

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

本申請表格須整份交回方為有效。

IMPORTANT
重要提示

THIS APPLICATION FORM ("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 MONDAY, 29 JUNE 2015.

本申請表格(「申請表格」)具有價值,但不可轉讓,並僅供下列之合資格股東使用:二零一五年六月二十九日(星期一)下午四時正後不獲受申請。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.

閣下如對本申請表格之任何方面或應採取之行動有任何疑問,應諮詢獨立專業意見。

Terms used herein shall have the same meanings as defined in the prospectus of China Culiangwang Beverages Holdings Limited dated 15 June 2015 ("Prospectus") unless the context otherwise requires.

除文義另有所指外,本文件所用詞彙與中國粗糧王飲品控股有限公司於二零一五年六月十五日刊發之發售章程(「發售章程」)所界定者具相同涵義。

Deals in the Shares and the Offer Shares may be settled through CCASS and you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份及發售股份之買賣可透過中央結算系統進行交易,閣下應諮詢閣下之持牌證券商、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交易安排之詳情,以及該等安排對閣下享有之權利及權益可能構成之影響。

A copy of each of the Prospectus Documents, together with the written consent referred to in the paragraph headed "Expert and consent" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

各章程文件連同發售章程附錄三「專家及同意書」一段所述之同意書,已根據香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。證券及期貨事務監察委員會及香港公司註冊處處長對上述任何該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC 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.

香港交易及結算所有限公司、聯交所及香港結算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,並明確表示概不會就因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。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the Stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares 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.

待發售股份獲批准在聯交所上市及買賣以及遵守香港結算之股份收納規定後,發售股份將獲香港結算接納為合資格證券,自發售股份開始在聯交所買賣首日或香港結算釐定之其他日期起可於中央結算系統寄存、結算及交收。聯交所參與者之間在任何交易日進行之交易,須於交易後第二個交易日在中央結算系統進行交收,所有在中央結算系統進行之活動均須依據不時生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。

It should be noted that the Shares have been dealt in on an ex-entitlement basis commencing from Thursday, 4 June 2015, and that dealings in the Shares may take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be at or before 4:00 p.m., on Thursday, 2 July 2015), will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing the Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.

務請注意:股份已由二零一五年六月四日(星期四)起按除權基準買賣,且股份可於包銷協議之條件未達成前進行買賣。在直至公開發售之所有條件達成日期(預期為二零一五年七月二日(星期四)下午四時正或之前)為止買賣股份之任何股東或其他人士須因此承擔公開發售未必能夠成為無條件及未必進行之風險。擬出售或購買股份之任何股東或其他人士如對其狀況有任何疑問,應徵詢其專業顧問。



CHINA CULIANGWANG BEVERAGES HOLDINGS LIMITED

中國粗糧王飲品控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 904)

(於百慕達註冊成立之有限公司)
(股份代號: 904)

OPEN OFFER AT HK\$0.20 PER OFFER SHARE
ON THE BASIS OF 2 OFFER SHARES FOR
EVERY 1 SHARE HELD ON THE RECORD DATE
按每股發售股份0.20港元進行公開發售
基準為於記錄日期每持有一股股份
獲配發兩股發售股份

APPLICATION FORM
申請表格

Share Registrar:
Computershare Hong Kong
Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

股份過戶登記處:
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712至1716號舖

Registered office:
Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

註冊辦事處:
Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

Head office and principal
place of business in
Hong Kong:
19/F
China Hong Kong Tower
8 Hennessy Road
Wanchai
Hong Kong

總辦事處及香港主要
營業地點:

香港
灣仔
軒尼詩道8號
中港大廈19樓

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured entitlement shown in Box B overleaf by filling in this Application Form. Subject to the terms and conditions mentioned in the Prospectus and this Application Form such offer 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 two Offer Shares for every one Share held on Friday, 12 June 2015.

If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge this form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong so as to be received by the Share Registrar no later than 4:00 p.m. on Monday, 29 June 2015. All remittance(s) for application of Offer Shares under this Application Form must be in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "China Culiangwang Beverages Holdings Limited – Open Offer" and must be crossed "Account Payee Only" and comply with the procedures set out in the enclosed separate sheet.

All dates or deadlines specified in this Application Form refer to Hong Kong time.

閣下有權透過填寫本申請表格申請認購相等於或少於背頁乙欄所列閣下獲保證享有之任何發售股份數目。在發售章程及本申請表格所述條款及條件規限下,上述要約乃向名列本公司股東名冊且屬合資格股東之股東作出,基準為於二零一五年六月十二日(星期五)每持有一股股份獲配發兩股發售股份。

倘閣下欲申請認購任何發售股份,請填妥及簽署本申請表格,並將表格連同申請認購發售股份涉及之全數應繳款項之合適股款,交回股份過戶登記處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖,以便股份過戶登記處於二零一五年六月二十九日(星期一)下午四時正前收訖。根據本申請表格申請認購發售股份之所有申請股款必須為港元款項,支票必須以香港持牌銀行之賬戶開出,銀行本票則須由香港持牌銀行發出,並須註明抬頭人為「China Culiangwang Beverages Holdings Limited – Open Offer」及以「只准入抬頭人賬戶」方式劃線開出,以及遵守隨附文件所載之程序。

本申請表格所訂明之所有日期或限期均指香港時間。

NO RECEIPT WILL BE GIVEN. 將不另發收據。

To: China Culiangwang Beverages Holdings Limited
致: 中國粗糧王飲品控股有限公司

Dear Sirs,

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.20 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 15 June 2015 and subject to the memorandum of association and the by-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) on the register of members as the 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 in the enclosed separate sheet and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之登記持有人,現申請認購乙欄(或倘已填妥及僅填妥丁欄,則丁欄)指定之發售股份數目,並附上按每股發售股份0.20港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此依照日期為二零一五年六月十五日之發售章程所載條款及條件,以及貴公司之公司組織章程大綱及公司細則,接納有關數目之發售股份,而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊,作為上述有關數目或數目較少之發售股份之持有人,並請貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等承擔。本人/吾等已細閱隨附文件所載各項條件及申請手續,並同意受其約束。

