



Dali Foods Group Company Limited 達利食品集團有限公司

(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

GLOBAL OFFERING 全球發售

Number of Offer Shares under the Global Offering : 1,694,117,500 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 169,412,000 Shares (subject to reallocation)
Number of International Offer Shares : 1,524,705,500 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price : HK\$6.15 per Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : HK\$0.01 per Share
Stock code : 3799

全球發售下發售股份數目 : 1,694,117,500股股份(視乎超額配股權行使與否而定)
香港發售股份數目 : 169,412,000股股份(可予重新分配)
國際發售股份數目 : 1,524,705,500股股份(可予重新分配及視乎超額配股權行使與否而定)
最高發售價 : 每股股份6.15港元, 另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費(須於申請時以港元繳足, 多繳款項可予退還)
面值 : 每股股份0.01港元
股份代號 : 3799

Please read carefully the prospectus of Dali Foods Group Company Limited (the “Company”) dated Tuesday, November 10, 2015 (the “Prospectus”) (in particular, the section “How to Apply for Hong Kong Offer Shares” in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus have the same meaning when used in this Application Form unless defined herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited 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.

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 “Appendix V — Documents Delivered to the Registrar of Companies and Available for Inspection — Documents Delivered to the Registrar of Companies” in the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission in Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents.

Your attention is drawn to the paragraph “Personal Information Collection Statement” which sets out the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to subscribe or purchase nor shall there be any subscription or sale of Hong Kong Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This Application Form and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this application an offer of Hong Kong Offer Shares for sale or subscription in the United States (including its territories and dependencies, any state of the United States and the District of Columbia). The Hong Kong 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 or delivered 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 distributed 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 unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions. By accepting the terms in this Application Form and the Prospectus, or any copy thereof, you agree and confirm that will not take or transmit into the United States or any of its territories possess or distribute, directly or indirectly, in the United States or to transmit any employee or affiliate of the recipient located therein.

The information contained in this Application Form does not constitute an offer of securities for sale in the United States. Securities may not be offered or sold in the United States unless they are registered under applicable law or are exempt from registration. The securities referred to herein have not been and will not be registered under the U.S. Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration. No public offer of securities is to be made by the Company in the United States. Nothing in the 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 Offering Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful.

To: Dali Foods Group Company Limited
Joint Global Coordinators
Hong Kong Underwriters

在填寫本申請表格前，請仔細閱讀達利食品集團有限公司(「本公司」)日期為二零一五年十一月十日(星期二)的招股章程(「招股章程」)(尤其是招股章程「如何申請香港發售股份」一節)及本申請表格背面所列指引。除本申請表格界定者外，招股章程所界定詞彙與本申請表格所用者具相同涵義。

香港交易及結算所有限公司、香港聯合交易所有限公司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，明確表示就因本申請表格全部或任何部分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。

本申請表格的副本連同各份白色及黃色申請表格的副本、招股章程及招股章程附錄五 - 送呈公司註冊處處長及備查文件 - 送呈公司註冊處處長文件一段所列其他文件，已遵照公司(清盤及雜項條文)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及香港公司註冊處處長對任何此等文件的內容概不負責。

閣下敬請留意「個人資料收集聲明」一段，當中載有本公司及本公司香港證券登記處有關個人資料及遵守個人資料(私隱)條例的政策及慣例。

本申請表格或招股章程的內容概不構成出售要約或游說要約認購或購買，亦不得於進行該等要約、游說或出售屬違法之任何司法權區認購或出售任何香港發售股份。本申請表格及招股章程不得在或向美國境內(包括其領土及屬地、美國各州及哥倫比亞特區)直接或間接派發，而此項申請亦不是在美國出售或認購香港發售股份的約。香港發售股份未曾亦不會根據1933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、出售或交付外，概不可供發售或出售或交付。股份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不得以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提供予閣下本人。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。如未能遵守此項指令，可能違反美國證券法或其他司法權區的適用法例。閣下一經接納本申請表格及招股章程的條款，即確認及同意遵守以下限制：本申請表格及招股章程或其他任何副本不得攜進或傳送至美國或其任何領地或屬地，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。

本申請表格所載資料並不構成在美國提呈發售證券以供出售的要約。除非證券已根據適用法例登記或已獲豁免登記，否則不得在美國發售或出售。本申請表格所述證券並無亦不會根據美國證券法登記，未辦理登記或未適當獲得豁免登記的證券不可在美國發售或出售。本公司不會在美國公開發售證券。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，而在任何提出有關要約、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。

