

VITASOY INTERNATIONAL HOLDINGS LIMITED

Procedures for Shareholders to Propose a Candidate for Election as a Director

SHAREHOLDERS' RIGHTS

The rights of Shareholders of the Company to nominate a Director derive from a number of sources, including but not limited to the Company's Articles of Association, Hong Kong Companies Ordinance, the Listing Rules of the Stock Exchange of Hong Kong ("Listing Rules") and other regulatory authorities.

PROCEDURES TO PROPOSE A CANDIDATE FOR ELECTION AS A DIRECTOR

Pursuant to Article 107 of the Articles of Association of the Company, if a shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, the shareholder should deposit a written notice of nomination which shall be given to the Company within the 7-day period commencing the day after the despatch of the notice of the meeting (or such other period as may be determined and announced by the Directors from time to time) and in no event ending no later than SEVEN DAYS prior to the date appointed for such meeting.

Nomination procedures

Any shareholder of the Company who is qualified to be present and vote at the general meeting, may nominate one person for election as a director of the Company at any general meeting if the shareholder complies with the director nomination provisions, including without limitation the notice, information and consent provisions under the Company's Articles of Association, the Listing Rules and the Company's Director Nomination Policy. The qualified shareholder may propose a Board candidate for evaluation by the Remuneration and Nomination Committee (the "Committee"), by delivering a written notice to the Committee subject to the requirements set forth below (the "Notice"). The Notice must be received by the Committee during a period commencing on the day immediately after the despatch of the Notice of the general meeting appointed for such election and ending on the date falling SEVEN DAYS after the dispatch of the said Notice of meeting and in no event ending no later than SEVEN DAYS prior to the date appointed for such meeting.

The Notice shall also contain or be accompanied by the following information or documentation:-

- (a) A written statement that the shareholder intends to continue to own the shares of the Company through the date of the general meeting with respect to which the Board candidate is proposed to be nominated;
- (b) The name or names of the shareholder/s submitting the proposal, the name of the Board candidate, and the written consent of each such shareholder and the Board candidate to be publicly identified;

- (c) The nominating shareholder's business/residence address and contact information and all other information that would be required to be disclosed in a shareholders' circular or proxy form or announcement or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to the Listing Rules or other regulatory requirements.

With respect to the proposed Board candidate, the following information must be provided:

- (a) name, age, business and residence addresses;
- (b) principal occupation or employment;
- (c) number of shares of the Company's shares/securities beneficially owned (if any);
- (d) a written resume of academic, professional and business experiences;
- (e) directorship in other companies, including listed companies and commitments with other organizations;
- (f) any information on all civil judgments of fraud, breach of duty, or other misconduct involving dishonesty;
- (g) all other information relating to the proposed Board candidate that would be required to be disclosed in a shareholders' circular or proxy form or announcement or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to Listing Rules or other regulatory requirements;
- (h) information, documents or affidavits demonstrating to what extent the proposed Board candidate meets the required minimum criteria, and the desirable qualities or skills, described herein;
- (i) a written statement that the nominating shareholder and the proposed Board candidate will make available to the Committee all information reasonably requested in furtherance of the Committee's evaluation;
- (j) the signature of each proposed Board candidate and of each shareholder submitting the proposal.

The Notice must be delivered in writing, by register or courier, to the following address:

Chairperson, Remuneration and Nomination Committee
Vitasoy International Holdings Limited
c/o Company Secretary,
No. 1 Kin Wong Street,
Tuen Mun, N.T.,
Hong Kong

The Notice and supporting materials, complete and properly constituted shall be forwarded by the Company Secretary to the Chairperson of the Committee. Except as may be required by applicable law, rule or regulation, the Committee will have no obligation to acknowledge receipt of the Notice or otherwise communicate with the shareholder/s submitting the Notice.

Evaluation of Candidates

The Committee will consider all candidates properly identified through the process described above, and will evaluate each of them, including incumbents, based on the same criteria.

The Committee will then meet to consider and finalize its list of recommended Board candidates for the Board's consideration. Except as may be required by applicable law, rule or regulation, the Committee will have no obligation to discuss the outcome of the evaluation process or the reasons for the Committee's recommendations, with any shareholder who made a proposal. All Board candidates (whether identified internally, by a Qualified Shareholder or otherwise) who, after evaluation, are then recommended by the Committee and approved by the Board will be published on the website of The Stock Exchange of Hong Kong Limited by way of announcement and/or included in the Company's shareholders' circular and proxy form in relation to election and re-election of the Board candidates in the general meeting, whatever applicable.

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Adopted on 9th February, 2012