

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**此乃要件，請即處理**

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本表格任何方面或應採取之行動有任何疑問，應諮詢閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

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**Youyuan International Holdings Limited**  
**優源國際控股有限公司**

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

(Stock Code: 2268)  
(股份代號: 2268)

**FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2014**

**SCRIP SHARE — ELECTION FORM**  
**截至 2014 年 12 月 31 日止年度之末期股息**

代息股份 — 選擇表格

**THIS FORM IS NOT TRANSFERABLE**  
**本表格不可轉讓**

IF YOU WISH TO RECEIVE THE FINAL DIVIDEND OF HK\$0.08 PER SHARE OF YOUYUAN INTERNATIONAL HOLDINGS LIMITED (THE "COMPANY") FOR THE YEAR ENDED 31 DECEMBER 2014 (THE "2014 FINAL DIVIDEND") WHOLLY IN CASH, YOU NEED NOT COMPLETE THIS FORM.

如閣下擬以現金收取優源國際控股有限公司(「本公司」)截至 2014 年 12 月 31 日止年度之末期股息每股港幣 0.08 元(「2014 年末期股息」)，則毋須填寫本表格。

IF YOU WISH TO RECEIVE NEW SHARES OF THE COMPANY CREDITED AS FULLY PAID (THE "NEW SHARES") FOR THE 2014 FINAL DIVIDEND EITHER IN WHOLE OR IN PART, YOU MUST COMPLETE THIS FORM AND RETURN IT TO COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG **NOT LATER THAN 4:30 P.M. (HONG KONG TIME) ON TUESDAY 2 JUNE 2015.**

如閣下欲全部或部分之 2014 年末期股息選擇收取本公司人賬列作已繳足新股份(「新股」)，務必須於本表格並於 2015 年 6 月 2 日(星期二)下午 4 時 30 分前交回本公司的股份過戶登記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。

<b>BOX A</b> 甲欄	<b>NAME(S) AND ADDRESS OF REGISTERED SHAREHOLDER(S)</b> 登記股東之姓名及地址

<b>BOX B</b> 乙欄	<b>NUMBER OF SHARES HELD ON RECORD DATE 18 May 2015</b> 在記錄日期(即 2015 年 5 月 18 日)持有之股份數目
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**ELECTION FOR NEW SHARES IN RESPECT OF THE 2014 FINAL DIVIDEND ON THE WHOLE OR PART OF YOUR REGISTERED HOLDING OF SHARES**  
**就閣下登記持有之全部或部分股份之 2014 年末期股息選擇收取新股**

IF YOU ELECT TO RECEIVE NEW SHARES IN LIEU OF THE CASH DIVIDEND OF HK\$0.08 PER SHARE FOR THE WHOLE OR PART OF YOUR REGISTERED SHARE HOLDING OF SHARES, PLEASE INSERT IN BOX C THE NUMBER OF SHARES IN YOUR NAME(S) IN RESPECT OF WHICH YOU ELECT TO RECEIVE NEW SHARES.

如閣下就名下之全部或部分已登記股份選擇收取新股以代替每股港幣 0.08 元之現金股息，請於丙欄內填上選擇收取新股之閣下名下股份數目。

<b>BOX C</b> 丙欄	<b>NUMBER OF SHARES IN YOUR NAME IN RESPECT OF WHICH YOU WISH TO RECEIVE NEW SHARES IN LIEU OF THE CASH DIVIDEND OF HK\$0.08 PER SHARE</b> 閣下欲選擇收取新股代替每股港幣 0.08 元現金股息之閣下名下股份數目
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NOTE: 1. IF YOU SIGN THIS FORM BUT DO NOT SPECIFY THE NUMBER OF SHARES IN RESPECT OF WHICH YOU WISH TO RECEIVE NEW SHARES IN LIEU OF THE CASH DIVIDEND OR IF YOUR SPECIFIED NUMBER OF SHARES IS GREATER THAN YOUR REGISTERED HOLDING ON THE RECORD DATE, THEN IN EITHER CASE YOU WILL BE DEEMED TO HAVE EXERCISED YOUR ELECTION FOR NEW SHARES IN LIEU OF THE CASH DIVIDEND IN RESPECT OF ALL THE SHARES REGISTERED IN YOUR NAME.

2. IF AN ELECTION TO RECEIVE THE 2014 FINAL DIVIDEND BY WAY OF NEW SHARES WOULD OTHERWISE RESULT IN A SHAREHOLDER BECOMING OBLIGED TO MAKE A MANDATORY OFFER IN RESPECT OF THE COMPANY UNDER THE CODE ON TAKEOVERS AND MERGERS, THE AMOUNT OF THE 2014 FINAL DIVIDEND ELECTED BY THE SHAREHOLDER TO BE RECEIVED IN THE FORM OF NEW SHARES SHALL BE REDUCED TO THE EXTENT NECESSARY TO ENSURE THAT THE ELECTION DOES NOT RESULT IN THE SHAREHOLDER BECOMING OBLIGED TO MAKE A MANDATORY OFFER IN RESPECT OF THE COMPANY. THE ELECTION SHALL BE DEEMED TO BE AN ELECTION TO RECEIVE THE REDUCED AMOUNT OF THE 2014 FINAL DIVIDEND IN THE FORM OF NEW SHARES AND THE REMAINING BALANCE OF THE RELEVANT SHAREHOLDER'S 2014 FINAL DIVIDEND SHALL BE PAID IN CASH.