致：達利食品集團有限公司
聯席全球協調人
香港包銷商

We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for White Form eIPO Applications submitted via banks/stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our White Form eIPO services in connection with the Hong Kong Public Offering; 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 desired number of Hong Kong Offer Shares set out in the Prospectus and this Application Form and subject to the Memorandum of Association and Articles of Association;
- enclose payment in full for the Hong Kong Offer Shares applied for, including 1% brokerage fee, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee;
- confirm that the underlying applicants have undertaken and agreed to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;
- undertake and confirm that the underlying applicant(s) and the person for whose benefit the underlying applicant(s) is/are applying has/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 Offer Shares under the International Offering nor otherwise participate in the International Offering;
- understand that these declarations and representations will be relied upon by the Company, the Directors, the Joint Sponsors and the Joint Global Coordinators in deciding whether or not to make any allotment of Hong Kong Offer Shares in response to this application;
- authorize 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 Offer Shares to be allotted to them, and (subject to the terms and conditions set out in this Application Form) to send any share certificate(s) by ordinary post at that underlying applicant's own risk to the address given on the White Form eIPO application except where the underlying applicant has applied for 1,000,000 or more Hong Kong Offer Shares and that underlying applicant collects any share certificate(s) in person in accordance with the procedures prescribed in the White Form eIPO designated website at www.eipo.com.hk and the Prospectus;
- request that any e-Refund payment instructions be dispatched to the application payment 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) who had 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 the White Form eIPO designated website at www.eipo.com.hk and this Application Form and in the Prospectus and agrees to be bound by them;
- represent, warrant and undertake that the underlying applicant(s) and any persons for whose benefit the underlying applicant(s) is/are applying outside the United States (as defined in Regulation S), when completing and submitting the application or is a person described in paragraph (h) (3) of Rule 902 of Regulation S or the allotment of or application for the Hong Kong Offer Shares to or by whom or for whose benefit the application is made would not require the Company, the Joint Global Coordinators, the Joint Bookrunners and the Hong Kong 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.

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白表eIPO申請的運作程序以及就香港公開發售提供白表eIPO服務的所有適用法例及規例(法定或其他);及(ii)細閱招股章程及本申請表格所載條款及條件以及申請手續，並同意受其約束。代表與本申請有關的各相關申請人作出申請時，吾等：

在組織章程大綱及組織章程細則的規限下，按照招股章程及本申請表格，申請有意認購的香港發售股份數目；

隨附申請香港發售股份所需全數股款(包括1%經紀佣金、0.0027%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該等相關申請人根據本申請所申請的香港發售股份，或獲分配的任何較少數目的香港發售股份；

承諾及確認相關申請人及相關申請人為其利益而提出申請的人士並無申請或接納或表示有意認購或收取或獲配售或分配(包括有條件及或暫定)，並將不會申請或接納或表示有意認購國際發售的任何發售股份，亦不會以其他方式參與國際發售；

明白貴公司、董事、聯席保薦人及聯席全球協調人將依賴此等聲明及陳述，以決定是否就是項申請配發任何香港發售股份；

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，作為將獲配發任何香港發售股份的持有人，並(在符合本申請表格所載條款及條件的情況下)根據白表eIPO申請所示地址以普通郵遞方式寄發任何股票，郵誤風險概由該相關申請人自行承擔，除非相關申請人已申請1,000,000股或以上香港發售股份，並按白表eIPO指定網站www.eipo.com.hk及招股章程所述程序親身領取任何股票；

要求將任何電子退款指示發送至申請人以單一銀行賬戶繳交申請款項之申請付款賬戶內；
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白表eIPO指定網站www.eipo.com.hk及本申請表格及招股章程所載條款與條件及申請手續，並同意受其約束；

聲明、保證及承諾相關申請人及相關申請人為其利益而提出申請的任何人士在填寫及遞交申請時身處美國境外(定義見S規例)，或為S規例第902條(h)(3)段所規定人士；或貴公司、聯席全球協調人、聯席賬簿管理人及香港包銷商毋須向相關申請人或是項申請的受益人配發香港發售股份，或相關申請人或是項申請的受益人申請香港發售股份而遵守任何香港以外地區的任何法律或法規的任何規定(不論具有法律效力與否)；及

