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香港交易及結算有限公司、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購股權要約接納表格的內容概不負責，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購股權要約接納表格全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

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

閣下如欲接納購股權要約，請使用本粉紅色接納表格。

Unless the context otherwise requires, all words and expressions used in this PINK Form of Option Offer Acceptance shall bear the same meanings as defined in the offer document and the offeree board circular dated 14 February 2017 (the "Composite Document") jointly issued by China Mengniu Dairy Company Limited and China Modern Dairy Holdings Ltd. (the "Company"). 除文義另有所指外，本粉紅色購股權要約接納表格所用全部詞語及詞彙與中國蒙牛乳業有限公司及中國現代牧業有限公司(「本公司」)於二零一七年二月十四日聯合刊發的綜合要約文件及受要約人董事會通函(「綜合文件」)內所界定者具有相同涵義。



现代牧业

**CHINA MODERN DAIRY HOLDINGS LTD.**

中國現代牧業控股有限公司\*

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

(Stock Code: 1117)

(股份代號: 1117)

**PINK FORM OF ACCEPTANCE AND CANCELLATION OF OPTIONS GRANTED BY CHINA MODERN DAIRY HOLDINGS LTD.**

中國現代牧業控股有限公司所授出的購股權的粉紅色接納及註銷表格

To be completed in full 每項均須填寫

To: The company secretary, China Modern Dairy Holdings Ltd.  
Unit 2402, 24/F, Alliance Building, 130-136 Connaught Road Central, Sheung Wan, Hong Kong  
致: 中國現代牧業有限公司的公司秘書  
香港上環干諾道中130-136號誠信大廈24樓2402室

**FOR THE CONSIDERATION** stated below, the Optionholder named below hereby accepts the Option Offer and agrees to the surrender for cancellation of the number of Option(s) specified below, upon and subject to the terms and conditions contained herein and in the accompanying Composite Document.  
下述購股權持有人謹此按下列代價接納購股權要約並同意交回下列數目的購股權以供註銷，惟須遵守本表格及隨附的綜合文件內的條款及條件。

Options granted under the Option Schemes (the "Option") 根據購股權計劃獲授予的購股權(「購股權」)	Exercise price per Share (HK\$) 每股行使價(港元)	Number of Options under the relevant date of grant that you wish to tender for acceptance under the Option Offer (if applicable) 閣下欲提交有關授出日期下的購股權以接納購股權要約的購股權數目(如適用者)	
		FIGURES 數目	WORDS 大寫
Granted under the Management Option Scheme 根據管理層購股權計劃獲授予	0.86		
Granted under the Share Option Scheme I 根據購股權計劃I獲授予	2.89		
Granted under the Share Option Scheme II 根據購股權計劃II獲授予	3.38		
	2.83		
Granted under the Share Option Scheme III 根據購股權計劃III獲授予	1.52		
	1.71		
Details of Optionholder 購股權持有人資料	Family name(s) 姓氏	Forename(s) 名字	
	Address 地址	Telephone number 電話號碼	
Consideration 代價	Your choice of the currency in which the payment of the consideration is to be made (please circle):  Hong Kong dollars  /  U.S. dollars  閣下請選擇收取代價款項的貨幣 (請圈出適用者):  港元  /  美元	HK\$1.08 or US\$0.14 in cash for each Option granted under the Management Option Scheme at the exercise price of HK\$0.86 per Share 根據管理層購股權計劃獲授予行使價每股股份0.86港元的每份購股權，為現金1.08港元或0.14美元	
		HK\$0.0001 or US\$0.000013 in cash for each Option granted under the Share Option Scheme I at the exercise price of HK\$2.89 per Share 根據購股權計劃I獲授予行使價每股股份2.89港元的每份購股權，為現金0.0001港元或0.000013美元	
		HK\$0.0001 or US\$0.000013 in cash for each Option granted under the Share Option Scheme II at the exercise price of HK\$3.38 per Share 根據購股權計劃II獲授予行使價每股股份3.38港元的每份購股權，為現金0.0001港元或0.000013美元	
		HK\$0.0001 or US\$0.000013 in cash for each Option granted under the Share Option Scheme II at the exercise price of HK\$2.83 per Share 根據購股權計劃II獲授予行使價每股股份2.83港元的每份購股權，為現金0.0001港元或0.000013美元	
		HK\$0.42 or US\$0.05 in cash for each Option granted under the Share Option Scheme II at the exercise price of HK\$1.52 per Share 根據購股權計劃II獲授予行使價每股股份1.52港元的每份購股權，為現金0.42港元或0.05美元	
		HK\$0.23 or US\$0.03 in cash for each Option granted under the Share Option Scheme III at the exercise price of HK\$1.71 per Share 根據購股權計劃III獲授予行使價每股股份1.71港元的每份購股權，為現金0.23港元或0.03美元	

