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This document is the Form of Acceptance referred to in the accompanying scheme document addressed to the Scheme Shareholders and the Optionholders dated 14 February 2020 in relation to, among other things, a scheme of arrangement between China Agri-Industries Holdings Limited (the "Company") and the Scheme Shareholders (the "Scheme Document") for use by the Optionholders to declare their choice in respect of the Option Offer. You should read it in conjunction with the Scheme Document and the Option Offer Letter sent by CICC on behalf of the Offeror dated 14 February 2020 in relation to the Option Offer.

If you fail to sign and return this Form of Acceptance to the Offeror as instructed below, you will be treated as not having accepted the Option Offer in respect of all of the Share Options you hold as at the Share Option Record Date notwithstanding completion of the other parts of this Form of Acceptance.

Terms defined in the Scheme Document have the same meanings in this Form of Acceptance.



COFCO (HONG KONG) LIMITED

中糧集團(香港)有限公司

(Incorporated in Hong Kong with limited liability)



CHINA AGRI-INDUSTRIES HOLDINGS LIMITED

中國糧油控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 606)

**PROPOSAL FOR THE PRIVATISATION OF CHINA AGRI-INDUSTRIES HOLDINGS LIMITED
BY COFCO (HONG KONG) LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 673 OF THE COMPANIES ORDINANCE)
OPTION OFFER FORM OF ACCEPTANCE**

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer, other registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

You should return the completed Form of Acceptance to the Offeror, care of China Agri-Industries Holdings Limited at 7th Floor, COFCO Fortune Plaza, No. 8 Chaoyangmen South Street, Chaoyang District, Beijing 100020, China, for the attention of the Human Resources Department of the Company and marked "China Agri-Industries Holdings Limited – Option Offer" by no later than 4:30 p.m. on Monday, 9 March 2020 (or such later date and time as may be notified to you by the Offeror or CICC or by way of joint announcement by the Offeror and the Company on the website of the Stock Exchange).

Before returning this Form of Acceptance to the Offeror, please ensure that you have completed and signed this Form of Acceptance and that your signature has been witnessed.

To: **The Offeror, the Company and CICC**

With reference to the Option Offer made by the Offeror dated 14 February 2020, I hereby declare my choice in respect of the Option Offer by ticking the relevant box below in respect of ALL the Share Options that I hold as at the Share Option Record Date on the terms and subject to the conditions set out in the Option Offer^(Notes 1 and 2).

ACCEPT

REJECT

I, having ticked the "Accept" box above to accept the Option Offer, hereby appoint the Company as my agent in respect of my entitlement under the Option Offer^(Note 3).

By signing and returning this Form of Acceptance, I:

- confirm that I have read, understood and agreed to the terms and conditions of the Option Offer (including, without limitation, those set out in the Option Offer Letter and this Form of Acceptance), and that I have received the Scheme Document and the Option Offer Letter;
- warrant and confirm that each Share Option in respect of which I accept the Option Offer is valid and subsisting, free from all liens, charges, mortgages and third party interests of any nature whatsoever and I acknowledge that any option certificate or documents in respect of such Share Option shall become void once that Share Option has been cancelled as a result of my acceptance of the Option Offer pursuant to this Form of Acceptance;
- acknowledge that I cease to have any rights or obligations, and waive all rights and claims against any party (including the Offeror and the Company), in respect of such Share Option I hold in respect of which I accept the Option Offer, and I agree that all rights and obligations under all Share Options held by me in respect of which I accept the Option Offer will be cancelled;
- confirm that any acceptance of the Option Offer cannot be withdrawn or altered;
- authorise the Company, the Offeror and/or CICC, jointly and severally, or any director or officer of the Company or the Offeror or CICC or any agent of such person to do all acts and things and to execute any document as may be necessary or desirable to give effect to or in consequence of my acceptance of the Option Offer, and I hereby undertake to execute any further assurance that may be required in respect of such acceptance; and
- undertake to confirm and ratify any action properly or lawfully taken on my behalf by any attorney or agent appointed by or pursuant to the Option Offer Letter or this Form of Acceptance.

This Form of Acceptance shall be governed by and construed in accordance with the laws of Hong Kong.

