

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 WEDNESDAY, 2 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二日(星期三)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

(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

APPLICATION FORM
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 Wednesday, 2 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二日(星期三)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)



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)

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

CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Share.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the Application Form.
3. Completion of the Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Computershare Hong Kong Investor Services Limited or any person nominated by it for the purpose, on behalf of the applicant(s), to execute any registration of the Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the memorandum of association and articles of association of the Company.
5. Your right to apply for the Offer Shares is not transferable.
6. The Company reserves the right to accept or refuse any application for Offer Shares which does not comply with the procedures set out herein and in the Prospectus.
7. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (see the section headed "Conditions precedent to the Open Offer and the Underwriting Agreement" as set out in the Prospectus).
8. No person receiving a copy of the Prospectus or the Application Form or the Excess Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdiction, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B of the Application Form by filling in the Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, you must enter in Box D of the Application Form the number of Offer Shares for which you wish to apply and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$2.20). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of the Application Form, this number should be inserted in Box D of the Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

The Application Form when duly completed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Wednesday, 2 December 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "AUSNUTRIA DAIRY CORPORATION LTD — OPEN OFFER ACCOUNT" and crossed "ACCOUNT PAYEE ONLY". Unless the Application Form together with the appropriate remittance shown in Box C of the Application Form has been received by 4:00 p.m. on Wednesday, 2 December 2015, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

TERMINATION OF THE UNDERWRITING AGREEMENT

If prior to the Latest Time for Termination:

- (1) (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or the prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
(b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or the prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction of trading in securities) occurs which in the reasonable opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of the Underwriter will materially and adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or the prospects of the Group as a whole; or
- (5) any other material adverse change in relation to the business or the financial or trading position or the prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the reasonable opinion of the Underwriter, a material omission in the context of the Open Offer; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Prospectus Documents or other announcements or circulars in connection with the Open Offer.

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

Pursuant to the Underwriting Agreement, the Underwriter shall also be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

If prior to 4:00 p.m. on Thursday, 3 December 2015 any such notice referred to above is given by the Underwriter, the obligations of all parties under the Underwriting Agreement shall cease and determine and no party to the Underwriting Agreement shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement provided however that the Company shall remain liable to pay the costs, charges and expenses howsoever of or incidental to the Open Offer.

If the Underwriting Agreement is (i) terminated by the Underwriter prior to 4:00 p.m. on Thursday, 3 December 2015; or (ii) does not become unconditional on or before the Latest Time for Termination (or such later time and/or date as the Underwriter and the Company may agree), the Open Offer will not proceed. A further announcement will be made by the Company if the Underwriting Agreement is terminated by the Underwriter or does not become unconditional.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or banker's cashier order will be honored on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares (when allotted, fully paid and issued) will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Offer Shares. Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES FOR THE OFFER SHARES

Subject to fulfillment of the conditions of the Open Offer, certificates for all fully-paid Offer Shares shall be despatched by ordinary post to those Qualifying Shareholders who have accepted and paid for their Offer Shares by no later than Thursday, 10 December 2015, at their own risk. One share certificate will be issued for all the fully-paid Offer Shares allotted to the applicant.

GENERAL

Lodgment of the Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party (parties) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

The Application Form and any application for the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

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.