

**YUANSHENGTAI DAIRY FARM LIMITED**

**原生態牧業有限公司**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 1431 )

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR  
ELECTION AS A DIRECTOR**

1. The following procedures for shareholders (“**Shareholders**”) of YuanShengTai Dairy Farm Limited (“**Company**”) to propose a person for election as a director of the Company (“**Director**”) are prepared in accordance with Bye-law no.111 of the bye-laws of the Company:

1.1 If a Shareholder wishes to propose a person (“**Candidate**”) for election as a Director at a general meeting, he/she should deposit (i) a written notice (“**Proposal Notice**”) of the intention to propose the Candidate for election as a Director; and (ii) a written notice (“**Consent Notice**”) by the Candidate of his willingness to be elected at either of the following addresses at least seven (7) clear days before the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) clear days in length:

***Principal place of business of the Company in Hong Kong***

31st Floor, 148 Electric Road

North Point

Hong Kong

***Hong Kong branch share registrar and transfer office of the Company***

Computershare Hong Kong Investor Services Limited

Shops 1712–1716, 17th Floor, Hopewell Centre

183 Queen’s Road East

Wanchai, Hong Kong

1.2 The Proposal Notice (i) must be accompanied by the information of the Candidate as required by Rule 13.51(2) of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Exchange**”) (which can be viewed at the website of the Exchange at [www.hkex.com.hk](http://www.hkex.com.hk)); and (ii) must be signed by the Shareholder proposing the Candidate for election as a Director.

1.3 The Consent Notice (i) must indicate his/her willingness to be elected and consent of the publication of his/her information as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the Candidate.

1.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish

to make the proposal are urged to submit and lodge the Proposal Notice and the Consent Notice as early as practicable.

2. To enable the Shareholders to make an informed decision on their election at a general meeting, the Company shall publish an announcement or issue a supplementary circular as soon as practicable after the receipt of the Proposal Notice and the Consent Notice. The Company shall include particulars of the Candidate in the announcement or supplementary circular. The Company shall assess whether or not it is necessary to adjourn the meeting of the election to give members at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

***Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.***

Hong Kong, November 2013

**YUANSHENGTAI DAIRY FARM LIMITED**

**原生態牧業有限公司**

(於百慕達註冊成立的有限公司)

(股份代號: 1431)

**股東提名人選參選董事之程序**

1. 以下為原生態牧業有限公司(「**本公司**」)股東提名人選參選本公司董事(「**董事**」)之程序，乃根據本公司之公司細則第111條而編製：

1.1 股東(「**股東**」)如欲提名人選(「**候選人**」)於股東大會上參選董事，須於自該屆股東大會通告寄發後翌日起至不遲於該屆股東大會日期前七日止期間，向以下地址送達(i)一份旨在提名候選人參選董事之意向通知書(「**提名通知**」)；及(ii)由候選人發出當中表明其願意參選之通知書(「**同意通知**」)，該等通知不得少於七天：

**本公司香港主要營業地點**

香港北角電氣道148號31樓

**本公司香港股份過戶登記分處**

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

1.2 提名通知(i)須載有香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)第13.51(2)條(於聯交所網站([www.hkex.com.hk](http://www.hkex.com.hk))可供查閱)所規定之候選人資料；及(ii)須經提名候選人參選董事之股東簽署。

1.3 同意通知(i)須表明候選人願意參選董事及同意刊發上市規則第13.51(2)條所規定之候選人資料；及(ii)須經候選人簽署。

1.4 欲提名候選人參選董事之股東務請盡早提交及送達提名通知及同意通知，以便股東有充足時間考慮有關建議。

2. 為使股東可就選舉事宜於股東大會上作出知情決定，本公司於收到提名通知及同意通知後，應盡快刊發公告或發出補充通函。本公司須將候選人詳情載入公告或補充通函內。本公司須評估是否有必要將選舉大會延後，以給予股東至少十個營業日考慮公告或補充通函所披露之相關資料。

附註：如本文件中英文版本有任何歧異，概以英文版本為準。

香港，二零一三年十一月