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## **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 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. for the purpose of considering and, if thought fit, passing, without modifications, the following ordinary resolutions of the Company. 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 of which this notice convening the EGM forms part.

### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the conditional HBC 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) 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 be and are hereby approved;
- (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, the Directors be and are hereby granted the HBC Specific Mandate and any one Director be and is hereby specifically authorised 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; and
- (d) any one Director (or any two Directors in the case of execution of documents under seal) 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 (i) the HBC Sale and Purchase Agreement and the transactions contemplated thereunder; and (ii) the issuance and allotment of the HBC Consideration Shares.”

2. “**THAT**

- (a) the conditional HNC Supplemental Deed (a copy of which is tabled at the EGM and marked “B” 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 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; and
- (c) any one Director (or any two Directors in the case of execution of documents under seal) 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 HNC Supplemental Deed and the transactions contemplated thereunder.”

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

Hong Kong, 13 July 2020

*Notes:*

- (a) The register of members of the Company will be closed from Monday, 27 July 2020 to Thursday, 30 July 2020, 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 4:30p.m. on Friday, 24 July 2020.
- (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 Latest Practicable Date, the Board comprises three executive Directors, namely Mr. Yan Weibin (Chairman), Mr. Bartle van der Meer (Chief Executive Officer) and Ms. Ng Siu Hung; three non-executive Directors, namely Mr. Shi Liang (Vice-Chairman), Mr. Qiao Baijun and Mr. Tsai Chang-Hai; and three independent non-executive Directors, namely Mr. Lau Chun Fai Douglas, Mr. Jason Wan and Mr. Aidan Maurice Coleman.*