territories and the acceptance may involve a breach of the laws of the relevant Specified Territory or the application is otherwise in a manner which may involve a breach of the laws of any jurisdiction or if it or its agents believe the same may violate any applicable legal or regulatory requirement; (b) provides an address in any of the Specified Territories for delivery of definitive share certificates for Rights Shares and such delivery would be unlawful or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would be unlawful to deliver such certificates; or (c) purports to exclude the representation and/or warranty required by the paragraph immediately above.

Completion and return of a form of application for excess Rights Shares by any person will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements, in connection with such application have been or will be duly complied with by that person.

For the avoidance of doubt, neither Hong Kong Securities Clearing Company Limited nor HKSCC Nominees Limited is subject to any of the representations and warranties above.

GENERAL

You will be notified by the Company of any allotment of excess Rights Shares made to you. If no excess Rights Shares are allotted to you, a refund cheque for the full amount tendered on application will be posted to you at your own risk and, if the number of excess Rights Shares allotted to you is less than the number applied for, a cheque for the surplus application monies will be posted to you at your own risk. Such posting is expected to take place on or around Monday, 24 December 2012. Any such cheque will be drawn in favour of the person(s) named on this form. It is expected that share certificates in respect of the Rights Shares will be posted at your own risk on or around Monday, 24 December 2012.

All documents, including cheques for amounts due, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

This excess application form and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

References in this excess application form to time are to Hong Kong time unless otherwise stated.

If you have questions in relation to the Rights Issue, please telephone the Shareholder hotline on (852) 2980 1333 during business hours from 9:00 a.m. to 5:00 p.m., Monday to Friday (other than Hong Kong holidays).

By completing, signing and submitting this excess application form, you agree to disclose to the Company and/or its share registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the application for excess Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or its share registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and its share 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 Company, at its registered office at 31st Floor, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the share registrar.

合資格股東及不合資格股東

為符合資格參與供股及根據本額外申請表格申請額外供股股份，股東於2012年11月30日(星期五)下午五時正須為本公司之登記股東，且並非不合資格股東。

不合資格股東為於記錄日期下午五時正名列本公司股東名冊之股東，而其於該股東名冊內所示地址位於任何指定地區，惟本公司信納符合下文「指定地區內或可接納其於供股項下之權利之有限類別人士」一節內所指明之有關規定之該等股東除外；及當時據本公司所知為任何指定地區之居民之任何股東或實益擁有人，惟本公司信納符合下文「指定地區內或可接納其於供股項下之權利之有限類別人士」一節內所指明之有關規定之該等股東或實益擁有人除外。

收到本額外申請表格及／或任何其他章程文件並不(亦將不會)構成在提呈要約屬違法之該等司法管轄區提呈要約，在該等情況下，本額外申請表格及／或任何其他章程文件須視為僅供參考處理，亦不應複製或轉發。任何人(包括(並不限於)保管人、代名人及受託人)如收到本額外申請表格及／或任何其他章程文件，不應(就供股而言)將其向、向或由任何指定地區派發或寄發或在、向或由任何指定地區向任何人士轉讓未繳股款供股股份。倘若任何人或其代理或代名人在任何有關地區收到額外申請表格，其不可尋求根據額外申請表格申請任何額外供股股份，除非本公司決定，有關作為不會導致違反適用法律或規管規定，則作別論。任何人(包括(並不限於)保管人、代名人及受託人)如將本額外申請表格或任何其他章程文件在、向或由任何指定地區轉交(無論根據合約或法律責任或其他理由)，應促使收件人注意本節內容。

儘管本額外申請表格或任何其他章程文件有任何其他規定，本公司保留權利容許任何股東申請額外供股股份，倘若本公司按其絕對酌情決定信納有關交易將不會導致違反任何司法管轄區之任何註冊或其他法律規定。