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017  
日期: 二零一七年\_\_\_\_\_月\_\_\_\_\_日

Signed by the Optionholder in the presence of:  
購股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 witness  
見證人簽署

Address of witness  
見證人地址

Occupation of witness  
見證人職業

Signature of the Optionholder  
購股權持有人簽署

Note: Insert the total number of Options for which the Option Offer is accepted. If no number is inserted on this PINK Form of Option Offer Acceptance and you have signed this PINK Form of Option Offer Acceptance, this PINK Form of Option Offer Acceptance will be returned to you for correction and resubmission. Any corrected PINK Form of Option Offer Acceptance must be resubmitted and received by the company secretary of China Modern Dairy Holdings Ltd. by not later than 4:00 p.m. on the Offer Closing Date or the subsequent closing date as Mengniu may determine and announce in compliance with the Takeovers Code and approved by the Executive. If a number in excess of your holding of the Options is inserted on this PINK Form of Option Offer Acceptance and you have signed this PINK Form of Option Offer Acceptance, you will be deemed to have accepted the Option Offer for your entire holding of Options.

If no election is made as to the currency in which the payment of the consideration (the Optionholder's) is/are entitled to be made, such payment will be made in Hong Kong dollars. Optionholders are reminded to exercise caution when electing payment in U.S. dollars, in particular, with respect to their ability to receive U.S. dollars in payment or to deposit U.S. dollar cheques into their bank accounts. Accepting Optionholders are encouraged to consult their stockbrokers and/or banks if in doubt.  
附註: 請填上接納購股權要約的購股權總數。倘並無於本粉紅色購股權要約接納表格填上數目，且閣下已簽署本粉紅色購股權要約接納表格，則本粉紅色購股權要約接納表格將退回予閣下進行修改及重新遞交。任何經修正的粉紅色購股權要約接納表格必須於要約截止日期下午四時正前或蒙牛可能釐定及根據收購守則宣佈並獲執行人員批准的其後截止日期重新遞交及送達中國現代牧業控股有限公司的公司秘書。倘於本粉紅色購股權要約接納表格所填數目超過閣下所持購股權數目，且閣下已簽署本粉紅色購股權要約接納表格，則閣下將被視為就名下全部所持購股權接納購股權要約。倘購股權持有人未有選擇收取代價款項的貨幣，則有關款項將以港元支付。購股權持有人選擇以美元收取款項時務請審慎行事，特別是彼等以美元收取款項或向彼等的銀行賬戶存入美元支票的資格。接納購股權持有人如有疑問，應諮詢彼等的股票經紀及/或銀行。

\* For identification purposes only  
\* 僅供識別

本粉紅色購股權要約接納表格乃重要文件，請即處理。

閣下如對本粉紅色購股權要約接納表格的任何方面或應採取的行動有任何疑問，應諮詢閣下的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。

