

**THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED TO BE VALID.**  
**本申請表格須整份交回方為有效。**

**IMPORTANT**  
**重要提示**

**THIS APPLICATION FORM (“AF”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO ACCEPTANCE CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 11 DECEMBER 2015.**

本申請表格(「申請表格」)具有價值,但不得轉讓,並僅供名列下文之合資格股東使用。申請最遲須於二零一五年十二月十一日(星期五)下午四時正遞交。

**IF YOU ARE IN ANY DOUBT ABOUT THIS AF OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

閣下如對本申請表格或應採取之行動有任何疑問,應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of Ausnutria Dairy Corporation Ltd dated 27 November 2015 (the “Prospectus”) unless the context otherwise requires.

除非文義另有所指,否則本申請表格所用之詞彙具有澳優乳業股份有限公司於二零一五年十一月二十七日之發售章程(「發售章程」)所界定之相同涵義。

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

香港交易及結算所有限公司、聯交所及香港結算對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示概不對因本申請表格之全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Offer Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

發售股份之買賣可透過中央結算系統進行,而有關於交收安排之詳情及有關安排如何影響閣下之權利及權益,閣下應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed “DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

各章程文件(閣下連同發售章程附錄三「送呈香港公司註冊處處長之文件」一段所述文件)已根據公司(清盤及雜項條文)條例第342C條向香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對任何該等文件之內容概不負責。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

待發售股份獲批准於聯交所上市及買賣以及符合香港結算之股份收納規定後,發售股份將獲香港結算接納為合資格證券,可於由發售股份開始於聯交所買賣日期或香港結算釐定之其他日期起,在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。中央結算系統內之一切活動均須根據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。有關交收安排之詳情及有關安排如何影響閣下之權利及權益,閣下應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

**澳優·海普諾凱**  
**Ausnutria**  
**AUSNUTRIA DAIRY CORPORATION LTD**  
**澳優乳業股份有限公司**

*Branch share registrar and transfer office in Hong Kong:*

香港股份過戶登記分處:

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716號舖

*(Incorporated in the Cayman Islands with limited liability)*

(於開曼群島註冊成立之有限公司)

(Stock code: 1717)

(股份編號: 1717)

**OPEN OFFER OF 113,430,230 OFFER SHARES**  
**ON THE BASIS OF ONE(1) OFFER SHARE AT HK\$2.20 PER OFFER SHARE**  
**FOR EVERY TEN(10) EXISTING SHARES**  
**HELD ON THE RECORD DATE**

按於記錄日期

每持有十(10)股現有股份獲發一(1)股發售股份之基準,  
以每股發售股份2.20港元進行涉及113,430,230股發售股份之  
公開發售

*Head office and principal place of business:*

總辦事處及主要營業地點:

Unit 16, 36/F, China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road  
Central  
Hong Kong  
香港  
干諾道中168-200號  
信德中心  
招商局大廈36樓16室

*Registered office:*

註冊辦事處:

Cricknet Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

**REVISED APPLICATION FORM**  
**經修訂申請表格**

You are entitled to accept any number of Offer Shares which is equal to or less than your assured allotment shown in Box B overleaf by filling in this AF. Subject to as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of one Offer Share for every ten existing Shares held on Tuesday, 17 November 2015. If you wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B overleaf, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form (the “EAF”), and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares. If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this AF and/or the EAF, and lodge the form(s) together with the appropriate remittance(s) for the full amount payable in respect of the Offer Shares and/or the excess Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. All remittance(s) for application of Offer Shares must be in Hong Kong dollars and made payable to “AUSNUTRIA DAIRY CORPORATION LTD – OPEN OFFER ACCOUNT” for Offer Shares under assured allotment and/or made payable to “AUSNUTRIA DAIRY CORPORATION LTD – EXCESS APPLICATION ACCOUNT” for excess Offer Shares and crossed “ACCOUNT PAYEE ONLY” and comply with the procedures set out in the enclosed separate sheet.

