

VITASOY INTERNATIONAL HOLDINGS LIMITED

SHAREHOLDERS' GUIDE

INTRODUCTION

Vitasoy International Holdings Limited (“VIHL”) is committed to promote good standard of corporate governance. This Shareholders' Guide is designed with an aim to provide clear and concise information for shareholders about their share interests in the Company in order to enable them to exercise their rights in an effective and informed manner.

FREQUENTLY ASKED QUESTIONS AND ANSWERS

1. SHARE REGISTRATION AND SHARE CERTIFICATES

1.1 Who is VIHL's Share Registrar and its contact details?

The contact details of VIHL's Share Registrar are:

Computershare Hong Kong Investor Services Limited
46/F, Hopewell Centre,
183 Queen's Road East Wanchai, Hong Kong
Telephone: (852) 2862 8628
Facsimile: (852) 2865 0990
Website: <http://www.computershare.com>

1.2 How can I buy or sell VIHL shares?

You can buy or sell VIHL's shares through a stockbroker or the securities department of a bank. You may need to execute a Form of Transfer and pay commission to your stockbroker or bank for buying or selling shares. You should contact your stockbroker or bank for details and settlement arrangement.

1.3 What should I do if I lose my share certificate?

You should report to VIHL's Share Registrar and raise a request for issue of a replacement certificate as soon as possible. After verification of your shareholdings and completion of the statutory procedures, a replacement certificate will be issued, subject to appropriate evidence and indemnity being served to the Company and payment of any relevant administration costs.

Depending on the value of the replacement certificate being issued, it may take at least 1 month to go through all statutory procedures as prescribed in the Hong Kong Companies Ordinance.

1.4 What should I do if I change my address?

You should notify VIHL's Share Registrar by mail or in person by completing and returning an “Address/Dividend Instruction Amendment Form” (see Appendix), *which can be downloaded from the Share Registrar's website at <http://www.computershare.com.hk>.*

2. DIVIDEND

2.1 What is VIHL's Dividend Policy?

VIHL has adopted a policy for paying dividends to its shareholders. VIHL's Board of Directors will consider the dividend payment on a regular basis after taking account of the profitability, investment opportunity and cash flow of the Company.

2.2 What are the dividend payment dates?

VIHL normally pays dividends twice a year. Interim dividends in respect of the six months ended 30th September are normally paid in December and the final dividends in respect of the full year ended 31st March are normally paid in September. Please refer to the "Financial Calendar" on VIHL's website for details (*Investor Relations* → *Corporate Governance* → *Communication with Shareholders*).

2.3 What should I do if I want to change the dividend instruction?

You should complete, sign and return either (a) a "Dividend Instruction" printed at the back of the dividend warrant or (b) an "Address/Dividend Instruction Amendment Form" (see Appendix) *which can be downloaded from the Share Registrar's website at <http://www.computershare.com.hk>* for the change of dividend instruction, to VIHL's Share Registrar by mail or in person to the address as specified therein.

2.4 Why doesn't VIHL offer a scrip dividend alternative?

VIHL has reviewed the possibility of providing a scrip dividend alternative to its shareholders. In the event the scrip dividend alternative is available for the dividend declared or proposed, VIHL will make it known in the relevant announcement declaring such dividend.

2.5 What is the treatment of unclaimed dividends?

According to VIHL's Articles of Association, all dividends unclaimed for one year after having been declared may be invested by the Board for the benefit of the Company until claimed. If any dividend shall have remained unclaimed after a period of 6 years from the date of payment of such dividend, it shall be forfeited and be reverted to VIHL.

2.6 What should I do if I don't receive my dividend warrant or my dividend warrant is out-of-date (this only applies to those dividend warrants which are less than 6 years old)?

You should contact VIHL's Share Registrar and request for a replacement of the lost/out-of-date dividend warrant by mail or in person. A replacement cheque/dividend warrant will be sent to you by the Share Registrar upon completion of revalidation or any necessary formalities.

3. GENERAL MEETING

3.1 When is an annual general meeting (“AGM”) held?

VIHL normally holds its AGM in August or September. The date of the AGM is usually announced in the final results announcement and set out in the Notice of AGM which are made available on the websites of the Hong Kong Stock Exchange and VIHL in June/July every year.

