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Yashili International Holdings Ltd

雅士利國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1230)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Yashili International Holdings Ltd (the “**Company**”) will be held at 11/F, East Tower, Poly Development Plaza, 832 Yuejiang Road Central, Haizhu District, Guangzhou City, Guangdong Province, the PRC on Tuesday, August 16, 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company.

Unless otherwise indicated, expressions used herein shall have the same meaning as those defined in the circular of the Company dated July 29, 2022 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT** the Chilled Business JVs Acquisition (which constitutes a special deal) pursuant to the Chilled Business SPA, the transactions contemplated thereunder, and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to the Chilled Business SPA, be and are hereby approved; and any one director of the Company or any two directors of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in connection with, or to implement or give effect to, the Chilled Business SPA and the transactions contemplated thereunder, including, without limitation, the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”
2. “**THAT** the Dumex China Disposal (which constitutes a major and connected transaction of the Company under the Listing Rules and a special deal) pursuant to the Dumex China SPA, the transactions contemplated thereunder, and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to the Dumex China SPA, be and are hereby approved; and any one director of the Company or any two directors of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in

connection with, or to implement or give effect to, the Dumex China SPA and the transactions contemplated thereunder, including, without limitation, the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”

3. “**THAT** the 25% Yashili Acquisition (which constitutes a special deal) pursuant to the 25% Yashili Acquisition SPA, the transactions contemplated thereunder, and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to the 25% Yashili Acquisition SPA, be and are hereby approved; and any one director of the Company or any two directors of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in connection with, or to implement or give effect to, the 25% Yashili Acquisition SPA and the transactions contemplated thereunder, including, without limitation, the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”

On behalf of the Board
Yashili International Holdings Ltd
雅士利國際控股有限公司
Yan Zhiyuan
Chief Executive Officer and
Executive Director

Hong Kong, July 29, 2022

Principal place of business in Hong Kong:

Room A, 32nd Floor
COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

- (i) Resolutions at the EGM will be taken by poll pursuant to the Company’s articles of association and the Listing Rules and the Takeovers Code and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules and the Takeovers Code.

- (ii) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (iii) In order to be valid, the duly completed and signed form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, 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 scheduled for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from Thursday, August 11, 2022 to Tuesday, August 16, 2022, both days inclusive and during which period no share transfer will be effected for the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, August 10, 2022. The record date for determining eligibility to attend and vote at the EGM will be August 16, 2022.
- (v) A form of proxy for use at the EGM is enclosed herewith. Such form is also published on the website of the Stock Exchange at www.hkexnews.hk and on the Company's website at www.yashili.hk.

As at the date of this notice, the board of directors of the Company comprises: Mr. Jeffrey, Minfang Lu (Chairman), Mr. Qin Peng, Mr. Zhang Ping and Mr. Gu Peiji (alias Philip Gu) as non-executive directors; Mr. Yan Zhiyuan as executive director; and Mr. Mok Wai Bun Ben, Mr. Cheng Shoutai and Mr. Lee Kong Wai Conway as independent non-executive directors.