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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 of China Mengniu Dairy Company Limited (the “**Company**”) will be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, July 16, 2013 at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments the following ordinary resolution:

ORDINARY RESOLUTION

That (a) the acquisition of all the outstanding shares in the issued share capital of Yashili International Holdings Ltd (“**Yashili**”, Stock Code: 1230) and the cancellation of the outstanding options of Yashili granted pursuant to its pre-IPO share option scheme and share option scheme by way of a voluntary general offer (the “**Offers**”) by UBS on behalf of the China Mengniu International Company Limited (the “**Offeror**”), the details of which are set out in the joint announcement published by the Company, the Offeror and Yashili dated June 18, 2013, and all transactions contemplated thereunder, including the Irrevocable Undertakings given by Zhang International Investment Ltd. and CA Dairy Holdings in favour of the Company and the Offeror, be and are hereby approved, ratified and confirmed; and (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Offers or any revisions thereof and the transactions contemplated thereunder and to agree to such variations, amendments or revisions of/to any of the terms or the structure of the Offers and the transactions and transaction documents contemplated thereunder and such waivers of conditions to the Offers (where applicable) as he/she may in his/her absolute discretion consider necessary or desirable.

By order of the Board
Kwok Wai Cheong, Chris
Company Secretary

Hong Kong, June 28, 2013

* For identification purpose only

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 notorially 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 Monday, July 15, 2013 to Tuesday, July 16, 2013 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 branch 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 Friday, July 12, 2013; and
- (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.

As at the date of this announcement, the Board comprises: Ms. Sun Yiping, Mr. Bai Ying, Mr. Wu Jingshui and Mr. Ding Sheng as executive directors, Mr. Ning Gaoning, Mr. Yu Xubo, Mr. Niu Gensheng, Mr. Ma Jianping, Mr. Tim Ørting Jørgensen, Mr. Finn S. Hansen and Ms. Liu Ding as non-executive directors, Mr. Jiao Shuge (alias Jiao Zhen), Mr. Julian Juul Wolhardt, Mr. Liu Fuchun, Mr. Zhang Xiaoya, Mr. Andrew Y. Yan and Mr. Wu Kwok Keung Andrew as independent non-executive directors.