閣下有權透過填寫本申請表格接納相等或於少於背頁乙欄所列閣下保證配額下之任何發售股份數目。在發售章程所述者之規限下,上述配額乃按於二零一五年十一月十七日(星期二)每持有十股現有股份獲發一股發售股份之基準,向名列本公司股東名冊並為合資格股東之股東作出。倘閣下有意申請認購背頁乙欄所列閣下保證配額以外之發售股份數目(即額外發售股份),則閣下亦必須另行填寫額外申請表格(「額外申請表格」),並連同就額外發售股份應另繳之全數股款一併交回。倘閣下有意申請認購發售股份及/或額外發售股份,則必須填妥及簽署本申請表格及/或額外申請表格,並連同就所申請認購之發售股份及/或額外發售股份應繳之全數適當股款一併交回本公司之香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有就根據保證配額所申請認購之發售股份應繳之股款必須以港元支付,並註明抬頭人為「AUSNUTRIA DAIRY CORPORATION LTD – OPEN OFFER ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出,並須符合另一附頁所載程序,而就額外發售股份而言則必須註明抬頭人為「AUSNUTRIA DAIRY CORPORATION LTD – EXCESS APPLICATION ACCOUNT」。

All dates or deadlines specified in this AF refer to Hong Kong local time.

本申請表格所述之所有日期或限期均指香港本地時間。

NO RECEIPT WILL BE GIVEN. 將不另發收據。

To: Ausnutria Dairy Corporation Ltd

致: 澳優乳業股份有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) of the Shares stated overleaf, enclose a remittance\*\* for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$2.20 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept such Offer Shares on the terms and conditions of the Prospectus and subject to the memorandum of association and articles of association of the Company. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for acceptance set out in the enclosed separate sheet and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之合資格股東,現接納乙欄(或倘已填妥丁欄,則丁欄)所列之發售股份數目,並附上按每股發售股份2.20港元之價格計算須於接納時繳足之全數股款\*\*。本人/吾等謹此依照發售章程所載之條款及條件,以及在貴公司之組織章程大綱及組織章程細則之規限下,接納該等發售股份。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司股東名冊,作為該等發售股份之持有人,並授權貴公司按背頁所列地址以普通郵遞方式將有關股票寄予本人/吾等,郵誤風險概由本人/吾等自行承擔。本人/吾等已細閱另一附頁所載各項條件及接納程序,並同意受其約束。

\*\* Cheque or banker's cashier order should be crossed “ACCOUNT PAYEE ONLY” and made payable to “AUSNUTRIA DAIRY CORPORATION LTD – OPEN OFFER ACCOUNT” (see the section headed “PROCEDURES FOR APPLICATION” on the enclosed separate sheet).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式劃線開出及註明抬頭人為「AUSNUTRIA DAIRY CORPORATION LTD – OPEN OFFER ACCOUNT」(請參閱另一附頁「申請手續」一節)。

Valid acceptance for such number of Offer Shares which is less than or equal to a Qualifying Shareholder's assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in Box D overleaf, you will be deemed to have accepted the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have accepted the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件達成,合資格股東有效接納少於或相等於其保證配額之發售股份數目將全面生效。倘背頁丁欄內並無填上數目,則閣下將被視作接納已收訖股款所代表之發售股份數目。倘股款少於所填數目之發售股份所需股款,則閣下將被視作接納已收訖股款所代表之發售股份數目。此項申請將被視作申請認購完整之發售股份數目而作出。概不會就收訖之任何股款發出收據。

APPLICATION FORM NUMBER  
申請表格編號

Name(s) and address(es) of the Qualifying Shareholder(s) 合資格股東姓名及地址

Number of Shares registered in your name on Tuesday, 17 November 2015  
於二零一五年十一月十七日(星期二)以閣下名義登記之股份數目

Box A  
甲欄

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Friday, 11 December 2015  
閣下保證配額下之發售股份數目(須最遲於二零一五年十二月十一日(星期五)下午四時正申請時繳足)

Box B  
乙欄

Acceptance can only be made by the registered Qualifying Shareholder(s) named above.  
Please enter in Box D the number of Offer Shares accepted and the amount of remittance enclosed (calculated as number of Offer Shares accepted multiplied by HK\$2.20).  
只有名列上文之已登記合資格股東方可接納。  
請於丁欄填寫所接納之發售股份數目及隨附之股款金額(以接納之發售股份數目乘以2.20港元計算)。

Amount payable on assured allotment when applied in full  
悉數申請認購保證配額時應繳款項

Box C  
丙欄

Box D  
丁欄

Number of Offer Shares applied for  
申請認購之發售股份數目

	HK\$ 港元
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Name of bank on which cheque/  
banker's cashier order is drawn  
支票/銀行本票之付款銀行名稱

Cheque/banker's cashier  
order number  
支票/銀行本票號碼

Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholders must sign)  
合資格股東簽署  
(所有聯名合資格股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Contact telephone no. 聯絡電話號碼: \_\_\_\_\_

