

Hong Kong Public Offer – Hong Kong eIPO White Form Service Provider Application Form 香港公開發售 — 網上白表服務供應商申請表格
Please use this Application Form if you are a Hong Kong eIPO White Form Service Provider and are applying for the Hong Kong Public Offer Shares on behalf of the underlying applicants.
如閣下為網上白表服務供應商，並代表相關申請人申請香港公開發售股份，請使用本申請表格。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("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、香港聯合交易所有限公司（「聯交所」）及香港中央結算有限公司（「香港結算」）對本申請表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本申請表格全部或任何部份內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(incorporated in Bermuda with limited liability)
(於百慕達註冊成立的有限公司)

GLOBAL OFFERING

Number of Offer Shares : 125,000,000 New Shares (subject to the Over-allotment Option)
Number of International Placing Shares : 112,500,000 New Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Public Offer Shares : 12,500,000 New Shares (subject to adjustment)
Offer Price : HK\$1.43 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, payable in full upon application and subject to refund)
Nominal value : HK\$0.10 each
Stock code : 3363

全球發售

發售股份數目 : 125,000,000股新股份(視乎超額配股權而定)
國際配售股份數目 : 112,500,000股新股份(可予調整及視乎超額配股權而定)
香港公開發售股份數目 : 12,500,000股新股份(可予調整)
發售價 : 每股發售股份1.43港元(另加1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費，須於申請時繳足並可予退還)
面值 : 每股0.10港元
股份代號 : 3363

Please read carefully the prospectus of Zhengye International Holdings Company Limited ("the Company") dated Tuesday, 24 May 2011 (the "Prospectus") (in particular, the sections headed "How to apply for Hong Kong Public Offer Shares" and "Structure and conditions of the Global Offering" in the Prospectus) and the guidelines on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus have the same meanings when used in this Application Form unless otherwise defined herein.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda" in Appendix VI to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance of Hong Kong, The Securities and Futures Commission (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Hong Kong Public Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. The Hong Kong Public Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold except in an offshore transaction in accordance with Regulation S under the U.S. Securities Act. There will be no offer or sale of Shares in the United States.

This Application Form and the Prospectus may not be forwarded or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorised. By accepting the terms in this Application Form and the Prospectus, you acknowledge and agree to the following restrictions: this Application Form and the Prospectus, or any copy thereof, may not be taken or transmitted into the United States or any of its territories or possessions or distributed, directly or indirectly, in the United States or to any employee or affiliate of the recipient located therein.

Your attention is drawn to the paragraph under "Personal data" in this Application Form and in the section headed "How to apply for Hong Kong Public Offer Shares" in the Prospectus which sets out the policies and practices of the Company and its share registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

To: Zhengye International Holdings Company Limited
CMB International Capital Limited
The Hong Kong Underwriters

在填寫本申請表格前，請仔細閱讀正業國際控股有限公司（「本公司」）於二零一一年五月二十四日（星期二）刊發的招股章程（「招股章程」）（尤其是招股章程內「如何申請認購香港公開發售股份」一節及「全球發售的架構及條件」一節）及本申請表格背頁所載指引。除本申請表格另有界定外，本申請表格所使用的詞彙與招股章程所界定者具相同涵義。

本申請表格連同白色及黃色申請表格、招股章程及招股章程附錄六「送呈香港公司註冊處處長及百慕達公司註冊處處長文件」一段所列明的其他文件，已遵照香港公司條例第342C條的規定，送呈香港公司註冊處處長登記。香港證券及期貨事務監察委員會（「證監會」）及香港公司註冊處處長，對任何該等文件的內容概不負責。

本申請表格或招股章程所載者概不構成出售要約或要約購買的游說，而在任何作出有關要約、游說或出售即屬違法的司法權區內，概不得出售任何香港公開發售股份。香港公開發售股份未曾亦將不會根據美國一九三三年美國證券法（經修訂）（「美國證券法」）登記，除在根據美國證券法S規例的離岸交易中發售或出售外，概不可供發售或出售。股份將不會在美國發售或出售。