指定地區內或可接納其於供股項下之權利之有限類別人士

以下指定地區內之有限類別人士或可接納其於供股項下之權利：

位於美國而本公司合理相信為合資格機構買家之股東或實益擁有人或可根據證券法有關豁免註冊之適用規定以私人配售方式購買根據供股提呈之供股股份(因行使根據供股授予之權利)，惟彼等須根據供股章程之規定，提供簽妥之合資格機構買家聲明書，當中亦載有關於轉讓供股股份之限制及手續。

本公司已接獲一名於日本之實益擁有人有關日本法律之法律意見，指根據日本金融工具及交易法項下若干豁免，該實益擁有人可參與供股及僅向該實益擁有人派發章程文件符合日本法律規定。有鑑於此，本公司決定向該實益擁有人提呈供股。

儘管上文所述，本公司保留權利可絕對酌情決定是否容許於任何指定地區之任何參與以及可能容許參與者之身份。在本公司之酌情決定之規限下，於任何指定地區之股東及／或實益擁有人仍可參與供股，惟有關股東／實益擁有人須能夠向本公司提供證明，致使本公司信納其符合相關司法管轄區之相關規定。

聲明及保證

倘若填妥、簽妥及交回本額外申請表格，在美國以外提呈及出售之供股股份之每名認購人即據此向本公司及包銷商及代其行事之任何人士作出以下聲明及保證，除非本公司及包銷商按其全權酌情決定豁免有關規定：

- 彼於2012年11月30日(星期五)下午五時正為股東，或彼已依法或可依法從有關人士取得直接或間接權利；
- 彼可合法在其居住或目前所處之司法權區獲提呈、接納、行使、取得、認購及收取有關權利及／或供股股份；
- 在若干例外情況之規限下，彼並非居於或處於美國，亦非美國之公民；
- 在若干例外情況之規限下，彼並非以非全權委託形式為作出接納指示時居於或處於美國，或為美國之公民之人士接納收購、接納或行使有關權利或供股股份之要約；
- 彼乃根據證券法S規例所界定之「離岸交易」中收購有關權利及／或供股股份；
- 彼並非以證券法S規例所界定之任何「指向銷售力度」獲提呈供股股份；
- 彼收購有關權利或供股股份之目的並非直接或間接向美國提呈、出售、轉讓、交付或分派有關權利或供股股份；及
- 彼明白，有關權利或供股股份均並無(亦將不會)根據證券法或在美國任何州、地區或領地之任何證券監管當局登記，而有關權利或供股股份乃根據S規例在美國以外分發及提呈。因此，彼明白，有關權利或供股股份不得在或向美國提呈、出售、質押或另行轉讓，惟依據證券法登記規定之豁免或在毋須遵守證券法登記規定之交易除外。

任何人士倘根據本額外申請表格申請額外供股股份，即已向本公司及包銷商聲明及保證，除非已提供令本公司信納的證據或確認，證明該人士使用本額外申請表格將不會違反任何司法權區的任何適用法律規定：(i)該人士並非身在任何指定地區境內申請額外供股股份；(ii)該人士並非身在任何指定地區或申請額外供股股份或作出或接納要約以認購供股股份或該人士曾經或以任何方式使用本額外申請表格乃屬違法的任何地區；(iii)於作出申請額外供股股份指示時該人士並非以非全權委託形式為居於任何指定地區的人士行事；及(iv)該人士並非為直接或間接提呈、出售、轉售、轉讓、交付或分派任何供股股份至任何指定地區而認購該等供股股份。

倘出現下列情況，本公司可視任何對本額外申請表格內的額外供股股份提出的申請為無效：(a)本公司認為其為於任何指定地區簽立或寄發及申請可能涉及違反有關指定地區之法律或接納可能違反任何司法權區的法例，或倘本公司或其代理人相信，二者可能違反任何適用法律或監管規定；(b)就交付供股股份正式股票所提供的地址位於任何指定地區而有關於交付屬違法，或就交付供股股份正式股票所提供的地址位於香港以外且交付該等股票乃屬違法的任何其他司法權區；或(c)聲稱拒絕上一段所規定的聲明及／或保證。