瑞士銀行及星展代表蒙牛提出購股權要約。向地址(誠如本公司購股權持有人名冊所示)位於香港境外的購股權持有人提出購股權要約或會受到有關司法權區的法例影響。倘閣下為海外購股權持有人，閣下應自行了解及遵守所有適用法律及監管規定。閣下如欲接納購股權要約，須自行信納全面遵守有關司法權區就此有關的相關法律及法規，包括但不限於獲得一切所需的政府、外匯管制或其他同意及任何登記或存檔，並遵守一切所需手續、監管及/或法律規定。閣下須就接納購股權要約的任何稅項及徵費負全責。蒙牛、瑞士銀行、星展、本公司、彼等各自的任何董事及專業顧問及所有涉及購股權要約的人士以及任何彼等各自的代理人均有權獲全面彌償保證及毋須就閣下可能須付的任何稅項及徵費承擔任何責任。閣下接納購股權要約，即構成閣下向蒙牛、瑞士銀行、星展及本公司保證閣下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購股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的政府、外匯管制或其他同意及辦妥一切所需的登記及存檔，並已支付閣下於任何相關司法權區就有關接納而應付的所有稅項及徵費或其他所需款項；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。閣下決定是否接納購股權要約時應諮詢專業意見。

本粉紅色購股權要約接納表格應與隨附的綜合文件一併閱讀。

#### 本粉紅色購股權要約接納表格的填寫方法

購股權要約僅於股份要約成為或被宣佈為無條件後，方可作實。購股權持有人於填寫本粉紅色購股權要約接納表格前，務請先閱讀綜合文件。閣下如欲接納瑞士銀行及星展代表蒙牛所作出的購股權要約，以註銷閣下的購股權，應填妥並簽署本粉紅色購股權要約接納表格背頁，並將整份表格，連同就閣下所持的所有或部分購股權(如適用)不少於閣下擬接納購股權要約的購股權數目的有關證書(如適用)及/或其他所有權證明文件(及/或任何就此所需的一份或多份令人信納的任何彌償保證書)一併以郵寄或專人送交方式，送達中國現代牧業控股有限公司的公司秘書，地址為香港上環干諾道中130-136號誠信大廈24樓2402室，惟無論如何不得遲於二零一七年三月七日(星期二)下午四時正(香港時間)，或蒙牛可能根據收購守則所釐定及公佈的有關較後時間及/或日期。綜合文件附錄一的條文已載入並構成本粉紅色購股權要約接納表格的一部分。

