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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 the Extraordinary General Meeting of the shareholders of China Mengniu Dairy Company Limited (the “**Company**”) will be held at Ballroom, 3rd Floor, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 August 2009 at 9:30 a.m. for the following purposes:

SPECIAL RESOLUTION

1. “**THAT** the articles of association (the “**Articles**”) of the Company be and are hereby amended as follows:

“(a) Article 94: By deleting the word “two” and inserting the word “five” after “shall not be less than” and deleting “and shall be no more than ten” such that Article 94 would be amended to “The number of Directors shall not be less than five”.

(b) Article 115: by deleting the word “two” and inserting the word “five” after “shall not be less than” and deleting “and shall be no more than ten” such that the first sentence of Article 115 would be amended to “The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than five.”

and **THAT** any director of the Company be and is hereby authorized to take such further actions as he may in his sole and absolute discretion thinks fit for and on behalf of the Company to implement the aforesaid amendments to the existing Articles by the Company.

* For identification purposes only

ORDINARY RESOLUTIONS

2. Subject to the passing of Resolution 1 above, to elect the following directors for a fixed term of three years and authorize the board of directors of the Company to fix their remuneration:

(a) Mr. Ning Gaoning (寧高寧)

(b) Mr. Yu Xubo (于旭波)

(c) Mr. Ma Jianping (馬建平)

(d) Mr. Fang Fenglei (方風雷)

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

Hong Kong, 7 August 2009

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 notarially certified copies thereof, must be deposited with the Company's branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Extraordinary General Meeting. 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 will be closed from 25 August 2009 to 27 August 2009 (both days inclusive). In order to establish entitlements to attend and vote at the Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 24 August 2009.
- (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: Mr. Niu Gensheng, Mr. Yang Wenjun, Mr. Sun Yubin, Mr. Yao Tongshan and Mr. Bai Ying as executive directors, Mr. Jiao Shuge (alias Jiao Zhen) and Mr. Julian Juul Wolhardt as non-executive directors and Mr. Zhang Julin, Mr. Zhang Xiaoya and Mr. Liu Fuchun as independent non-executive directors.