** Cheque(s) or banker's cashier order(s) should be crossed "Account Payee Only" and made payable to "China Culiangwang Beverages Holdings Limited – Open Offer" (see the section headed "PROCEDURES FOR APPLICATION" as set out in the enclosed separate sheet).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「China Culiangwang Beverages Holdings Limited – Open Offer」為抬頭人劃線開出(詳情請參閱隨附文件所載之「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured entitlement will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes overleaf, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公開發售之條件已獲達成,認購發售股份數目少於或相等於申請人獲保證享有之發售股份數目之有效申請將獲全數接納。倘背頁各欄內並無填上數目,則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款,則閣下將被視作申請認購已收款項所代表發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。

Application Form No.
申請表格編號

Name(s) and address(es) of the Qualifying Shareholder(s) 合資格股東姓名及地址

Number of Shares registered in your name on Friday, 12 June 2015
於二零一五年六月十二日(星期五)以閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured entitlement subject to payment in full
on application by no later than 4:00 p.m. on Monday, 29 June 2015
閣下獲保證享有之發售股份數目(須不遲於二零一五年六月二十九日(星期一)
下午四時正申請時繳足)

Box B
乙欄

Acceptance can only be made by the registered Qualifying Shareholder(s) named above.
Please enter in Box D the number of Offer Shares applied and the amount of remittance enclosed (calculated as
number of Offer Shares accepted multiplied by HK\$0.20)
只有上述已登記之合資格股東方可接納。
請於丁欄填寫所申請之發售股份數目及隨附之股款金額(以接納之發售股份數目乘以0.20港元計算)

Amount payable on assured entitlement when applied in full
悉數申請認購保證權利時應繳款項

Box C
丙欄

HK\$
港元

Box D
丁欄

Number of Offer Shares applied for
申請認購之發售股份數目

Name of bank on which cheque/
banker's cashier order is drawn
支票／銀行本票之付款銀行名稱

Cheque/banker's cashier
order number
支票／銀行本票號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholders must sign)
合資格股東簽署
(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Contact telephone no. 聯絡電話號碼：_____

Date 日期：_____

Please staple
your payment
here
請將
股款
緊釘在此



CHINA CULIANGWANG BEVERAGES HOLDINGS LIMITED
中國粗糧王飲品控股有限公司



CHINA CULIANGWANG BEVERAGES HOLDINGS LIMITED

中國粗糧王飲品控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 904)

CONDITIONS

1. You may not apply for any Offer Shares if you are an Excluded Shareholder.
2. No receipt will be issued in respect of any application monies received but it is expected that certificate(s) for any Offer Shares in respect of which your application is accepted in full or in part will be sent to you by ordinary post, at your own risk, to the address stated on the Application Form.
3. Completion of the Application Form will constitute an instruction and authority by you to Computershare Hong Kong Investor Services Limited or any person nominated by it for the purpose, on your behalf, to execute any registration of the Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in your name(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus and the Application Form.
4. You undertake to sign all documents and to do all other acts necessary to enable you to be registered as the holder of the Offer Shares which you have applied for subject to the memorandum of association and the bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. No receipt will be given. Application in respect of which the cheque is dishonoured upon first presentation is liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application for Offer Shares which does not comply with the procedures set out herein.
8. No person receiving a copy of the Prospectus or the Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdiction, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant jurisdiction other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
9. In the event of inconsistency, the English version of this Application Form shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured entitlement set out in Box B by filling in the Application Form.

To apply for such number of Offer Shares which is less than your assured entitlement, you must enter in Box D of the Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.20). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of the Application Form, this number should be inserted in Box D of the Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received. If you apply for a number of Offer Shares that is in excess of your assured entitlement set out in Box B of the Application Form, your application is liable to be rejected.

The Application Form, when duly completed and signed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on Monday, 29 June 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "China Culiangwang Beverages Holdings Limited – Open Offer" and must be crossed "Account Payee Only". Unless the Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of the Application Form have been received by the Share Registrar by 4:00 p.m. on Monday, 29 June 2015, your assured entitlement and all rights thereunder shall be deemed to have been declined and will be cancelled.

Shareholders should note that the Underwriting Agreement contains provisions granting the Underwriters, by joint notice in writing, the right to terminate the Underwriters' obligations thereunder on the occurrence of certain events on or before the Latest Time for Termination. These events are set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus. Shareholders are reminded to exercise caution when dealing in the securities of the Company.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Thursday, 4 June 2015 and that dealings in Shares may take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be at or before 4:00 p.m. on Thursday, 2 July 2015), will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and cashier orders will be presented for payment upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier orders in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or banker's cashier order will be honoured on first presentation. Any Application Form in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES OF THE OFFER SHARES

Subject to the fulfilment of the conditions of the Open Offer, share certificates of the Offer Shares are expected to be posted on or before Wednesday, 8 July 2015 to those entitled thereto by ordinary post at their own risk.

GENERAL

The Offer Shares, when allotted, issued and fully-paid, will rank pari passu with the Shares in issue in all respects on the date of their respective allotment and issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which may be declared after the date of allotment and issue of the Offer Shares.

All documents, including cheques for amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

The Prospectus Documents and all acceptance of any offer or application contained in such documents are governed by and shall be construed in accordance with the laws of Hong Kong.

Copies of the Prospectus giving details of the Open Offer are available from the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during normal business hours.