

Form A
表格甲

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Provisional Allotment Letter No.
暫定配額通知書編號

IMPORTANT
重要提示

If you are in any doubt as to any aspect of this document or as to the action to be taken, or if you have sold all or part of your shares in Central China Real Estate Limited (the "Company"), you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

閣下如對本文件任何方面或應採取的行動有任何疑問，或閣下如已售出閣下名下所有或部分建業地產股份有限公司*(「本公司」)的股份，應諮詢閣下的持牌證券商、銀行經理、律師、專業會計師或其他專業顧問。

THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES EXPIRES AT 4:00 P.M. ON WEDNESDAY, 22 JUNE 2011.
此乃有價值和可轉讓的文件，敬請閣下即時處理。本文件所載的要約和隨附的額外供股股份申請表格在二零一一年六月二十二日(星期三)下午四時正截止。

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 document, 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 document.

香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)和香港中央結算有限公司(「香港結算」)對本文件的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本文件全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Dealings in the shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS") operated by HKSCC and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份的買賣可透過由香港結算營運的中央結算及交收系統(「中央結算系統」)交收。閣下就該等交收安排的詳情和該等安排如何影響閣下的權利和權益，應諮詢閣下的持牌證券商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this provisional allotment letter, together with a copy of the rights issue prospectus of the Company dated 8 June 2011 (the "Prospectus") and the related form of application for excess Rights Shares have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.

本暫定配額通知書，連同本公司日期為二零一一年六月八日的供股章程(「章程」)和有關額外供股股份申請表格，已按照公司條例(香港法例第32章)第342C條的規定，向香港公司註冊處處長登記。香港公司註冊處處長和香港證券及期貨事務監察委員會對任何該等文件的內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the Rights Shares in their nil-paid and fully-paid forms or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款的供股股份獲准在聯交所上市及買賣，並符合香港結算的證券收納規定後，該等未繳股款及繳足股款的供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款的供股股份各自的開始買賣日期或香港結算釐定的其他日期起，在中央結算系統內寄存、結算和交收。聯交所參與者之間於任何交易日進行的交易須於其後第二個交易日在中央結算系統進行交收。所有在中央結算系統內進行的活動均須按照不時生效的中央結算系統一般規則和中央結算系統運作程序規則進行。

Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

除文義另有所指外，章程所界定的詞彙與本通知書所採用者具有相同涵義。

TO ACCEPT THE PROVISIONAL ALLOTMENT SPECIFIED IN THIS DOCUMENT IN FULL, YOU MUST LODGE THIS DOCUMENT INTACT WITH THE COMPANY'S HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE AMOUNT SHOWN IN BOX C BELOW SO AS TO BE RECEIVED BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 22 JUNE 2011. CHEQUES MUST BE DRAWN ON A BANK ACCOUNT WITH, AND CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "CENTRAL CHINA REAL ESTATE LIMITED - RIGHTS ISSUE ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF.

閣下如欲接納本文件所指的全部暫定配額，須最遲於二零一一年六月二十二日(星期三)下午四時正將本文件整份連同下列丙欄所示港元款額的股款交回本公司的香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。支票必須由香港持牌銀行的銀行戶口開出，而銀行本票必須由香港的持牌銀行發出，並註明抬頭人為「CENTRAL CHINA REAL ESTATE LIMITED - RIGHTS ISSUE ACCOUNT」，和以「只准入抬頭人賬戶」劃線方式開出。有關轉讓和分拆的指示均載於背頁。



建業地產股份有限公司*
Central China Real Estate Limited
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
(Stock Code 股份代號: 0832)

RIGHTS ISSUE OF 428,000,000 RIGHTS SHARES AT HK\$1.71 EACH
ON THE BASIS OF 21.4 RIGHTS SHARES FOR EVERY 100 SHARES
HELD ON THE RECORD DATE
按於記錄日期每持有100股股份
獲配發21.4股供股股份的基準
以每股1.71港元的價格發行428,000,000股供股股份的供股
PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Registered office:
註冊辦事處:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Place of business in Hong Kong:
香港營業地址:
Room 7701B-7702A, 77th Floor
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong
香港
九龍
柯士甸道西1號
環球貿易廣場
77樓7701B-7702A室

Hong Kong branch share registrar and transfer office:
香港股份過戶登記分處:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
1712-1716號舖

