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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 SCHEME EGM**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Scheme EGM**”) of Yashili International Holdings Ltd (“**Yashili**”) will be held at Salon 1–3 of JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, June 23, 2023 at 11:00 a.m. (Hong Kong time) (or as soon as practicable after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document, as further defined below) for the purpose of considering and, if thought fit, passing the following resolutions.

**SPECIAL RESOLUTION**

1. “**THAT** for the purpose of giving effect to the scheme of arrangement between Yashili and the Scheme Shareholders (as defined in the Scheme Document) (the “**Scheme**”) as set out in the scheme document of Yashili dated May 31, 2023 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting (as defined in the Scheme Document), on the Scheme Effective Date (as defined in the Scheme Document), any reduction of the issued share capital of Yashili associated with the cancellation of the Scheme Shares (as defined in the Scheme Document) be and is hereby approved.”

**ORDINARY RESOLUTION**

1. “**THAT:**
  - (A) subject to and simultaneously with the cancellation of the Scheme Shares, the maintenance of the issued share capital of Yashili at the amount prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Yashili Shares (as defined in the Scheme Document) as is equal to the number of Scheme Shares cancelled for issuance to Star Future Investment Company Limited be and is hereby approved; and that the directors of Yashili be and are hereby authorized to allot and issue such new Yashili Shares accordingly;

- (B) subject to the Scheme taking effect, the withdrawal of listing of the Yashili Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be and is hereby approved; and
- (C) the directors of Yashili be and are hereby unconditionally authorized to do all acts and things and/or sign all such documents as considered by them to be necessary for or desirable in connection with the implementation of the Privatization Proposal (as defined in the Scheme Document) and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the Yashili Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of the issued share capital of Yashili; (iii) the allotment and issue of the Yashili Shares referred to above; and (iv) the giving, on behalf of Yashili, of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose and to do all other acts and things and/or sign all such other documents considered by them to be necessary for or desirable in connection with the implementation of the Scheme and in relation to the proposed privatization of Yashili by Star Future Investment Company Limited by way of the Scheme as a whole.”

By order of the board of directors of  
**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, May 31, 2023

***Registered Office:***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

***Principal place of business in Hong Kong:***

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

*Notes:*

- (i) Unless otherwise indicated, expressions used herein shall have the same meanings as those defined in the scheme document of Yashili dated May 31, 2023 of which this notice forms part.

- (ii) The above resolutions will be voted upon by way of poll at the Scheme EGM in accordance with the articles of association of Yashili, the Listing Rules and the Takeovers Code. The results of the poll will be published on the respective websites of the Stock Exchange and Yashili in accordance with the Listing Rules and the Takeovers Code.
- (iii) Any Yashili Shareholder entitled to attend and vote at the Scheme EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A Yashili Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Scheme EGM. A proxy need not be a Yashili Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Yashili Shares in respect of which each such proxy is so appointed.
- (iv) In the case of joint holders of a Yashili Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of Yashili in respect of the joint holding.
- (v) In order to be valid, the duly completed and signed **white** 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 Yashili's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no less than 48 hours before the time appointed for the holding of the Scheme EGM or any adjournment thereof. Completion and return of the **white** form of proxy will not preclude a Yashili Shareholder from attending and voting in person at the Scheme EGM and, in such event, the instrument appointing a proxy shall be revoked by operation of law.
- (vi) The register of members of Yashili will be closed from Monday, June 19, 2023 to Friday, June 23, 2023 (Hong Kong time), both days inclusive and during which period no share transfer will be effected for the purpose of ascertaining entitlement of Yashili Shareholders to attend and vote at the Scheme EGM. In order to be eligible to attend and vote at the Scheme EGM, all transfer documents accompanied by the relevant share certificates must be lodged with Yashili'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 Friday, June 16, 2023 (Hong Kong time). The record date for determining eligibility to attend and vote at the Scheme EGM is Friday, June 23, 2023 (Hong Kong time).
- (vii) A **white** form of proxy for use at the Scheme EGM is enclosed with the Scheme Document. Such form is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on Yashili's website at [www.yashili.hk](http://www.yashili.hk).

*As at the date of this notice, the board of directors of Yashili comprises: Mr. Jeffrey, Minfang Lu (Chairman) and Mr. Zhang Ping 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.*