

COMPLETE AND RETURN THIS FORM ONLY IF APPLICABLE

**PRC ENTERPRISE INCOME TAX DECLARATION FORM
RELATING TO THE
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)**

Unless otherwise defined in this PRC Enterprise Income Tax Declaration Form, capitalised terms used in this form shall have the meanings ascribed in the scheme document (“**Scheme Document**”) jointly issued by COFCO (Hong Kong) Limited (the “**Offeror**”) and China Agri-Industries Holdings Limited (the “**Company**”) on 14 February 2020 in relation to, among other things, the scheme of arrangement under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the implementation of the Proposal for the privatisation of the Company.

Reference is made to sub-section headed “PRC Taxation” under section “18. Taxation” of the Explanatory Statement set out on pages 95 to 99 of the Scheme Document.

PRC Taxation

As each of the Offeror and the Company has been recognised by the PRC State Taxation Administration as a PRC tax resident enterprise, according to the relevant taxation policy of the PRC enterprise income tax, non-resident enterprises (as defined in the applicable PRC tax laws and related regulations) may be subject to PRC enterprise income tax in respect of the Cancellation Price under the Scheme. In this regard, if the Offeror is authorised by such “non-resident enterprises” in providing assistance to fulfil the enterprises’ respective tax obligations, the Offeror is willing to collect the relevant information for the purpose of tax payment on behalf of such non-resident enterprises for the purpose of reporting and paying the relevant amount of PRC enterprise income tax to the relevant PRC tax authority.

If the income of a non-resident enterprise is derived from the transfer of assets within the PRC, unless otherwise provided in the tax treaties between the PRC and such other countries (or regions) or the relevant PRC tax regulations, the gain of the transferor arising from the transfer (being the difference between the Cancellation Price and purchase price) will, in general, be subject to PRC enterprise income tax at the rate of 10%.

Please note that this letter is only applicable to such Scheme Shareholders who are defined as “non-resident enterprises” under PRC tax laws. Scheme Shareholders should consult their own tax advisers for a full understanding of the tax consequences of the Proposal to them, including any PRC tax consequences, and Scheme Shareholders who are natural persons and PRC resident enterprises should also consider their tax consequences and liabilities under PRC tax.

PRC Enterprise Income Tax Declaration Form

Taking into account the relevant provisions of the abovementioned PRC tax laws, you are required to note the following arrangements and make appropriate declarations (if applicable) to the Offeror after consulting your tax advisers.

Unless you have determined that you are not subject to PRC tax filing obligations or tax payment obligations in respect of your Scheme Shares relating to the Proposal under applicable tax treaties, if you are a “non-resident enterprise” as defined under applicable PRC tax laws, you may consider the following alternatives:

- If you understand the above tax consequences and choose to make the declaration yourself, please complete, sign and return both the original and a scanned copy of Form A of the PRC Enterprise Income Tax Declaration Form to the Offeror, with the original to be posted to COFCO (Hong Kong) Limited, 33rd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, for the attention of Miss Sun, and the scanned copy to be submitted to taf@cofco.com;

- If you choose to have the Offeror make the declaration on your behalf, please complete, sign and return both the original and a scanned copy of (i) Form B of the PRC Enterprise Income Tax Declaration Form, (ii) the Power of Attorney and (iii) the PRC Withholding Income Tax Filing Return, together with the proof of your shareholding in the Company and a cheque issued in favor of COFCO (Hong Kong) Limited in the amount of 10% of your gain, with such gain calculated by deducting the acquisition price from the Cancellation Price paid or payable to you in respect of your Scheme Shares (“**Tax Amount**”), to the Offeror, with the original to be posted to COFCO (Hong Kong) Limited, 33rd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, for the attention of Miss Sun, and the scanned copy to be submitted to taf@cofco.com.

