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**NATURAL DAIRY (NZ) HOLDINGS LIMITED**  
**(In Provisional Liquidation)**

天然乳品(新西蘭)控股有限公司 (臨時清盤中)

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

**(Stock Code: 0462)**

**NON-COMPLIANCE WITH RULE 3.27A OF THE LISTING RULES**

Reference is made to the announcement of the Company dated 1 August 2018, 2 November 2018, 24 December 2018, 1 February 2019, 30 April 2019, 31 July 2019, 31 October 2019, 7 February 2020, 29 April 2020, 9 July 2020, 31 July 2020, 30 October 2020, 29 January 2021, 10 February 2021, 10 March 2021, 30 April 2021, 30 July 2021, 1 September 2021, 28 October 2021 and 31 January 2022 in relation to the Resumption of the Company (the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise specified.

Rule 3.27A of the Listing Rules provides that an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors (the “**Nomination Committee**”).

Since the Company has gone into provisional liquidation on 22 December 2016, the Joint Provisional Liquidators have taken control of the Company and assumed roles of the Board in managing the affairs of the Company for the benefit of the stakeholders. Accordingly, the seats of the chairman of the Board and the members of the Nomination Committee have been vacant.

As disclosed in the Announcements, the Company is currently carrying out the Proposed Restructuring including appointment of new directors. The Company will take practicable steps to ensure compliance with the relevant requirements under the new Listing Rule 3.27A upon the completion of the Proposed Restructuring.

Further announcement(s) will be made by the Company as and when appropriate.

### **Suspension of Trading**

At the request of the Company, trading in the shares on the Main Board of the Stock Exchange has been suspended with effect from 9:33 a.m. on 7 September 2010 and will remain suspended until further notice and full satisfaction of the resumption conditions and such other further conditions that may be imposed by the Stock Exchange.

**The transactions contemplated under the Restructuring Agreement and the Resumption Proposal, including the Acquisition, are subject to a number of conditions precedent which may or may not be satisfied. Accordingly, the transactions contemplated under the Restructuring Agreement and the Resumption Proposal may or may not proceed.**

**The publication of this announcement does not indicate that the Resumption Proposal will be completed, nor does it indicate any decision or conclusion from the Stock Exchange or warrant any approval from the Stock Exchange on the resumption of trading in the Shares. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares or securities of the Company.**

**For and on behalf of**  
**Natural Dairy (NZ) Holdings Limited**  
**(In Provisional Liquidation)**  
**Yat Kit Jong**  
**Simon Conway**  
*Joint Provisional Liquidators*  
*Acting as agents without personal*  
*liability*

Hong Kong, 27 April 2022

*As at the date of this announcement, the Board comprises four executive directors, being Mr. Liu Nanguang (Chairman), Mr. Chan Wai, Mr. Lin Bin and Dr. Chew Chee Wah, and three independent non-executive directors, being Mr. Zhang Jianhong, Ms. Fu ZhiFan and Mr. Tam Tsz Ming*