

Unless the context otherwise requires, terms used in this PINK Form of Acceptance shall bear the same meanings as those defined in the composite offer and response document dated 23 July 2013 (the "Composite Document") issued jointly by Yashili International Holdings Ltd, China Mengniu Dairy Company Limited and China Mengniu International Company Limited.

除文義另有所指外，本粉紅色接納表格所用詞彙與雅士利國際控股有限公司、中國蒙牛乳業有限公司及中國蒙牛國際有限公司於二零一三年七月二十三日聯合刊發之綜合要約及回應文件(綜合文件)所界定者具有相同涵義。

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香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本粉紅色接納表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對因本粉紅色接納表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

**PINK FORM OF ACCEPTANCE AND CANCELLATION FOR USE IF YOU WANT TO ACCEPT THE OPTION OFFER.**

閣下如欲接納期權要約，請使用本粉紅色接納及註銷表格。



## YASHILI INTERNATIONAL HOLDINGS LTD

### 雅士利國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 1230)

(股份代號: 1230)

#### PINK FORM OF ACCEPTANCE AND CANCELLATION OF YASHILI OPTIONS ISSUED BY YASHILI INTERNATIONAL HOLDINGS LTD 雅士利國際控股有限公司發行之雅士利期權的粉紅色接納及註銷表格

To be completed in full 每項均須填寫

Option Offer settlement agent:

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

期權要約結算代理:

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

<b>FOR THE CONSIDERATION</b> stated below, the Yashili Optionholder named below hereby accepts the Option Offer and agrees to the surrender for cancellation the number of Yashili Option(s) specified below, upon and subject to the terms and conditions contained herein and in the Composite Document. 下述雅士利期權持有人謹此按下列代價接納期權要約並同意交回下列數目的雅士利期權以供註銷，惟須遵守本表格及綜合文件內之條款及條件。	
Number of Yashili Option(s) at the exercise price of RMB0.11 per Yashili Share surrendered for cancellation 交回供註銷之行使價每股雅士利股份人民幣0.11元之雅士利期權數目	FIGURES 數目
	WORDS 大寫
Number of Yashili Option(s) at the exercise price of HK\$1.50 per Yashili Share surrendered for cancellation 交回供註銷之行使價每股雅士利股份1.50港元之雅士利期權數目	FIGURES 數目
	WORDS 大寫
Number of Yashili Option(s) at the exercise price of RMB1.84 per Yashili Share surrendered for cancellation 交回供註銷之行使價每股雅士利股份人民幣1.84元之雅士利期權數目	FIGURES 數目
	WORDS 大寫
Details of Yashili Optionholder 雅士利期權持有人資料	Family name 姓氏
	Forename 名字
	Address 地址
Consideration 代價	Telephone number 電話號碼
	HK\$3.361 for Yashili Option at the exercise price of RMB0.11 per Yashili Share 就每份行使價每股雅士利股份人民幣0.11元之雅士利期權而言，為3.361港元
	HK\$2.00 for Yashili Option at the exercise price of HK\$1.50 per Yashili Share 就每份行使價每股雅士利股份1.50港元之雅士利期權而言，為2.00港元
	HK\$1.171 for Yashili Option at the exercise price of RMB1.84 per Yashili Share 就每份行使價每股雅士利股份人民幣1.84元之雅士利期權而言，為1.171港元

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013

日期：二零一三年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Signed by the Yashili Optionholder in the presence of:

雅士利期權持有人在下列見證人見證下簽署：

Name of Witness 見證人姓名：\_\_\_\_\_

Signature of the Yashili Optionholder  
雅士利期權持有人簽署

Signature of Witness 見證人簽署：\_\_\_\_\_

Address of Witness 見證人地址：\_\_\_\_\_

Occupation of Witness 見證人職業：\_\_\_\_\_

## **THIS PINK FORM OF ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of this PINK Form of Acceptance or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

