

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

This notice appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

*This notice is not for distribution, directly or indirectly, in or into the United States. This notice and the information contained in this notice do not constitute or form part of an offer to sell securities in the United States. Securities may not be offered or sold in the United States unless registered pursuant to the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or pursuant to an applicable exemption from such registration requirement. Any public offering of securities to be made in the United States will be made by means of a prospectus that will contain detailed information about the Company and management, as well as financial statements. The securities referred to in this notice have not been and will not be registered under the Securities Act and no public offering of securities will be made in the United States. No money, securities or other consideration is being solicited by this notice or the information contained in this notice and, if sent in response to this notice or the information contained in this notice, will not be accepted.*



CHINA MENGNIU DAIRY COMPANY LIMITED

中國蒙牛乳業有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2319)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of China Mengniu Dairy Company Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, October 12, 2021 at A2-C6 Laijin Creative Industry Park, Chaoyang District, Beijing for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company.

* For identification purpose only

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated September 24, 2021, a copy of which having been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose.

ORDINARY RESOLUTION(S)

“THAT:

- (a) the proposed Relevant Scheme (including but not limited to the issuance and subscription of the Convertible Bonds, the Loan Guarantee and the Security Deed) be and is hereby approved, confirmed and ratified;
- (b) the Placing Agreement dated January 24, 2021 entered into between the Company and the Placing Agent in relation to the placing of the Convertible Bonds in the aggregate principal amount of up to HK\$ equivalent of RMB4,000,000,000, a copy of the Placing Agreement having been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the terms and conditions of the Convertible Bonds to be executed by the Company in relation to the issue by the Company of the Convertible Bonds under the Specific Mandate (a copy of which has been produced to the EGM marked “C” and signed by the chairman of the EGM for identification purpose), subject to completion, which are convertible at an Initial Conversion Price of HK\$34.73 per Share (subject to adjustments) be and is hereby approved;
- (d) the grant of the Specific Mandate to the Directors to issue the Convertible Bond subject to completion of the Placing and to issue and allot the Conversion Shares to the Notes Issuer be and is hereby approved, confirmed and ratified. The Specific Mandate is 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 by the Shareholders prior to the passing of this resolution;
- (e) any other documents entered into and/or to be entered into in connection with the Relevant Scheme and the Convertible Bonds, including but not limited to (i) the Facility Agreement, (ii) the Security Deed, (iii) the Loan Guarantee, (iv) the Trust Deed and (v) the Agency Agreement, a copy of which having been produced to the EGM marked “D”, “E”, “F”, “G” and “H”, respectively, and signed by the chairman of the EGM for identification purpose, and the Transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (f) each of the Directors and the Company Secretary be and is hereby authorised to do all such acts and things and sign, ratify or execute (with or without affixation of seal) all such documents and take all such steps as such Director and/or the Company Secretary in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Transactions; and
- (g) any and all actions heretofore taken by any Director, officer, the Company Secretary and/or share registrars of the Company, in connection with the foregoing resolutions, be and are hereby ratified, confirmed and approved in all respects.”

By order of the Board
China Mengniu Dairy Company Limited
Kwok Wai Cheong, Chris
Company Secretary

Hong Kong, September 24, 2021

Notes:

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. All proxies, together with powers of attorney or other authorities, if any, under which they are signed or notarially certified copies thereof, must be deposited with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the EGM. Completion and delivery of the proxy form will not preclude a member from attending and voting in person at the meeting if he so wishes.
- (2) The register of members of the Company will be closed from Thursday, October 7, 2021 to Tuesday, October 12, 2021 both days inclusive, for the purpose of ascertaining shareholders’ eligibility 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 for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, October 6, 2021.
- (3) Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, 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 are present at any meeting personally or by proxy, that the more senior shall alone be entitled to vote in respect of such Share and, for this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of the relevant joint holding.
- (4) References to time and dates in this notice are to Hong Kong time and dates.

(5) Taking into account of the recent development of the epidemic caused by coronavirus disease 2019 (COVID-19), the Company will implement the following prevention and control measures at the EGM against the epidemic to protect the Shareholders from the risk of infection:

- Compulsory body temperature checks
- Mandatory health declaration
- Wearing of surgical face mask for each attendee
- No distribution of corporate gift or provision of refreshment

Details are set out on page 1 of the circular dated September 24, 2021.

The Company reminds all Shareholders that any person who is subject to any quarantine order prescribed by the Hong Kong Government will be denied entry into the EGM venue in order to ensure the health and safety of all attendees at the EGM. Additionally, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, instead of attending the EGM in person.

As at the date of this notice, the Board comprises: Mr. Jeffrey, Minfang Lu and Mr. Meng Fanjie as executive directors; Mr. Chen Lang, Mr. Niu Gensheng and Mr. Simon Dominic Stevens as non-executive directors; and Mr. Jiao Shuge (alias Jiao Zhen), Mr. Julian Juul Wolhardt, Mr. Zhang Xiaoya and Mr. Yau Ka Chi as independent non-executive directors.