

THIS FORM OF ACCEPTANCE AND AUTHORISATION FOR OFFER SHARES (AS DEFINED BELOW) (THE "FAA SG") IS IMPORTANT. THIS FAA SG IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT AND IS ONLY FOR USE BY THE DEPOSITOR(S) WHOSE NAME(S) APPEAR BELOW. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THIS FAA SG RELATES TO THE COMPOSITE OFFER AND RESPONSE DOCUMENT DATED 26 MAY 2017 (THE "COMPOSITE DOCUMENT") IN RELATION TO THE OFFER (AS DEFINED BELOW). UNLESS OTHERWISE DEFINED OR THE CONTEXT REQUIRES OTHERWISE, CAPITALISED TERMS USED IN THIS FAA SG BEAR THE SAME MEANINGS ASCRIBED TO THEM IN THE COMPOSITE DOCUMENT.

THE AVAILABILITY OF THE OFFER TO SHAREHOLDERS WHOSE ADDRESSES ARE OUTSIDE SINGAPORE AS SHOWN IN THE RECORDS OF THE CENTRAL DEPOSITORY (PTE) LIMITED ("CDP") MAY BE AFFECTED BY THE LAWS OF THE RELEVANT OVERSEAS JURISDICTIONS. SUCH SHAREHOLDERS WHOSE ADDRESSES ARE OUTSIDE SINGAPORE ARE ADVISED TO READ THE SECTION ENTITLED "OVERSEAS SHAREHOLDERS" IN THE COMPOSITE DOCUMENT, AND ARE RECOMMENDED TO CONSULT THEIR OWN PROFESSIONAL ADVISERS REGARDING THE OFFER IN THE RELEVANT JURISDICTION(S).

MANDATORY UNCONDITIONAL CASH OFFER (THE "OFFER") BY PRUDENTIAL BROKERAGE LIMITED ("PRUDENTIAL BROKERAGE") FOR AND ON BEHALF OF CHINA TIAN YUAN MANGANESE LIMITED (THE "OFFEROR") TO ACQUIRE ALL THE ISSUED SHARES IN THE SHARE CAPITAL OF CHINA KANGDA FOOD COMPANY LIMITED (THE "COMPANY") OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR AND/OR PARTIES ACTING IN CONCERT WITH IT (THE "OFFER SHARES")

**MANDATORY UNCONDITIONAL CASH OFFER FOR THE OFFER SHARES OF CHINA KANGDA FOOD COMPANY LIMITED
FORM OF ACCEPTANCE AND AUTHORISATION FOR OFFER SHARES**

(THIS FAA SG NEED NOT BE SUBMITTED TO CDP IF YOU DO NOT WISH TO ACCEPT THE OFFER)

NAME(S) AND ADDRESS OF DEPOSITOR(S)	Securities Account Number
Latest time and date for acceptance of the Offer: 4.00 p.m. (Singapore time) on 16 June 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date"). Please note that the time stated is earlier than the usual closing time for such acceptance in Singapore.	
If your purchase of the above Offer Shares was settled through your Central Provident Fund ("CPF") approved agent bank, finance company or depository agent and you wish to accept the Offer, your acceptance would have to be made through your CPF approved agent bank included under the CPF Investment Scheme, finance company or depository agent. In such instances, you need not submit this FAA SG to CDP.	

To: **China Tian Yuan Manganese Limited**
c/o The Central Depository (Pte) Limited

Dear Sirs,

The consideration for acceptance of the Offer is the Offer Price, being HK\$1.34 in cash for each Offer Share, as stated in the Composite Document.

The acceptance of the Offer at the Offer Price, by way of execution of this FAA SG in accordance with Section A below, is subject to the terms and conditions set out below and in the Composite Document.

Irrevocable Acceptance. My/Our execution of this FAA SG shall constitute my/our irrevocable acceptance of the Offer, upon the terms and subject to the conditions contained in the Composite Document.

Assistance. I/We irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such acceptance and the transfer of the above-mentioned Offer Shares to the Offeror or any person nominated in writing by the Offeror (hereinafter called the "Transferee"), and to enable the Offeror or the Transferee to exercise all rights and receive all benefits accruing to or arising from the above-mentioned Offer Shares as specified in the Composite Document.