VIHL encourages all shareholders to attend the AGM as it offers a meaningful two-way platform for constructive communication between the Board and the shareholders.

3.2 What can I do if I would like to vote but cannot attend the AGM?

If you are unable to attend the AGM in person, you may elect to appoint the chairman of the AGM or another person to attend the AGM and vote on your behalf. In that case, you must complete the Proxy Form, which accompanies the Notice of AGM sent to all shareholders, in accordance with the instructions as set out therein and return the Proxy Form not less than 48 hours before the appointed time for holding the AGM or any adjournment thereof. The Proxy Form is also available on VIHL’s website for download (*Investor Relations* → *Corporate Governance* → *Communication with Shareholders*).

3.3 How do I vote at an AGM?

According to the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. A voting paper will be given to you/proxy/corporate representative upon registration at the AGM. Votes shall be casted in accordance with the voting procedure being announced during the AGM for shareholders.

3.4 When can I know the poll results?

An independent scrutineer would be appointed for conducting and recording votes. The poll results will be published on the websites of the Hong Kong Stock Exchange and VIHL as soon as practicable after the conclusion of AGM.

3.5 Can I convene a general meeting and make a request for including a resolution in the general meeting?

Pursuant to section 566 of the Hong Kong Companies Ordinance, shareholders representing at least 5% of the total voting rights of all the shareholders are entitled to send a request to VIHL to convene an extraordinary general meeting. Such request must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. A request may be sent to the Company Secretary at VIHL’s registered office in hard copy form or in electronic form to ir@vitasoy.com and must also be authenticated by the person or persons making it.

Pursuant to section 580 of the Hong Kong Companies Ordinance, shareholders representing at least 2.5% of the total voting rights of all the shareholders or at least 50 shareholders can request VIHL in writing to circulate to the shareholders a statement of not more than 1,000 words with respect to a matter mentioned in a proposed resolution to be dealt with at that meeting or other business to be dealt with at that meeting. A request may be sent to the Company Secretary at VIHL's registered office in hard copy form or in electronic form to ir@vitasoy.com and must identify the statement to be circulated. It must be authenticated by the person or persons making it and be received by VIHL at least 7 days before such meeting.

4. CORPORATE COMMUNICATIONS

4.1 Where can I access VIHL's corporate communications?

VIHL's corporate communications refer to Interim and Annual Reports, Notice of AGM, Shareholders Circular, Proxy Form, and other notices and documents of the Company (including any "corporate communication" as defined in the Hong Kong Listing Rules). Corporate communications are available under the "Investor Relations" section of VIHL's website for viewing and downloading, in addition to those printed versions.

Shareholders are invited to access VIHL's website for any updated information about the Company. Shareholders are also invited to read the Shareholders Communication Policy under the "Communication with Shareholders" sub-section of the "Investor Relations" section of VIHL's website.

4.2 When will I receive the Annual Report and Notice of AGM?

VIHL normally announces its annual financial results in June each year. The Annual Report and Notice of AGM will be sent to shareholders around mid of July. They are also available on VIHL's website under the "Investor Relations" section.

4.3 How does VIHL supply its corporate communications to Shareholders?

Pursuant to the relevant rules and regulations, and VIHL's Articles of Association, VIHL may supply its corporate communications to its Shareholders by electronic means or by posting them on VIHL's website if Shareholders agree or are deemed to agree to this form of communication. VIHL writes to all Shareholders to ascertain their preference in receiving future corporate communications either (i) in printed English and/or Chinese version(s) ("Printed Version") or (ii) by electronic means through VIHL's website ("Electronic Version"). Shareholders are requested to advise us of their choice of communication channel or language(s) by completing and returning a reply form. If a Shareholder does not return the reply form before the indicated deadline, such Shareholder will be deemed to have elected the Electronic Version. For those Shareholders who have elected (or are deemed to have elected) the Electronic Version, VIHL will, on the same day when the Printed Version is mailed, notify the

relevant Shareholders of the publication of such corporate communication on VIHL's website (i) by email (if email address is provided), or (ii) by post (if no email address is provided).

4.4 Can I still request a printed copy after I have elected (or am deemed to have elected) to receive VIHL's corporate communications by electronic means?