任何人士填妥及交回額外供股股份申請表格將構成該位人士對本公司作出之一項保證及聲明，表示該位人士已遵照或將遵照有關該項申請之所有登記、法律及監管規定。

為免生疑問，香港中央結算有限公司及香港中央結算(代理人)有限公司概不受限於上述任何聲明及保證。

一般事項

閣下將接獲本公司通知有關閣下所獲配發之任何額外供股股份配額。倘閣下未獲配發任何額外供股股份，則閣下在申請認購時所付之全數款項之退款有關及如閣下獲配發之額外供股股份數目少於所申請數目，則多繳之申請款項之退款支票預期將於2012年12月24日(星期一)或前後退還予閣下，郵誤風險概由閣下自行承擔。任何該等支票將以本表格所列名之人士為抬頭人。預期有關供股股份之股票將於2012年12月24日(星期一)或前後寄出，郵誤風險概由閣下自行承擔。

所有文件(包括應付款額之支票)將以普通郵遞方式寄發予有關申請人或其他應得人士，郵誤風險概由彼等自行承擔。

本額外申請表格及所有據此作出之申請均須受香港法律管限及根據香港法律詮釋。

除另有說明者外，本額外申請表格內所提及之時間均為香港時間。

倘若閣下對供股有任何疑問，請於星期一至星期五(香港假期除外)上午九時正至下午五時正之營業時間內致電股東熱線(852) 2980 1333。

倘若填妥、簽署及交回本額外申請表格，表示閣下同意向本公司及／或其股份過戶登記處及彼等各各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而申請額外供股股份的人士之任何資料。《個人資料(私隱)條例》給予證券持有人權利可確定本公司或其股份過戶登記處是否持有其個人資料，索取有關資料之副本，以及更正任何不準確之資料。根據《個人資料(私隱)條例》，本公司及其股份過戶登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往本公司之註冊地址(地址為香港銅鑼灣告士打道262號鵬利中心31樓)或根據適用法律不時通知之地點並以公司秘書為收件人，或(視屬何情況而定)股份過戶登記處。

重要提示

此乃有價值及不可轉讓之表格，並應即時處理，本文件及隨附之暫定配額通知書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。

閣下如對本表格任何方面或閣下應採取之行動有任何疑問，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。本表格之副本連同中國糧油控股有限公司(「本公司」)於2012年12月3日刊發之供股章程(「供股章程」)及將就供股(定義見供股章程)發出之暫定配額通知書(統稱「章程文件」)，已按香港法例第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及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。股份(定義見供股章程)及未繳股款及繳足股款供股股份之買賣，可透過香港中央結算有限公司(「香港結算」)連作之中央結算及交收系統(「中央結算系統」)結算。有關結算安排及該等安排對閣下權利及權益之影響之詳情，務請徵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。待未繳股款及繳足股款供股股份獲准在香港聯合交易所有限公司(「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買賣當日或香港結算決定之其他日期起，在中央結算系統記存、結算及交收。聯交所參與者間於任何交易日之交易須於其後第二個交易日在中央結算系統內進行交收。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。聯交所及香港結算對本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，並明確表示概不就因本表格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。

本表格不可直接或間接在或向美國刊發、發放或派發。



CHINA AGRI-INDUSTRIES HOLDINGS LIMITED
中國糧油控股有限公司
 (於香港註冊成立之有限公司)
 (股份代號：606)