Warranty. I/We unconditionally and irrevocably warrant that the Offer Shares in respect of which the Offer is accepted by me/us or accepted by me/us on behalf of the beneficial owner(s) thereof are, and when transferred to the Offeror or the Transferee, will be (i) fully paid; (ii) free from all mortgages, charges, pledges, liens (otherwise than arising by statute or operation of law), hypothecations or other encumbrances, priorities or security interests or other third party rights, deferred purchases, title retentions, leaseings, sale-and-repurchases or sale-and-leasebacks or trust arrangements whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same; and (iii) transferred together with all rights attaching to them, including all rights to any dividends or other distributions (if any) declared, made or paid by the Company on or after the date on which the Offer is made.

CDP Authorisation – Suspense Account. I/We irrevocably authorise CDP to take such measures as it may consider necessary or expedient to prevent any trading of the Offer Shares in respect of which I/we have accepted the Offer during the period commencing on the date of receipt of this FAA SG by CDP, for and on behalf of the Offeror, and ending on the date of settlement of the consideration for such Offer Shares (including, without limitation, earmarking, blocking and/or transferring the relevant number of such Offer Shares, in respect of which I/we have accepted the Offer, from my/our Securities Account into a suspense account).

CDP Authorisation – Transfer. I/We irrevocably authorise CDP to debit my/our Securities Account and to credit the Securities Account of the Offeror, or the Securities Account of the Transferee, with the relevant number of Offer Shares in respect of which I/we have accepted the Offer on the date of settlement of the consideration for such Offer Shares.

CDP Authorisation – Disclosure. I/We irrevocably authorise CDP to give, provide, divulge, disclose or reveal any information pertaining to my/our Securities Account maintained in CDP's record, including, without limitation, my/our name(s), my/our NRIC or passport number(s), Securities Account number, address(es), the number of Offer Shares standing to the credit of my/our Securities Account, the number of Offer Shares tendered by me/us in acceptance of the Offer, information pertaining to the level of acceptance of the Offer and any other information to the Offeror, the Transferee, Prudential Brokerage (which is acting for and on behalf of the Offeror) and any other relevant parties as CDP may deem fit for the purposes of the Offer and my/our acceptance thereof.

Offer Unconditional. As the Offer is unconditional in all respects, CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the Offer Price by way of a demand draft denominated in HK\$ drawn on a bank in Hong Kong for the appropriate amount at your own risk, as soon as possible but in any event within 7 business days (as defined in the Takeovers Code) following the date of receipt of this FAA SG.

SECTION A – ACCEPTANCE THROUGH FAA SG	
I/We hereby irrevocably authorise CDP to effect the transfer from my/our Securities Account with CDP of the following number of Offer Shares to the Securities Account maintained with CDP of the Offeror or the Transferee:	
	Please indicate the number of Offer Shares you wish to tender in acceptance of the Offer
Part A	Number of Offer Shares now standing to the credit of the "Free Balance" of my/our Securities Account in respect of which the Offer is accepted
NOTE: Please refer to paragraphs 2 and 3 of page 2 of this FAA SG for instructions on inserting the number of Offer Shares above.	
 PLEASE SIGN HERE	
Date Signature(s)/Thumbprint(s) of Depositor(s)/Joint Depositors. For corporations, please sign as per your signing mandate and where appropriate, the Common Seal to be affixed in accordance with your Constitution or relevant constitutive documents.	

**MANDATORY UNCONDITIONAL CASH OFFER FOR
THE OFFER SHARES OF CHINA KANGDA FOOD COMPANY LIMITED**

INSTRUCTIONS

This FAA SG is for the use of Depositors who wish to accept the Offer in respect of all or part of the total number of Offer Shares standing to the credit of the "Free Balance" of their Securities Account or purchased on the Singapore Exchange Securities Trading Limited (the "Singapore Stock Exchange"). This FAA SG and the provisions herein constitute an integral part of the Composite Document. Further provisions relating to acceptance are set out in Appendix I to the Composite Document.

This FAA SG has been sent to you on the understanding that all your Offer Shares are held on your behalf by CDP. If, however, you hold share certificates in respect of some or all of the Offer Shares and you wish to accept the Offer in respect of those Offer Shares, you should complete, sign and return at your own risk, the Form of Acceptance and Transfer for Offer Shares (the "FAT SG") in accordance with the instructions printed thereon. A copy of the FAT SG may be obtained upon production of satisfactory evidence that you are a Shareholder of the Company, from B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544.

You should take note that the latest time for acceptance of the Offer is 4.00 p.m. (Singapore time) on the Closing Date. Please note that the time stated is earlier than the usual closing time for such acceptance in Singapore.