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名和地址

[Empty box for shareholder name and address]

Total number of Shares registered in your name(s) on Tuesday, 7 June 2011
在二零一一年六月七日(星期二)以閣下名義登記的股份總數

BOX A
甲欄

[Empty box for number of shares registered]

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Wednesday, 22 June 2011
暫定配發予閣下的供股股份數目，股款須最遲於二零一一年六月二十二日(星期三)下午四時正接納時繳足

BOX B
乙欄

[Empty box for number of rights shares allotted]

Total subscription monies payable in full on acceptance
接納時應繳足的認購股款總額

BOX C
丙欄
HK\$
港元

[Empty box for total subscription monies payable]

Contact telephone no.:

聯絡電話:

No person receiving a provisional allotment letter for Rights Shares in any jurisdiction other than Hong Kong may treat it as an offer or an invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation to apply for the Rights Shares could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself, before exercising any rights to subscribe for the Rights Shares, as to the observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents and to pay any taxes and duties required to be paid in such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for the Rights Shares if it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

It should be noted that under the Underwriting Agreement, if at any time prior to 4:00 p.m. on the second Business Day after the Acceptance Date (which is expected to be Friday, 24 June 2011):

- (a) there shall develop, occur, exist or come into effect:
(i) any new law or regulation or any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other place in which any member of the Group conducts or carries on business; or
(ii) any event or series of events resulting or likely to result in any change in local, national or international financial, political, military, industrial, economic or market conditions; or
(iii) any change in the conditions of local, national or international securities markets (including but without limitation, the imposition of any moratorium, suspension or restriction on trading in securities generally on the Stock Exchange, the New York Stock Exchange, the NASDAQ National Market, the London Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange or the Tokyo Stock Exchange due to exceptional financial circumstances or otherwise); or
(iv) any change or development involving a prospective change in Hong Kong or the PRC taxation or exchange control which will or may affect the Group or a proportion of the existing Shareholders of the Company in their capacity as such,
which, in the reasonable opinion of the Underwriter:
(x) is or will or is likely to have a material adverse effect on the business or financial condition or prospects of the Group as a whole or the Rights Issue; or
(y) has or will have or is likely to have a material adverse effect on the success of the Rights Issue or the level or prospects of Rights Shares taken up; or
(z) makes it inadvisable or inexpedient for the Company to proceed with the Rights Issue; or
(b) there comes to the notice of the Underwriter:
(i) any matter or event showing any of the representations, warranties and undertakings made by any of the Company or Joy Bright, when given, untrue or misleading or as having been breached in any respect; or
(ii) any breach by any of the other parties to the Underwriting Agreement of any of their respective obligations or undertakings under the Underwriting Agreement or under any of the Irrevocable Undertakings and the Undertaking on Bondholders,
then and in any such case the Underwriter may, upon giving notice to the Company and Joy Bright, terminate the Underwriting Agreement with immediate effect. If the Underwriting Agreement is terminated by the Underwriter on or before the aforesaid deadline or does not become unconditional, the Rights Issue will not proceed.

It should be noted that the Rights issue is conditional upon several conditions, details of which are set out in the sub-section headed "Conditions of the Rights Issue" in the section headed "Letter from the Board" in the Prospectus. If any of the conditions are not fulfilled and/or waived by the Underwriter at or before 4:00 p.m. on the second Business Day after the Acceptance Date (which is expected to be Friday, 24 June 2011) (or such later time and/or date as the Company and the Underwriter may determine), neither the Company nor the Underwriter shall have any rights or be subject to any obligations arising from the Underwriting Agreement and the Rights Issue will not proceed.

It should be noted that the Shares have been dealt in on an ex-rights basis since Wednesday, 1 June 2011 and that the Rights Shares in their nil-paid form are expected to be dealt in from Friday, 10 June 2011 to Friday, 17 June 2011 (both days inclusive). Any dealings in the Shares from now and up to 4:00 p.m. on the second Business Day after the Acceptance Date (which is expected to be Friday, 24 June 2011), being the time and date by which all conditions to which the Rights Issue is subject are required to be fulfilled before the Rights Issue becomes unconditional and when the right of the Underwriter to terminate the Underwriting Agreement is to lapse, and any dealings in the Rights Shares in their nil-paid form between Friday, 10 June 2011 and Friday, 17 June 2011 (both days inclusive) are accordingly subject to the risk that the Rights Issue may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares or the Rights Shares in their nil-paid form and, if they are in any doubt about their position, they should consult their professional adviser(s).

