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If you are in any doubt as to any aspect of this circular 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.

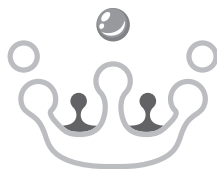
If you have sold or transferred all your Shares, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Radiant State Limited

(Incorporated in the British Virgin Islands with limited liability)

REQUISITION TO CONVENE AN EXTRAORDINARY GENERAL MEETING OF DAQING DAIRY HOLDINGS LIMITED (STOCK CODE: 1007)



Daqing Dairy Holdings Limited 大慶乳業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

BY RADIANT STATE LIMITED FOR APPOINTMENT OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of Daqing Dairy Holdings Limited (the "EGM") to be held at 22/F., World Wide House, Central, Hong Kong on Thursday, 5 September 2013 at 11:00 a.m. is set out on pages 8 to 9 of this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy enclosed with this circular in accordance with the instructions printed thereon and deposit the same to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

20 August 2013

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“Announcement”	the announcement dated 16 August 2013 in relation to the Requisition
“Articles”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company” or “Daqing”	Daqing Dairy Holdings Limited (Stock Code: 1007), a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 22/F., World Wide House, Central, Hong Kong on Thursday, 5 September 2013 at 11:00 a.m., for the purpose of considering and, if thought fit, approving, among other matters, the ordinary resolutions (1) to nominate (a) Mr. Ng Kwong Chue Paul as an executive Director; (b) Ms. Kou Mei In as the chairlady and a non-executive Director; (c) Mr. Sze Lin Tang as an independent non-executive Director; and (2) to authorize the Board to fix the remuneration of the Directors
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegates for the time being
“Group” or “Daqing Group”	Daqing and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 August 2013, being the latest practicable date for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Requisition”	a written requisition dated 17 July 2013 and issued by the legal representative of the Requisition Shareholder and delivered to the Company’s principal place of business in Hong Kong, requesting the Board to convene an extraordinary general meeting of the Company for the purpose of considering and, if thought fit, passing the resolutions proposed therein
“Requisition Shareholder”	Radiant State Limited, the controlling shareholder of the Company holding approximately 60.39% of the issued share capital of the Company as at the Latest Practicable Date
“Share(s)”	ordinary share(s) of HK\$0.00001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM RADIANT STATE LIMITED

Radiant State Limited

(Incorporated in the British Virgin Islands with limited liability)

Sole Director :
Mr. Kyan Su Lone

Registered Office :
Offshore Incorporations Limited
P.O. Box 957, Offshore Incorporations Centre
Road Town, Tortola, British Virgin Islands

Correspondence address in Hong Kong:
22/F., World Wide House, Central, Hong Kong

20 August 2013

To the Shareholders

Dear Sir or Madam,

**REQUISITION TO CONVENE
AN EXTRAORDINARY GENERAL MEETING OF
DAQING DAIRY HOLDINGS LIMITED (STOCK CODE: 1007)**



**Daqing Dairy Holdings Limited
大慶乳業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

BY

**RADIANT STATE LIMITED
FOR APPOINTMENT OF DIRECTORS
AND**

NOTICE OF EXTRAORDINARY GENERAL MEETING

(1) INTRODUCTION

Reference is made to the Announcement.

LETTER FROM RADIANT STATE LIMITED

The purpose of this circular is to provide all the Shareholders with further information on the proposed resolutions at the EGM to be held at 22/F., World Wide House, Central, Hong Kong on Thursday, 5 September 2013 at 11:00 a.m. and to give you the notice of the EGM at which the following ordinary resolutions will be proposed to consider and, if thought fit, to approve, among other matters:

- (1) to nominate:
 - (a) Mr. Ng Kwong Chue Paul as an executive Director;
 - (b) Ms. Kou Mei In as the chairlady and a non-executive Director;
 - (c) Mr. Sze Lin Tang as an independent non-executive Director; and
- (2) to authorize the Board to fix the remuneration of the Directors.

Pursuant to Article 58 of the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

As at the date of the Requisition, Radiant State Limited holds approximately 60.39% of the issued share capital of the Company, which meets the 10% shareholding requirement to convene an EGM under Article 58 of the Articles. After twenty-one (21) days from the date of the deposit of the Requisition, i.e. after 7 August 2013, the Board failed to provide any feedback and/or any information in respect of the said Requisition. Therefore, pursuant to Article 58 of the Articles, the Requisition Shareholder convenes the EGM.

(2) REASONS FOR THE PROPOSED APPOINTMENT OF DIRECTORS

Reference is made to the Announcement.

Particulars of the three proposed Directors are set out in Appendix to this circular for Shareholders' consideration.

Radiant State Limited believes that the proposed appointment of Directors will restore the corporate governance of the Company, strengthen the internal control and compliance and initiate the process of the resumption of trading of the Shares.

LETTER FROM RADIANT STATE LIMITED

(3) EGM AND VOTING ARRANGEMENT

The EGM will be held for considering and, if thought fit, passing the resolutions as set out in the notice of EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM, or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM, or any adjournment thereof, should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll (except for those relating purely to a procedural or administrative matter which may be voted on by a show of hands). Therefore, the chairman of the EGM will demand a poll for each and every resolution put forward at the EGM in accordance with the Articles. The poll results shall be deemed to be the resolutions of the general meeting in which the poll was demanded or required. Further announcement on the poll results of the EGM will be made in compliance with the Listing Rules.

(4) RECOMMENDATION

Radiant State Limited believes that the appointment of new Directors will be in the best interests of the Company and the Shareholders as a whole. Accordingly, Radiant State Limited recommends that all the Shareholders shall vote in favour of the resolutions set out in the notice of EGM.