UBS is making the Option Offer on behalf of the Offeror. The making of the Option Offer to the Yashili Optionholders having registered address outside of Hong Kong may be affected by the laws of the relevant jurisdictions. If you are an overseas Yashili Optionholder having registered address outside of Hong Kong, you should inform yourself about and observe all applicable legal and regulatory requirements. If you wish to accept the Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including the obtaining of all governmental, exchange control or other consents which may be required and the compliance with all necessary formalities and regulatory or legal requirements. You will also be fully responsible for any such issue, transfer or other taxes payable by you in respect of the acceptance of the Option Offer. Acceptance of the Option Offer by you will constitute a warranty by you to the Offeror Parent, the Offeror, UBS and Yashili that you have observed and are permitted under all applicable laws and regulations to receive and accept the Option Offer, and any revision thereof, and that you have obtained all requisite governmental, exchange control or other consents in compliance with all necessary formalities and regulatory or legal requirements and have paid all issue, transfer or other taxes or other required payments due from you in connection with such acceptance in any territory, and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations.

This PINK Form of Acceptance should be read in conjunction with the Composite Document.

### **HOW TO COMPLETE THIS PINK FORM OF ACCEPTANCE**

The Option Offer is conditional. Yashili Optionholders are advised to read the Composite Document before completing this PINK Form of Acceptance. To accept the Option Offer made by UBS on behalf of the Offeror, you should complete and sign this PINK Form of Acceptance overleaf and forward this entire form together with the relevant certificate(s) of the Yashili Options (if applicable) and/or other document(s) of title and/or satisfactory indemnity or indemnities required in respect thereof for the whole or in respect of part of your holding of Yashili Options or if applicable, for not less than the Number of Yashili Options in respect of which you intend to accept the Option Offer, by post or by hand, to **Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on 13 August 2013, (Tuesday) or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code.** The provisions of Appendix I to the Composite Document are incorporated into and form part of this PINK Form of Acceptance.

### **PINK FORM OF ACCEPTANCE AND CANCELLATION OF YASHILI OPTIONS**

**To: The Offeror, UBS**

1. My execution of this PINK Form of Acceptance shall be binding on my successors and assigns, and shall constitute:
  - (a) my irrevocable acceptance of the Option Offer made by UBS on behalf of the Offeror, as contained in the Composite Document, for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of Yashili Options specified in this form or, if no such number is specified or a greater number is specified than I am registered as the Yashili Optionholder of, in respect of all such Yashili Options as to which I am registered as the Yashili Optionholder;
  - (b) my irrevocable instruction and authority to each of the Offeror and/or UBS or their respective agent(s) to send a cheque crossed "Not negotiable – account payee only" drawn in my favour for the cash consideration to which I shall have become entitled under the terms of the Option Offer, by ordinary post at my own risk to the office of Yashili Group in Hong Kong at Room 1614, 16th Floor, Times Square Tower 2, 1 Matheson Street, Causeway Bay, Hong Kong for collection within seven Business Days of the later of the date on which the Share Offer becomes or is declared unconditional in all respects and the receipt of all the relevant documents are received by Yashili to render the acceptance under the Option Offer complete and valid;
  - (c) my undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to cancel my Yashili Option(s) surrendered for cancellation under the Option Offer; and
  - (d) my agreement to ratify each and every act or thing which may be done or effected by the Offeror Parent and/or the Offeror and/or UBS and/or Yashili or their respective agent(s) or such person or persons as any of them may direct on the exercise of any of the authorities contained herein.
2. I understand that acceptance of the Option Offer by me will be deemed to constitute a warranty by me to the Offeror Parent, the Offeror, UBS and Yashili that the number of Yashili Option(s) specified in this form or, if no such number is specified or a greater number is specified than I am registered as the Yashili Optionholder, all such Yashili Options as to which I am registered as the Yashili Optionholder, is/are hereby surrendered and renounced free from all liens, charges, encumbrances, rights of pre-emption and any other third-party rights of any nature and together with all rights attaching to them as on or after the Closing Date.
3. In the event that my acceptance is not valid in accordance with the terms of the Option Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease, in which event, I authorise and request you to return to me this form duly cancelled, together with the Yashili Option certificate(s) (if applicable), by ordinary post at my own risk to the person at the address stated in 1(b) above or, if no name and address is stated, to me at the registered address maintained by Yashili.
4. I enclose the relevant Yashili Option certificate(s) (if applicable) for the whole/part of my holding of Yashili Option(s) which is/are surrendered for cancellation on the terms and conditions of the Option Offer. I understand that no acknowledgement of receipt of any PINK Form of Acceptance and/or Yashili Option certificate(s) (if applicable) will be given. I further understand that all documents will be sent by ordinary post at my own risk.
5. I hereby warrant and represent to the Offeror Parent, the Offeror, UBS and Yashili that I am the registered holder of the number of Yashili Option(s) specified in this form and I have the full right, power and authority to surrender the Yashili Option(s) for cancellation by way of acceptance of the Option Offer.
6. I warrant to the Offeror Parent, the Offeror, UBS and Yashili that I have observed and are permitted under all applicable laws and regulations where my address is located as set out in the register of Yashili Optionholders of Yashili to accept the Option Offer, and any revision thereof; and that I have obtained all requisite governmental, exchange control or other consents and made all registration or filing required in compliance with all necessary formalities and regulatory or legal requirements; and that I have paid all issue, transfer or other taxes or other required payments due from me in connection with such acceptance; and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations.
7. I warrant to the Offeror Parent, the Offeror, UBS and Yashili that I shall be fully responsible for payment of any transfer or other taxes or duties payable by me in connection with my acceptance of the Option Offer.
8. I acknowledge that, save as expressly provided in the Composite Document and this PINK Form of Acceptance, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable.
9. I understand that no acknowledgement of receipt of any form(s) of acceptance and cancellation will be given.

