



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 Annual General Meeting

I/We ^(note 1) _____
of ^(note 1) _____
being the registered holder(s) of ^(note 2) _____ shares of a par value of HK\$0.10
each in AUSNUTRIA DAIRY CORPORATION LTD (the “Company”), hereby appoint ^(note 3) _____
of _____
or failing him, the Chairman of the meeting as my/our proxy to attend and act for me/us at the annual general meeting of the Company (“AGM”) to be held at 22nd Floor, Block A, Building 1, Ausnutria Building, Suncity, Purui East Road, Yueliangdao Street, Wangcheng District, Changsha City, Hunan Province, the PRC, on Tuesday, 30 May 2023 at 10:00 a.m. and any adjournment thereof and to vote at such meeting in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

As Ordinary Resolutions		For ^(note 4)	Against ^(note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and of the auditors for the year ended 31 December 2022		
2.	To re-elect the retiring Directors:		
(a)	To re-elect Mr. Yan Weibin as executive Director		
(b)	To re-elect Mr. Bartle van der Meer as executive Director		
(c)	To re-elect Mr. Aidan Maurice Coleman as independent non-executive Director		
(d)	To re-elect Mr. Song Kungang as independent non-executive Director		
3.	To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration and emolument		
4.	To declare a final dividend of HK\$0.06 per share for the year ended 31 December 2022 from the share premium account of the Company		
5.	To re-appoint PricewaterhouseCoopers as auditors and to authorise the Board to fix their remuneration		
6.	To approve the renewal of the Issue Mandate*		
7.	To approve the renewal of the Repurchase Mandate*		
8.	To approve the addition of repurchased securities to the Issue Mandate stated under Resolution No. 6*		
As Special Resolution		For ^(note 4)	Against ^(note 4)
9.	To approve the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company (the “Existing Memorandum and Articles of Association”) and to adopt the second amended and restated memorandum of association and articles of association of the Company (the “New Memorandum and Articles of Association”) in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect and authorise any one Director or company secretary of the Company to do all things necessary to implement the adoption of the New Memorandum and Articles of Association		

* Full text of the proposed resolutions is set out in the notice of the AGM dated 25 April 2023.

Signature(s) ^(note 5): _____

Date: _____ 2023

Notes:

- Please insert full name(s) and address(es) in block capitals.
- Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- Where the proxy appointed is not the Chairman of the meeting, 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 AGM on his behalf. The proxy needs not be a member of the Company.
- Important: if you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the seal or under the hand of any director or attorney duly authorised in writing.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited with 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 AGM.
- Any alteration made to this proxy form must be initiated by the person(s) who sign(s) it.