Your attention is also drawn to the additional information set out in Appendix to this circular.

Yours faithfully,
For and on behalf of the Board of
Radiant State Limited
Kyan Su Lone
Sole Director

The Requisition Shareholder proposes to appoint the following Directors, whose particulars are as follows:

Mr. Ng Kwong Chue Paul

Mr. Ng Kwong Chue Paul (“**Mr. Ng**”), aged 43, holder of a bachelor degree in commerce from the University of Melbourne. Mr. Ng is a member of each of CPA Australia, Hong Kong Institute of Certified Public Accountants, Hong Kong Securities and Investment Institute and Hong Kong Investor Relations Association, and a fellow of The Hong Kong Institute of Directors. Mr. Ng has years of experience in audit, taxation and corporate finance gained from international accounting firms. In 2008, Mr. Ng was elected as the honorable president for Macao ASEAN International Chamber of Commerce and the honorable chairman for Fujian Province Shishi Yuhu Care Charity Association. Currently, Mr. Ng is an executive director, authorized representative and company secretary of JLF Investment Company Limited, a company listed on the Stock Exchange (Stock Code: 472) and was the co-founder and a non-executive director of China Innovation Investment Limited (Stock Code: 1217) from May 2006 to May 2013.

Save as disclosed in Mr. Ng’s particulars above, as at the Latest Practicable Date, Mr. Ng:

- (1) did not hold any positions in Daqing or in any other members of Daqing Group, nor any directorships in other listed public companies in the three years immediately preceding the Latest Practicable Date;
- (2) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of Daqing; and
- (3) did not hold any interests in the shares of Daqing within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Kou Mei In

Ms. Kou Mei In (“**Ms. Kou**”), aged 39, wife of Mr. Kyan Su Lone. Ms. Kou graduated with a bachelor degree in Economics from Sun Yat-Sen University in 2000. Ms. Kou has over 7 years’ experience in corporate management, real estate development and financial investment. Currently, Ms. Kou is the chairman of Chong Ou Seng Tourism Company Limited (中澳城旅遊有限公司), Golf-Time Property Company Limited (澳門高爾夫地產有限公司) and Jing Fu-Servicos De Recurso Humano Limitada (景福人力資源有限公司) and the general manager of Kyan International Holdings Company Limited (利得國際控股有限公司). Ms. Kou is also an executive director of Macao ASEAN International Chamber of Commerce, the honorary president of Ha Mun Friendship General Association of Macao and a member of The Chinese People’s Political Consultative Conference Xiamen Committee.

Save as disclosed in Ms. Kou's particulars above, as at the Latest Practicable Date, Ms. Kou:

- (1) did not hold any positions in Daqing or in any other members of Daqing Group, nor any directorships in other listed public companies in the three years immediately preceding the Latest Practicable Date;
- (2) did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of Daqing; and
- (3) did not hold any other interests in the shares of Daqing within the meaning of Part XV of the Securities and Futures Ordinance.

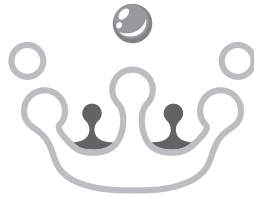
Mr. Sze Lin Tang

Mr. Sze Lin Tang (“**Mr. Sze**”), aged 42, is currently a director of a certified public accountants firm. Mr. Sze is a member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong and the Society of Chinese Accountants and Auditors. Mr. Sze has over 20 years of working experience in accounting, auditing and taxation sectors.

Save as disclosed in Mr. Sze's particulars above, as at the Latest Practicable Date, Mr. Sze:

- (1) did not hold any positions in Daqing or in any other members of Daqing Group, nor any directorships in other listed public companies in the three years immediately preceding the Latest Practicable Date;
- (2) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of Daqing; and
- (3) did not hold any interests in the shares of Daqing within the meaning of Part XV of the Securities and Futures Ordinance.

NOTICE OF EGM



Daqing Dairy Holdings Limited **大慶乳業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1007)

NOTICE OF EXTRAORDINARY GENERAL MEETING CONVENED BY RADIANT STATE LIMITED UPON REQUISITION

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Daqing Dairy Holdings Limited (the “**Company**”) will be held at 22/F., World Wide House, Central, Hong Kong on Thursday, 5 September 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

1. “THAT:

- (a) Mr. Ng Kwong Chue Paul be appointed as an executive director of the Company with immediate effect;
- (b) Ms. Kou Mei In be appointed as the chairlady and a non-executive director of the Company with immediate effect; and
- (c) Mr. Sze Lin Tang be appointed as an independent non-executive director of the Company with immediate effect.”

2. “THAT the board of directors of the Company be authorized to fix the directors’ remuneration.”

By Order of the Board of
Radiant State Limited
Kyan Su Lone
Sole Director

Hong Kong, 20 August 2013

NOTICE OF EGM

Registered office of Radiant State Limited:

Offshore Incorporations Limited
P.O. Box 957, Offshore Incorporations Centre
Road Town, Tortola, British Virgin Islands

Correspondence address of

Radiant State Limited in Hong Kong:
22/F., World Wide House, Central, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company, but must attend the meeting in person to represent the member.
2. To be valid, the form of proxy together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof.
3. Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any votes of shareholders at a general meeting must be taken by poll (except for those relating purely to a procedural or administrative matter which may be voted on by a show of hands). Therefore, the resolutions proposed at the meeting shall be voted by poll.

As at the date of this notice, the sole director of Radiant State Limited is Mr. Kyan Su Lone.