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AUSNUTRIA DAIRY CORPORATION LTD

澳優乳業股份有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1717)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of Ausnutria Dairy Corporation Ltd (the “**Company**”) will be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Monday, 20 July 2015 at 11:00 a.m. to consider and, if thought fit, passing with or without amendments, the following resolution as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the conditional share purchase agreement which was entered into among the Company, Ausnutria Dairy (Dutch) Coöperatief U.A. (an indirect wholly-owned subsidiary of the Company) (“**Ausnutria (Dutch)**”), Dutch Dairy Investments B.V. (“**DDI**”), PMH Investment B.V., Manids B.V., Elbe B.V. and Ausnutria Hyproca B.V. (“**Ausnutria Hyproca**”) in relation to the proposed acquisition of 49% of the issued share capital of Ausnutria Hyproca (which is owned as to 51% by Ausnutria (Dutch)) by Ausnutria (Dutch) from DDI (the “**Acquisition**”) on 12 January 2015 and the supplemental agreement dated 28 May 2015 and entered into among the above parties to the above share purchase agreement (collectively, the “**Share Purchase Agreement**”), a copy each of which has been produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated under the Share Purchase Agreement, including but not limited to the Acquisition in accordance with the terms and subject to the conditions set out in the Share Purchase Agreement be and are hereby approved, ratified and confirmed; and

- (b) any one of the directors of the Company (the “**Directors**”) be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in his opinion to implement and/or give effect to the transactions contemplated by the Share Purchase Agreement including, but not limited to, the Acquisition, executing all other documents, instruments and agreements and doing all such acts and things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Share Purchase Agreement or agree to such amendments of the same as are in the opinion of such Director consider to be desirable and in the interests of the Company.”

By order of the board of Directors of
Ausnutria Dairy Corporation Ltd
Yan Weibin
Chairman

Changsha City, the PRC, 30 June 2015

Registered office:

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P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Room 2101, Beautiful Group Tower
77 Connaught Road
Central
Hong Kong

Principal Place of business in the PRC

8th Floor, XinDaXin Building A
No. 168 Huangxing Middle Road
Changsha City, Hunan Province, the PRC

Principal Place of Business in the Netherlands

Burgemeester Falkenaweg 58-1 (8442LE),
Heerenveen, the Netherlands

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more person(s) as his proxy to attend and vote instead of him. A proxy needs 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 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, Wan Chai, Hong Kong.
3. Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. 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 this notice, the Board comprises four executive directors, namely, Mr. Yan Weibin (Chairman), Mr. Lin Jung-Chin, Mr. Bartle van der Meer (Chief Executive Officer) and Ms. Ng Siu Hung, and three independent non-executive directors, namely Mr. Qiu Weifa, Mr. Jason Wan and Mr. Lau Chun Fai Douglas.