在香港以外任何司法權區接獲供股股份的暫定配額通知書的任何人士，概不得將之視為申請供股股份的要約或邀請，除非在有關司法權區內在毋須遵守任何登記或其他法律或監管規定的情況下，可合法作出該項供股股份要約或邀請。香港境外的任何人士如欲為其本身申請供股股份，則有責任在行使認購供股股份的任何權利前確保已就此遵守所有有關司法權區的法律和法規，包括取得任何政府或其他同意，和就此繳付該司法權區規定的任何稅項和徵稅。倘本公司相信接納供股股份的申請將違反任何司法權區適用的證券或其他法律或法規，則本公司保留拒絕接納任何該等供股股份申請的權利。

- (a) 以下情況將出現、發生、存在或生效:
(i) 香港或本集團任何成員公司經營或從事業務所在任何其他地方的法院或其他主管機關頒佈任何新法律或法規，或更改現行法律或法規，或有關法律或法規的詮釋或應用有變；或
(ii) 發生任何事件或連串事件導致或可能導致本地、國家或國際金融、政治、軍事、工業、經濟或市況有變；或
(iii) 本地、國家或國際證券市場的狀況有變(包括但不限於因特殊金融狀況或其他原因而全面禁止、暫停或限制聯交所、紐約證券交易所、納斯達克全國市場、倫敦證券交易所、上海證券交易所、深圳證券交易所或東京證券交易所的證券交易)；或
(iv) 香港或中國稅務或外匯管制有變或出現可能導致變動的事態發展，而將會或可能對本集團或本公司部份現有股東產生影響，
而包銷商合理認為上述情況:
(x) 會或將會或可能對本集團的業務、財務狀況或前景或供股有重大不利影響；或
(y) 現已或將會或可能對供股成功與否或供股股份的認購數量或前景有重大不利影響；或
(z) 令本公司進行供股變得不可行或不時，或
(b) 包銷商得悉:
(i) 任何事情或事件顯示本公司或恩輝投資所作出的任何陳述、保證或承諾於作出時在任何方面屬失實或構成誤導或遺漏；或
(ii) 包銷協議的任何其他訂約方違反該等各自根據包銷協議或任何不可撤回承諾以及債券持有人的承諾應承擔的責任或作出的承諾，
而在此情況下，包銷商可向本公司及恩輝投資發出通知即時終止包銷協議。倘包銷協議由包銷商於上述期限或該日期前被終止或未能成為無條件，則供股不會進行。
務請注意，供股須待章程中「董事會函件」一節內「供股的條件」分節所詳述的多項條件達成後，方可作實。倘任何條件於接納日期後第二個營業日(預期為二零一一年六月二十四日(星期五)下午四時正(或本公司與包銷商可能釐定的較後時間及/或日期)或之前並無達成及/或獲包銷商豁免，則本公司及包銷商概無包銷協議所產生的權利，亦毋須受包銷協議所產生的任何責任所規限，而供股將不會進行。
務請注意，股份已由二零一一年六月一日(星期三)起以除權方式買賣。預期供股股份將由二零一一年六月十日(星期五)起至二零一一年六月十七日(星期五)(包括首尾兩天)以未繳股款方式買賣。由現時起至接納日期後第二個營業日(預期為二零一一年六月二十四日(星期五))下午四時正(即所有供股條件必須在供股成為無條件前達成)和包銷商有權終止包銷協議的最後期限已過去)進行的任何股份買賣，以及在二零一一年六月十日(星期五)至二零一一年六月十七日(星期五)(包括首尾兩天)進行的任何未繳股款供股股份的買賣，將因此承擔供股未必進行的風險。因此，股東和潛在投資者在買賣股份或未繳股款供股股份時務必審慎行事；如彼等對本身的情況有任何疑問，應諮詢彼等的專業顧問。

NO RECEIPT WILL BE GIVEN. 無有繳款將不另發收據。

* For identification purposes only
* 僅供識別



建業地產股份有限公司*
Central China Real Estate Limited
(於開曼群島註冊成立的有限公司)
(「本公司」)
(股份代號：0832)

