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## **AUSNUTRIA DAIRY CORPORATION LTD**

**澳優乳業股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1717)**

### **POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 11 MAY 2018**

The Board is pleased to announce that all the Resolutions as set out in the Notice of EGM were duly passed by the Shareholders by way of poll at the EGM held on 11 May 2018.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of extraordinary general meeting in relation to the discloseable and connected transaction (the “**EGM**”) of Ausnutria Dairy Corporation Ltd (the “**Company**”), both dated 12 April 2018. Capitalised terms used herein shall have the same meanings as defined in the Circular and the Notice of EGM unless the content otherwise requires.

#### **POLL RESULT OF THE EGM**

The Board is pleased to announce that at the EGM held at Bowen Room, 7th Floor, Conrad Hong Kong Hotel, Pacific Place, 88 Queensway, Hong Kong on 11 May 2018 at 10:30 a.m., all the ordinary resolutions (the “**Resolutions**”) as set out in the Notice of EGM were duly passed by the Independent Shareholders by way of poll.

As at the date of the EGM, there were a total of 1,256,061,530 Shares of HK\$0.10 each in issue. As stated in the Circular, two of the Beneficial Owners, who are the sole owners of Vendor A and Vendor C respectively, were required to abstain from voting on the Resolutions at the EGM. As at the date of the EGM, the two Beneficial Owners mentioned above hold 580,000 Shares in aggregate. Accordingly, a total of 1,255,481,530 Shares were held by the Shareholders who were entitled to attend and vote for or against the Resolutions at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

Shareholders and authorised proxies holding an aggregate of 913,872,421 Shares, representing approximately 72.7570% of the issued Shares and approximately 72.7906% of the issued Shares with voting rights, were present at the EGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM. The poll results of the Resolutions are as follow:

Ordinary Resolutions		Number of votes cast and approximate percentage to total number of votes cast	
		For	Against
1.	(a) To approve, confirm and ratify the conditional Sale and Purchase Agreement and the transactions contemplated thereunder.	913,871,421 (99.9999%)	1,000 (0.0001%)
	(b) To authorise any one Director to issue and allot the Consideration Shares in accordance with the terms of the Sale and Purchase Agreement.	913,871,421 (99.9999%)	1,000 (0.0001%)
	(c) To authorise any one Director to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he or she may in his or her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder.	913,871,421 (99.9999%)	1,000 (0.0001%)
2.	(a) To approve the issue and allotment of the Consideration Shares in the principal amount of HK\$400,870,000 at the issue price of HK\$5.00 per Consideration Share to the Vendors.	913,871,421 (99.9999%)	1,000 (0.0001%)
	(b) Subject to the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the Consideration Shares, to grant the Directors the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the Consideration Shares, on and subject to the terms and conditions of the Sale and Purchase Agreement, providing that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.	913,871,421 (99.9999%)	1,000 (0.0001%)

Ordinary Resolutions		Number of votes cast and approximate percentage to total number of votes cast	
		For	Against
(c)	To authorise any one Director to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he or she may in his or her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the issue and allotment of the Consideration Shares.	913,871,421 (99.9999%)	1,000 (0.0001%)

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed.

By order of the Board  
**Ausnutria Dairy Corporation Ltd**  
**Yan Weibin**  
*Chairman*

The People's Republic of China, 11 May 2018

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Yan Weibin (Chairman), Mr. Bartle van der Meer (Chief Executive Officer) and Ms. Ng Siu Hung; two non-executive Directors, namely Mr. Tsai Chang-Hai and Mr. Zeng Xiaojun; and three independent non-executive Directors, namely Ms. Ho Mei-Yueh, Mr. Jason Wan and Mr. Lau Chun Fai Douglas.*