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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHANGE OF CHAIRMAN OF AUDIT COMMITTEE AND
REMUNERATION COMMITTEE**

The Board announces that Mr. Xie Tao has tendered his resignation from the position as the Company's independent non-executive director, chairman of the audit committee, chairman of the remuneration committee and member of the nomination committee of the Company with effect from 1 April 2013. The Board and Mr. Xie confirm that there is no disagreement between each other and there is no matter relating to the resignation of Mr. Xie that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board is pleased to announce that Mr. Wu Kwok Keung Andrew has been appointed as the Company's independent non-executive director and chairman of the audit committee, while Mr. Julian Juul Wolhardt is appointed as the chairman of the remuneration committee of the Company, both with effect from 1 April 2013.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the **Board**) of China Mengniu Dairy Company Limited (the **Company**, together with its subsidiaries, the **Group**) announces that Mr. Xie Tao (**Mr. Xie**) has tendered his resignation as an independent non-executive director of the Company with effect from 1 April 2013 to focus on other personal commitments. He has also resigned as the chairman of the audit committee and remuneration committee of the Company and as a member of the nomination committee.

The Board and Mr. Xie confirmed that there is no disagreement between each other and there is no matter relating to the resignation of Mr. Xie that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the **Stock Exchange**).

The Board would like to express its gratitude to Mr. Xie for his valuable contributions to the Company during his tenure of service as an independent non-executive director, chairman and member of the relevant board committees.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF AUDIT COMMITTEE

The Board announces the appointment of Mr. Wu Kwok Keung Andrew (**Mr. Wu**) as the Company's independent non-executive director and chairman of the audit committee of the Company with effect from 1 April 2013.

The biographical details of Mr. Wu are set out below.

Mr. Wu Kwok Keung Andrew

Wu Kwok Keung Andrew, aged 59, had served Ernst & Young for over 33 years before retiring from the firm in January 2010. He served as the managing partner of the Beijing office from 1997 to 2000, the Quality & Risk Management Leader of the China firm of Ernst & Young in 2004 and 2005, managing partner of Assurance and Advisory Business Services ("AABS") for Greater China from 2005 to 2008, and the Far East Area managing partner of AABS in 2006 and 2007. Mr. Wu became a member of the management committee of the China firm of Ernst and Young in 2005. He was the regional managing partner of Hong Kong and Macau from July 2008 to December 2009. Mr. Wu graduated from the University of Hong Kong with a bachelor's degree in science in 1974. He is a fellow of the Association of Chartered Certified Accountants, United Kingdom and an associate of the Hong Kong Institute of Certified Public Accountants.

Mr. Wu is an independent non-executive director, chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee of SPT Energy Group Inc., a company listed on the Stock Exchange. Save as disclosed above, Mr. Wu has not held any directorships in other public companies that the securities of which are listed on the Stock Exchange or any overseas stock exchange in the last three years.

Mr. Wu will enter into a letter of appointment with the Company for a term of three years commencing from 1 April 2013. His directorship is subject to retirement by rotation and re-election in accordance with the Company's articles of association. Mr. Wu is entitled to remuneration to be determined with reference to his duties and

responsibilities in the Group and reviewed by the remuneration committee of the Board.

As at the date of this announcement, Mr. Wu does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company, and he does not have any interest in shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Wu is not aware of any matter that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of The Rules Governing the Listing of Securities on the Stock Exchange or any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warm welcome to Mr. Wu.

CHANGE OF CHAIRMAN OF REMUNERATION COMMITTEE

The Board is also pleased to announce the appointment of Mr. Julian Juul Wolhardt (**Mr. Wolhardt**), an independent non-executive director of the Company, as the chairman of the remuneration committee with effect from 1 April 2013.

By Order of the Board
China Mengniu Dairy Company Limited
Sun Yiping
Executive Director and Chief Executive Officer

Hong Kong, 2 April 2013

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.

** For identification purposes only*