

Form A
表格甲

The whole of this document must be returned to be valid.
本文件必須整份交回方為有效。

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 not limited to 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宜時，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或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

(Incorporated in the Cayman Islands with limited liability)
(the "Company")

(Stock Code: 0832)

8 June 2011

Dear Qualifying Shareholder(s),

In accordance with the terms set out in the rights issue prospectus of the Company dated 8 June 2011 (the "Prospectus") despatched to Qualifying Shareholders, the Directors have provisionally allotted to you Rights Shares on the basis of 21.4 Rights Shares for every 100 Shares of HK\$0.10 each in the Company registered in your name as at the close of business on Tuesday, 7 June 2011 (the "Record Date") at HK\$1.71 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Terms defined in the Prospectus have the same meanings when used herein unless the context requires otherwise.

Except for depositing the Prospectus as an information memorandum with the Securities Commission Malaysia, no action (including registration or filing under any applicable legislation of any jurisdiction other than Hong Kong) has been or will be taken to permit the offering of the Rights Shares or the distribution of the Prospectus, the provisional allotment letter and the form of application for excess Rights Shares in any jurisdiction other than Hong Kong. Accordingly, no provisional allotment of Rights Shares will be made to Non-Qualifying Shareholders. The Company will send copies of the Prospectus to Non-Qualifying Shareholders, if any, and holders of the Share Options for their information only, but the Company will not send any provisional allotment letter or form of application for excess Rights Shares to Non-Qualifying Shareholders. If however there are Non-Qualifying Shareholders, arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as reasonably practicable after dealings in the nil-paid Rights Shares commence and before dealings in nil-paid Rights Shares end, if a premium (net of expenses) can be obtained. Any net proceeds of sale of the nil-paid Rights Shares, after deduction of expenses, will be distributed in Hong Kong dollars to Non-Qualifying Shareholders according to their respective entitlements on the Record Date, except that any individual amounts of HK\$100 or less will be retained for the use and benefit of the Company. Rights Shares which would otherwise have been provisionally allotted to Non-Qualifying Shareholders and which are not sold, and Rights Shares provisionally allotted but not accepted, will be available for excess application by applicants using the accompanying form of application for excess Rights Shares subject to and in accordance with the terms of such form of application for excess Rights Shares.

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid after the date of allotment and issue of the Rights Shares.

PROCEDURE FOR ACCEPTANCE

To take up your provisional allotment, you must lodge the whole of this provisional allotment letter 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 (the "Registrar") together with a remittance for the full amount payable on acceptance of the number of Rights Shares provisionally allotted to you as set out in Box C, so as to be received by not later than 4:00 p.m. on Wednesday, 22 June 2011. All remittances must be made in Hong Kong dollars. 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". Such payment will constitute acceptance of the provisional allotment on the terms of this provisional allotment letter and the Prospectus and subject to the memorandum and articles of association of the Company.

It should be noted that unless this provisional allotment letter, together with the appropriate remittance for the amount shown in Box C, have been physically received as described above by not later than 4:00 p.m. on Wednesday, 22 June 2011, whether by the original allottee or any person in whose favour the rights have been validly transferred, that your provisional allotment and all rights hereunder will be deemed to have been declined and will be cancelled.

EXCESS RIGHTS SHARES

If you wish to apply for any Rights Shares in addition to your provisional allotment hereunder, you must complete and sign the accompanying form of application for excess Rights Shares as indicated thereon and lodge it, together with a separate remittance for the full amount payable on application in respect of the excess Rights Shares applied for, with the Registrar by not later than 4:00 p.m. on Wednesday, 22 June 2011. All remittances must be made in Hong Kong dollars. 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 – Excess Application Account" and crossed "Account Payee Only". It should be noted that the allotment of excess Rights Shares will be made by the Directors on a fair and reasonable basis but applicants are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