附註：1. 如閣下簽署本表格但未有列明閣下有意收取新股以代替現金股息之有關股份數目，或閣下所列明收取新股以代替現金股息之有關股份數目超過閣下於記錄日期已登記持有之股份數目，則在此任何一種情況下，閣下將被視為已就閣下名義登記之全部股份僅選擇收取新股。

2. 如因選擇以新股的方式收取 2014 年末期股息，導致股東有責任須根據《公司收購及合併守則》向本公司提出強制要約，則股東所選擇以新股的方式收取的 2014 年末期股息的數目將會減低以確保該股東的選擇不會導致其有責任向本公司提出強制要約。其選擇將被視為選擇以新股的方式收取已被減少的數目的 2014 年末期股息，而該股東就 2014 年末期股息的餘額將以現金方式支付。

TO: THE BOARD OF DIRECTORS OF YOUYUAN INTERNATIONAL HOLDINGS LIMITED  
致：優源國際控股有限公司董事局

I/WE, THE UNDERSIGNED AND ABOVE-NAMED SHAREHOLDER(S), HEREBY GIVE NOTICE THAT THE 2014 FINAL DIVIDEND FOR THE SHARES REGISTERED IN MY/OUR NAME(S) SHOULD BE PAID IN NEW SHARES IN FULL OR IN PART IN ACCORDANCE WITH THE IRREVOCABLE INSTRUCTIONS GIVEN ABOVE, SUBJECT TO THE TERMS AND CONDITIONS SET OUT IN THE CIRCULAR DATED 19 MAY 2015 (THE "CIRCULAR") AND THE ARTICLES OF ASSOCIATION OF THE COMPANY.

本人/吾等為簽署人及上列之股東，茲通知本人/吾等名下登記之股份所應收取 2014 年末期股息，應根據上述不可撤回之指示及在日期為 2015 年 5 月 19 日之通函(「通函」)所載條款及條件及本公司組織章程細則的規則下，全部或部分以新股支付。

(1)..... (2)..... (3)..... (4).....  
(USUAL SIGNATURE(S) 慣用之簽名)

TEL. NO. 電話號碼: ..... DATE 日期: .....2015

NOTES: (i) IN THE CASE OF JOINT HOLDERS, ALL MUST SIGN.  
附註：如屬聯名持有者，所有聯名持有者均須簽署。  
(ii) IN THE CASE OF A CORPORATION, THIS FORM SHOULD BE SIGNED ON ITS BEHALF BY A DULY AUTHORISED REPRESENTATIVE, WHOSE OFFICE SHOULD BE STATED.  
如屬公司，則本表格須由正式授權代表簽署，並須註明簽署人之職銜。

THIS FORM IS FOR THE USE OF THE SHAREHOLDER(S) NAMED IN BOX A ONLY AND MUST BE SIGNED BY THE SHAREHOLDER(S) TO RENDER THIS FORM VALID. THIS FORM SHOULD BE READ IN CONJUNCTION WITH THE CIRCULAR. NO ACKNOWLEDGEMENT OF RECEIPT OF THIS FORM WILL BE ISSUED. IF YOU ARE NOT ELIGIBLE TO ELECT NEW SHARES INSTEAD OF CASH DIVIDENDS, YOU SHOULD NOT COMPLETE THIS FORM AND, IF YOU DO SO, THIS FORM WILL BE VOIDED AND HAVE NO EFFECT. THE DECISION OF THE COMPANY IN ANY DISPUTE RELATING TO THE SCRIP DIVIDEND SCHEME (AS DEFINED IN THE CIRCULAR) SHALL BE CONCLUSIVE AND BINDING.

本表格只供甲欄所指定之股東使用，並須由該(等)股東簽署方為有效。本表格應與通函一併參閱。本公司不會就本表格發出認收通知書。如閣下不符合資格選擇以新股代替現金股息，不應填寫本表格，即使填寫，本表格亦告作廢及無效。本公司就任何與以股代息計劃(定義見通函)有關之爭議所作出的決定將不可推翻及具有約束力。

SHARE CERTIFICATE(S) AND/OR DIVIDEND WARRANT(S) IN RESPECT OF THE 2014 FINAL DIVIDEND WILL BE SENT BY ORDINARY MAIL ON OR ABOUT FRIDAY, 12 JUNE 2015 TO THE SHAREHOLDER(S) AT THEIR OWN RISK TO THE ADDRESS ABOVE OR, IN CASE OF DIVIDEND WARRANT(S) IN ACCORDANCE WITH STANDING INSTRUCTIONS (IF ANY). 有關 2014 年末期股息的股票及/或股息單將以平郵方式按上述地址，於 2015 年 6 月 12 日(星期五)或相近日子寄予股東，郵誤風險由股東承擔。股息單將按股東所發出之經常性指示(如有)處理。

FAILURE TO COMPLETE, SIGN AND RETURN THIS FORM BY THE ABOVEMENTIONED TIME WILL RESULT IN YOUR 2014 FINAL DIVIDEND BEING MADE IN FORM OF CASH.  
如閣下於上述時間前未有填寫、簽署及交回本表格，則閣下之 2014 年末期股息將以現金派付。