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

註冊辦事處：
 香港銅鑼灣
 告士打道262號
 聯利中心31樓

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

額外申請表格

合資格股東姓名及地址

只有本欄所指定之
 合資格股東有權申請

除文義另有所指外，於供股章程中已界定之詞彙與本函件所採用者具相同涵義。

致：中國糧油控股有限公司
 列位董事 台照

敬啟者：

本人/吾等為上文列名之股份登記持有人，現謹不可撤回地按供股以每股供股股份3.39港元之發行價申請認購_____股額外供股股份，而本人/吾等隨附一張以「CHINA AGRI-INDUSTRIES HOLDINGS LIMITED-EAF」為抬頭人，並劃線註明「只准入抬頭人賬戶」之獨立開出之支票，支付申請認購上述額外供股股份數目所需之全部款項_____港元。本人/吾等謹要求閣下配發予本人/吾等所申請(或任何較少數目)之額外供股股份，並按上列地址將本人/吾等就本認購申請所獲配發之額外供股股份數目之股票及/或任何有關應退還予本人/吾等之申請款項之退款支票以普通郵遞方式寄予本人/吾等，郵誤風險概由本人/吾等自行承擔。本人/吾等明白，董事將根據以下原則，按公平公正基準酌情就本申請進行配發：(1)少於一手買賣單位之供股股份的申請將獲優先處理，倘若董事認為，該等申請乃為將不足一手之零碎股權補足為一手完整買賣單位之股權而作出，而有關申請並非旨在濫用此機制；及(2)若按上述第(1)項原則分配後尚餘可供分配之額外供股股份，則該等額外供股股份將分配予已遞交額外認購申請之合資格股東，所分配之數目乃根據該等合資格股東所申請之額外供股股份數目按比例計算，並盡可能按完整買賣單位作出分配。在採用上文第(1)項原則時，僅會參考所申請認購之額外供股股份之數目，而不會參考合資格股東以暫定配額通知書申請認購之供股股份數目或其所持之現有股份數目。

本人/吾等承諾接納按供股章程所載條款及在貴公司之組織章程大綱及章程細則規限下可能配發予本人/吾等之上述額外供股股份之數目。就配發予本人/吾等之任何額外供股股份而言，本人/吾等授權閣下將本人/吾等之姓名列入貴公司股東名冊作為該等供股股份之持有人。

1. _____ 2. _____ 3. _____ 4. _____
 申請人簽署(所有聯名申請人均須簽署)

日期：2012年_____月_____日 聯絡電話號碼：_____

接納手續

本表格填妥後，連同按申請額外供股股份數目支付每股供股股份3.39港元之款項，須不遲於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卓佳廣進有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)。所有股款須以港元繳付，並以香港持牌銀行港元戶口開出之支票或以香港持牌銀行發出之獨立銀行本票支付。所有此等支票或銀行本票均須註明抬頭人為「CHINA AGRI-INDUSTRIES HOLDINGS LIMITED-EAF」，並以「只准入抬頭人賬戶」方式劃線開出。所有有關額外供股股份申請表格之查詢均須寄交上述地址之本公司股份過戶登記處。

所有支票及銀行本票於收訖後隨即過戶，而有關款項之所有利息撥歸本公司所有。填妥之額外供股股份申請表格連同本表格所申請供股股份之付款支票或銀行本票交回後將構成申請人之一項保證，表示該支票或銀行本票於首次過戶時可獲兌現。在不影響其他有關權利之情況下，本公司有權在支票或銀行本票首次過戶未能兌現時拒絕受理任何有關之額外供股股份申請表格。

派發本額外申請表格及其他章程文件

本額外申請表格只可向合資格股東寄發。

派發本額外申請表格及其他章程文件至香港以外的司法管轄區可能受法律限制。擁有本額外申請表格或任何其他章程文件的人士(包括(並不限於)代理、保管人、代名人及受託人)須知悉並遵守任何有關限制。未能遵守該等限制可能構成違反任何有關司法管轄區的證券法例。任何股東或實益擁有人如對其狀況有任何疑問，應盡快諮詢合適之專業顧問。尤其是，除若干例外情況外，本額外申請表格及其他章程文件不應於任何指定地區派發、送交或送呈。

章程文件將不會根據香港以外任何司法管轄區之適用證券法例註冊。

每份申請表格須隨附一張獨立開出之支票或銀行本票
 本公司將不另發股款收據

此欄只供本公司填寫

申請編號	申請之額外供股股份數目	申請應付款額	退還餘款
		港元	港元