If you are a “non-resident enterprise” and you have determined that you are not subject to PRC tax filing obligations or tax payment obligations in respect of your Scheme Shares relating to the Proposal under applicable tax treaties, you are not required to complete the PRC Enterprise Income Tax Declaration Form. Instead, you should determine the tax treaties applicable to you and submit the Information Reporting Form for Non-resident Taxpayers Claiming Treaty Benefits to the Offeror, which will be forwarded by the Offeror to the relevant tax authority (please refer to details as set out in the Scheme Document). If you, as a “non-resident enterprise”, are unable to determine on your own whether the tax treaties are applicable to you and whether to submit to the Offeror the Information Reporting Form for Non-resident Taxpayers Claiming Treaty Benefits, you are suggested to complete the PRC Enterprise Income Tax Declaration Form in accordance with the instructions thereon and return the original and a scanned copy to the Offeror (please refer to the section headed “Collecting and Returning the PRC Enterprise Income Tax Declaration Form” below for details).

You are personally responsible for making your own assessment about whether you should complete the PRC Enterprise Income Tax Declaration Form.

Tax Payment Arrangement

Regardless of whether you have submitted the completed PRC Enterprise Income Tax Declaration Form(s) to the Offeror, you will receive your cheque(s) for cash entitlements under the Scheme paid for by the Offeror (or its nominee) as soon as possible but in any event within 7 Business Days following the Scheme having become effective.

However, if you are a “non-resident enterprise” as defined in applicable PRC tax laws and are not entitled to benefit under any applicable tax treaties, if you choose to authorise the Offeror to declare and pay tax on your behalf, you should complete, sign and return to the Offeror the original and scanned copy of Form (B) of the PRC Enterprise Income Tax Declaration Form, the Power of Attorney and the PRC Withholding Income Tax Filing Return, together with the proof of your shareholding in the Company (“**Shareholding Proof**”), and a cheque addressed to COFCO (Hong Kong) Limited in the amount of the Tax Amount for tax payment in accordance with applicable PRC tax laws.

The Tax Amount as determined above and received by the Offeror will be paid by the Offeror to the PRC tax authority, and the balance (if any) will be returned to you. The Offeror may also request from you additional cheques to cover any deficit.

You should note that the Offeror, the Offeror’s tax filing agent, and any other agents of the Offeror will not be responsible for handling any applications regarding tax relief or tax exemption or tax refund from any PRC tax authority. By returning the PRC Enterprise Income Tax Declaration Form, you agree to bear and pay any and all tax of any nature that is required by applicable laws to be paid by you arising out of the transactions contemplated by the Proposal. Specifically, the Offeror shall have no obligation to bear any tax or penalties relating thereto of any and all nature that is required by applicable laws to be paid by you arising out of the transactions contemplated by the Proposal.

General

The Offeror will contact you through your contact information provided in this PRC Enterprise Income Tax Declaration Form regarding important details and procedures for the tax filing with the applicable PRC tax authority, and other important matters related to the tax filing and the Tax Amount.

The Offeror will not provide any tax advice or advise you whether or not you are required to complete this PRC Enterprise Income Tax Declaration Form. You are personally responsible for making your own assessment about whether you must complete this PRC Enterprise Income Tax Declaration Form, and you will be solely responsible and liable for all taxes related to any Cancellation Price payable to you under the Proposal. You should consult your own tax adviser for a full understanding of the tax law consequences of the transactions contemplated under the Proposal to you, including any PRC tax consequences.

Collecting and Returning the PRC Enterprise Income Tax Declaration Form

If you need to submit the PRC Enterprise Income Tax Declaration Form, the Power of Attorney and/or the PRC Withholding Income Tax Filing Return to the Offeror under the above arrangements, you should complete the PRC Enterprise Income Tax Declaration Form, the Power of Attorney and/or the PRC Withholding Income Tax Filing Return and return the original and a scanned copy to the Offeror no later than 5:30 p.m. on the 20th calendar day (or if it is not a Business Day, the Business Day immediately before that day) after the Effective Date (or such other date and time as may be notified to you by the Offeror), with the original to be posted to COFCO (Hong Kong) Limited, 33rd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, for the attention of Miss Sun, and the scanned copy to be submitted to taf@cofco.com, and marked “China Agri-Industries Holdings Limited – PRC Enterprise Income Tax Declaration Form”.

