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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)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Ausnutria Dairy Corporation Ltd (the “Company”) will be held at 8/F, XinDaXin Building A, 168 Huangxing Middle Road, Changsha, Hunan Province, the PRC on 6 December 2013 at 2:30 p.m. to consider and, if thought fit, pass the following resolution as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (A) the second shareholder loan agreement (the “**Second Shareholder Loan 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 1 November 2013 and entered into among Ausnutria Dairy (Dutch) Coöperatief U.A. (“**Ausnutria Dutch**”), as the lender, Ausnutria Hyproca B.V. (“**Ausnutria Hyproca**”), as the borrower, and Dutch Dairy Investments B.V. in respect of a loan in the principal amount of EURO 10 million granted by Ausnutria Dutch to Ausnutria Hyproca, together with all transactions contemplated under the Second Shareholder Loan Agreement be and are hereby approved, confirmed and ratified; and
- (B) the directors of the Company (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 Second Shareholder Loan Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver 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.”

2. “**THAT:**

- (A) the framework supply agreement (the “**Framework Supply Agreement**”) (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) dated 1 November 2013 and entered into between the Company, as the purchaser, and Ausnutria Hyproca, as the supplier, in respect of the procurement of paediatric milk formula products, together with all transactions contemplated under the Framework Supply Agreement and the proposed annual caps for the period from 1 November 2013 to 31 December 2013 and the two years ending 31 December 2015 for the transactions contemplated under the Framework Supply Agreement be and are hereby approved, confirmed and ratified; and
- (B) 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 Framework Supply Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver 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**  
**Yan Weibin**  
*Chairman*

Changsha, China, 18 November 2013

*Registered office:*  
Cricket Square  
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Cayman Islands

*Principal Place of Business in Hong Kong:*  
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77 Connaught Road Central  
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*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 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 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.*