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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)**

### **EXTRAORDINARY GENERAL MEETING HELD ON 3 FEBRUARY 2017 – POLL RESULTS**

At the Extraordinary General Meeting (the “EGM”) of China Mengniu Dairy Company Limited (the “**Company**”) held on 3 February 2017, the ordinary resolution as set out in the Notice of Extraordinary General Meeting dated 16 January 2017 was voted on by poll. The Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as scrutineer for the vote-taking at the EGM.

As at the date of the EGM, the number of issued share capital of the Company was 3,925,027,186 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolution at the EGM. There were no restrictions on any shareholders casting votes on the resolution at the EGM.

\* *For identification purposes only*

The poll result in respect of the resolution was as follows:

ORDINARY RESOLUTION	No. of Votes Cast (%)	
	FOR	AGAINST
To approve, confirm and/or ratify (as the case may be) (a) the Sale and Purchase Agreement dated 4 January 2017 (“SPA”) (details of which are set out in the circular of the Company dated 16 January 2017 to the shareholders of the Company) and all the transactions contemplated thereunder or in relation thereto and (b) the acquisition of all the outstanding shares in the issued share capital of China Modern Dairy Holdings Ltd. (“CMD”) (other than those already owned or agreed to be acquired by the Company and its concert parties) and the cancellation of all outstanding options of CMD by way of conditional mandatory cash offers (the “Offers”) and all transactions contemplated thereunder or in relation thereto; and to authorize any one or more of the directors and/or the company secretary of the Company to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the SPA, the Offers and the transactions contemplated thereunder or in relation thereto.	2,899,447,305 (91.49%)	269,770,878 (8.51%)

As the required majority of votes were cast in favour of the resolution, this resolution was duly passed as an ordinary resolution and therefore, Condition (c) to SPA Completion as referred to in the section headed “Conditions to the SPA” in the joint announcement published by the Company and CMD dated 4 January 2017 has been satisfied.

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

Hong Kong, 3 February 2017

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the Board comprises: Mr. Jeffrey, Minfang Lu, Mr. Bai Ying and Ms. Wu Wenting as executive directors, Mr. Ma Jianping, Mr. Niu Gensheng, Mr. Tim Ørting Jørgensen and Mr. Filip Kegels as non-executive directors, Mr. Jiao Shuge (alias Jiao Zhen), Mr. Julian Juul Wolhardt, Mr. Zhang Xiaoya and Mr. Yau Ka Chi as independent non-executive directors.*