A copy of the PRC Enterprise Income Tax Declaration Form, the Power of Attorney and the PRC Withholding Income Tax Filing Return will be despatched to the Scheme Shareholders together with the Scheme Document. If you wish to obtain a copy of the PRC Enterprise Income Tax Declaration Form, the Power of Attorney and the PRC Withholding Income Tax Filing Return, please collect it from COFCO (Hong Kong) Limited, 33rd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong between 9:30 a.m. to 5:30 p.m. on any Business Day during the period from the date of the Scheme Document until the 20th calendar day after the Effective Date (or if it is not a Business Day, the Business Day immediately before that day).

No acknowledgment of receipt of the PRC Enterprise Income Tax Declaration Form or any other documents will be given.

To: COFCO (Hong Kong) Limited
33rd Floor, COFCO Tower,
262 Gloucester Road, Causeway Bay, Hong Kong
Attention: Miss Sun

Re: PROPOSAL OF THE PRIVATISATION OF CHINA AGRI-INDUSTRIES HOLDINGS LIMITED –
PRC ENTERPRISE INCOME TAX DECLARATION FORM

PRC ENTERPRISE INCOME TAX DECLARATION FORM (FORM A)
(Applicable to Scheme Shareholders for self-declaration)

Name of Shareholder:

Name of Shareholder in PRC (if applicable):

Address of Shareholder:

Place of incorporation of Shareholder:

Taxpayer's identification number of the place of incorporation of Shareholder:

Contact number(s) of Shareholder:

Contact email address of Shareholder:

Postal code:

Total number of Scheme Shares held by Shareholder:

Declaration: Our company will make the declaration of the relevant PRC Enterprise Income Tax in respect of the Cancellation Price pursuant to the Scheme by ourselves.

Signature of Shareholder

Seal/Signature/Chop of Shareholder

Name and title of the signatory signing on behalf of Shareholder (if applicable)

Date: _____

Telephone No.: _____

To: COFCO (Hong Kong) Limited
33rd Floor, COFCO Tower,
262 Gloucester Road, Causeway Bay, Hong Kong
Attention: Miss Sun

**Re: PROPOSAL OF THE PRIVATISATION OF CHINA AGRI-INDUSTRIES HOLDINGS LIMITED –
PRC ENTERPRISE INCOME TAX DECLARATION FORM**

PRC ENTERPRISE INCOME TAX DECLARATION FORM (FORM B)
(Applicable to Scheme Shareholders who have entrusted the Offeror as agent to declare on their behalf)

Name of Shareholder:

Name of Shareholder in PRC (if any):

Address of Shareholder:

Place of incorporation of Shareholder:

Taxpayer's identification number of the place of incorporation of Shareholder:

Scope of business of Shareholder:

Name of the Legal Representative (Person-in-charge):

Type of identification document of the Legal Representative:

Identification document number of the Legal Representative:

Nationality of the Legal Representative:

Contact number(s) of Shareholder:

Contact email address of Shareholder:

Postal code:

Total number of Scheme Shares held by Shareholder:

Declaration of Income (Cancellation Price: HK\$4.25 × Total number of Scheme Shares held by the Shareholder) =
HK\$ _____

Declared Costs for Deduction (in line with the enclosed purchase price below) =
HK\$ _____

Tax Amount = (Declaration of Income - Declared Costs for Deduction) × 10% =
HK\$ _____

Note: The taxation payment paid to the PRC tax authority by the agent of the Offeror on behalf of Scheme Shareholder is denominated in RMB, the exchange rate is converted into RMB at the central parity RMB exchange rate on the day prior to the date of issuance of taxation payment certification by the PRC taxation authority.