敬啟者：

茲根據寄發予合資格股東的本公司日期為二零一一年六月八日的供股章程(「章程」)所載條款，董事已按在二零一一年六月七日(星期二)(「記錄日期」)營業時間結束時登記在閣下名下每持有本公司100股每股面值0.10港元的股份可獲配發21.4股供股股份，以每股供股股份1.71港元的價格，向閣下暫定配發供股股份。閣下在記錄日期持有的股份載列於甲欄。閣下獲暫定配發的供股股份數目載列於乙欄。除文義另有所指外，章程所界定的詞彙與本函件所採用者具有相同涵義。

除將章程作為資料備忘錄存於馬來西亞證券委員會外，本公司未有並將不會採取任何行動(包括根據香港以外任何司法權區的任何適用法例進行登記或存檔)，以批准在香港以外任何司法權區發售供股股份或派發章程、暫定配額通知書和額外供股股份申請表格，故非合資格股東將不會獲暫定配發任何供股股份。本公司將向非合資格股東(如有)及購股權持有人寄發章程，惟僅供彼等參考之用，但不會向非合資格股東寄發任何暫定配額通知書或額外供股股份申請表格。然而，倘若有非合資格股東及可獲得超出開支的溢價，則本公司將會就供股股份作出安排，使非合資格股東原應獲暫定配發的供股股份，可於未繳股款供股股份開始買賣後及於未繳股款供股股份買賣完結前於合理實際可行情況下儘快以未繳股款形式於市場出售。任何出售未繳股款供股股份所得款項淨額(經扣除開支)將會根據在記錄日期非合資格股東各自獲享配額的比例以港元向彼等分派，惟任何100港元或以下的個別款項將由本公司保留自用，利益歸本公司所有。原應暫定配發予非合資格股東且未予出售的供股股份和已暫定配發但未獲接納的供股股份，在額外供股股份申請表格條款的規限下，將可供申請人以隨附的額外供股股份申請表格申請認購。

供股股份(經配發、發行和繳足股款後)將在各方面均與屆時已發行股份享有同等權益。繳足股款供股股份的持有人將有權收取在供股股份配發和發行日期後可能宣派、作出或派付的一切未來股息和分派。

接納手續

閣下如欲接納暫定配額，須在不遲於二零一一年六月二十二日(星期三)下午四時正將本暫定配額通知書整份無缺，連同在丙欄所示接納暫定配發予閣下的供股股份數目時須繳付的全部股款，送交本公司的香港股份過戶登記分處香港中央證券登記有限公司，其地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖(「股份過戶登記處」)。全部股款須以港元支付。支票必須由香港持牌銀行的銀行戶口開出，而銀行本票必須由香港持牌銀行發出，並註明抬頭人為「Central China Real Estate Limited – Rights Issue Account」，和以「只准入抬頭人賬戶」劃線方式開出。該等付款將構成按本暫定配額通知書與章程的條款，並在本公司的組織章程大綱及公司細則的規限下接納暫定配額。

務請注意，除非本暫定配額通知書連同丙欄所示的應繳股款在不遲於二零一一年六月二十二日(星期三)下午四時正，由原有的承配人或獲有效轉讓供股權的任何人士按上文所述實質交回，否則閣下的暫定配額和一切有關權利將被視作已被放棄並將被註銷。

額外供股股份

閣下如欲申請認購根據本暫定配額通知書閣下所獲暫定配發以外的任何供股股份，必須按隨附的額外供股股份申請表格的指示將表格填妥和簽署，連同就所申請認購額外供股股份須在申請時全數繳付的獨立股款，須在不遲於二零一一年六月二十二日(星期三)下午四時正交回股份過戶登記處。全部股款必須以港元支付。支票必須由香港持牌銀行的銀行戶口開出，而銀行本票必須由香港持牌銀行發出，並註明抬頭人為「Central China Real Estate Limited – Excess Application Account」，和以「只准入抬頭人賬戶」劃線方式開出。務請注意，董事將按公平合理基準分配額外供股股份，惟並不保證申請人可獲配發全部或任何其申請認購的額外供股股份。

