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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
OCTOBER 12, 2021 — POLL RESULTS**

At the extraordinary general meeting (the “**EGM**”) of China Mengniu Dairy Company Limited (the “**Company**”) held on October 12, 2021, the ordinary resolution as set out in the notice of extraordinary general meeting dated September 24, 2021 (the “**Notice of EGM**”) and the circular of the Company dated September 24, 2021 (the “**Circular**”) 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. Unless otherwise stipulated herein, terms used in this announcement shall have the same meanings given to them in the Notice of EGM and the Circular.

As at the date of the EGM, the number of issued share capital of the Company was 3,953,052,066 Shares. 317 Selected Participants and their associates, which held an aggregate of 5,683,453 Shares, representing approximately 0.14% of the entire issued share capital of the Company as at the date of the EGM, were required to abstain and did abstain from voting on the ordinary resolution proposed at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution proposed at the EGM was 3,947,368,613 Shares. Save as disclosed above, there was no other restriction on any shareholders casting votes on the ordinary resolution proposed at the EGM.

The poll result in respect of the ordinary resolution proposed at the EGM was as follows:

ORDINARY RESOLUTION(S)	No. of Votes (%)	
	FOR	AGAINST
<p>THAT:</p> <p>(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;</p> <p>(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;</p>	<p>3,156,497,270 (98.01%)</p>	<p>64,037,595 (1.99%)</p>

ORDINARY RESOLUTION(S)	No. of Votes (%)	
	FOR	AGAINST
<p>(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;</p> <p>(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;</p> <p>(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;</p>		

ORDINARY RESOLUTION(S)	No. of Votes (%)	
	FOR	AGAINST
<p>(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</p> <p>(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.</p>		

As the required majority of votes were cast in favour of the above resolution, this resolution was duly passed as an ordinary resolution. Therefore, the condition for the Transactions to be approved by the Shareholders at the EGM (being condition (a) to the Relevant Scheme becoming effective as referred to in the section headed “The Relevant Scheme” in the Circular) has been satisfied.

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

Hong Kong, October 12, 2021

As at the date of this announcement, 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.

* *For identification purpose only*