(1): If your Scheme Shares are held by HKSCC Nominees Limited:

Name of the relevant CCASS Participant (i.e. your broker):

Your account number with such CCASS Participant:

Name of the relevant contact person of such CCASS Participant:

Contact number of the relevant contact person of such CCASS Participant:

(2): If you hold physical share certificates in respect of your Scheme Shares:

Certificate No(s) (if applicable)	*Lost	Number of Scheme Shares
Total Scheme Shares:		

* Please tick the corresponding box if you have lost your certificate.

Undertakings and Acknowledgements

The undersigned hereby (i) agrees and undertakes to deliver in a timely manner to the Offeror and the tax filing agent designated by the Offeror such set of documents required to be submitted to the relevant PRC tax authority to permit such filing documents on behalf of the undersigned, together with any other applicable holders of Scheme Shares, to be submitted to the appropriate PRC tax authority, (ii) agrees and undertakes to timely provide to the Offeror and such tax filing agent any and all information and documents reasonably requested by the Offeror and if necessary, such tax filing agent and to execute and sign such documents in relation to the tax filing procedures reasonably requested by the Offeror and such tax filing agent, (iii) represents, warrants and undertakes that such information and documents provided by the undersigned to the Offeror and such tax filing agent shall be true, complete and accurate, (iv) agrees and undertakes to deposit with the Offeror 10% of the difference between the Cancellation Price paid or payable to you in respect of Scheme Shares and the purchase price(s) (the “**Tax Amount**”) for the purpose of PRC tax and agrees that it shall not be entitled to have any claim against the Offeror or any person regarding the Tax Amount until, in the opinion of the Offeror, the relevant tax filing procedure is completed and the determination by the relevant PRC tax authorities is made, (v) agrees and acknowledges that no interest will be paid on the Tax Amount while it is held by the Offeror, (vi) agrees and undertakes to bear any cost or damage caused by failure to fulfill the above undertakings, (vii) agrees to bear and pay all tax of any nature that is required by applicable laws to be paid by the undersigned arising out of the transactions contemplated by the Proposal, (viii) acknowledges and agrees that the Offeror and any of its tax filing agents shall have no obligation to bear any tax or penalties relating thereto of any nature that is required by applicable law to be paid by the undersigned arising out of the transactions contemplated by the Proposal, (ix) acknowledges and agrees that none of the Offeror, the Company, CICC and their tax filing agents, or other agents or any of their respective directors, officers or associates or any other person involved in the Proposal accepts responsibility or has any liability for any taxation effects on, or liabilities of, any persons as a result of the undersigned’s acceptance or rejection of the Proposal, and (x) agrees to indemnify the above persons for any liabilities so describe or otherwise arising from the arrangements described in this PRC Enterprise Income Tax Declaration Form.

Cheque details:

Cheque number: _____

Tax Amount: _____

Shareholding Proof: Documents to be enclosed with this Form:

- Share purchase agreement or other documents in connection with your acquisition of the Scheme Shares
- Supporting bank records evidencing the actual payment of the purchase price(s) for the Scheme Shares
- Share certificate or other supporting proof evidencing ownership of the Scheme Shares
- Summary of the purchase price(s) paid for the Scheme Shares (please use the table below)

Acquisition	Number of Scheme Shares*	Currency	Acquisition Price	Unit Price
1st acquisition				
2nd acquisition				
3rd acquisition				
Total				

Note: if there is insufficient space in the table above, please attach separate additional pages for the same.

* **The sum of the total number of Scheme Shares should be equal to the total number of Scheme Shares declared by you under this form.**

Signature of Shareholder

Seal/Signature/Chop of Shareholder

Name and title of the signatory signing on behalf of Shareholder (if applicable)

Date: _____

Telephone No.: _____