



# 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 Extraordinary General Meeting

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the share capital of  
AUSNUTRIA DAIRY CORPORATION LTD (the "Company") hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at the extraordinary general meeting (the "EGM") of the  
Company to be held at 8th Floor, Xin Da Xin Building A, No. 168 Huangxing Middle Road, Changsha City, Hunan Province, the PRC on Wednesday, 10 October  
2018 at 10:00 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit. Unless  
otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 17 September 2018.

As Ordinary Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1	(a) To approve, confirm and ratify the conditional Subscription Agreement and the transactions contemplated thereunder.		
	(b) To authorise any one Director(s), 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/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.		
	(c) Subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the Subscription Shares, to grant the Directors the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the Subscription Shares, on and subject to the terms and conditions of the Subscription Agreement, providing that the 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.		
2	(a) To approve the authorised share capital of the Company be increased from HK\$150,000,000 divided into 1,500,000,000 Shares of HK\$0.10 each to HK\$300,000,000 divided into 3,000,000,000 Shares by the creation of an additional 1,500,000,000 new Share.		
	(b) To authorise any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.		
As Special Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
3	(a) To approve the capital clause of the Memorandum of Association be amended to reflect the Increase in Authorised Share Capital by deleting the existing clause 8 of the Memorandum of Association and substituting therewith the following:  "8. The share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 of a nominal or par value of HK\$0.1 each."		
	(b) To approve the amended and restated Memorandum of Association be filed with the Registrar of Companies to reflect the Amendments.		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address (es) to be inserted in **block capitals**.
- Please insert the number of shares in the Company registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Where the proxy appointed is not the Chairman of the EGM, 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 EGM on his behalf. The proxy needs not be a member of the Company.**
- If you wish to vote for any resolution, please "✓" the box marked "For" beside the resolution. If you wish to vote against the resolution, please "✓" the box marked "Against" beside the resolution. **Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the EGM (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM 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 in respect thereof.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at 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 EGM or any adjournment thereof.
- Completion and deposit of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.