

*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.*



**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)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Ausuntria Dairy Corporation Ltd (the “Company”) will be held at 2:00 p.m. on 14 October 2011 at No.2 East Wangwang Road, Hexi, Changsha, Hunan Province, PRC to consider and, if thought fit, pass the following resolution as an ordinary resolution:

### **ORDINARY RESOLUTION**

**“THAT:**

- (A) the conditional share purchase agreement (the “**Acquisition Agreement**”) (a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) dated 19 July 2011 and entered into among Dutch Dairy Investments B.V., Participatiemaatschappij Heerenveen B.V., Manids B.V., Elbe B.V., Ausuntria Dairy (Dutch) Coöperatief U.A., the Company and Hyproca Dairy Group B.V. in relation to, among other things, the Share Purchase (as defined in the circular (the “**Circular**”) of the Company dated 23 September 2011, a copy of which has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) together with all transactions contemplated under the Acquisition Agreement be and are hereby approved;
- (B) conditional upon the Acquisition Agreement proceeding to completion in accordance with its terms and conditions, the directors (the “**Directors**”) of the Company be and are hereby authorised to allot and issue the Consideration Shares (as defined in the Circular) on the terms and conditions of the Acquisition Agreement; and
- (C) the Directors be and are hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Acquisition Agreement and all transactions contemplated

thereunder, and to agree to such variation, amendments or wavier or matters relating thereto (including any variation, amendments or waiver of such documents) as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By order of the board of directors of  
**Ausnutria Dairy Corporation Ltd**  
**Wu Yueshi**  
*Chairman*

Changsha, China, 23 September 2011

*Registered office*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*  
Room 2101  
Beautiful Group Tower  
77 Connaught Road Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney, must be deposited not less than 48 hours before the time appointed for the holding of the above meeting at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
3. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the above meeting if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of a poll.

*As at the date of hereof, the board of directors of the Company comprises four executive directors, namely Mr. Wu Yueshi, Mr. Yan Weibin, Mr. Chen Yuanrong and Ms. Ng Siu Hung, and three independent non-executive directors, namely Mr. Qiu Weifa, Mr. Jason Wan and Mr. Chan Yuk Tong.*