

CHINA HUIZHAN DAIRY HOLDINGS COMPANY LIMITED
(Incorporated in the Cayman Islands with limited liability)
(the “Company”)

Procedures for shareholders to propose a person for election as a director

1. The procedures for the shareholders of the Company (the “Shareholders”) to propose a person for election as a director of the Company (a “Director”) are generally governed by the provisions of the Company’s articles of association, the Companies Law of the Cayman Islands (the “Companies Law”) and applicable laws, rules and regulations.
2. Subject to the provisions of the Company’s articles of association and the Companies Law, the Company may by ordinary resolution elect any person to be a Director, but the total number of Directors shall, according to article 99(1) of the Company’s articles of association, not less than 3 unless otherwise determined by the Company in general meeting. Candidates for election as a Director are proposed by separate ordinary resolutions put forward for Shareholders’ consideration at general meetings either to fill a casual vacancy on the board (the “Board”), or as an addition to the existing Board of Directors. At least one-third, or three members, of the Board, whichever is greater, shall be Independent Non-Executive Directors, i.e. Directors who are considered to be independent in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time (the “Listing Rules”).
3. Pursuant to article 105 of the Company’s articles of association, no person, other than a Director of the Company retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or the registered office of the Company provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgement of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.
4. General meetings shall be convened on the written requisition of any two or more Shareholders deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the head office or the registered office of the Company specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date

of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

5. General meetings may also be convened on the written requisition of any one Shareholder which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the head office or the registered office of the Company specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Directors do not within 21 days from the date of deposit of a requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all expenses reasonably incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
6. The nomination committee is mandated to review the structure, size, composition and diversity (including gender, age, cultural and educational background, ethnicity, skills, knowledge and experience) of the Board at least annually, and to identify and, in accordance with the nomination policy, nominate suitable candidates for the Board's consideration and recommendation to the Shareholders for consideration.
7. In the selection process, the nomination committee makes reference to criteria including, inter alia:
 - (i) reputation for integrity, accomplishment and experience in the relevant industry;
 - (ii) professional and educational background; and
 - (iii) potential time commitment for the board/committee responsibilities,as a good corporate governance practice, every Director/nomination committee member abstains from voting on the proposition of himself/herself for election by the Shareholders.
8. To enable the Shareholders to make an informed decision on their election at a general meeting, the names of all candidates submitted for election or re-election as a Director of the Company together with his/her biographical details as set out in rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the past 3 years and other major appointments) are set out in a circular to be sent to the Shareholders of the Company prior to the meeting.