本粉紅色接納表格乃重要文件，閣下須即時處理。

閣下如對本粉紅色接納表格的任何方面或應採取的行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

瑞士銀行正代表要約人提出期權要約。向註冊地址位於香港境外之雅士利期權持有人提出期權要約或會受到有關司法權區之法例影響。倘閣下為註冊地址位於香港境外之雅士利期權持有人，閣下應自行了解及遵守所有適用法律及監管規定。閣下如欲接納期權要約，須自行信納全面遵守有關司法權區之相關法律及法規，包括獲得一切所需之政府、外匯管制或其他方面之同意，並遵守一切所需手續及監管或法律規定。閣下將須就接納期權要約應付之任何有關發行費、轉讓費或其他稅項負責。閣下接納期權要約，即構成閣下向要約人母公司、要約人、瑞士銀行及雅士利保證其已遵守所有適用法律及法規以及根據所有適用法律及法規獲允許接收及接納期權要約及其任何修訂，而閣下已根據一切必要手續及遵守監管或法律規定取得一切所需之政府、外匯管制或其他方面之同意，並已支付閣下於任何地區接納而應付之所有發行費、轉讓費或其他稅項或其他所需款項，而有關接納將根據一切適用法律及法規屬有效及具約束力。

本粉紅色接納表格應與綜合文件一併閱讀。

#### 本粉紅色接納表格之填寫方法

期權要約附帶條件。雅士利期權持有人於填寫本粉紅色接納表格前，務請先閱讀綜合文件。閣下如欲接納瑞士銀行代表要約人所作的期權要約，應填妥並簽署本粉紅色接納表格背頁，並將整份表格，連同就閣下所持之所有或部份雅士利期權(如適用)不少於閣下擬接納期權要約的雅士利期權數目的雅士利期權之有關證書(如適用)及/或其他權證文件及/或任何就此所需之一份或多份令人信納之任何彌償保證書一併以郵寄或專人送交方式盡快送抵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，惟無論如何不得遲於二零一三年八月十三日(星期二)下午四時正，或要約人根據收購守則所釐定及公佈之較後時間及/或日期。綜合文件附錄一之條文已載入並構成本粉紅色接納表格之一部份。

