

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

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 FRIDAY, 12 SEPTEMBER 2014. 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。二零一四年九月十二日(星期五)下午四時正後不接受申請。 IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCK BROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格之任何方面或 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。

Terms used herein shall have the same meanings as defined in the prospectus of China Culiangwang Beverages Holdings Limited dated 28 August 2014 ("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二零一四年八月二十八日刊發之發售章程(「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 the 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收, 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 each of the Prospectus Documents, together with the written consent referred to 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.

章程文件連同發售章程附錄三「送呈香港公司註冊處處長文件」一段所述之文件副本,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起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,須在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 Wednesday, 20 August 2014, 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 Monday, 15 September 2014), 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 position, is recommended to consult his/her own professional advisers.

請諸注意,股份已由二零一四年八月二十日(星期三)起按除權基準買賣,且股份將於包銷協議之條件未達成前進行買賣。在公開發售之所有條件達成日期(預期為二零一四年九月十五日(星期一)下午四時正)或之前買賣股份之任何股東或其他人士須承擔公開發售不能成為無條件及不進行之風險。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\$0.25 PER OFFER SHARE
ON THE BASIS OF 1 OFFER SHARE FOR
EVERY 2 EXISTING SHARES HELD ON THE RECORD DATE

按每股發售股份0.25港元進行公開發售

基準為於記錄日期每持有兩股現有股份

獲配發一股發售股份

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:

Rooms 4120-24, 41/F

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

總辦事處及香港主要

營業地點:

香港

灣仔

港灣道30號

新鴻基中心

41樓4120-24室

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

Application can only be made by the registered 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\$0.25)

認購申請僅可上述已登記之合資格股東作出。

請於D欄填妥所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0.25港元計算)

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 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 one Offer Share for every two existing Shares held on Wednesday, 27 August 2014.

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, 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 Friday, 12 September 2014. 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". Shareholders should note that the Underwriting Agreement contains a number of conditions precedent and if any of the conditions precedent in the Underwriting Agreement is not fulfilled or waived by the Underwriter by the time and/or date specified in the Prospectus or such later time and/or date as the parties thereto may agree, the Underwriting Agreement may be terminated by the Underwriter by notice in writing to the Company on the occurrence of certain events. 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.

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,上述要約乃向於名列本公司股東名冊且屬合資格股東之股東作出,基準為於二零一四年八月二十七日(星期三)每持有兩股現有股份獲發一股發售股份。

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二零一四年九月十二日(星期五)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。股東務請注意,包銷協議載有若干先決條件,倘包銷協議所載任何先決條件未能於發售章程內指定之時間及/或日期或訂約方可能同意之較後時間及/或日期之前達成或獲包銷商豁免,則在發生若干事件下,包銷協議可包銷商書面通知本公司予以終止。該等若干事件乃載於發售章程「終止包銷協議」一節。股東在買賣本公司證券時,務請審慎行事。



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)

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\$0.25 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 28 August 2014 and subject to the memorandum of association and the 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) 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 page hereafter 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0.25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二零一四年八月二十八日之發售章程所載條款及條件，以及貴公司之組織章程大綱及細則，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／吾等已細閱後續頁所載各項條件及申請手續，並同意受其約束。

Please insert contact
telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署
(所有合資格聯名股東均須簽署)

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

Date: _____ 2014

日期：二零一四年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下資料：

Number of Offer Shares applied for (being the total specified in Box D, failing which, the total number specified in Box B) 申請認購發售股份數目 (丁欄所列明之發售股份總數或，如未有填妥，則乙欄所列明之發售股份總數)	Total amount of remittance (being the total number specified in Box D, failing which, the total number specified in Box C) 股款總額 (丁欄所列明之股款總額，如未有填妥，則丙欄所列明之股款總額)	Name of bank on which cheque/cashier's order is drawn 支票／銀行本票之付款銀行名稱	Cheque/Cashier's order number 支票／銀行本票號碼
	HK\$ 港元		

** 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 page hereafter).

** 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（詳情請參閱後續頁所載之「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 allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. 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 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配發之發售股份數目之有效申請將獲全數接納。倘以上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訖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。



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, at 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.
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 and articles of association 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. 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.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment 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 allotment, 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\$0.25). 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, 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, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on Friday, 12 September 2014. 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 has been received by the Share Registrar by 4:00 p.m. on Friday, 12 September 2014, 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 a number of conditions precedent and if any of the conditions precedent in the Underwriting Agreement is not fulfilled or waived by the Underwriter by the time and/or date specified in the Prospectus or such later time and/or date as the parties thereto may agree, the Underwriting Agreement may be terminated by the Underwriter by notice in writing to the Company on the occurrence of certain events. These events are set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus. Shareholders are reminded to exercise cautions 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 Wednesday, 20 August 2014 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 Monday, 15 September 2014), 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 honored on first presentation. Any Application Form in respect of which the accompanying cheque or banker's cashier order is dishonored 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 for the Offer Shares are expected to be posted on or before Monday, 22 September 2014 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 existing Shares in issue in all respects. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of 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.

Further copies of the Prospectus giving details of the Open Offer are available from 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 during normal business hours.