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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)

### **ANNOUNCEMENT**

#### **UPDATE ON THE PROPOSED TRANSACTION PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by Ausnutria Dairy Corporation Ltd (the “**Company**”) pursuant to Rule 3.7 of the Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”), the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the disclosure obligations under Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

References are made to the Company’s announcements (the “**Announcements**”) dated 18 September 2013, 17 October 2013 and 15 November 2013 in relation to the LOI entered into between the Vendors and the Purchaser on 17 September 2013 in respect of the Proposed Transaction. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Company wishes to update its shareholders that as at the date of this announcement, (i) the Purchaser has generally completed its due diligence work for the Proposed Transaction; (ii) the Purchaser has expressed its intention to discuss with the Vendors on the Proposed Transaction; and (iii) other than the LOI, no formal or legally binding agreement has been entered into among the Vendors and the Purchaser in respect of the Proposed Transaction.

Further announcement(s) setting out the progress of the Proposed Transaction will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code and on a monthly basis until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Proposed Transaction is made.

#### **SUSPENSION OF TRADING OF SHARES**

At the Company’s request, trading in the Shares was suspended from 9:00 a.m. on 29 March 2012, and will remain suspended until further notice.

**Shareholders and potential investors of the Company shall be aware that the LOI is non-legally binding. There is no assurance that any discussion mentioned in this announcement will either materialize or eventually be consummated, and the discussion in relation to the Proposed Transaction set out in the LOI may or may not proceed with and the terms of the Proposed Transaction are subject to negotiations between the parties to the LOI. As such, the discussion may or may not lead to the making of general offer for the Shares. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

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

Changsha City, the People's Republic of China, 13 December 2013

*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, one non-executive Director, namely Mr. Dai Li, and three independent non-executive directors, namely Mr. Qiu Weifa, Mr. Jason Wan and Mr. Chan Yuk Tong.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any such statement in this announcement misleading.*