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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)



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)

Star Future Investment Company Limited

星萊投資有限公司

(Incorporated in Hong Kong with limited liability)

JOINT ANNOUNCEMENT

PRE-CONDITIONAL PRIVATIZATION OF YASHILI BY STAR FUTURE INVESTMENT COMPANY LIMITED BY WAY OF A SCHEME OF ARRANGEMENT (UNDER SECTION 86 OF THE COMPANIES ACT) AND PROPOSED WITHDRAWAL OF LISTING OF YASHILI

SATISFACTION OF ALL SCHEME PRE-CONDITIONS

Financial Adviser to the Offeror and Mengniu



The Hongkong and Shanghai Banking Corporation Limited

References are made to (i) the announcement dated May 6, 2022 (the “**Joint Announcement**”) jointly issued by China Mengniu Dairy Company Limited (“**Mengniu**”), Star Future Investment Company Limited (the “**Offeror**”) and Yashili International Holdings Ltd (“**Yashili**”), in relation to, among other things, the Proposed Transactions and the Privatization Proposal; (ii) the circular dated July 29, 2022 issued by Yashili in relation to, among other things, the Proposed Transactions; (iii) the announcement dated May 27, 2022 jointly issued by Mengniu, the Offeror and Yashili in relation to the extension of

time for despatch of the Scheme Document (the “**Delay in Despatch Announcement**”); (iv) the announcements dated June 27, 2022, July 27, 2022, September 16, 2022, October 14, 2022, November 14, 2022, December 14, 2022, January 13, 2023 and February 13, 2023 jointly issued by Mengniu, the Offeror and Yashili in relation to updates on the Privatization Proposal; and (v) the announcement dated August 16, 2022 jointly issued by Mengniu, the Offeror and Yashili in relation to, among other things, updates on the Scheme Pre-Conditions and the amendment to the Scheme Condition (the “**August Update Announcement**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

FULFILMENT OF ALL OF THE SCHEME PRE-CONDITIONS

As stated in the Joint Announcement, the making of the Privatization Proposal is, and the implementation of the Privatization Proposal and the Scheme will be, subject to the satisfaction of the Scheme Pre-Conditions by the Pre-Conditions Long Stop Date. As stated in the August Update Announcement, Scheme Pre-Conditions (a) and (c) have been fulfilled.

Mengniu, the Offeror and Yashili are pleased to announce that, following the completion of the Dumex China Disposal on March 2, 2023, the completion of the 25% Yashili Acquisition, which is the remaining Scheme Pre-Condition (b), took place on March 9, 2023. Accordingly, as of the date of this announcement, all Scheme Pre-Conditions have been fulfilled. With all the Scheme Pre-Conditions having been fulfilled, the implementation of the Privatization Proposal is subject only to the satisfaction (or where applicable) waiver of the Scheme Conditions, which include, amongst others, the approval of the Scheme at the Court Meeting.

UPDATE ON THE STATUS OF THE SCHEME DOCUMENT

As disclosed in the Delay in Despatch Announcement, pursuant to Rule 8.2 of the Takeovers Code, an application has been made for an extension of the latest time for the despatch of the Scheme Document to a date no later than August 31, 2023, and the Executive has granted its consent to such extension.

Mengniu, Yashili and the Offeror are in the course of preparing the Scheme Document and other relevant documents for submission to the Cayman Court. Further announcement(s) on the status and progress of the Privatization Proposal and the Scheme and the despatch of the Scheme Document will be made in accordance with the Listing Rules and the Takeovers Code as and when appropriate.

WARNING: The respective shareholders and potential investors of Yashili and Mengniu should be aware that the implementation of the Privatization Proposal and the Scheme is subject to the Scheme Conditions as set out in the Joint Announcement and as amended in the August Update Announcement being satisfied or (where applicable) waived, and thus the Privatization Proposal may or may not be implemented and the Scheme may or may not become effective.

Therefore, the respective shareholders and potential investors of Yashili and Mengniu should exercise caution when dealing in the securities of Yashili and Mengniu. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of directors of
**CHINA MENGNIU DAIRY COMPANY
LIMITED**
中國蒙牛乳業有限公司*
Jeffrey, Minfang Lu
*Chief Executive Officer and
Executive Director*

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*

By order of the board of directors of
Star Future Investment Company Limited
星萊投資有限公司
Kwok Wai Cheong
Director

Hong Kong, March 9, 2023

As at the date of this announcement, the Mengniu Board comprises: Mr. Jeffrey, Minfang Lu, Ms. Wang Yan and Mr. Zhang Ping as executive directors; Mr. Chen Lang, Mr. Wang Xi and Mr. Simon Dominic Stevens as non-executive directors; and Mr. Yih Dieter (alias Yih Lai Tak, Dieter), Mr. Li Michael Hankin and Mr. Ge Jun as independent non-executive directors.

The Mengniu Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Yashili Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Yashili Directors) 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 statement in this announcement misleading.

As at the date of this announcement, the board of directors of the Offeror comprises: Mr. Kwok Wai Cheong and Mr. So Ying Fat.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Mengniu Group, except for that relating to the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Mengniu Directors and the Yashili Directors) 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 statement in this announcement misleading.

As at the date of this announcement, the Yashili Board comprises: Mr. Jeffrey, Minfang Lu (Chairman of Yashili) 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.

The Yashili Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Mengniu Group, except for that relating to the Yashili Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Mengniu Directors and the directors of the Offeror) 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 statement in this announcement misleading.

** For identification purpose only*