

THIS FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES ("FAT SG") IS IMPORTANT. THIS FAT SG IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT AND IS ONLY FOR USE BY THE SHAREHOLDER(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 FAT 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 FAT 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 REGISTER OF MEMBERS (THE "REGISTER") OF CHINA KANGDA FOOD COMPANY LIMITED MAINTAINED BY B.A.C.S. PRIVATE LIMITED (THE "REGISTRAR SG") 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 TRANSFER FOR OFFER SHARES**

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

Part (A) Number of Offer Shares Tendered in Acceptance of the Offer	Part (B) Share Certificate No(s).	Consideration	FOR OFFICIAL USE
		HK\$1.34 for each Offer Share	
NOTE: Please refer to paragraph 1 on page 2 of this FAT SG for instructions on inserting the number of Offer Shares above. 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").			

I/We, _____ (Passport/NRIC/Company Registration Number) _____ (Full name(s) of Shareholder and joint Shareholder(s), if any) Of (Address) _____ Telephone No. (Office/Home): _____ (Handphone): _____ E-mail: _____

do hereby transfer to the Offeror or any person nominated in writing by the Offeror (hereinafter called the "Transferee") the Offer Shares as stated in Part (A) above comprised in the share certificate(s) stated in Part (B) above.

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 completion, execution and submission of this FAT SG, is subject to the following terms and conditions set out below and in the Composite Document.

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

Assistance. I/We unconditionally and 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 the Transferee, and in connection with this FAT SG, 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 declared, made or paid on or after the date on which the Offer is made.

Authorisation. I/We irrevocably authorise any person nominated in writing by the Offeror or by the Transferee to date this FAT SG and to complete the particulars of the Transferee on my/our behalf. I/We irrevocably authorise and direct the Offeror or its agent to send demand drafts denominated in HK\$ drawn on a bank in Hong Kong for the appropriate amounts being the consideration for the Offer Shares payable to me/us or any other documents (including share certificates) which may be returned to me/us by ordinary post at my/our own risk to the address stated above or, if none is set out, to me/us (or in the case of joint accepting Shareholders, to the joint accepting Shareholder first-named in the Register, at the relevant address maintained in the Register, by ordinary post at my/our risk.

If you wish to accept the Offer, please sign below.

FOR INDIVIDUAL SHAREHOLDERS

Signed, sealed and delivered by the above-named Shareholder/first-named joint Shareholder in the presence of:	
Witness Signature _____	)
Name _____	)
NRIC/Passport _____	)
Address _____	)
Occupation _____	)
	Signature of Shareholder/first-named joint Shareholder

Signed, sealed and delivered by the above-named joint Shareholder in the presence of:	
Witness Signature _____	)
Name _____	)
NRIC/Passport _____	)
Address _____	)
Occupation _____	)
	Signature of joint Shareholder, if any

FOR CORPORATE SHAREHOLDERS

The Common Seal of the above-named Shareholder was hereunto affixed in the presence of:	
_____	)
_____	)
Director	Director/Secretary

Notes:

- A husband must not witness the signature of his wife and *vice versa*.
- In the case of joint shareholdings, this FAT SG must be signed by all joint Shareholders.
- In the case of a corporation, this FAT SG must be executed under its common seal, the seal being affixed and witnessed in accordance with its Constitution and/or other constitutive documents and/or other regulations. If a corporation does not by the law of the country of its incorporation require a common seal to execute this FAT SG, this FAT SG may be executed in such other manner so as to be binding on the corporation under the laws of the country of its incorporation and acceptable to the Offeror. The Offeror will be entitled to call for such evidence of due execution or authority as it may think fit.