在任何根據有關法例不得發送、派發或複製本申請表格及招股章程的司法權區內，本申請表格及招股章程概不得以任何方式發送或派發或複製（全部或部分）。本申請表格及招股章程僅致予閣下本人。概不得發送或派發或複製本申請表格或招股章程的全部或部分。閣下一經接納本申請表格及招股章程的條款，即表示確認及同意遵守以下限制：不得將本申請表格及招股章程或其任何副本帶入或傳送至美國或其任何領土或屬地，亦不得直接或間接在美國或向位於美國的收件人的任何僱員或聯屬人士派發。

閣下敬請留意本申請表格及招股章程「如何申請認購香港公開發售股份」一節「個人資料」一段，當中載有本公司及其股份過戶登記處有關個人資料及遵守個人資料（私隱）條例的政策及措施。

致：正業國際控股有限公司
招銀國際融資有限公司
香港包銷商

Warnings:
It is important that you read the conditions and application procedures overleaf and complete this Application Form in English (save as otherwise indicated).
All shaded boxes in this Application Form must be completed, otherwise the application is liable to be rejected.
You may be prosecuted if you make a false declaration.

重要提示：
除另有指示外，閣下必須細閱背頁的條件及申請手續，並以英文填妥本申請表格。
閣下必須填妥本申請表格之所有陰影方格，否則申請可遭拒絕受理。
閣下如作出虛假聲明，可能會被檢控。

I We confirm that we have (i) complied with the "Guidelines for Electronic Public Offerings" and the "Operational Procedures for HK eIPO White Form Applications submitted via Banks/Stockbrokers" and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our **HK eIPO White Form** service in connection with the Hong Kong Public Offer; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

- apply for the number of the Hong Kong Public Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Memorandum and the Bye-Laws of the Company;
- enclose payment in full for the Hong Kong Public Offer Shares applied for, calculated at the Offer Price HK\$1.43 per Share (subject to refund) plus 1.0% brokerage, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee;
- confirm that the underlying applicants have undertaken and agreed to accept the Hong Kong Public Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;
- declare that this is the only application made and the only application intended by me/us to be made using a **WHITE** or **YELLOW** Application Form or by way of giving **electronic application instructions** to HKSCC via CCASS or applying online through the HK eIPO White Form Service Provider under the **HK eIPO White Form** service (www.hkeipo.hk) to benefit me/us or the person whose benefit I am/we are applying have not applied for or taken up, or indicated an interest for, or received or been placed or allocated (including conditionally and/or provisionally) and will not apply for or take up, or indicate an interest for, any of the International Placing Shares, nor otherwise participate in the International Placing;
- understand that these declarations and representations will be relied upon by the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and/or the Hong Kong Underwriters in deciding whether or not to make any allotment of Hong Kong Public Offer Shares in response to this application;
- authorise the Company to place the name(s) of the underlying applicant(s) on the register of members of the Company as the holder(s) of any Hong Kong Public Offer Shares to be allotted to them, and (subject to the terms and conditions set out in the Prospectus and this Application Form) to send any share certificate(s) and/or any refund cheque(s) (where applicable) by ordinary post at that underlying applicant's own risk to the address stated on this Application Form except where the underlying applicant has applied for 1,000,000 or more Hong Kong Public Offer Shares and the underlying applicant collects any share certificate(s) and/or any refund cheque in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- request that any e-Auto Refund payment instructions be despatched to the application payment bank account where the applicants had paid the application monies from a single bank account;
- request that any refund cheque(s) be made payable to the underlying applicant(s) and have used multiple bank accounts to pay the application monies;
- confirm that each underlying applicant has read the terms and conditions and application procedures set out in this Application Form, the Prospectus and the HK eIPO White Form website (www.hkeipo.hk) and agrees to be bound by them;
- represent, warrant and undertake that (i) we and the underlying applicant(s) are outside the United States at the time of completing and submitting this Application Form and are not a US person (as defined in Regulation S), or a person described in paragraph (h)(3) of Rule 902 of Regulation S, and (ii) the allotment of or application for the Hong Kong Public Offer Shares to or by us or the underlying applicant(s) would not require the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and/or the Underwriters to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and
- agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong; and
- agree that the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and/or Underwriters and other parties involved in the Global Offering are entitled to rely on any warranty or representation made by us or the underlying applicants.