1. **Acceptance.** If you wish to accept the Offer using this FAA SG, you should complete and sign this FAA SG strictly in the manner set out in Section A overleaf and in accordance with the provisions and instructions of the Composite Document and then submit the signed original to **China Tian Yuan Manganese Limited, c/o The Central Depository (Pte) Limited by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588, or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office, P.O. Box 1984, Singapore 903934**, in each case, so as to arrive **NOT LATER THAN 4.00 P.M. (SINGAPORE TIME) ON 16 JUNE 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror**. It is your responsibility to affix adequate postage on the enclosed pre-addressed envelope. Proof of posting is not proof of receipt by the Offeror at the above addresses.

The Offeror, Prudential Brokerage and CDP will be authorised and entitled, in their absolute discretion, to reject any acceptances of the Offer which are not entirely in order or which do not comply with the provisions and instructions contained in the Composite Document and in this FAA SG or which are otherwise incomplete, incorrect, unsigned or invalid in any respect. It is your responsibility to ensure that this FAA SG is properly completed in all respects, signed and all supporting documents, where applicable, are provided. Any decision to reject this FAA SG on the grounds that it has been invalidly, incorrectly or incompletely signed, completed or submitted will be final and binding and none of CDP, Prudential Brokerage and the Offeror accepts any responsibility or liability in relation to such a decision, including the consequences thereof. The Offeror and Prudential Brokerage reserve the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in the Composite Document or in the FAA SG, as the case may be, or if made otherwise than in accordance with the provisions of the Composite Document and this FAA SG. CDP takes no responsibility for any decision made by the Offeror or Prudential Brokerage. Acceptances in the form of this FAA SG received by CDP on a Saturday, Sunday or public holiday in Singapore will only be processed and validated on the next business day.

2. **Acceptance by Depositors whose Securities Accounts are credited with Offer Shares.** Please insert in Part A on page 1 of this FAA SG the number of Offer Shares already standing to the credit of the "Free Balance" of your Securities Account in respect of which the Offer is accepted. Subject to the provisions of paragraph 3 below, if the number of Offer Shares inserted in Part A of this FAA SG exceeds the number of Offer Shares standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. (Singapore time) on the date of receipt of this FAA SG by CDP (the "Date of Receipt") or, in the case where the Date of Receipt is on the Closing Date, as at 4.00 p.m. (Singapore time) on the Closing Date (provided always that the Date of Receipt is on or before the Closing Date) or, if no such number of Offer Shares is inserted in Part A, then you are deemed to have accepted the Offer in respect of all the Offer Shares already standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. (Singapore time) on the Date of Receipt or 4.00 p.m. (Singapore time) on the Closing Date (if the FAA SG is received by CDP on the Closing Date).
3. **Acceptance by Depositors whose Securities Accounts will be credited with Offer Shares.** If you have purchased Offer Shares on the Singapore Stock Exchange, and such Offer Shares are in the process of being credited to the "Free Balance" of your Securities Account, the Composite Document, a pre-addressed envelope and a FAA SG in respect of such Offer Shares bearing your name and Securities Account number will be sent to you by CDP, and if you wish to accept the Offer in respect of such Offer Shares, you should, **AFTER** the "Free Balance" of your Securities Account has been credited with such number of Offer Shares, complete, sign and return that FAA SG in accordance with the instructions contained herein. If you do not receive that FAA SG, you may obtain a copy, upon production of satisfactory evidence that you have purchased the Offer Shares on the Singapore Stock Exchange, from The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588.
4. **Rejection.** If upon receipt by CDP, on behalf of the Offeror, of this FAA SG, it is established that such Offer Shares have not been or will not be credited to the "Free Balance" of your Securities Account (for example, where you sell or have sold such Offer Shares), your acceptance is liable to be rejected. None of CDP, Prudential Brokerage and the Offeror (and, for the avoidance of doubt, any of the Offeror's related corporations) accepts any responsibility or liability for such a rejection, including the consequences thereof. If you purchase Offer Shares on the Singapore Stock Exchange during the Offer Period and on a date near to the Closing Date, your acceptance in respect of such Offer Shares will be rejected if the "Free Balance" of your Securities Account is not credited with such Offer Shares by 5.00 p.m. (Singapore time) on the Date of Receipt or 4.00 p.m. (Singapore time) on the Closing Date (if the FAA SG is received by CDP on the Closing Date). None of CDP, Prudential Brokerage and the Offeror (and, for the avoidance of doubt, any of the Offeror's related corporations) accepts any responsibility or liability for such a rejection, including the consequences thereof.
5. **Acceptance via SGX-SSH service (This section is applicable to Depository agents only).** Depository Agents may accept Offer Shares via the SGX-SSH service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Offeror to receive acceptances on its behalf and such acceptances must be submitted not later than 4.00 p.m. (Singapore time) on the Closing Date. Such acceptances will be deemed irrevocable and subject to each of the terms and conditions contained in this FAA SG and the Composite Document as if the FAA SG had been completed and delivered to CDP.
6. **Depositor Abroad.** If a Depositor is away from home, for example, abroad or on holiday, this FAA SG should be sent by the quickest means (for example, express air mail) to the Depositor for execution, or if he has executed a Power of Attorney, this FAA SG may be signed by the Attorney but the signature must be accompanied by a statement reading "**signed under the Power of Attorney which is still in force, no notice of revocation having been received**". In the latter case, the original Power of Attorney or a certified true copy thereof must first be lodged with CDP and should also be lodged with this FAA SG for noting. No other signatures are acceptable.
7. **Deceased Holders**
 - (a) **If the sole holder is deceased and if:**
 - (i) the Grant of Probate or Letters of Administration have been registered and lodged with CDP, this FAA SG must be signed by all the personal representative(s) of the deceased and lodged with **China Tian Yuan Manganese Limited, c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or**
 - (ii) the Grant of Probate or Letters of Administration have not been registered and lodged with CDP, all the personal representative(s) of the deceased must go to CDP personally together to register and lodge the original Grant of Probate or Letters of Administration with CDP first, before submitting this FAA SG. The Grant of Probate or Letters of Administration must be lodged with CDP before the personal representative(s) of the deceased can effect the transfer of the Offer Shares to which this FAA SG relates.
 - (b) **If one of the joint holders is deceased and if:**
 - (i) it is a joint alternate-signatory account, this FAA SG must be signed by **ANY** surviving joint holder(s); or
 - (ii) it is a joint signatories account, this FAA SG must be signed by **ALL** surviving joint holder(s), and lodged with **China Tian Yuan Manganese Limited, c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588**, accompanied by the Death Certificate, Grant of Probate or Letters of Administration and all other relevant documentation, in respect of the deceased holder.