FOR OFFICIAL USE
The Offeror or Transferee hereby accepts the transfer of the number of Offer Shares as specified or comprised in this FAT SG, subject to the terms and conditions in the Composite Document and this FAT SG. _____ Authorised Signatory

INSTRUCTIONS

This FAT SG is for the use of Shareholders who wish to accept the Offer in respect of all or part of the total number of Offer Shares represented by share certificate(s) which have not been deposited with The Central Depository (Pte) Limited ("CDP"). Shareholders who hold the share certificate(s) of the Offer Shares beneficially owned by them and who wish to accept the Offer in respect of such Offer Shares should not deposit their share certificate(s) with CDP during the period commencing on the date of the Composite Document and ending on the Closing Date (both dates inclusive). Shareholders who deposit their share certificate(s) in respect of the Offer Shares beneficially owned by them with CDP during this period may not have their respective Securities Accounts credited with the relevant number of Offer Shares in time for them to accept the Offer. This FAT 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 FAT SG has been sent to you on the understanding that all your Offer Shares are registered in your name. If, however, your Offer Shares are held on your behalf by CDP and you wish to accept the Offer in respect of some or all of these Offer Shares, you should complete, sign and return at your own risk, the Form of Acceptance and Authorisation for Offer Shares (the "FAA SG") in accordance with the instructions printed thereon and the Composite Document. A copy of the FAA SG may be obtained upon production of satisfactory evidence that you are a Shareholder from The Central Depository (Pte) Limited, at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588.