Yes, if you for any reason have difficulty in accessing the relevant corporate communication electronically, or wish to receive printed copies, we will, upon receiving your request, send you the relevant document in printed form free of charge. Please make your request by sending email to vitasoy.ecom@computershare.com.hk.

4.5 How can I change the way of receiving VIHL's corporate communications?

You may notify VIHL's Share Registrar at any time to change your choice of language or means of receipt of VIHL's corporate communications free of charge. Please make your request by sending email to vitasoy.ecom@computershare.com.hk.

4.6 What should I do if I do not receive VIHL's corporate communications?

You should contact VIHL's Share Registrar or the Company Secretary. The relevant corporate communications will be sent to you as soon as possible from the date of receipt of your notification of non-receipt of corporate communications.

5. ACCESS TO THIS SHAREHOLDERS' GUIDE

This Shareholders' Guide is available for viewing and downloading by any person on VIHL's website at www.vitasoy.com.

6. QUERIES ON THIS SHAREHOLDERS' GUIDE

Shareholders who have any queries on this Shareholders' Guide or other questions about VIHL may contact VIHL's investor relations:

Vitasoy International Holdings Limited
No. 1 Kin Wong Street, Tuen Mun, New Territories, Hong Kong
Telephone: (852) 2468 9644
Facsimile: (852) 2465 1008
Email: ir@vitasoy.com

~ End ~

本表格必須郵寄或送交本公司方為有效。
THIS FORM MUST BE RETURNED BY MAIL OR IN PERSON.

地址/股息指示更改表格 ADDRESS/DIVIDEND INSTRUCTION AMENDMENT FORM
 (請用正楷英文填寫 To be completed in block letters)

致: 香港中央證券登記有限公司
 香港證券登記有限公司

日期: _____
 Date: _____

To: COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED
 HONG KONG REGISTRARS LIMITED

甲部: (此欄必須填寫)
 Section A: (This section must be completed)

本公司專用欄: FOR OFFICE USE:	S R N	
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股票名稱
 Name of Company _____

股東姓名
 Name of Shareholder _____

股票號碼
 Certificate No(s). _____

電話 / 圖文傳真號碼
 Telephone / Fax No(s). _____

乙部: 更改地址
 Section B: CHANGE OF ADDRESS

舊地址 FROM	新地址 TO

丙部: 更改股息指示 (如只欲更改地址, 則無須填寫此欄)
 Section C: CHANGE OF DIVIDEND INSTRUCTION (Do not complete this section if you wish to change your address only)

此股息指示只適用於港幣股息。 This dividend instruction is applicable to Hong Kong dollar dividends only.

股東地址
 Shareholder's Address _____
 (所載資料與紀錄有別而並未填寫乙部者, 則不會視為有效之更改地址指示。)
 (Differences from our records will not be updated unless indicated in Section B above.)

舊股息指示 FROM	新股息指示 TO
銀行名稱 Name of Bank	
分行 / 地址 Branch / Address	
戶口號碼 Account No.	

註: 如新增股息指示, 只須填寫“新股息指示”一欄。
 Notes: To add dividend instruction, complete “TO” column only.
 如取消現有的股息指示, 只須填寫“舊股息指示”一欄。
 To delete existing dividend instruction, complete “FROM” column only.
 如修改現有股息指示, 必須填寫“舊股息指示”及“新股息指示”兩欄。
 To amend existing dividend instruction, complete both “FROM” and “TO” columns.

 股東簽署 Signature(s) of Shareholder(s)

請以下述語言回覆:
 I would like to receive your reply in
 the following language:

中文 English

備註: 請填寫各欄以便盡速處理閣下之指示。

N.B. Insufficient information given in the form may result in delay in processing your instruction.

除本表格所要求提供的資料外, 其他指示書寫於本表格將不獲處理。

Any instructions written on this Form (other than those asked for herein) will not be processed.

所有聯名股東均須簽署。

All joint shareholders must sign.

香港中央證券登記有限公司 Computershare Hong Kong Investor Services Limited

香港證券登記有限公司 Hong Kong Registrars Limited

香港灣仔皇后大道東 183 號合和中心 17M 樓 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong

顧客服務熱線 Customer Services Hotline: (852) 2862 8555 圖文傳真 Fax: (852) 2865 0990 / 2529 6087

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