Date 日期: \_\_\_\_\_

Please staple  
your payment  
here  
請將  
股款  
繫釘在此

**澳优·海普诺凯**  
**Ausnutria**  
**AUSNUTRIA DAIRY CORPORATION LTD**  
**澳優乳業股份有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
*(於開曼群島註冊成立之有限公司)*  
**(Stock code: 1717)**  
**(股份編號: 1717)**

**澳優·海普諾凱**  
**Ausnutria**  
**AUSNUTRIA DAIRY CORPORATION LTD**  
**澳優乳業股份有限公司**

(於開曼群島註冊成立之有限公司)

(股份編號：1717)

按於記錄日期  
每持有十(10)股現有股份獲發一(1)股發售股份之基準，  
以每股發售股份2.20港元進行涉及113,430,230股發售股份之  
公开发售

#### 條件

1. 不合資格股東不得申請認購任何發售股份。
2. 概不會就收訖之任何申請股款發出收據，惟預期申請獲全數或部分接納之申請所涉及之任何發售股份股票將以普通郵遞方式按申請表格所列地址寄予承配人（如屬聯名承配人，則寄予名列首位之承配人），郵誤風險概由彼等自行承擔。
3. 填妥申請表格將構成申請人指示及授權本公司及／或香港中央證券登記有限公司或其就此提名之任何人士代表申請人辦理申請表格或其他文件之任何登記手續，以及全面作出有關公司或人士可能認為必需或合適之一切其他事情，以根據發售章程所述安排，將所申請認購數目或任何較少數目之發售股份登記於申請人名下。
4. 發售股份之申請人承諾簽署一切文件並採取一切其他必要行為，以便彼等登記為所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及組織章程細則之規定。
5. 閣下申請認購發售股份之權利不得轉讓。
6. 本公司保留權利接受或拒絕任何不符合本申請表格及發售章程所載程序之發售股份申請。
7. 公开发售須待包銷協議成為無條件（請參閱發售章程所載「公开发售及包銷協議之先決條件」一節）後，方可作實。
8. 除非在相關司法權區毋須遵守任何登記或其他法律或監管規定即可合法提呈有關要約或邀請，否則於任何香港境外地區或司法權區接獲發售章程或申請表格或額外申請表格之人士，概不得視之為申請認購發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份，均有責任自行確定遵守一切相關司法權區之法律及法規，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何稅項及稅款。填妥及交回申請表格將構成有關申請人向本公司保證及聲明，有關申請人已妥為遵守香港境外所有相關地區與接納發售股份有關之一切登記、法律及監管規定。為免存疑，香港結算或香港中央結算（代理人）有限公司不受任何該等聲明及保證所規限。閣下如對本身之狀況有任何疑問，應諮詢閣下之專業顧問。

#### 申請程序

閣下可透過填寫申請表格申請認購相等於或少於申請表格乙欄所列閣下保證配額下之發售股份數目。

倘閣下有意申請認購少於閣下保證配額之發售股份數目，則閣下必須於申請表格丁欄填寫閣下有意申請認購之發售股份數目及應繳股款總額（以所申請認購之發售股份數目乘以2.20港元計算）。倘已收訖之相關股款少於所填數目之發售股份所需股款，則申請人將被視作申請認購已收訖全數股款所代表之較少數目發售股份。

倘閣下有意申請認購等同於申請表格乙欄所載數目之發售股份，則亦應於申請表格丁欄填上該數目。倘並無填上數目，則閣下將被視作申請認購已收訖全數股款所代表之發售股份數目。

填妥申請表格並將適當股款相應地墊緊其上後，應將表格對摺最遲於二零一五年十二月十一日（星期五）下午四時正交回香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元支付。支票須由香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並註明抬頭人為「AUSNUTRIA DAIRY CORPORATION LTD – OPEN OFFER ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出。除非已於二零一五年十二月十一日（星期五）下午四時正或之前收訖申請表格連同申請表格丙欄所示適當股款，否則閣下申請認購發售股份之權利以及一切有關權利將被視作已遭拒絕並將予註銷。