吾等確認，吾等已 (i) 遵照「電子公開發售指引」及「透過銀行/股票經紀遞交網上白表申請的運作程序」以及吾等就香港公開發售提供網上白表服務的所有適用法例及規例（法定或其他）；及 (ii) 閱讀招股章程及本申請表格所載的條款和條件及申請手續，並同意受其約束。為代表與本申請有關的相關申請人作出申請，吾等：

- 按照招股章程及本申請表格所載條款及條件，並在貴公司的組織章程大綱及細則的規限下，申請以下數目的香港公開發售股份；
- 隨附申請香港公開發售股份所需全數股款（按發售價每股股份1.43港元計算，多收款項將予退還），另加1.0%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費；
- 確認相關申請人已承諾及同意接納根據本申請所申請的香港公開發售股份，或任何相關申請人就本申請獲分配的任何較少數目的香港公開發售股份；
- 聲明是項申請是本人/吾等就本身利益或本人/吾等為其利益作出申請的人士的利益，以白色或黃色申請表格，或透過中央結算系統向香港結算或根據網上白表服務 (www.hkeipo.hk) 向網上白表服務供應商發出電子認購指示，所作出及擬作出的唯一申請；
- 承諾及確認本人/吾等或本人/吾等為其利益作出申請的人士，並無申請或認購，或表示有意認購，或收取、獲配售或獲分配（包括有條件及/或暫定）任何國際配售股份，亦將不會申請或認購，或表示有意認購任何國際配售股份，亦不會以其他方式參與國際配售；
- 明白貴公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人及/或香港包銷商將依賴本聲明及陳述，以決定是否因應本申請而配發任何香港公開發售股份；
- 授權貴公司將相關申請人的姓名/名稱列入貴公司股東名冊內，作為彼等所獲配發任何香港公開發售股份的持有人，並（在符合招股章程及本申請表格所載的條款及條件的情況下）根據本申請表格及招股章程所載程序，以普通郵遞方式寄發股票及/或退款支票（如適用）至本申請表格所示地址，郵遞風險概由相關申請人承擔（惟倘相關申請人申請1,000,000股或以上香港公開發售股份，並親自領取任何股票及/或退款支票則除外）；
- 要求把任何電子自動退款指示發送到以單一銀行賬戶繳交申請款項之申請人的付款銀行賬戶內；
- 要求任何以多個銀行賬戶繳交申請款項之申請人的退款支票以相關申請人為抬頭人；
- 確認各相關申請人已細閱本申請表格、招股章程及網上白表網站 (www.hkeipo.hk) 所載條款、條件及申請手續，並同意受其約束；
- 聲明、保證及承諾 (i) 吾等及相關申請人，在填妥及遞交本申請表格之時為身處美國境外，且並非美籍人士（定義見S規例），或為S規例902條(h)(3)段所述的人士，及(ii) 吾等或相關申請人獲配發或申請香港公開發售股份，不會引致貴公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人及/或包銷商須遵從香港以外任何地區的任何法例或法規（不論是否具有法律效力）的任何規定；及
- 同意本申請、任何申請的接納及因此而訂立的合約，須受香港法例規管及按其詮釋；及
- 同意貴公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人及/或香港包銷商及參與全球發售的任何其他各方，均有權依賴我們或相關申請人作出的任何保證或陳述。

Signature
簽名：

Date
日期：

Name of applicant
申請人姓名：

Capacity
身份：

2 We, on behalf of the underlying applicants, offer to subscribe for 吾等（代表相關申請人）提出認購
Total number of Shares 股份總數
Hong Kong Public Offer Shares (on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form.)
香港公開發售股份（代表相關申請人，其資料載於連同本申請表格遞交的唯讀光碟）。

3 A total of 合共
are enclosed for a total sum of 其總金額為
cheques 支票
Cheque number(s) 支票編號
HKS 港元

Please use **BLOCK** capital letters 請用正楷填寫

4 Name of HK eIPO White Form Service Provider 網上白表服務供應商名稱
Chinese Name 中文名稱
Name of contact person 聯絡人士姓名
Address 地址
HK eIPO White Form Service Provider ID 網上白表服務供應商身份證明號碼
Contact number 聯絡電話號碼
Fax number 傳真號碼
For Broker use 此欄供經紀填寫
Lodged by 由以下經紀遞交
Broker No. 經紀編號
Broker's Chop 經紀印章

For bank use 此欄供銀行填寫