#### 雅士利期權之粉紅色接納及註銷表格

致：要約人及瑞士銀行

1. 本人簽署本粉紅色接納表格將對本人的繼承人及承讓人有約束力，即表示：

- (a) 本人不可撤回地接納由瑞士銀行代表要約人提出並載於綜合文件的期權要約以收取代價，按綜合文件及本表格所載有關條款及條件收購本表格上所填雅士利期權數目，如未有指定期權數目或指定期權數目較本人以雅士利期權持有人名義登記的雅士利期權數目為多，則接納收購本人以雅士利期權持有人名義登記持有的全部雅士利期權；
- (b) 本人不可撤回地指示並授權要約人及/或瑞士銀行或彼等各自的代理，將本人根據期權要約的條款應得的現金代價以「不得轉讓—只准入抬頭人賬戶」方式開出劃線支票，然後於股份要約於各方面成為或被宣告為無條件之日或雅士利接獲一切有關文件致使期權要約項下之接納為完整及有效之日(以較遲者為準)起計七個營業日內，按以下地址以平郵方式寄至雅士利集團在香港的辦事處(地址為香港銅鑼灣勿地臣街1號時代廣場二座16樓1614室)以供領取，郵誤風險概由本人自行承擔；
- (c) 本人承諾於必要或適當時簽署其他文件並辦理有關手續，以註銷本人就接納期權要約而交回之雅士利期權；及
- (d) 本人同意追認要約人母公司及/或要約人及/或瑞士銀行及/或雅士利或彼等各自的代理或其行使本表格所載的任何授權時可能指定的任何人士可能進行或實施的任何行動或事宜。

2. 本人明白本人接納期權要約將被視為構成本人向要約人母公司、要約人、瑞士銀行及雅士利作出保證，表示交回及放棄本表格所列雅士利期權數目(或倘無列明期權數目或所列的期權數目高於本人以雅士利期權持有人名義登記的數目，則就本人以雅士利期權持有人名義登記的全部雅士利期權而言)並不附有任何留置權、押記、產權負擔、優先購買權及任何其他性質的第三方權益，並確保該等期權可享有於截止日期或之後所附帶的一切權利。

3. 如按期權要約的條款本人的接納為無效，則上文第1段所載的所有指示、授權及承諾均會終止。在此情況下，本人授權並要求閣下將本人已正式註銷的本表格連同雅士利期權證書(如適用)以平郵方式按上文第1(b)段所列地址寄予有關人士，如未有列明姓名及地址者，則按本人在雅士利的登記地址寄予本人，郵誤風險由本人承擔。

4. 本人茲附上本人所持全部/部分雅士利期權之有關雅士利期權證書(如適用)，交回閣下按照期權要約之條款及條件予以註銷。本人明白將不會就任何粉紅色接納表格及/或雅士利期權證書(如適用)獲發收訖通知書。本人亦明白所有文件將以平郵方式寄出，郵誤風險概由本人自行承擔。

5. 本人謹此向要約人母公司、要約人、瑞士銀行及雅士利保證及聲明，本人為本表格所列明雅士利期權數目的登記持有人，而本人有充分的權利、權力及授權透過接納期權要約交回該等雅士利期權以供註銷。

6. 本人向要約人母公司、要約人、瑞士銀行及雅士利保證，本人已遵守本人於雅士利期權持有人名冊所列地址所有適用法律及法規以及根據所有適用法律及法規獲允許接納期權要約及其任何修訂；而本人已取得任何所需政府、外匯管制或其他方面之同意，及作出所有必要手續或遵守監管或法律規定所規定之一切登記或存檔；且本人已支付本人就該接納應付之所有發行費、轉讓費或其他稅項或其他所需款項；而有關接納將根據一切適用法律及法規屬有效及具約束力。

7. 本人向要約人母公司、要約人、瑞士銀行及雅士利保證，本人須就支付關於本人接納期權要約應付之任何轉讓費或其他稅項或徵費承擔全部責任。

8. 本人明白除綜合文件及本粉紅色接納表格指明者外，所有特此作出的接納、指示、授權及承諾乃不可撤回。

9. 本人明白不會就任何接納及註銷表格獲發收訖通知。

## PERSONAL DATA

### Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of the Offeror Parent, the Offeror, UBS and Yashili and in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance").

#### 1. Reasons for the collection of your personal data

To accept the Option Offer for your Yashili Option(s), you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed. It may also prevent or delay the despatch of the consideration to which you are entitled under the Option Offer.

#### 2. Purposes

The personal data which you provide on this PINK Form of Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification of compliance with the terms and application procedures set out in this PINK Form of Acceptance and the Composite Document;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror Parent, the Offeror and/or Yashili and/or their respective agents, officers and advisers;
- establishing benefit entitlements of the Yashili Optionholders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements;
- any other purpose in connection with the business of the Offeror Parent, the Offeror and Yashili; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror Parent and/or the Offeror and/or Yashili and/or UBS to discharge its obligations to the Yashili Optionholders and/or under applicable regulations, and other purpose to which the Yashili Optionholders may from time to time agree to or be informed of.

