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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)**

### **(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 10 OCTOBER 2018 AND (2) UPDATES IN RELATION TO THE SUBSCRIPTION**

#### **POLL RESULTS OF THE EGM**

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 10 October 2018.

#### **UPDATES IN RELATION TO THE SUBSCRIPTION**

Following the passing of resolution no. 1 at the EGM, condition precedent (vii) (details of the which are set out in the paragraph headed “Subscription Agreement – Conditions precedent” of the Circular) has been fulfilled accordingly. As informed by the Subscriber, it is expected the completion of the Subscription will be taken place in October 2018.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) in relation to the connected transaction, increase in authorised share capital and amendments to memorandum of association of Ausnutria Dairy Corporation Ltd (the “**Company**”), both dated 17 September 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 RESULTS OF THE EGM**

The Board is pleased to announce that at the EGM held at 8th Floor, Xin Da Xin Building A, No. 168 Huangxing Middle Road, Changsha City, Hunan Province, the PRC on 10 October 2018 at 10:00 a.m., all the resolutions (the “**Resolutions**”) as set out in the Notice of EGM were duly passed by the Independent Shareholders and the Shareholders by way of poll.

As at the date of the EGM, there were a total of 1,332,250,653 Shares of HK\$0.10 each in issue. As stated in the Circular, the Center Lab Group, the sole owner of Star Link and Aeolus Industry were required to abstain from voting on ordinary resolution no. 1 at the EGM. As the date of the EGM, the three parties mentioned above hold 548,153,272 Shares in aggregate. Save as disclosed above, no Shareholder was required to abstain from voting on the Resolutions proposed at the EGM. Accordingly, a total of 784,097,381 Shares were held by the Independent Shareholders who were entitled to attend and vote for or against ordinary resolution no. 1 at the EGM.

Shareholders and authorised proxies holding an aggregate of 1,006,223,792 Shares, representing approximately 75.53% of the issued Shares, and Independent Shareholders and authorised proxies holding an aggregate of 500,292,020 Shares, representing approximately 63.80% of the issued Shares held by the Independent Shareholders, were present 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 Listing Rules.

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:

<b>Resolutions</b>		<b>Number of votes cast and approximate percentage to total number of votes cast</b>	
		<b>For</b>	<b>Against</b>
<b>As Ordinary Resolutions</b>			
1.	(a) To approve, confirm and ratify the conditional Subscription Agreement and the transactions contemplated thereunder.	499,278,958 (99.7975%)	1,013,062 (0.2025%)
	(b) To authorise any one Director(s), 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/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.		
	(c) Subject to and conditional upon the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in the Subscription 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 Subscription Shares, on and subject to the terms and conditions of the Subscription 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.		

Resolutions		Number of votes cast and approximate percentage to total number of votes cast	
		For	Against
<b>As Ordinary Resolutions</b>			
2.	(a) To approve the authorised share capital of the Company be increased from HK\$150,000,000 divided into 1,500,000,000 Shares of HK\$0.10 each to HK\$300,000,000 divided into 3,000,000,000 Shares by the creation of an additional 1,500,000,000 new Shares.	1,004,161,697 (99.7951%)	2,062,095 (0.2049%)
	(b) To authorise any one or more of the Directors to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.		
<b>As Special Resolution</b>			
3.	(a) To approve the capital clause of the Memorandum of Association be amended to reflect the Increase in Authorised Share Capital by deleting the existing clause 8 of the Memorandum of Association and substituting therewith the following:  “8. The share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 of a nominal or par value of HK\$0.10 each.”.	1,004,161,697 (99.7951%)	2,062,095 (0.2049%)
	(b) To approve the amended and restated Memorandum of Association be filed with the Registrar of Companies to reflect the amendments.		

As more than 50% of the votes were cast in favour of ordinary resolutions no. 1 and 2, and more than 75% of the votes were cast in favour of special resolution no. 3, all the Resolutions were duly passed at the EGM.

#### **UPDATES IN RELATION TO THE SUBSCRIPTION**

Following the passing of resolution no. 1 at the EGM, condition precedent (vii) (details of the which are set out in the paragraph headed “Subscription Agreement – Conditions precedent” of the Circular) has been fulfilled accordingly. As informed by the Subscriber, it is expected the completion of the Subscription will be taken place in October 2018.

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

The PRC, 10 October 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.*