#### 終止包銷協議

倘於最後終止時間前：

- (1) (a) 推行任何新法律或法規，或現有法律或法規（或其司法詮釋）出現任何變動，或發生任何性質之其他事件，而包銷商合理地認為其可能對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響，或就公开发售而言構成重大不利影響；或
- (b) 發生屬政治、軍事、金融、經濟或其他性質（不論是否與前述任何一項同類），或屬任何地方、國家或國際性敵對或武裝衝突爆發或升級性質，或影響地方證券市場之任何地方、國家或國際性事件或變動（不論是否構成於本文日期之前及／或之後正在發生或持續之一連串事件或變動之一部分），而包銷商合理地認為其可能對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響，或對公开发售成功與否構成重大不利損害，或導致進行公开发售成為不當或不智；或
- (2) 發生任何不利市況變動（包括但不限於任何財政或貨幣政策變動，或外匯或貨幣市場變動，或證券買賣暫停或受到重大限制），而包銷商合理地認為其可能對公开发售成功與否構成重大或不影響，或導致進行公开发售成為不當或不智；或
- (3) 本公司或本集團任何成員公司之狀況發生任何變動，而包銷商合理地認為其將對本公司之前景構成重大不利影響，包括（但不限制上文之一般性）提呈呈請或通過決議案將本集團任何成員公司清盤或結束，或本集團任何成員公司發生類似事件，或本集團任何重大資產損毀；或
- (4) 發生任何不可抗力事件，包括（但不限制其一般性）任何天災、戰爭、暴動、擾亂公眾秩序、內亂、火災、水災、爆炸、疫症、恐怖活動、罷工或閉廠，而包銷商合理地認為其對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響；或
- (5) 本集團之整體業務或財務或貿易狀況或前景出現任何其他重大不利變動（不論是否與前述任何一項同類）；或
- (6) 發生任何並無於發售章程中披露之事件，倘其於緊接發售章程日期前發生或被發現，則任何包銷商會合理地認為其就公开发售而言構成重大遺漏；或
- (7) 聯交所整體證券買賣或本公司證券買賣暫停，為期超過十個連續營業日（不包括就審批章程文件，或其他與公开发售有關之公告或通函而暫停），則包銷商有權向本公司發出並於最後終止時間前送達書面通知，以終止包銷協議。

根據包銷協議，倘於最後終止時間前發生以下事件，則包銷商亦將有權發出書面通知，撤銷包銷協議：

- (1) 包銷商得悉包銷協議所載任何陳述、保證或承諾遭嚴重違反；或
- (2) 包銷商得悉於包銷協議日期當日或之後及最後終止時間前發生任何事件或出現任何事宜，倘於包銷協議日期前發生或出現，則會導致包銷協議所載任何保證在任何重大方面變為失實或不確。

倘包銷商於二零一五年十二月十四日（星期一）下午四時正前作出上文所述任何通知，則訂約各方於包銷協議下之義務將告終止及終結，而包銷協議訂約各方將不得就包銷協議所產生或與包銷協議有關聯之任何事宜或事情向任何其他訂約方提出任何申索，惟本公司仍須繳付公开发售所產生或所附帶之費用、支出及開支。

倘包銷協議(i)於二零一五年十二月十四日（星期一）下午四時正前由包銷商終止；或(ii)並無於最後終止時間（或包銷商與本公司可能協定之較後日期及／或時間）或之前成為無條件，則公开发售將不會進行。倘包銷協議被包銷商終止或並無成為無條件，則本公司會另行發表公告。

#### 支票及銀行本票

所有支票及銀行本票將於收訖後即時過戶，而有關股款所賺取之利息（如有）將全數撥歸本公司所有。填妥及交回申請表格連同繳付所接納發售股份股款之支票或銀行本票，即構成申請人對該支票或銀行本票於首次過戶時將可兌現之保證。隨附支票或銀行本票於首次過戶時未能兌現之任何申請可遭拒絕受理，而於該情況下，有關保證配額及其項下之一切權利將被視作已遭拒絕並將予註銷。

#### 發售股份之地位

發售股份一經配發、繳足股款及發行，將於各方面與於發售股份配發及發行日期之已發行股份享有同等地位。發售股份之持有人將有權收取於發售股份配發及發行日期或之後宣派、作出或派付之一切未來股息及分派。

#### 發售股份之股票

待公开发售之條達成後，所有繳足股款發售股份之股票最遲將於二零一五年十二月二十一日（星期一）或之前以普通郵遞方式寄送予已接納發售股份及繳付發售股份股款之合資格股東，郵誤風險概由彼等自行承擔。本公司將就申請人獲配發之全部繳足股款發售股份發出一張股票。

#### 一般事項

聲稱由獲發表格之人士簽署之申請表格一經交回，即構成交回之人士有權處理申請表格及收取相關發售股份股票之確證。

申請表格及任何據此作出之發售股份申請均受香港法律規管，並據此詮釋。

除非文義另有所指，否則本申請表格所用之詞彙具有於澳優乳業股份有限公司日期為二零一五年十一月二十七日之發售章程（「發售章程」）所界定之相同涵義。