轉讓

閣下如欲將根據本暫定配額通知書獲暫定配發的供股股份全部轉讓他人，須填妥和簽署轉讓和提名表格(表格乙)，並將本暫定配額通知書交予閣下欲轉讓供股股份的人士或經手轉讓的人士。承讓人則須填妥和簽署登記申請表格(表格丙)，並將本暫定配額通知書整份連同丙欄所示須在接納時繳足的全部股款，須在不遲於二零一一年六月二十二日(星期三)下午四時正交回股份過戶登記處。務請注意，閣下在轉讓有關供股股份的認購權時須繳納香港印花稅。

分拆

閣下如欲只接納部分的暫定配額或將閣下根據本暫定配額通知書獲暫定配發認購供股股份的部分權利轉讓或將閣下根據本暫定配額通知書獲暫定配發認購供股股份的所有或部分權利轉讓予多於一名人士，則本原有的暫定配額通知書須在不遲於二零一一年六月十四日(星期二)下午四時三十分交回股份過戶登記處予以註銷，而股份過戶登記處將按所要求的股份面額發出新暫定配額通知書。本暫定配額通知書載有有關閣下接納部分的暫定配額或轉讓閣下的全部或部分暫定配額時應辦理的手續的全部資料。

支票和銀行本票

所有供股股份的支票和銀行本票將在收訖後隨即過戶，而自該等款項所賺取的所有利息(如有)將由本公司保留自用，利益歸本公司所有。倘任何支票或銀行本票在首次過戶時未能兌現，則本暫定配額通知書可被拒絕受理，在該情況下，暫定配額和一切有關權利將被視作已被放棄並將被註銷。

供股股份股票

繳足股款供股股份股票預期在二零一一年六月二十八日(星期二)或之前，以普通郵寄方式向已繳股款並接納供股股份的合資格股東或其承讓人寄發，郵誤風險概由該等人士自行承擔。

終止包銷協議

務請注意，包銷商可能根據章程中「包銷協議的終止」一節所詳述的若干事件於接納日期後第二個營業日(預期為二零一一年六月二十四日(星期五))下午四時正前任何時間終止包銷協議。倘包銷協議由包銷商於上述期限或該日期前終止或未能成無條件，則供股不會進行。在此情況下，申請款項將在二零一一年六月二十八日(星期二)或前後不計利息以普通郵寄方式寄發支票退還予申請人，郵誤風險概由申請人自行承擔。

聲明及保證

填妥、簽署及交回本暫定配額通知書隨附的申請表格，即表示在美國境外提呈及出售的供股股份的每名認購人據此向本公司及包銷商及代表彼等行事的任何人士作出以下聲明及保證，除非本公司及包銷商全權決定豁免有關規定：

- 彼於記錄日期為股東，或彼已合法或可合法直接或間接從有關人士取得未繳股款供股股份；
- 彼可合法在其居住或目前所處司法權區獲提呈、接納、取得、認購及收取未繳股款供股股份及／或供股股份；
- 彼並非居於或身處美國，或為美國的公民；
- 彼並非按非酌情基準為發出發出接納指示時身居或身處美國，或身為美國公民的人士接納有關收購或接納未繳股款供股股份或供股股份的建議；
- 彼並非代表身處美國的任何人士接納，除非：
 - 接納指示乃由美國境外的人士發出；及
 - 發出該項指示的人士已確認(x)彼有權發出該指示，及(y)(a)其對該賬戶擁有投資酌情權或(b)為正取得根據美國證券法S規例所界定的「離岸交易」中供股股份的投資經理或投資公司；
- 彼正取得美國證券法S規例所界定的「離岸交易」中的未繳股款供股股份及／或供股股份；
- 彼並非以美國證券法S規例所界定的任何「指向銷售力度」方式獲提呈供股股份；
- 彼取得未繳股款供股股份或供股股份的目的並非直接或間接向美國提呈、出售、轉讓、交付或派發未繳股款供股股份或供股股份；及
- 彼知悉未繳股款供股股份或供股股份均無並將不會根據美國證券法或在美國任何州、地區或領地的任何證券監管當局註冊，而未繳股款供股股份或供股股份乃依據美國證券法S規例在美國境外分發及提呈。因此，彼知悉未繳股款供股股份及供股股份不可在或向美國提呈、出售、抵押或以其他方式轉讓，惟依據美國證券法註冊規定的豁免或在毋須遵守美國證券法註冊規定的交易除外。

