



# 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)

### Proxy form for Extraordinary General Meeting

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10  
each in the share capital of AUSNUTRIA DAIRY CORPORATION LTD (the "Company") hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be held at 8th Floor, XinDaXin Building A, No. 168 Huangxing Middle Road, Changsha City, Hunan Province, the PRC on Thursday, 30 July 2020 at 10:00 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 13 July 2020.

As Ordinary Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1	(a)	To approve, confirm and ratify the conditional HBC Sale and Purchase Agreement and the transactions contemplated thereunder.	
	(b)	To approve the issuance and allotment of 70,000,000 HBC Consideration Shares at the HBC Consideration Share Price to the HBC Vendors pursuant to the terms of the HBC Sale and Purchase Agreement.	
	(c)	Subject to and conditional upon the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the HBC Consideration Shares, to grant the Directors the HBC Specific Mandate which shall entitle any one Director to exercise all the powers of the Company to issue, allot and credit as fully paid, the HBC Consideration Shares, on and subject to the terms and conditions of the HBC Sale and Purchase Agreement, provided that the HBC 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.	
	(d)	To authorise any one Director (or any two Directors in the case of execution of documents under seal) to do all such acts and things and execute all such documents/agreements/deeds which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the (i) HBC Sale and Purchase Agreement and the transactions contemplated thereunder; and (ii) issuance and allotment of the HBC Consideration Shares.	
2	(a)	To approve, confirm and ratify the conditional HNC Supplemental Deed and the transactions contemplated thereunder.	
	(b)	To authorise any one of the Directors to issue and allot the HNC Subsequent Consideration Shares in accordance with the terms of the HNC Supplemental Deed pursuant to the specific mandate granted to the Directors in the 2018 EGM.	
	(c)	To authorise any one Director (or any two Directors in the case of execution of documents under seal) to do all such acts and things and execute all such documents/agreements/deeds which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the HNC Supplemental Deed and the transactions contemplated thereunder.	

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address (es) to be inserted in **block capitals**.
- Please insert the number of shares in the Company registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Where the proxy appointed is not the Chairman of the EGM, please cross out "or failing him, the Chairman of the meeting" and fill in name(s) and address(es) of the proxy in the space provided. **Each Shareholder is entitled to appoint one or more than one proxy to attend and vote at the EGM on his behalf. The proxy needs not be a member of the Company.**
- If you wish to vote for any resolution, please "✓" the box marked "For" beside the resolution. If you wish to vote against the resolution, please "✓" the box marked "Against" beside the resolution. **Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the EGM (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM 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 in respect thereof.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited 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 not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
- Completion and deposit of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.