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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 30 JULY 2020

The Board is pleased to announce that all the Resolutions as set out in the Notice of EGM were duly passed by the Shareholders by way of poll at the EGM held on 30 July 2020.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of extraordinary general meeting in relation to the share and connected transaction and amendments of terms of discloseable and connected transaction (the “**EGM**”) of Ausnutria Dairy Corporation Ltd (the “**Company**”), both dated 13 July 2020. Capitalised terms used herein shall have the same meanings as defined in the Circular and the Notice of EGM unless the content otherwise requires.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held at 8th Floor, XinDaXin Building A, No. 168 Huangxing Middle Road, Changsha City, Hunan Province, the PRC on 30 July 2020 at 10:00 a.m., all the resolutions (the “**Resolutions**”) as set out in the Notice of EGM were duly passed by the Independent Shareholders and the Shareholders by way of poll.

As at the date of the EGM, there were a total of 1,615,420,299 Shares of HK\$0.10 each in issue. As stated in the Circular, (i) HBC Vendor A, HBC Vendor B and the spouse of HBC Vendor B were required to abstain from voting on ordinary resolution no. 1 at the EGM. As at the date of the EGM, HBC Vendor A, HBC Vendor B and the spouse of HBC Vendor B held 1,643,000 Shares in aggregate; and (ii) the HNC Vendors and their associates were required to abstain from voting on ordinary resolution no. 2 at the EGM. As at the date of EGM, HNC Vendors and their associates held 49,521,791 Shares in aggregate. Accordingly, a total of 1,613,777,299 Shares were held by the Independent Shareholders who were entitled to attend and vote for or against ordinary resolution no. 1 at the EGM (the “**HBC Independent Shareholders**”) and a total of 1,565,898,508 Shares were held by the Independent Shareholders who were entitled to attend and vote for or against ordinary resolution no. 2 at the EGM (the “**HNC Independent Shareholders**”).

Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on the Resolutions. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules.

Shareholders and authorised proxies holding an aggregate of 1,131,180,133 Shares (representing approximately 70.02% of the issued Shares), the HBC Independent Shareholders and authorised proxies holding an aggregate of 1,131,180,133 Shares (representing approximately 70.10% of the issued Shares held by the HBC Independent Shareholders), and the HNC Independent Shareholders and authorised proxies holding an aggregate of 1,093,705,324 Shares (representing approximately 69.85% of the issued Shares held by the HNC Independent Shareholders), were present at the EGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM. The poll results of the Resolutions are as follow:

Ordinary Resolutions		Number of votes cast and approximate percentage to total number of votes cast	
		For	Against
1.	(a) To approve, confirm and ratify the conditional HBC Sale and Purchase Agreement and the transactions contemplated thereunder.	1,131,180,133 (100%)	0 (0%)
	(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 mandate(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, 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.		

Ordinary Resolutions		Number of votes cast and approximate percentage to total number of votes cast	
		For	Against
2.	(a) To approve, confirm and ratify the conditional HNC Supplemental Deed and the transactions contemplated thereunder.	1,093,705,324 (100%)	0 (0%)
	(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, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the HNC Supplemental Deed and the transactions contemplated thereunder.		

As more than 50% of the votes were cast in favour of ordinary resolutions no. 1 and 2, all the Resolutions were duly passed at the EGM.

By order of the Board
Ausnutria Dairy Corporation Ltd
Yan Weibin
Chairman

The PRC, 30 July 2020

As at the date of this announcement, 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.