Signature of Optionholder: _____ (Notes 2 and 3) Witness' Signature: _____ (Note 4)

Name of Optionholder: _____ Witness' Name: _____

Optionholder's Identity Card Number: _____ Witness' Identity Card Number: _____

Date: _____

Notes:

- This Form of Acceptance is subject to the terms and conditions of the Option Offer as set out in the Option Offer Letter sent by CICC on behalf of the Offeror dated 14 February 2020 in relation to the Option Offer. The Option Offer is made in respect of all your Share Options that you hold as at the Share Option Record Date, in respect of which the underlying Shares are not registered in your name (or in the name of your nominee holding for your behalf) as at the Scheme Record Date.
- You will be treated as not having accepted the Option Offer in respect of all of the Share Options you hold as at the Share Option Record Date if you (i) reject the Option Offer, (ii) choose to do nothing (including not returning a Form of Acceptance), (iii) fail to tick either the "Accept" or "Reject" box on a returned Form of Acceptance or fail to sign and return this Form of Acceptance to the Offeror as instructed herein (notwithstanding completion of the other parts of this Form of Acceptance) or (iv) fail to return a completed and signed Form of Acceptance by no later than 4:30 p.m. on Monday, 9 March 2020 or such other date and time as may be notified to you by the Offeror or CICC or by way of joint announcement by the Offeror and the Company on the website of the Stock Exchange. Please refer to the section headed "Courses of Action Available to Optionholders" in the Option Offer Letter sent by CICC on behalf of the Offeror in respect of the consequence if you fail to accept the Option Offer.
- If you tick the "Accept" box on a returned and completed Form of Acceptance and wish to appoint the Company as your agent in respect of your entitlement under the Option Offer, you must tick the box to indicate your election. If you elect the Company as your agent by ticking the box, the cheque representing your entitlement under the Option Offer will be drawn in the Company's name as your agent and delivered to the Company within 7 Business Days following the date which the scheme becomes effective. Your entitlement will then be exchanged from HK\$ into RMB and transferred (net of Withholding Amounts) to your PRC bank account or such other account as agreed between you and the Company. If you do not tick the box, the cheque will be drawn in your name and delivered to your registered address. You shall note that all cheques will be drawn in Hong Kong dollars, and you may face delay or obstacle in cashing the cheque.
- Please sign at the place indicated to signify your choice in respect of the Option Offer and insert the date of signing.
- The witness must be physically present when you sign this Form of Acceptance. The witness should be an individual but should not be a close relative of yours, a minor, a bankrupt or a person of unsound mind.
- You are recommended to consult your professional adviser if you are in any doubt as to the taxation implications of the Option Offer and, in particular, whether the receipt of the consideration under the Option Offer will make you liable to taxation in Hong Kong or in other jurisdictions. If you are not resident in Hong Kong, the acceptance of the Option Offer or the receipt of the consideration for acceptance of the Option Offer may be subject to the laws of the relevant jurisdiction in which you are located. You should inform yourself about and observe any applicable legal and regulatory requirements. If you wish to accept the Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws of your own jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

Personal Information Collection Statement

This personal information collection statement informs you of the policies and practices of the Offeror, the Company and CICC in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”).

1. Reasons for the collection of your personal data

To accept the Option Offer for your Share Option(s), you and the person witnessing your signature must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed. It may also prevent or delay the despatch of the consideration to which you are entitled under the Option Offer.

2. Purposes

The personal data provided in this Form of Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification of compliance with the terms and application procedures set out in this Form of Acceptance and the Scheme Document;
- compiling statistical information relating to the Optionholders;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from the Offeror, the Company and CICC and/or their respective agents, officers and advisers;
- establishing benefit entitlements of the Optionholders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements;
- any other purpose in connection with the business of the Offeror and the Company; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror, the Company and/or CICC to discharge its obligations to the Optionholders and/or under applicable regulations, and any other purposes which the Optionholders may from time to time agree to or be informed of.

3. Transfer of personal data

The personal data provided in this Form of Acceptance will be kept confidential but the Offeror, the Company and/or CICC may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- the Offeror, the Company, CICC and/or any of their respective agents, officers and advisers;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror, the Company and/or CICC;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom the Offeror, the Company and/or CICC consider(s) to be necessary or desirable in the circumstances.

4. Retention of Personal Data

The Offeror, the Company and/or CICC will keep the personal data provided in this Form of Acceptance for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether the Offeror, the Company and/or CICC hold your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, the Offeror, the Company and/or CICC have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Offeror, the Company and/or CICC (as the case may be).

BY SIGNING THIS FORM OF ACCEPTANCE, YOU AND THE WITNESS TO YOUR SIGNATURE AGREE TO ALL OF THE ABOVE.