

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 an extraordinary general meeting (the “**EGM**”) of Ausnutria Dairy Corporation Ltd (the “**Company**”) will be held on Friday, 11 May 2018 at 10:30 a.m. or immediately after conclusion of the Company’s annual general meeting to be held on the same day, whichever is later, at Bowen Room, 7th Floor, Conrad Hong Kong Hotel, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing, without modifications, the following ordinary resolutions of the Company. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 April 2018 of which the notice convening the EGM forms part.

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional Sale and Purchase Agreement (a copy of which is tabled at the EGM and marked “A” and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby specifically authorised to issue and allot the Consideration Shares in accordance with the terms of the Sale and Purchase Agreement; and
- (c) any one Director be and is hereby authorised to, 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 or she may in his or her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder.”

2. “**THAT**

- (a) the issue and allotment of the Consideration Shares in the principal amount of HK\$400,870,000 at the issue price of HK\$5.00 per Consideration Share to the Vendors be and are hereby approved;

- (b) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the Consideration Shares, the Directors be and are hereby granted 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 Consideration Shares, on and subject to the terms and conditions of the Sale and Purchase Agreement, providing that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one Director be and is hereby authorised to, 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 or she may in his or her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the issue and allotment of the Consideration Shares.”

By Order of the Board
Ausnutria Dairy Corporation Ltd
Yan Weibin
Chairman

The PRC, 12 April 2018

Notes:

- (a) The register of members of the Company will be closed from Tuesday, 8 May 2018 to Friday, 11 May 2018, both days inclusive. No transfer of shares of the Company will be registered during that period. In order to qualify to attend and vote at the EGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company’s branch share register in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre 183 Queen’s Road East, Wanchai Hong Kong for registration no later than 4:30 p.m. on Monday, 7 May 2018.
- (b) A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company but must be present in person to represent the member.
- (c) If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.
- (d) In order to be valid, a form of proxy must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre 183 Queen’s Road East, Wanchai Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude a member from attending and voting at the meeting if he so wishes. In the event that he attends the meeting after having lodged the form of proxy, the form of proxy will be deemed to have been revoked.
- (e) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.

As at the date of this notice, 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.