TRANSFER

If you wish to transfer all of your Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this provisional allotment letter to the person(s) to or through whom you are transferring your Rights Shares. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this provisional allotment letter intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Registrar so as to be received by not later than 4:00 p.m. on Wednesday, 22 June 2011. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you under this provisional allotment letter or to transfer all or part of your rights to more than one person to subscribe for the Rights Shares provisionally allotted under this provisional allotment letter, this original provisional allotment letter must be surrendered by not later than 4:30 p.m. on Tuesday, 14 June 2011 to the Registrar, who will cancel this original provisional allotment letter and issue new provisional allotment letter(s) in the denomination(s) required. This provisional allotment letter contains full information regarding the procedures to be followed if you wish to accept only part of your provisional allotment or if you wish to transfer all or part of your provisional allotment.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders for the Rights Shares will be presented for payment immediately following receipt and all interest earned on such monies, if any, will be retained for the use and benefit of the Company. If any cheque or cashier's order is dishonoured on first presentation, this provisional allotment letter is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES FOR RIGHTS SHARES

It is expected that certificates for the Rights Shares in their fully-paid form will be despatched by ordinary mail to those Qualifying Shareholders or their transferees who have paid for and have accepted the Rights Shares, at such persons' risk on or before Tuesday, 28 June 2011.

TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Underwriter may terminate the Underwriting Agreement 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) under certain events as detailed in the section headed "Termination of the Underwriting Agreement" in the Prospectus. 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. In this circumstance, the application monies will be refunded to the applicants without interest by means of cheques to be despatched by ordinary mail at the risk of such applicants on or about Tuesday, 28 June 2011.

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting the forms accompanying this provisional allotment letter, each subscriber of Rights Shares being offered and sold outside the United States represents and warrants to the Company and the Underwriter and to any person acting on their behalf, unless the Company and the Underwriter in their sole discretion waive such requirement, that:

- (a) he/she/it was a Shareholder as at the Record Date, or he/she/it lawfully acquired or may lawfully acquire the nil-paid Rights Shares, directly or indirectly, from such a person;
- (b) he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Shares and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- (c) he/she/it is not resident or located in, or a citizen of, the United States;
- (d) he/she/it is not accepting an offer to acquire or take up the nil-paid Rights Shares or the Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of the United States at the time the instruction to accept was given;
- (e) he/she/it is not taking up for the account of any person who is located in the United States, unless:
 - (i) the instruction to take up was received from a person outside the United States, and
 - (ii) the person giving such instruction has confirmed that (x) it has the authority to give such instruction, and (y) it either (A) has investment discretion over such account or (B) is an investment manager or investment company that is acquiring the Rights Shares in an "offshore transaction" within the meaning of Regulation S under the U.S. Securities Act;
- (f) he/she/it is acquiring the nil-paid Rights Shares and/or the Rights Shares in an "offshore transaction" as defined in Regulation S under the U.S. Securities Act;
- (g) he/she/it has not been offered the Rights Shares by means of any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act;
- (h) he/she/it is not acquiring the nil-paid Rights Shares or the Rights Shares with a view to the offer, sale, transfer, delivery or distribution, directly or indirectly, of such nil-paid Rights Shares or Rights Shares into the United States; and
- (i) he/she/it understands that neither the nil-paid Rights Shares nor the Rights Shares have been or will be registered under the U.S. Securities Act or with any securities regulatory authority of any state, territory, or possession of the United States, and the nil-paid Rights Shares and the Rights Shares are being distributed and offered outside the United States in reliance on Regulation S under the U.S. Securities Act. Consequently, he/she/it understands that the nil-paid Rights Shares and Rights Shares may not be offered, sold, pledged or otherwise transferred in or into the United States, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act.

GENERAL

Lodgement of this provisional allotment letter with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or certificates for Shares.

This provisional allotment letter and any acceptance of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong.

Further copies of the Prospectus giving details of the Rights Issue are available at the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during normal business hours.

By completing, signing and submitting the forms accompanying this provisional allotment letter, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar 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 Company, at its place of business in Hong Kong at Room 7701B-7702A, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the Registrar at its address set out above.

Yours faithfully,
For and on behalf of
Central China Real Estate Limited
Wang Tianye
Chief Executive Officer and Executive Director

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