

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



(Incorporated in Hong Kong with limited liability)

(Stock code: 345)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Board of Directors (the “Board”) of Vitasoy International Holdings Limited (the “Company”) announces that 2,120,000 share options are proposed to be granted (“Proposed Grant”) to Mr. Winston Yau-lai Lo, the Executive Chairman of the Company, under the share option scheme of the Company adopted on 4th September, 2002 (the “Share Option Scheme”) to subscribe for a total of 2,120,000 ordinary shares of HK\$0.25 each (each a “Share”) in the capital of the Company.

Pursuant to Rule 17.04 of the Listing Rules, where any grant of option(s) to a substantial shareholder or an independent non-executive director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of options must be separately approved by the independent shareholders in general meeting.

As Mr. Winston Yau-lai Lo is a Director and a substantial shareholder, the Proposed Grant falls within Rule 17.04 of the Listing Rules.

By resolutions in writing dated 24th June, 2010 signed by all Directors, including all Independent non-executive Directors (“Written Board Resolutions”), the Proposed Grant was approved subject to the independent shareholders’ approval at the Annual General Meeting to be held on 31st August, 2010. Pursuant to the Share Option Scheme, subject to the approval of the Proposed Grant by the independent shareholders at the Annual General Meeting, the date of the Board meeting approving the Proposed Grant shall be taken as the date of grant for the purpose of calculating the exercise price of the share options. Under the Articles of Association of the Company, a resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Thus, for the purpose of calculating the exercise price of the share options only, 24th June, 2010 shall be taken as the date of grant.

Subject to the approval of the independent shareholders at the Annual General Meeting, the Board will offer the share options to Mr. Winston Yau-lai Lo on the Proposed Date of Grant.

A summary of the Proposed Grant is set out below:-

- Proposed Date of Grant : 7th September, 2010
- Exercise price of share options granted : HK\$5.942 per Share, which represents the highest of (i) the closing price of HK\$5.93 per Share as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 24th June, 2010, being the date of the Written Board Resolutions; (ii) the average closing price of HK\$5.942 per Share as stated in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding 24th June, 2010, being the date of the Written Board Resolutions; and (iii) the nominal value of the Share.
- Number of share options granted : 2,120,000 share options
- Validity period of the Share Options : 10 years from 7th September, 2010 to 6th September, 2020
- Vesting condition : Subject to a vesting scale in tranches of 25% each per annum starting from the first anniversary and fully vested in the fourth anniversary of the Proposed Date of Grant.

A circular containing the details of the Proposed Grant to Mr. Winston Yau-lai Lo will be dispatched to the shareholders as soon as possible.

By Order of the Board
Winston Yau-lai LO
Executive Chairman

Hong Kong, 24th June, 2010

As at the date of this announcement, Mr. Winston Yau-lai Lo, Mr. Laurence P. Eisentrager and Mr. Eric Fat Yu are executive directors. Ms. Myrna Mo-ching Lo and Ms. Yvonne Mo-ling Lo are non-executive directors. Dr. The Hon. Sir David Kwok-po Li, Mr. Iain F. Bruce and Mr. Jan P. S. Erlund are independent non-executive directors.