#### 購股權要約的粉紅色購股權要約接納表格

致：蒙牛、瑞士銀行及星展

- 本人一經簽立本粉紅色購股權要約接納表格，本人的繼承人及承讓人將受此約束，並表示：
  - 本人不可撤回地就本粉紅色購股權要約接納表格上所註明的購股權數目，按照及根據綜合文件及本粉紅色購股權要約接納表格所述的代價及受其條款及條件所規限，接納綜合文件所載由瑞士銀行及星展代表蒙牛提出的購股權要約，或倘指定購股權數目較本人/吾等持有的購股權數目為多，則接納本人/吾等以持有人名義登記持有的有關數目購股權；
  - 本人不可撤回地指示並授權各蒙牛、瑞士銀行、星展及/或彼等各自的代理人，將本人根據購股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，並於要約成為或被宣佈為無條件且本公司接獲一切有關文件致使購股權要約項下的接納為完整及有效之日起計七個營業日內，以平郵方式寄至本公司在香港的公司秘書(地址為香港上環干諾道中130-136號誠信大廈24樓2402室)以供領取，郵誤風險概由本人自行承擔；
  - 本人承諾於必要或適當時簽署有關其他文件並作出有關行動及事宜，以進一步確保會註銷本人交回以供根據購股權要約註銷的購股權；及
  - 本人同意追認蒙牛及/或瑞士銀行及/或星展及/或本公司及/或彼等各自的代理人或其行使本表格所載的任何權利時可能指定的任何一名或多名有關人士可能作出或使之生效的每項行動或事宜。
- 本人明白本人接納購股權要約將被視為構成本人向蒙牛、瑞士銀行、星展及本公司作出保證，(i)表示交回及放棄本粉紅色購股權要約接納表格所列購股權數目(或倘所列的購股權數目高於本人以購股權持有人名義登記的數目，則就本人以購股權持有人名義登記的全部有關購股權而言)並不附有一切第三方權利，並確購股權可享有附帶的於作出購股權要約日期(即寄發綜合文件的日期)起生效的一切權利；及(ii)本人並無採取或遺漏採取任何行動而將引致或可能引致蒙牛、瑞士銀行、星展、本公司或任何其他人士違反任何司法權區與購股權要約有關的法律或監管規定，且本人根據所有適用法例及法規獲准收取及接納購股權要約(及其任何修訂)，而根據所有適用法例及法規，該接納為有效及具有約束力。
- 如按購股權要約的條款，本人的接納無效，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已正式註銷的本粉紅色購股權要約接納表格連同有關購股權證書(如適用)，以平郵方式寄給在上文第1(b)段所列本公司辦事處地址的有關人士，以交還本人，郵誤風險概由本人自行承擔。
- 本人茲附上本人所持全部/部分並按照購股權要約的條款及條件交回以供註銷的購股權的有關購股權證書(如適用)。本人明白將不會就任何粉紅色購股權要約接納表格及/或購股權證書(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。
- 本人向蒙牛、瑞士銀行、星展及本公司保證及聲明，本人為本粉紅色購股權要約接納表格所列明購股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購股權要約交回購股權以供註銷。
- 本人向蒙牛、瑞士銀行、星展及本公司保證，本人已遵守本人於本公司購股權持有人登記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購股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的同意，及作出所有必要手續或遵守監管及/或法律規定所規定的一切登記或存檔；且本人已支付本人就有關接納應付的所有稅項及徵費或其他所需款項；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。
- 本人向蒙牛、瑞士銀行星展及本公司保證，本人須就支付關於本人接納購股權要約應付的任何稅項及徵費承擔全部責任。
- 本人明白除綜合文件及本粉紅色購股權要約接納表格指明者外，所有就此作出的接納、指示、授權及承諾乃不可撤回。
- 本人明白不會就註銷任何購股權獲發確認通知。

## PERSONAL DATA

### Personal Information Collection Statement

This personal information collection statement informs you of the policies and practices of Mengniu, UBS, DBS and the Company in relation to personal data and 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 Options(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 to under the Option Offer. It is important that you should inform Mengniu and/or UBS and/or DBS and/or the Company immediately of any inaccuracies in the data supplied.

#### 2. Purposes

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

- processing of your acceptance and verification of compliance with the terms and application procedures set out in this PINK Form of Option Offer Acceptance and the Composite Document;
- registering the cancellation of the Options under your name;
- maintaining or updating the relevant register of holder(s) of the Option(s);
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- establishing your entitlements under the Option Offer;
- distributing communications from Mengniu and/or UBS and/or DBS and/or the Company or their respective agents, officers and advisers;
- establishing benefit entitlements of the Optionholder;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purpose in connection with the business of Mengniu, UBS, DBS or the Company; and
- any other incidental or associated purposes relating to the above and/or to enable Mengniu and/or UBS and/or DBS and/or the Company to discharge their obligations to the Optionholder and/or regulators and any other purposes to which the Optionholder may from time by time agree to or be informed of.