1. **Acceptance by Shareholders.** If you wish to accept the Offer, you should:
 - (i) complete page 1 of this FAT SG in accordance with the Composite Document and the instructions printed on this FAT SG. In particular, you must state in Part (A) the number of Offer Shares in respect of which you wish to accept the Offer and state in Part (B), the share certificate number(s) of the relevant share certificate(s). If you:
 - (a) do not specify a number in Part (A); or
 - (b) specify a number in Part (A) which exceeds the number of Offer Shares represented by the share certificate(s) attached hereto, you shall be deemed to have accepted the Offer in respect of all the Offer Shares represented by the share certificate(s) attached hereto;
 - (ii) sign this FAT SG in accordance with the Composite Document and the instructions printed on this FAT SG; and
 - (iii) deliver:
 - (a) the completed and signed FAT SG in its entirety (no part may be detached or otherwise mutilated);
 - (b) the share certificate(s), other document(s) of title and/or relevant document(s) required by the Offeror and/or the Registrar SG relating to the Offer Shares in respect of which you wish to accept the Offer;
 - (c) where such Offer Shares are not registered in your name, a transfer form, duly completed and executed by the person in whose name such share certificate(s) is/are registered and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or Transferee or a person authorised by either); and
 - (d) any other relevant document(s), either:
 - (1) by hand to China Tian Yuan Manganese Limited, c/o B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544; or
 - (2) by post, in the enclosed pre-addressed envelope at your own risk, to China Tian Yuan Manganese Limited, c/o B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544,in each case so as to arrive NOT LATER THAN 4.00 P.M. (SINGAPORE TIME) ON THE CLOSING DATE. Settlement of the consideration under the Offer cannot be made until all relevant documents have been properly completed and delivered. If the completed and signed FAT SG is delivered by post to the Offeror, please use the pre-addressed envelope which is enclosed with this FAT SG. It is your responsibility to affix adequate postage on the said envelope.
2. **Unregistered Shareholding.** If your shareholding is not registered with the Company, you may send in, at your own risk, the relevant share certificate(s) and/or other document(s) of title and/or other relevant document(s) required by the Offeror together with this FAT SG, accompanied by transfer form(s), duly completed and executed by the person registered as the holder of the Offer Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or Transferee or a person authorised by either).
3. **Date of FAT SG.** Please do not date this FAT SG or insert the name of the Transferee. This will be done on your behalf by a person nominated by the Offeror or the Transferee.
4. **Unavailable/Missing Documents.** If you are recorded in the Register as holding Offer Shares but do not have the relevant share certificate(s) relating to such Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the constitutive document of the Company and then deliver such share certificate(s) in accordance with the procedures set out in the Composite Document and this FAT SG. If your share certificate(s) or transfer form(s) and/or other relevant document(s) required by the Offeror, is/are not readily available or is/are lost, please contact B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544. This FAT SG should nevertheless be completed and delivered as above if you wish to accept the Offer. The unavailable/missing share certificate(s) and/or transfer forms(s) and/or any other document(s) of title (and/or satisfactory indemnities or appropriate statutory declarations required in respect thereof) should be forwarded as soon as possible thereafter but in any event before 4.00 p.m. (Singapore time) on the Closing Date.
5. **No Acknowledgements.** No acknowledgement of receipt of any FAT SG, share certificate(s), other document(s) of title, transfer form(s) and/or any other accompanying document(s) will be given by the Offeror, Prudential Brokerage or the Registrar SG.
6. **Shareholder Abroad.** If a Shareholder is away from home, for example, abroad or on holiday, this FAT SG should be sent by the quickest means (for example, express air mail) to the Shareholder for execution, or, if he has executed a Power of Attorney, this FAT SG may be signed by the Attorney but the signature in this FAT SG must be accompanied by a statement stating that this FAT SG is "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 be attached with this FAT SG. No other signatures are acceptable.
7. **Shareholder Deceased.** If the sole Shareholder is deceased and if:
 - (i) the Grant of Probate or Letters of Administration have been registered with the Company Secretary of the Company, this FAT SG must be signed by all the personal representative(s) of the deceased and lodged with China Tian Yuan Manganese Limited, c/o B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544; or
 - (ii) the Grant of Probate or Letters of Administration have not been registered with the Company Secretary of the Company, all the personal representative(s) of the deceased must go to China Tian Yuan Manganese Limited, c/o B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544 personally together to register and lodge the original Grant of Probate or Letters of Administration. The Grant of Probate or Letters of Administration must be lodged with China Tian Yuan Manganese Limited, c/o B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544 before the personal representative(s) of the deceased can effect the transfer of the Offer Shares to which this FAT SG relates.
8. **Joint Shareholder Deceased.** If one of the joint Shareholders is deceased, this FAT SG must be signed by all the surviving Shareholders and lodged with China Tian Yuan Manganese Limited, c/o B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544, accompanied by the Death Certificate, Grant of Probate or Letters of Administration and all other relevant documentation, in respect of the deceased Shareholder.
9. **Particulars on Share Certificate(s).** If your name or other particulars are shown incorrectly on the share certificate(s), please carry out the following steps:
 - (i) **Incorrect name.** Please complete this FAT SG with the correct name and deliver it with a statutory declaration or a letter from your bank or solicitor confirming that the person described on the share certificate(s) and the person who signed the FAT SG are one and the same;
 - (ii) **Incorrect address.** Please write the correct address on this FAT SG; and
 - (iii) **Change of name.** If you have changed your name, lodge your Marriage Certificate or the Deed Poll with this FAT SG for noting.
10. **Disclaimer and Discretion.** The Offeror, Prudential Brokerage and/or the Registrar SG will be authorised and entitled, at their sole and absolute discretion, to reject or treat as valid any acceptance which is not entirely in order or which does not comply with the terms of the Composite Document and this FAT SG or which is otherwise incomplete, incorrect or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that this FAT SG is properly completed in all respects and all required documents are provided. Any decision to reject any acceptance will be final and binding and none of the Offeror, Prudential Brokerage or the Registrar SG accepts any responsibility or liability for the consequences of such a decision. The Offeror and Prudential Brokerage each reserves 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 this FAT SG, or if made otherwise than in accordance with the provisions of the Composite Document and this FAT SG. Acceptances in the form of this FAT SG received by the Registrar SG, for or on behalf of the Offeror, on a Saturday, Sunday or public holiday will only be processed and validated on the next business day.
11. **Risk of Posting.** All communications, notices, documents and remittances to be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register) will be sent by ordinary post to your respective mailing addresses as they appear in the Register, at the risk of the person entitled thereto (or for the purposes of remittances only, to such different name and addresses as may be specified by you in the FAT SG, at your own risk).
12. **Conclusive Evidence.** Delivery of this FAT SG to China Tian Yuan Manganese Limited, c/o B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544 duly completed and signed, together with the relevant share certificate(s) and/or other document(s) of title and/or any other relevant document(s) required by the Offeror, shall be conclusive evidence in favour of the Offeror, the Transferee and the Registrar SG of the right and title of the person signing it to deal with the same and with the Offer Shares to which it relates.
13. **Governing Law and Third Party Rights.** By completing and delivering this FAT 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 otherwise expressly provided in this FAT 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 FAT SG has no rights 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.