#### 3. Transfer of personal data

The personal data provided in this PINK Form of Acceptance will be kept confidential but the Offeror Parent and/or the Offeror and/or UBS and/or Yashili may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- the Offeror Parent, the Offeror, UBS, Yashili and/or any of their agents, officers and advisers;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror Parent and/or the Offeror and/or UBS and/or Yashili;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants or licensed securities dealers or registered institution in securities; and
- any other persons or institutions whom the Offeror Parent and/or the Offeror and/or UBS and/or Yashili considers to be necessary or desirable in the circumstances.

#### 4. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether the Offeror Parent and/or the Offeror and/or UBS and/or Yashili hold your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, the Offeror Parent and/or the Offeror and/or UBS and/or Yashili 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 Offeror Parent, the Offeror, UBS or Yashili (as the case may be).

**BY SIGNING THIS PINK FORM OF ACCEPTANCE, YOU AGREE TO ALL OF THE ABOVE.**

## 個人資料

### 收集個人資料聲明

本收集個人資料聲明旨在知會閣下有關於要約人母公司、要約人、瑞士銀行及雅士利及有關個人資料及香港法例第486章個人資料(私隱)條例(「該條例」)之政策及慣例。

#### 1. 收集閣下個人資料之原因

倘閣下欲就閣下之雅士利期權而接納期權要約，則閣下須提供所需之個人資料，若未能提供所需資料，可能會導致閣下之接納申請被拒或受到延誤。這亦可能妨礙或延遲寄發閣下根據期權要約應得之代價。

#### 2. 用途

閣下於本粉紅色接納表格提供之個人資料可能會用作、持有及/或保存(以任何方式)作下列用途：

- 處理閣下之雅士利接納申請及核實遵循本粉紅色接納表格及綜合文件載列之條款及申請手續；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 發佈要約人母公司、要約人及/或雅士利及/或彼等各自之代理、高級職員及顧問之通訊；
- 確立雅士利期權持有人之獲益權利；
- 按法例、規則或規例規定(無論法定或其他規定)作出披露；
- 披露有關資料以方便進行權益申索；
- 有關要約人母公司、要約人及雅士利業務之任何其他用途；及
- 有關上述任何其他臨時或關連用途及/或令要約人母公司及/或要約人及/或雅士利及/或瑞士銀行得以履行其對雅士利期權持有人及/或適用法規項下之責任，以及雅士利期權持有人可能不時同意或知悉之其他用途。

#### 3. 轉交個人資料

本粉紅色接納表格提供之個人資料將會保密，惟要約人母公司及/或要約人及/或瑞士銀行及/或雅士利為達致上述或有關任何上述之用途，可能作出彼等認為必需之查詢，以確認個人資料之準確性，尤其彼等可能向或自下列任何及所有人士及實體披露、獲取、轉交(無論在香港境內或香港境外地區)該等個人資料：

- 要約人母公司、要約人、瑞士銀行、雅士利及/或其任何代理、高級職員及顧問；
- 為要約人母公司及/或要約人及/或瑞士銀行及/或雅士利提供行政、電訊、電腦、付款或其他服務之任何代理、承包商或第三方服務供應商；
- 任何監管或政府機構；
- 與閣下進行交易或建議進行交易之任何其他人士或機構，例如閣下之銀行、律師、會計師或持牌證券交易商或註冊證券機構；及
- 要約人母公司及/或要約人及/或瑞士銀行及/或雅士利認為必需或適當情況下之任何其他人士或機構。

#### 4. 獲取及更正個人資料

根據該條例之規定，閣下可確認要約人母公司及/或要約人及/或瑞士銀行及/或雅士利是否持有閣下之個人資料，獲取該資料副本，以及更正任何錯誤資料。依據該條例之規定，要約人母公司及/或要約人及/或瑞士銀行及/或雅士利可就獲取任何資料之請求收取合理之手續費。獲取資料或更正資料或獲取有關政策及慣例及所持資料類型之資料之所有請求，須提交予要約人母公司、要約人、瑞士銀行或雅士利(視乎情況而定)。

閣下一經簽署本粉紅色接納表格即表示同意上述所有條款。