同意本申請、本申請的任何接納以及由此訂立的合同，均受香港法例管轄，並須按其詮釋。

Signature 簽名

Name of applicant 申請人姓名

Date 日期

Capacity 身份

2 We, on behalf of the underlying applicants, offer to purchase 吾等(代表相關申請人)提出認購

Total number of Shares 股份總數

Hong Kong Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form.
代表相關申請人提出認購的香港發售股份(申請人的詳細資料載於連同本申請表格遞交的唯讀光碟)。

3 A total of 隨附合共
are enclosed for a total sum of 總金額為
HK\$ 港元

cheque(s) 張支票

Cheque Number(s) 支票編號

4 Please use BLOCK letters 請用正楷填寫

Name of White Form eIPO Service Provider 白表eIPO服務供應商名稱		
Chinese Name 中文名稱	White Form eIPO Service Provider ID 白表eIPO服務供應商身份識別編碼	
Name of contact person 聯絡人士姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼
Address 地址	For Broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交	
	Broker No. 經紀號碼	
	Broker's Chop 經紀印章	

For bank use 此欄供銀行填寫

GUIDE TO COMPLETING THIS APPLICATION FORM

References to boxes below are to the numbered boxes on this Application Form.

1. Sign and date this Application Form in Box 1. Only a written signature will be accepted.

The name and the representative capacity of the signatory should also be stated.

To apply for Hong Kong Offer Shares using this Application Form, you must be named in the list of **White Form eIPO** Service Providers who may provide **White Form eIPO** services in relation to the Hong Kong Public Offering, which was released by the Securities and Futures Commission.

2. Put in Box 2 (in figures) the total number of Hong Kong Offer Shares for which you wish to apply on behalf of the underlying applicants.

Application details of the underlying applicants on whose behalf you are applying must be contained in one data file in read-only CD-ROM format submitted together with this Application Form.

3. Complete your payment details in Box 3.

You must state in this box the number of cheques you are enclosing together with this Application Form; and you must state on the reverse of each of those cheques (i) your **White Form eIPO** Service Provider ID and (ii) the file number of the data file containing application details of the underlying applicant(s).

The dollar amount(s) stated in this box must be equal to the amount payable for the total number of Hong Kong Offer Shares applied for in Box 2.

All cheque(s) and this Application Form together with a sealed envelope containing the CD-ROM, if any, must be placed in the envelope bearing your company chop.

For payments by cheque, the cheque must:

- be in Hong Kong dollars;
- be drawn on a Hong Kong dollar bank account in Hong Kong;
- show your (or your nominee's) account name. This account name must be the same as the name on the Application Form. If it is a joint application, the account name must be the same as the name of the first-named applicant;
- be made payable to **“Bank of China (Hong Kong) Nominees Limited — Dali Foods Group Public Offer”**;
- be crossed “Account Payee Only”;
- not be post-dated; and
- be signed by the authorized signatories of the **White Form eIPO** Service Provider.

Your application may be rejected if any of these requirements is not met or if the cheque is dishonored on its first presentation.

It is your responsibility to ensure that details on the cheque(s) submitted correspond with the application details contained in the CD-ROM or data file submitted in respect of this application. The Company and the Joint Global Coordinators have full discretion to reject any applications in the case of discrepancies.

No receipt will be issued for sums paid on application.

4. Insert your details in Box 4 (using BLOCK letters).

You should write your name, **White Form eIPO** Service Provider ID and address in this box. You should also include the name and telephone number of the contact person at your place of business and where applicable, the Broker No. and Broker's Chop.

Personal Data

Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of the Company and its Hong Kong Share Registrar 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

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents and the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of share certificate(s), and/or dispatch of the e-Refund payment instructions and/or refund cheque(s) to which you are entitled.

It is important that securities holders inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

2. Purposes

The personal data of the securities holders may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque, where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of securities' holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities' holders of the Company;
- verifying securities holders' identities;
- establishing benefit entitlements of securities' holders of the Company, such

• ~~the processing, collection, use, disclosure, retention and deletion of your personal data for the purposes of the T3.024 -1.176 TD.01107Tc-.0182 Tw(Peenle to) Company and the Hong Kong~~

the securities holders may be used, held, processed, and/or stored by the Company and its Hong Kong