#### 3. Transfer of personal data

The personal data provided in this PINK Form of Option Offer Acceptance will be kept confidential but Mengniu and/or UBS and/or DBS and/or the Company 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:

- Mengniu, UBS, DBS, the Company and/or agent(s), officers and advisers;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to Mengniu and/or UBS and/or DBS and/or the Company, in connection with the operation of its business;
- the Stock Exchange, the SFC and any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, accountants or licensed securities dealers; and
- any other persons or institutions whom Mengniu and/or UBS and/or DBS and/or the Company 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 Mengniu and/or UBS and/or DBS and/or the Company hold(s) your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, Mengniu and/or UBS and/or DBS and/or the Company have the right to charge a reasonable fee for the processing of any data access requests. 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 Mengniu and/or UBS and/or DBS and/or the Company (as the case may be) at the respective addresses provided on this PINK Form of Option Offer Acceptance and/or the Composite Document.

**BY SIGNING THIS PINK FORM OF OPTION OFFER 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蒙牛、瑞士銀行、星展及本公司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」)的政策及慣例。

#### 1. 收集閣下個人資料的原因

如閣下欲就閣下的購股權而接納購股權要約，閣下須提供所需的個人資料。倘閣下未能提供所需資料，則可能導致閣下的接納不獲受理或有所延誤。這亦有可能妨礙或延遲寄發閣下根據購股權要約應得的代價。如所提供的資料有任何不準確，閣下須即時知會蒙牛及/或瑞士銀行及/或星展及/或本公司。

#### 2. 用途

閣下於本粉紅色購股權要約接納表格提供的個人資料可能會就下列用途加以運用、持有及/或以任何方式保存：

- 處理閣下的接納及核實遵循本粉紅色購股權要約接納表格及綜合文件載列的條款及申請手續；
- 登記以閣下名義的購股權註銷；
- 保存或更新有關購股權持有人的登記冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 確定閣下根據購股權要約有權取得的配額；
- 自蒙牛及/或瑞士銀行及/或星展及/或本公司或彼等各自的代理人、職員及顧問接收所發佈的通訊；
- 確定購股權持有人有權取得的受益配額；
- 按法例、規則或規例(無論法定或其他)規定作出披露；
- 披露有關資料以便索償或享有權益；
- 有關蒙牛、瑞士銀行、星展或本公司業務的任何其他用途；及
- 有關上文所述任何其他臨時或關連用途及/或以便蒙牛及/或瑞士銀行及/或星展及/或本公司履行彼等對購股權持有人及/或監管機構的責任及購股權持有人不時同意或知悉的任何其他用途。

#### 3. 轉交個人資料

本粉紅色購股權要約接納表格提供的個人資料將作為機密資料妥為保存，惟蒙牛及/或瑞士銀行及/或星展及/或本公司為達致上述或其中任何用途，可能作出其認為必需的有關查詢，以確認個人資料的準確性，尤其可向或自下列任何及所有人士及實體披露、獲取或轉交(無論在香港境內外)該等個人資料：

- 蒙牛、瑞士銀行、星展、本公司及/或代理人、職員及顧問；
- 向蒙牛及/或瑞士銀行及/或星展及/或本公司就其業務經營提供行政、電訊、電腦、付款或其他服務的任何代理人、承包商或第三方服務供應商；
- 聯交所、證監會及任何監管或政府機構；
- 與閣下進行交易或建議進行交易的任何其他人士或機構，例如銀行、律師、會計師或持牌證券交易商；及
- 蒙牛及/或瑞士銀行及/或星展及/或本公司認為必需或適當情況下的任何其他人士或機構。

#### 4. 存取及更正個人資料

根據該條例的規定，閣下有權確認蒙牛及/或瑞士銀行及/或星展及/或本公司是否持有閣下的個人資料，並獲取該資料副本，以及更正任何不正確資料。根據該條例的規定，蒙牛及/或瑞士銀行及/或星展及/或本公司可就處理獲取任何資料的要求收取合理手續費。存取資料或更正資料或獲取有關政策及慣例的資料，以及所持資料類別的所有要求，須提交至蒙牛及/或瑞士銀行及/或星展及/或本公司(視情況而定)在本粉紅色購股權要約接納表格及/或綜合文件載列的相關地址。

閣下一經簽署本粉紅色購股權要約接納表格，即表示同意上述所有條款。