8. **Conclusive Evidence.** Lodgement of this FAA SG with **China Tian Yuan Manganese Limited, c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office, P.O. Box 1984, Singapore 903934** duly completed and signed, shall be conclusive evidence in favour of the Offeror, the Transferee and CDP of the right and title of the person signing it to deal with the same and with the Offer Shares which it relates. Upon receipt of this FAA SG, CDP will transfer the Offer Shares in respect of which you have accepted the Offer from the "Free Balance" of your Securities Account to a "Suspense Account". Such Offer Shares will be held in the "Suspense Account" until the consideration for such Offer Shares has been despatched to you.

9. **Governing Law and Third Party Rights.** By completing and delivering this FAA SG, you agree that the agreement arising from the acceptance of the Offer by you shall be governed by, and construed in accordance with, the laws of Hong Kong and that you submit to the non-exclusive jurisdiction of the Hong Kong courts. Unless expressly provided otherwise in this FAA SG or the Composite Document, a person who is not a party to any contracts made pursuant to the Offer, the Composite Document and this FAA SG, has no right under the Contracts (Rights of Third Parties) Ordinance, Chapter 623 of the Laws of Hong Kong to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party (where applicable) is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

No acknowledgement of receipt will be given by CDP for submissions of this FAA SG made by hand or by post to CDP or deposited into boxes located at CDP's premises. All communications, notices, documents and payments will be sent by ordinary post at the risk of the person(s) entitled thereto to the mailing address appearing in the records of CDP. Settlement of the consideration under the Offer will be subject to the receipt of confirmation satisfactory to the Offeror that the Offer Shares to which this FAA SG relates are credited to the "Free Balance" of your Securities Account and such settlement cannot be made until all relevant documents have been properly completed and lodged with China Tian Yuan Manganese Limited, c/o The Central Depository (Pte) Limited, by hand at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office, P.O. Box 1984, Singapore 903934.

If you do not have any existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in this FAA SG will be rejected.

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares in your Securities Account. You can verify the number of Offer Shares in your Securities Account:— (a) through CDP Online if you have registered for CDP Internet Access Service or (b) through CDP Phone Service if you have a T-Pin.