一般資料

本暫定配額通知書連同由獲發暫定配額通知書人士所簽署的轉讓和提名表格(如適用)一經交回，即確實證明交回上述文件的人士(一名或多名)有權處理本暫定配額通知書，並有權收取分拆後的配額通知書和／或股票。

本暫定配額通知書和任何接納當中所載要約的事宜須受香港法例所規管和據此予以詮釋。

載述供股詳情的章程，在一般辦公時間內在股份過戶登記處(地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖)可供索取。

填妥、簽署及交回本暫定配額通知書隨附表格，則表示閣下同意向本公司、股份過戶登記處和／或彼等各自的顧問和代理披露個人資料和彼等所需而有關閣下或閣下為其利益而接納暫定配發供股股份的人士的任何資料。《個人資料(私隱)條例》給予證券持有人權利可確定本公司或股份過戶登記處是否持有其個人資料，索取有關資料的副本，以及改正任何不準確的資料。根據《個人資料(私隱)條例》，本公司和股份過戶登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或改正資料或有關政策和慣例以及持有資料種類的資料的所有要求，應寄往本公司位於香港的營業地點(地址為香港九龍柯士甸道西1號環球貿易廣場77樓7701B-7702A室)或根據適用法律不時通知的地點並以公司秘書為收件人，或(視情況而定)寄往位於上述地址的股份過戶登記處。

此致
列位合資格股東 台照

代表
建業地產股份有限公司*
王天也
首席執行官兼執行董事
謹啟

二零一一年六月八日

IN THE EVENT OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARES REPRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARES REPRESENTED BY THIS DOCUMENT.

在以本文件提出任何轉讓供股股份配額時，每項買賣均須繳付從價印花稅。除出售形式外，餽贈或轉讓實益擁有的權益亦須繳付從價印花稅。在以本文件提出任何登記轉讓供股股份配額前，須出示已繳付從價印花稅的證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓和提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)
(只供擬轉讓本暫定配額通知書所列彼 / 其 / 彼等全部供股股份認購權利的合資格股東填寫和簽署)

To: The Directors
Central China Real Estate Limited

致：建業地產股份有限公司*
列位董事 台照

Dear Sirs,

I/We[#] hereby transfer all of my/our[#] rights to subscribe for the Rights Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人 / 吾等[#]謹將本暫定配額通知書所列本人 / 吾等[#]的全部供股股份認購權利轉讓予接受此權利並簽署下列登記申請表格 (表格丙) 的該 (等) 人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) (all joint shareholders must sign) 簽署 (所有聯名股東均須簽署)

Date 日期： _____, 2011

NOTE: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for Rights Shares.

附註：轉讓 閣下的供股股份認購權利須繳付香港印花稅。

Form C
表格丙

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred)
(只供承讓供股股份認購權利的人士填寫和簽署)

To: The Directors
Central China Real Estate Limited

致：建業地產股份有限公司*
列位董事 台照

Dear Sirs,

I/We[#] request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our[#] name(s) and I/we[#] agree to accept the same on the terms set out in this provisional allotment letter and the accompanying Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：

本人 / 吾等[#]謹請 閣下將表格甲內乙欄所列的供股股份數目登記在本人 / 吾等[#]名下。本人 / 吾等[#]同意依照本暫定配額通知書和隨附章程所載條款，並在 貴公司的組織章程大綱及公司細則的規限下接納此等供股股份。

To be completed in BLOCK LETTERS in ENGLISH. Joint applicants should give one address only. 請用英文正楷填寫。聯名申請人只須填報一個地址。			
Name in English 英文姓名	Family Name 姓氏	Other Names 名字	Name in Chinese 中文姓名
Name Continuation and/or Name(s) of Joint Applicants 姓名(續)和 / 或聯名申請人姓名			
Address 地址			
Occupation 職業		Tel. No. 電話號碼	
Dividend Instructions 派息指示			
Name & Address of Bank 銀行名稱和地址	Bank Account No. 銀行賬戶號碼		
	Bank 銀行	Branch 分行	Account 賬戶

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) (all joint applicants must sign) 簽署 (所有聯名申請人均須簽署)

Date 日期： _____, 2011

Ad valorem stamp duty is payable by the transferee(s) if this form is completed.

填妥此表格後，承讓人須繳付從價印花稅。

Delete as appropriate
刪去不適用者

* For identification purposes only
* 僅供識別